

# Constitution of the Economic Society of Australia (Western Australian Branch) Incorporated

Made under the Associations Incorporation Act 2015



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## Part 1 – Preliminary

### 1. Definitions

#### 1.1 In this constitution:

**Act** means the *Associations Incorporation Act 2015*

**Central Council** means the committee of management of the Economic Society of Australia national body

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

**Constitution** means these rules of the Society as in force for the time being

**Corporate Member** means any institutions, library, society, company or business located in Western Australia that has been admitted by the Council as a member prior to 1 July 2019

**Council** means the committee of management of the Society

**Financial Records** means documentation on financial transactions and includes but is not limited to:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (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 Statements** means the financial statements in relation to the Society required under Part 5 Division 3 of the Act

**General Meeting** of the Society means a meeting of the Society that all members are entitled to receive notice of and to attend

**Life Member** means a member who has contributed to the objects or purpose of the Society over a period of at least ten years, and has been conferred, by resolution of the Society at a general meeting on the nomination by, and recommendation of the Council

**Member** means a person or organisation admitted by the Council as a member of the Society in accordance with part 2

**Ordinary Council Member** means any person appointed to the Council in accordance with part 4 who is not an office bearer of the Society

**Ordinary Member** means any person that has been admitted by the Council as a member under part 2

**Other Branch** means any other branch of the Economic Society of Australia affiliated with the Central Council, including each jurisdictional branch and the national Women in Economics Network

**Professional Member** means any person that has formal qualifications and/or no less than three years professional experience as an economist that has been admitted by the Council as a member under part 2

**Register of Members** means the register of members referred to in section 53 of the Act

**Secretary** means the person holding office under this Constitution as Secretary of the Society

**Society** means Economic Society of Australia (Western Australian Branch) Incorporated and includes the Western Australian branches of the Young Economists Network and Women in Economics Network as they have been established as sub-committees by the Council

**Special General Meeting** means a general meeting of the Society other than an annual general meeting

**Special Resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act

**Student Member** means any full-time student at Universities and Colleges of Advanced Education located in Western Australia and such other persons as the Council may from time to time determine, that has been admitted by the Council as a member of the Society under part 2

**Sub-committee** means a subsidiary group of the Society's members established by the Council under section 26 to pursue specific objects, including but not limited to the Western Australian branches of the Young Economists Network and Women in Economics Network

**Treasurer** means:

- (a) the person holding office under this Constitution as Treasurer of the Society, or
- (b) if no such person holds that office - the Secretary of the Society

**Website** means the various pages of the Society's internet page located at [www.esawa.org.au](http://www.esawa.org.au).

1.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## 2. Objects

2.1 The Society has the following objects:

- (a) To encourage the study of economics and its application in Australia.
- (b) To assist or participate in the training and professional development of economists as deemed appropriate.

- (c) To promote the teaching and study of economics in secondary schools, colleges and tertiary institution and in the training programmes of other professions and occupations.
- (d) To encourage informed public debate of economic questions.
- (e) To co-operate with Other Branches and the Central Council in the general work of the Society.
- (f) To issue publications and other matters concerning the interests of members as may be practicable.

**3. The Society is to be a not-for-profit body**

- 3.1 The property and income of the Society must be applied solely towards the promotion of the objects of the Society in clause 2.1 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.
- 3.2 A payment may be made to a member out of the funds of the Society only if it is authorised under clause 3.3.
- 3.3 A payment to a member out of the funds of the Society is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business;
  - (b) the payment of interest, on money borrowed by the Society from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Society; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society.

## **Part 2 – Membership**

### **4. Eligibility for membership**

- 4.1 Membership of the Society is open to any person or organisation accepting its rules and paying the relevant annual fees where the person or institution:
- (a) is eligible for the class of membership applied for;
  - (b) has applied for membership of the Society in accordance with section 5;
  - (c) accepts the rules of the Society made in accordance with this Constitution; and
  - (d) pays the annual membership fee for the relevant class of membership determined from time to time and published by the Council on the Website.
- 4.2 The Council may, at its discretion admit any person or organisation as a member in only one of the following classes:
- (a) Ordinary Member;
  - (b) Student Member;
  - (c) Professional Member;
  - (d) Life Member; or
  - (d) Corporate Member.
- 4.3 The Council may, at its discretion admit any member of the Society as a member of any sub-committee of the Society.

