



CONSTITUTION
Of
The Mathematical Association
Of Western Australia (Inc.)

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PART 1 — PRELIMINARY

1. Terms used

In this constitution, unless the contrary intention appears —

AAMT means the Australian Association of Mathematics Teachers;

Act means the *Associations Incorporation Act 2015*;

Association means the Mathematical Association of Western Australia (Inc.);

board means the board of directors of the Association;

board meeting means a meeting of the board of directors;

books, of the Association, includes the following —

- (a) a register of members;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by-laws means by-laws made by the Association under rule 60;

chairperson means the director holding office as the chairperson of the Association;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

committee means a committee appointed by the board under rule 44(1)(a);

constitution means this Constitution of the Association, as in force for the time being;

director means a member of the board;

executive committee includes the President, a representative from the Finance and Risk Management Committee and the Executive Officer;

Finance and Risk Management Committee consists of at least four people typically including the President, the Executive Officer and one additional director . The Committee supports the Board's oversight responsibilities relating to the financial aspects of the Association, the preparation and integrity of financial accounts and statements, internal controls, policies and procedures used to identify and manage risks, insurance activities and compliance with legal and regulatory requirements;

Financial member means a member who has paid by the relevant due date the membership fees and any other sums owed by the member to the Association;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

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

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

financial year of the Association means the period commencing on 1 January and ending on 31 December of each year;

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

member means a person (including an institution or a body corporate) who is an ordinary member of the Association;

ordinary board member means a director who is not an office holder of the Association under rule 27(3);

ordinary member means a member who is

- (a) a qualified educator or lecturer
- (b) an educational institution or
- (c) a person or corporate body that supports the association;

register of members means the register of members referred to in section 53 of the Act;

resolution means a formal decision passed by the Association in accordance with its Constitution, usually made at a general meeting or in a postal ballot or an electronic ballot;

rule means a rule in this Constitution;

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

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

2. Objects of the Association

- (1) To improve mathematics education, in the State of Western Australia by:
 - (a) disseminating knowledge related to mathematics and mathematics education to students and their families; as well as to schools, universities, colleges and other educational institutions in Western Australia;
 - (b) promoting and protecting the interests and welfare of all members in matters relating to mathematics and education;
 - (c) enabling members to act as one association;
 - (d) participating in a network of national mathematics educators as the Western Australian affiliated association with the Australian Association of Mathematics Teachers (“AAMT”) through which all members of the Association are automatically conferred membership of AAMT;
 - (e) representing the views of members in relevant matters; and
 - (f) encouraging and facilitating social activities and promoting collegiality among members

PART 2 — ASSOCIATION TO BE NOT-FOR-PROFIT BODY

3. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under rule 3 (3).
- (3) A payment to a member out of the funds of the Association is authorised if:
 - (a) the payment is in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment is of interest on money borrowed by the Association from the member at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment is of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement is of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

Any person, institution or corporate body who supports the objects of the Association is eligible to apply to become a member.

5. Applying for membership

An eligible person, institution or corporate body who wants to become a member must complete an online application and pay the appropriate fee.

6. Becoming a member

An applicant for membership of the Association becomes a member when:

- (a) the online application form is submitted; and
- (b) the applicant pays any membership fees payable to the Association under rule 12.
- (c) An individual who wishes to be a member must be over 18 or turn 18 the year they apply.

7. Classes of membership

- (1) The Association consists of ordinary members, MAWA employees and any other class of membership as determined by the board from time to time.
- (2) The Association may have any class of membership approved by resolution at a general meeting.
- (3) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

8. Rights of membership

An ordinary member has full voting rights and any other rights conferred on members by this constitution or approved by resolution at a general meeting or determined by the board. If the ordinary member is an educational institution or other body containing more than one person, the member may nominate one person only at any time to exercise the member's vote.

9. When membership ceases

A person, institution or corporate body ceases to be a member when any of the following takes place:

- (1)
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person, institution or corporate body resigns from the Association under rule 10;
 - (d) the person, institution or corporate body is expelled from the Association under rule 15;or

- (e) the person, institution or corporate body ceases to be a member under rule 12(3).
- (2) The Executive Officer must keep a record, for at least one year after a person, institution or corporate body ceases to be a member, of —
 - (a) the date on which the person, institution or corporate body ceased to be a member; and
 - (b) the reason why the person, institution or corporate body ceased to be a member.

10. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Executive Officer.
- (2) The resignation takes effect:
 - (a) when the Executive Officer receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of appropriate jurisdiction as a debt due to the Association.

11. Rights not transferable

The rights of a member are not transferable and end when that membership ceases.

Division 2 — Membership fees

12. Membership fees

- (1) The entrance fee (if any) and the annual membership fee (if any) will be set by the board for each category of membership.
- (2) A member should pay the annual membership fee to the Association, or any person authorised by the board to accept payments, by the date (the **due date**) determined by the board.
- (3) If a member has not paid the annual membership fee within the period of 1 month after the due date, the member ceases to be a member on the expiry of that period.
- (4) If a person, institution or corporate body has ceased to be a financial member, once the fee is paid, the Association will reinstate the membership.

Division 3 — Register of members

13. Register of members

- (1) The Executive Officer, or another person authorised by the board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (as per the by-laws) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members is an electronic database which is stored in the Cloud and has appropriate privacy protections and firewalls.
- (4) A member who wishes to inspect the register of members must contact the Executive Officer to seek permission. If permission is granted the Executive Officer will make necessary and appropriate arrangements. To protect the privacy of other members, an officer or employee of the Association may inspect the register on behalf of a member and provide an extract.
- (5) If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of, or extract from, the register of members,

the board may, in deciding whether to approve the inspection, require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

14. Term used: member

In this Part:

member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) The board may decide to suspend a member's membership or to expel a member from the Association if:
 - (a) the member contravenes any of this constitution; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The Executive Officer must give the member written notice of the proposed suspension or expulsion at least 28 days before the board meeting at which the proposal is to be considered by the board.
- (3) The notice given to the member must state:
 - (a) when and where the board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the proposed suspension or expulsion.
- (4) At the board meeting, the board must:
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide:
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the board to suspend the member's membership or to expel the member from the Association takes immediate effect unless the board decides otherwise.
- (6) The board must give the member written notice of the board's decision, and the reasons for the decision, within 7 days after the board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under rule 15(6), give written notice to the Executive Officer requesting the appointment of a mediator under rule 23.
- (8) If notice is given under rule 15(7), the member who gives the notice and the board are the parties to the mediation.

16. Consequences of suspension

- (1) During the period a member's membership is suspended, the member:
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the Executive Officer must record in the register of members:
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Executive Officer must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

17. Terms used

In this Division:

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person, institution or corporate body:

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

18. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association.

19. Parties to attempt to resolve dispute

The parties to a dispute should attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Executive Officer of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Executive Officer is given the notice, a board meeting must be convened to consider and determine the dispute.
- (3) The Executive Officer must give each party to the dispute written notice of the board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:

- (a) when and where the board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the dispute.
- (5) If:
- (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the Executive Officer stating that the party:
 - (i) does not agree to the dispute being determined by the board; and
 - (ii) requests the appointment of a mediator under rule 23,
- the board must not determine the dispute.

21. Determination of dispute by board

- (1) At the board meeting at which a dispute is to be considered and determined, the board must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The board must give each party to the dispute written notice of the board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the board's determination under rule 21(1)(c), give written notice to the Executive Officer requesting the appointment of a mediator under rule 23.
- (4) If notice is given under rule 21(3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

22. Application of Division

- (1) This Division applies if written notice has been given to the Executive Officer requesting the appointment of a mediator:
 - (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of mediator

- (1) The mediator must be a person chosen:
 - (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of rule 23(1)(a) or (b), then, subject to rule 23(3) and (4), the board must appoint the mediator.
- (3) The person appointed as mediator by the board should be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator

was requested by:

- (a) a member under rule 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii); or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the board may be an ordinary member or former member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

24. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator, at least 5 days before the mediation takes place, a written statement of the issues that need to be considered at the mediation.
- (3) In conducting the mediation, the mediator must:
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) endeavour to ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

25. If mediation results in the decision to suspend or expel being revoked

If:

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a board meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD

Division 1 — Powers of Board of Directors

26. Board

- (1) The directors are the persons who, as the board of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, this constitution, the by-laws and any resolution passed at a general meeting, the board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The board must take all reasonable steps to ensure that the Association complies with the Act, this constitution and the by-laws.