### **5. Application for membership**

- 5.1 An application of a person for membership of the Society must be:
- (a) made by a person or organisation, in writing in the form prescribed by the Society on the Website;
  - (b) accompanied by the relevant annual membership fee for the relevant class of membership determined from time to time and published by the Council on the Website; and
  - (c) lodged with the Secretary of the Society.
- 5.2 An application of a person as a Student Member of the Society must also include evidence of the person's enrolment as a full-time student at a University or other formally recognised tertiary education institute located in Western Australia.
- 5.3 An application of a person as a Professional Member of the Society must also include:
- (a) a statement of tertiary qualifications and professional experience; and
  - (b) either evidence of:
    - (i) tertiary qualifications in the form of an academic transcript; or

- (ii) professional experience gained over a period of not less than three years in the form of a CV, with references.

5.4 An application of an organisation as a Corporate Member of the Society must also include:

- (a) the full name, address and position of the contact person responsible for the organisation's dealings with the Society, including for example receiving and distributing the Society's communications amongst its staff; and
- (b) the current ABN or ACN for the organisation.

5.5 The Council may at its discretion determine that a member who has made an exceptional contribution to the Branch be made a Life Member. A Life Member is not required to pay an annual membership fee.

5.6 Any financial member of any Other Branch may on application transfer membership to the Society.

5.7 All applicants for membership must be admitted by the Council.

5.8 On admission by the Council, and payment by the applicant of the sum payable under this Constitution by that person or organisation as an annual membership fee, enter or cause to be entered the applicant's name in the Register of Members and, on the name so being entered becomes a Member of the Society.

5.9 A Member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Council.

## **6. Cessation of membership**

6.1 A person ceases to be a member of the Society, if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the Society; or
- (d) fails to pay the annual membership fee under section 8 within three months of the fee becoming due.

6.2 An organisation ceases to be a Corporate Member, where it:

- (a) does not have a valid ABN or ACN;
- (b) resigns membership;
- (c) is expelled from the Society; or
- (d) fails to pay the annual membership fee under section 8 within three months of the fee becoming due.

6.3 A member of the Society may resign from membership of the Society by first giving to the Secretary written notice of at least one month (or such other period as the Council may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- 6.4 A person who has resigned from membership of the Society remains liable for any fees that are owed to the Society (the owed amount) at the time of resignation.
- 6.5 The owed amount may be recovered by the Society in a court of competent jurisdiction as a debt due to the Society.
- 6.6 If a member of the Society ceases to be a member under clause 6.3, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member, and this record must be kept for at least one year.

## **7. Transfer of membership**

- 7.1 A right, privilege or obligation which a person or organisation has by reason of being a member of the Society:
- (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

## **8. Membership fees**

- 8.1 The Council must determine any admission fee and the annual membership fees to be paid for membership of the Society.
- 8.2 The fees determined under clause 8.1 may be different for different classes of membership, and must be published on the Website.
- 8.3 The annual membership fee of a Student Member shall not exceed the subscription of an Ordinary Member.
- 8.4 A member must pay the annual membership fee to the treasurer, or another person authorised by the Council to accept payments, by the date determined by the Council.
- 8.5 In accordance with clause 6.1(d), if a member has not paid the annual membership fee within the period of three months after the due date, the member ceases to be a member on the expiry of that period.
- 8.6 If a person who has ceased to be a member under clause 8.5 offers to pay the annual membership fee after the period referred to in that clause has expired:
- (a) the Council may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **9. Register of Members**

- 9.1 The Council must establish and maintain a Register of Members of the Society in accordance with section 53 of the Act.
- 9.2 All entries in the Register of Members must include, for each member of the Society:
- (a) the name and contact details of each person or organisational representative;
  - (b) the class of membership; and

(b) the date on which the person or organisation became a member.

9.3 The register of members must be kept by the Secretary of the Society.

9.4 If a member requests that any information contained on the Register of Members about the member or organisation (other than the member's name) not be available for inspection, that information must not be made available for inspection.

9.5 A member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements in accordance with section 44.

9.6 If:

(a) a member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

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

## **Part 3 – Complaints, dispute resolution and disciplinary action**

### **10. Complaints and disputes**

- 10.1 A complaint may be made to the Council by any person that is a member of the Society:
- (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Society.
- 10.2 A complaint against a member or dispute between a member and another member (in their capacity as members or former members) of the Society, or a complaint against the Society or dispute between a member or members and the Society:
- (a) must be made in writing to the Secretary or another office bearer of the Society; and
  - (b) must contain information including the parties to the dispute and full information of the matters that are the subject of the dispute.
- 10.3 The Council may refuse to deal with a complaint or dispute if it considers the complaint to be trivial or vexatious in nature.
- 10.4 Where the Council has decided to deal with the complaint or dispute, the Council may decide to:
- (a) consider the matter in the first instance, and:
    - (i) must cause notice of the complaint to be served on the member concerned;
    - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
    - (iii) must take into consideration any submissions made by the member in connection with the complaint;
  - (b) refer the matter to a community justice centre where the Society is a party to the dispute or the dispute between members has not been resolved by the Council within 30 days of its consideration of the matter; and
  - (e) may be referred to the State Administrative Tribunal in accordance with section 182(1) of the Act where the dispute has not been resolved after three months of the Council's consideration of the matter.

### **11. Disciplining of members**

- 11.1 The Council may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 11.2 If the Council expels or suspends a member, the Secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Council for having taken that action and of the member's right of appeal under section 12.

- 11.3 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under section 12, whichever is the later.

**12. Right of appeal of disciplined member**

- 12.1 A member may appeal to the Society in general meeting against a resolution of the Council under section 11, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 12.3 On receipt of a notice from a member under clause 12.1, the Secretary must notify the Council which is to convene a general meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
- 12.4 At a general meeting of the Society convened under clause 12.3:
- (a) no business other than the question of the appeal is to be transacted;
  - (b) the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.5 The appeal is to be determined by a simple majority of votes cast by members of the Society.

## **Part 4 – The Council**

### **13. The Council and its powers**

- 13.1 The Council members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society.
- 13.2 Subject to the Act and this Constitution and to any resolution passed by the Society in a general meeting, the Council:
- (a) is to control and manage the affairs of the Society;
  - (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Society; and
  - (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Society and to achieve its objects.
- 13.3 The Council has the following powers:
- (a) Purchase, take on lease or in exchange and hire or otherwise acquire any real or personal property including any rights and privileges that may be deemed necessary or convenient for any of the objects of the Society.
  - (b) Buy, sell, supply and deal in goods of all kinds for any of the objects of the Society but not for any of the purpose of trading or securing pecuniary profits to the members of the Society.
  - (c) Construct, maintain and alter buildings or works necessary or convenient for any of the objects of the Society.
  - (d) Employ personnel in the service of the Society and/or hire services as needed to carry out the objects of the Society.
  - (e) Accept any gift, whether subject to a special trust or not, for any one or more of the objects of the Society.
  - (f) Take such steps from time to time as the Council may deem expedient for the purpose of procuring contributions to the funds of the Society whether by way of donations, subscriptions or otherwise.
  - (g) Print and publish such newspapers, periodicals, books, leaflets, posters or other documents, and to produce any such radio, television, video or film programmes, announcements or advertisements as the Council deems desirable from time to time for the promotion of the objects of the Society.
  - (h) Borrow and raise money in such manner and on such terms as the Council may think fit; and secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Society by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Society.

- (i) Subject to any legal conditions which may apply, invest any moneys of the Society not immediately required for any of its objects or purposes in such manner as the Council determines from time to time.
- (j) Make gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph (a) of subsection (1) of Section 78 of the *Income Tax Assessment Act 1936 (Cth)* relates.
- (k) Establish and support or aid in the establishment or support of any other association formed for any of the basic objects of the Society.
- (l) To collaborate with any organisation or body (not being an organisation or body formed for the purpose of securing profits to its members from its transaction) the objects of which are concordant with those of the Society.
- (m) Do all such other lawful things as are incidental or conducive to the attainment of the objects of the Society or related to the exercise of the powers specified in the foregoing provisions.

13.4 The Council must take all reasonable steps to ensure that the Society complies with the Act, this Constitution, and any resolution passed by the Society in a general meeting.

#### **14. Composition and membership of the Council**

14.1 The Council members consist of:

- (a) the office bearers of the Society;
- (b) the chair of each of the active sub-committees of the Society, including the permanent sub-committees of the:
  - i. Young Economists Network; and
  - ii. Women in Economics Network; and
- (c) at least one ordinary Council member.

14.2 The office bearers of the Society are:

- (a) the President;
- (b) the Vice President;
- (c) the Treasurer; and
- (d) the Secretary,

all of who must be members of the Society, and a number of other members of the Society appointed at a general meeting.

14.3 At the annual general meeting of the Society, all the members of the Council for the time being shall retire from office, but shall be eligible upon nomination for re-election.