Division 2 — Composition of Board and duties of directors

27. Board

- (1) The board consists of:
 - (a) the office holders of the Association; and
 - (b) at least four ordinary directors.
- (2) The board may determine the maximum number of members who may be ordinary directors.
- (3) The following are the office holders of the Association:
 - (a) the President;
 - (b) the President Elect (when there is one);
 - (c) the Immediate Past President (if they remain on the board);
 - (d) the Executive Officer;
 - (e) the representative of the Finance and Risk Management Committee (other than the Executive Officer).
- (4) A person may be a director if the person
 - (a) is an individual who has reached 18 years of age; and
 - (b) is an ordinary member, or any other class of member as determined by the board.
- (5) A person must not hold 2 or more of the offices mentioned in rule 27(3) at the same time.

28. Chairperson

- (1) It is the duty of the chairperson to consult with the Executive Officer regarding the business to be conducted at each board meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at board meetings and presiding at general meetings provided for in this constitution.

29. Executive Officer

The Executive Officer has the following duties:

- (a) attending meetings of the Association to advise on the day-to-day operation of the Association, its activities and programs and be responsible for the day-to-day management and administration;

- (b) acting in the role of Public Officer, unless the Board appoints another person as public officer;
- (c) as the Association is a tier 2 association, the Executive Officer will coordinate the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (d) dealing with the Association's correspondence;
- (e) consulting with the chairperson regarding the business to be conducted at each board meeting and general meeting;
- (f) preparing the notices required for meetings and for the business to be conducted at meetings;
- (g) unless another member is authorised by the board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (h) maintaining on behalf of the Association an up-to-date copy of this constitution, as required under section 35(1) of the Act;
- (i) unless another member is authorised by the board to do so, maintaining on behalf of the Association a record of directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (j) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (k) maintaining full and accurate minutes of board meetings and general meetings;
- (l) carrying out any other duty given to the Executive Officer under this constitution or by the board.

30. Finance and Risk Management Committee

The Finance and Risk Management Committee has the following responsibilities:

- (a) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (b) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (c) ensuring provision of any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (d) carrying out any other duty given to the Finance and Risk Management Committee under this constitution or by the board.

31. Board Director

Board director responsibilities are outlined in the board charter.

Division 3 — Election of directors and tenure of office

32. How ordinary members become directors

An ordinary member becomes a director if the member:

- (a) is elected at a general meeting as President; or
- (b) is elected to the board at a general meeting; or
- (c) is appointed to the board by the board to fill a casual vacancy under rule 39.

33. Application to be a director

- (1) At least 42 days before an annual general meeting, the Executive Officer must send written notice to all the members:

- (a) calling for nominations; and
 - (b) stating the date by which applications must be received by the Executive Officer to comply with rule 33(2).
- (2) A member who wishes to be considered for appointment to the board must apply to the Executive Committee at least 28 days before the annual general meeting.

34. Election of President

- (1) At the annual general meeting, an election must be held for President of the Association.
- (2) If there is no nomination for President, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated, the chairperson of the meeting must declare the Member elected to the position.
- (4) Each ordinary member present at the meeting may vote for one member who has nominated for President.
- (5) A member who has nominated for the position may vote for himself or herself.
- (6) On the member's election, the new President of the Association may take over as the chairperson of the meeting.

35. Election of directors

- (1) Directors may be elected at any general meeting of the Association, as required.
- (2) Each ordinary member present at the meeting may vote for members who have been nominated for director.
- (3) A member who has been nominated for the position may vote for himself or herself.

36. Term of office

- (1) The term of office of a director begins when the ordinary member —
 - (a) is elected at a general meeting under rule 35;
 - (b) is appointed to fill a casual vacancy under rule 39.
- (2) Subject to rule 38, a director holds office for two years.
- (3) A director may be re-elected.

37. Resignation and removal from office

- (1) A director may resign from the board by written notice given to the Executive Officer.
- (2) The resignation takes effect:
 - (a) when the notice is received by the Executive Officer or chairperson; or
 - (b) if a later time is stated in the notice, within the directors' term of office.
- (3) At a general meeting, the Association may by resolution:

- (a) remove a director from office; and
 - (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
- (4) A director who is the subject of a proposed resolution under rule 37(3)(a) may make written representations (of a reasonable length) to the Executive Officer or chairperson and may ask that the representations be provided to the members.
- (5) The Executive Officer or chairperson may give a copy of the representations to each member or, if they are not so given, the director may require them to be read out at the general meeting at which the resolution is to be considered.

38. When membership of board ceases

A person ceases to be a director if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the board or is removed from office under rule 37; or
- (c) becomes ineligible to accept an appointment or act as a director under section 39 of the Act; or
- (d) becomes permanently unable to act as a director because of a mental or physical disability; or
- (e) fails to submit a formal apology, for non-attendance, to the Executive Officer or chairperson for 2 consecutive Board meetings; or
- (f) fails to attend 3 consecutive Board meetings.

39. Filling casual vacancies

- (1) The board may appoint a member who is eligible under rule 27(4) to fill a position on the board that:
- (a) has become vacant under rule 38; or
 - (b) was not filled by election at the most recent general meeting or under rule 37(3)(b).
- (2) If the position of Executive Officer becomes vacant, the board should endeavour to appoint a person, in a temporary capacity, who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 43, the board may continue to act despite any vacancy in its membership.
- (4) If there are fewer directors than required for a quorum under rule 43, the board may act only for the purpose of:
- (a) appointing directors under this rule; or
 - (b) convening a general meeting.

40. Validity of acts

The acts of a board or board, or of a director or member of a board, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a director or member of a board.

41. Payments to directors

A director is entitled to be paid out of the funds of the association for any out-of-pocket expenses for travel and accommodation properly incurred in connection with the Association's business.

Division 4 — Board meetings

42. Board meetings

- (1) The board should meet at least 3 times in each year on the dates and at the times and places determined by the board. Meetings may be held virtually and attended remotely.
- (2) Special board meetings may be convened by the chairperson or any 2 directors.

43. Quorum for board meetings

- (1) Subject to rule 39(4), no business is to be conducted at a board meeting unless a quorum is present. Quorum for board meetings is 50% of the directors plus one (excluding the Executive Officer).
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a board meeting held under rule 43(2)(b); and
 - (b) at least 2 directors are present at the meeting,those members present are taken to constitute a quorum.

Division 5 — Committees and subsidiary offices

44. Committees and subsidiary offices

- (1) To help the board in the conduct of the Association's business, the board may, in writing, do either or both of the following:
 - (a) appoint one or more committees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A committee may consist of the number of people, whether or not members, that the board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the board:
 - (a) a committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

45. Delegation to committees and holders of subsidiary offices

- (1) In this rule:

non-delegable duty means a duty imposed on the board by the Act or another written law.

- (2) The board may, in writing, delegate to a committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the board other than:
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a committee or the holder of a subsidiary office under this rule, may be exercised or performed by the committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the board from exercising or performing at any time the power or duty delegated.
- (6) Anything done by a committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the board.
- (7) The board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

46. Annual general meeting

- (1) The board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Executive Officer must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider:
 - (i) the board's annual report on the Association's activities during the preceding financial year; and
 - (ii) the financial report of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the President and other directors and appoint remaining office holders of the Association;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with this constitution may be conducted at the annual general meeting.

47. Special general meetings

- (1) The board may convene a special general meeting.
- (2) The board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must:
 - (a) make the requirement by written notice given to the Executive Officer; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting should be convened within 28 days after notice is given under rule 47(3)(a).
- (5) If the board does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under rule 47(5):
 - (a) must be made within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under rule 47(5).

48. Notice of general meetings

- (1) The Executive Officer or, in the case of a special general meeting convened under rule 47(5), the members convening the meeting, must give to each member:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for appointment or election to the board under rule 33(2) and 35(1); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 55(7).

49. Proxies

- (1) Subject to rule 49(2), an ordinary member or any class of membership as determined by the board may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the board has approved a form for the appointment of a proxy, the member may use that form or any other form:
 - (a) that clearly identifies the person who is requesting a proxy and identifies the person the member wishes to exercise that proxy on their behalf ; and
 - (b) that has been signed by the member for whom the proxy is being sought.
- (7) Notice of a general meeting given to an ordinary member under rule 48 must:
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Executive Officer before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association at least 24 hours before the commencement of the meeting.

50. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by remote attendance via online meeting platforms, telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under rule 50(1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (3) General meetings may be recorded by an officer of the Association, to allow for accurate preparation of the minutes. Members should not record or share recordings of the meeting.

51. Presiding director and quorum for general meetings

- (1) The President should preside as chairperson of each general meeting.
- (2) If the President is absent or is unwilling to act as chairperson of a general meeting, the directors at the meeting may choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. Quorum is double the number of directors on the board, plus one.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under rule 51(4)(b); and
 - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

52. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting rule 52(1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 48.

53. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to rule 53(6), each ordinary member and any other class of membership determined by the board has one vote unless the member may also vote on behalf of a body corporate under rule 53(2) or is entitled to vote as a proxy for another member in accordance with rule 49; and
 - (b) postal voting (including via email) or the completion of ballot forms online may be utilised; and
 - (c) ordinary members and any other class of membership determined by the board may vote personally or by proxy.
- (2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the Executive Officer before any general meeting to which the appointment applies.
- (4) The appointment has effect until:
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Executive Officer, prior to the meeting.
- (5) Except in the case of a special resolution and except in the case of rule 53(6), a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) Only members who were present at a meeting may accept or second the minutes of the previous general meeting.
- (7) For a person to be eligible to vote at a general meeting as an ordinary member, any other class of membership determined by the board, or on behalf of an ordinary member by proxy or a body corporate under rule 53(2), the member:
 - (a) must have been an ordinary member or any other class of membership determined by the board at the time notice of the meeting was given under rule 48; and
 - (b) must have paid any fee or other money payable to the Association by the member.

54. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting:
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Rule 54(1) does not limit the matters in relation to which a special resolution may be proposed.

55. Determining whether a resolution is carried

- (1) In this rule:

poll means the process of voting in relation to a matter.

- (2) Subject to rule 55(4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under rule 55(2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy:
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under rule 55(2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

56. Minutes of general meeting

- (1) The Executive Officer, or a person authorised by the board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record:
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 49(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 46(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

57. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the board.

58. Control of funds

- (1) The Association must open accounts in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the board may approve expenditure on behalf of the Association.
- (3) The board may authorise the Executive Officer to expend funds on behalf of the Association up to a specified limit without requiring approval from the board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (a) 2 directors; or
 - (b) one director and a person authorised by the board.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

59. Financial statements and financial reports

- (1) For each financial year, the board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting rule 59(1), those requirements include:
 - (a) since the Association is a tier 2 association, the preparation of the financial report; and
 - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

60. By-laws

- (1) The Board may make, amend or revoke by-laws without a resolution at a general meeting, as long as they do not contradict this Constitution.
- (2) By-laws may:
 - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 7(2); and
 - (b) impose restrictions on the board's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the association's accounts; and
 - (d) provide for any other matter the board considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this constitution.
- (4) Without limiting rule 60(3), a by-law made for the purposes of rule 61(2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Executive Officer, on behalf of the Association must make a copy of the by-laws available for inspection by the member.

61. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by:
 - (a) 2 directors; or
 - (b) one director and a person authorised by the board.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the board and in the presence of:
 - (i) 2 directors; or
 - (ii) one director and a person authorised by the board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Executive Officer must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Executive Officer or another director authorised by the board.

62. Giving notices to members

In this rule:

recorded means recorded in the register of members.

A notice or other document that is to be given to a member under this constitution is taken not to have been given to the member unless it is in writing and:

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by electronic transmission to an appropriate recorded electronic address of the member.

63. Custody of books and securities

- (1) Subject to rule 63(2), the books and any securities of the Association must be kept in the Executive Officer's custody or under the Executive Officer's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the custody or under the control of the Executive Officer.
- (3) Rule 63(1) and (2) have effect except as otherwise decided by the board.
- (4) The books of the Association must be retained for at least 7 years.

64. Record of office holders

The record of directors and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Executive Officer's custody or under the Executive Officer's control. The record of directors is an electronic database which is stored in the Cloud and has appropriate privacy protections and firewalls.