14.4 A Council member may hold up to two offices (other than both the President and Vice President offices).

14.5 Each member of the Council is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

**15. President**

15.1 It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Council meeting and general meeting.

15.2 The President has the powers and duties relating to convening and presiding at Council meetings and presiding at general meetings provided for in this Constitution.

**16. Vice President**

16.1 It is the duty of the Vice President to assist the President perform their duties, and from time to time stand-in for the President to perform their duties.

**17. Secretary**

17.1 It is the duty of the Secretary to:

- (a) deal with the Society's correspondence;
- (b) consult with the President regarding the business to be conducted at each committee meeting and general meeting;
- (c) prepare the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Council to do so, maintain on behalf of the Society the Register of Members, and record in the Register of Members any changes in the membership, as required under clause 9.1 and section 53(1) of the Act;
- (e) maintain on behalf of the Society an up-to-date copy of this Constitution as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Council to do so, maintain on behalf of the Society a record of Council members and other persons authorised to act on behalf of the Society, as required under section 58(2) of the Act;
- (g) ensure the safe custody of the books of the Society, other than the Financial Records, Financial Statements and associated reports, as applicable to the Society;
- (h) maintain full and accurate minutes of Council meetings and general meetings; and
- (i) carry out any other duty given to the Secretary under this Constitution or by the Council.

**18. Treasurer**

18.1 It is the duty of the Treasurer of the Society to:

- (a) ensure that any amounts payable to the Society are collected and issuing receipts for those amounts in the Society's name;

- (b) ensure that any amounts paid to the Society are credited to the appropriate account of the Society, as directed by the Council;
- (c) ensure that any payments to be made by the Society that have been authorised by the Council or at a general meeting are made on time;
- (d) ensure that the Society complies with the relevant requirements of Part 5 of the Act;
- (e) ensure the safe custody of the Society's Financial Records, Financial Statements and associated reports, as applicable to the Society;
- (f) coordinate the preparation of the Society's financial statements and associated reports before their submission to the Society's annual general meeting;
- (g) provide any assistance required by an auditor or reviewer conducting an audit or review of the Society's Financial Statements or associated reports under Part 5 Division 5 of the Act; and
- (h) carry out any other duty given to the Treasurer under these rules or by the Council.

## **19. Election of Council members**

- 19.1 A member becomes a Council member if the member:
- (a) is elected to the Council at a general meeting; or
  - (b) is appointed to the Council by the Council to fill a vacancy under clause 19.11.
- 19.2 Nominations of candidates for election as office bearers of the Society or as ordinary Council members:
- (a) must be made in writing, seconded by another member of the Society and accompanied by the written consent of the candidate (if not the nominator); and
  - (b) must be delivered to the Secretary of the Society at any time up to one day prior to the date fixed for the holding of the annual general meeting at which the election is to take place.
- 19.3 A member of the Society may nominate for one specified position of office bearer of the Society or to be an ordinary Council member.
- 19.4 At the annual general meeting, a separate election must be held for each position of office bearer of the Society.
- 19.5 If there is no nomination for a position of office bearer of the Society, the chair of the meeting may call for nominations from the ordinary members at the meeting.
- 19.6 If only one member has nominated for a position of office bearer of the Society, the chair of the meeting must declare the member elected to the position.
- 19.7 If more than one member has nominated for a position of office bearer of the Society, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Council to decide who is to be elected to the position.
- 19.8 Each ordinary member may vote for one member who has nominated for a position of office bearer of the Society.

- 19.9 A member who has nominated for a position of office bearer of the Society may vote for themselves.
- 19.10 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 19.11 If insufficient further nominations are received, any vacant positions remaining on the Council are taken to be casual vacancies.
- 19.12 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.13 The ballot for the election of office bearers of the Society is to be conducted by postal ballot or online ballot or at the annual general meeting in such usual and proper manner as the Council may direct.
- 19.14 The election of office bearers of the Society is by a simple majority vote, but, in the event of an equality of votes, the chair may exercise a second or casting vote.
- 19.15 On the member's election, the new President of the Society may take over as the chair of the meeting.
- 19.16 The chair of the meeting:
- (a) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections for office bearers of the Society; and
  - (b) must declare each of those members to be elected to the Council.