65. Inspection of records and documents

- (1) Rule 65(2) applies to a member who wants to inspect:
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of directors, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The member must contact the Executive Officer to make the necessary arrangements for the inspection. To protect the privacy of other members, an officer or employee of the Association may inspect the register on behalf of a member and provide an extract.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a board meeting, the right to inspect that document is subject to any decision the board has made about minutes of board meetings generally, or the minutes of a specific board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in rule 65(1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in rule 65(1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

66. Publication by directors of statements about Association business prohibited

A director must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or board meeting unless:

- (a) the director has been authorised to do so at a board meeting; and
- (b) the authority given to the director has been recorded in the minutes of the board meeting at which it was given.

67. Distribution of surplus property on cancellation of incorporation or winding up

In this rule:

surplus property, in relation to the Association, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

68. Alteration of rules

If the Association wants to alter or rescind any of this constitution, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

Information provided to the Commissioner under section 29(5):

- A. The name of the Association is: The Mathematical Association of Western Australia Inc.
- B. The objects of the Association are to improve mathematics education, in the State of Western Australia by:
 - a. disseminating knowledge related to mathematics and mathematics education to students and their families; as well as to schools, universities, colleges and other educational institutions in Western Australia;
 - b. promoting and protecting the interests and welfare of all members in matters relating to mathematics and education;
 - c. enabling members to act as one association;
 - d. participating in a network of national mathematics educators as the Western Australian affiliated association with the Australian Association of Mathematics Teachers (“**AAMT**”) through which all members of the Association are automatically conferred membership of AAMT;
 - e. representing the views of members in relevant matters; and
 - f. encouraging and facilitating social activities and promoting collegiality among members.
- C. If the number of members personally present (being members entitled to vote under these rules at a general meeting) is double the number of directors plus one, that will constitute a quorum for the conduct of business at a general meeting.
- D. If the number of directors present is 50% of the total number of directors plus one, that will constitute a quorum for the conduct of the business of a board meeting.
- E. The association’s financial year will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

Mathematical Association of Western Australia

BY-LAWS

PART 1 — PRELIMINARY

These By-Laws were passed by the Board by resolution dated 28 March 2023 and are made under the powers vested in the Board by the Constitution clause 60 and these By-Laws are effective from the conclusion of the Special General Meeting on 28 March 2023.

1. Interpretation

Unless the context otherwise requires, words and expressions defined in the Constitution of the Association shall have the same meaning when used in these By-Laws, and rules of interpretation contained in the Constitution shall apply to these By-Laws.

PART 2 — CLASSES OF MEMBERS

2. Classes

The classes of members are:

- (a) Ordinary Members
- (b) MAWA Employees
- (c) Any other class of membership as determined by the board from time to time, including in any by-laws.

3. Ordinary Members

3.1 An Ordinary Member:

- (a) is a qualified educator, lecturer or teacher in the field of mathematics;
- (b) is an educational institution which is actively and directly engaged in maths education;
- (c) meets the eligibility requirements set out in Part 3 of the Constitution; and
- (d) has had his or her application for Membership approved in accordance with Part 3 of the Constitution.

b. Categories of Ordinary Members include:

- (a) Individual Members
- (b) Institutional Members
- (c) Undergraduate Education Student Members
- (d) Concessional/Retired Members
- (e) Family Members
- (f) Reciprocal Members
- (g) Business Members
- (h) Honorary Members
- (i) Life Members
- (j) Any other class of membership as determined by the board from time to time, including in any by-laws.

4. MAWA Employees are Non-voting Members

As Non-voting Members, MAWA Employee Members have all of the rights and privileges of Voting Members, except that they:

- (a) may not exercise any voting rights; and
- (b) are not eligible for election to any position on the board.

PART 3 – MEMBERSHIP FEES

5. The annual membership fee for the annual membership fees:
 - (a) Ordinary membership entrance fee (if any) and the annual membership fee (if any) will be set by the board and advertised on the MAWA website.
 - (b) The fees determined will be different for different classes of membership.
 - (c) For Institutional members these fee will be based on the number of students.

PART 4 – BOARD MEMBER QUALIFICATIONS AND SKILLS

6. The Association aims to have the following skills and experience across the board:
 - (a) Classroom teachers
 - (b) University lecturers
 - (c) Curriculum consultants
 - (d) Retired educators
 - (e) Experience outside the field of education such as financial or marketing, however, not limited to these.

PART 5 – CHANGES TO THE BY-LAWS

7. By-Laws

The By-Laws of the Association may be altered, repealed or added to as provided by rule 60 in the Constitution.