## **20. Resignation from the Council**

- 20.1 Any member of the Council may resign from membership of the Council at any time by giving in notice in writing to the Secretary or President but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Society where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

## **21. Removal from the Council**

- 21.1 The Society in general meeting may by resolution remove any member of the Council from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2 If a member of the Council to whom a proposed resolution referred to in clause 21.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Secretary or President may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22. Appointments to the Council outside of annual general meetings**

22.1 The Council shall have power at any time to appoint any member of the Society to be an ordinary Council member until the next annual general meeting.

22.2 The Council shall have power at any time to appoint any member of the Society to be an office bearer of the Society if the elected member:

- (a) dies;
- (b) ceases to be a member of the Society;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*;
- (d) resigns office by notice in writing given to the Secretary or President under section 20;
- (e) is removed from office under section 21;
- (f) becomes a mentally incapacitated person;
- (g) is absent without the consent of the Council from three consecutive meetings of the Council;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001 (Cth)*.

## **23. Validity of acts**

23.1 The acts of the Council or sub-committee, or of a Council member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Council member or member of a sub-committee.

## **24. Notice of meetings of the Council**

24.1 The Council must meet at least three times in each period of 12 months at such place and time as the Council may determine to exercise its functions.

24.2 Additional meetings of the Council may be convened by the President or by any member of the Council.

24.3 Oral or written notice of a meeting of the Council must be given by the Secretary to each member of the Council at least seven days (or such other period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.

24.4 Notice of a meeting given under clause 24.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.

24.5 A member or other person who is not a Council member may attend a Council meeting if invited to do so by the Council.

**25. Procedure and order of business for Council meetings**

25.1 No business is to be transacted by the Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be dissolved.

25.2 Any four members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

25.3 The presence of a Council member at a Council meeting need not be by attendance in person but may be by that Council member and each other Council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

25.4 A member who participates in a Council meeting as allowed under clause 25.3 is taken to be present at the meeting.

25.5 At a meeting of the Council, the President shall preside as the chair at every meeting of the Council, or if there is no President, or if any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be chair, or if the Vice-President is not present at the meeting then the members may choose one of another Council member to chair the meeting.

25.6 If within half an hour from the time appointed for the commencement of a Council meeting a quorum is not present, the meeting if convened upon the requisition of members of the Council, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at an alternative time and place that the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

25.7 The order of business at a Council meeting may be determined by the Council members at the meeting.

25.8 A person invited under clause 24.5 to attend a Council meeting:

- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
- (b) must not comment about any matter discussed at the meeting unless invited by the Council to do so.

**26. Delegation by Council to sub-committees**

26.1 The Council may delegate to one or more sub-committees (consisting of such members of the Society as the Council thinks fit) the exercise of such of the functions of the Council, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Council by the Act or by any other law.

- 26.2 A function the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in an instrument of delegation.
- 26.4 Despite any delegation under this section, the Council may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Council.
- 26.6 The Council may revoke wholly or in part any delegation under this section by resolution and written notice.
- 26.7 A sub-committee may meet and adjourn as it thinks proper.

**27. Voting and decisions at Council and sub-committee meetings**

- 27.1 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined by a majority of the votes of members of the Council or sub-committee present at the meeting.
- 27.2 Each member of the Council or sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 27.3 Each member shall be entitled to appoint another member as their proxy, by notice, made in the form set out in Appendix A, given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- 27.4 A member of the Council or sub-committee shall not vote in respect of any contract or proposed contract or proposed contract with the Society in which they are interested, or any matter arising thereat, and if they vote their vote shall not be counted.
- 27.5 A member who participates in a Council meeting as allowed under clause 25.3 and, if the member votes at the meeting, the member is taken to have voted in person.
- 27.6 A person invited to attend a Council or sub-committee meeting cannot vote on any matter that is to be decided at the meeting.
- 27.7 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

**28. Minutes of Council and sub-committee meetings**

- 28.1 The Council and its sub-committees must ensure that minutes are taken and kept of each meeting.

- 28.2 The minutes must record the following:
- (a) the names of the members present at the meeting;
  - (b) the name of any person attending the meeting by invitation under clause 24.5;
  - (c) the business considered at the meeting; and
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- 28.3 The minutes of the meeting must be entered in the Society's minute book within 60 days after the meeting is held.
- 28.4 The chair must ensure that the minutes of a meeting are reviewed and signed as correct by:
- (a) the chair of the meeting; or
  - (b) the chair of the next meeting.
- 28.5 When the minutes of a meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.
- 29. Representation on the Central Council**
- 29.1 The President or, in the President's absence, the Vice President, must represent the Council on the Central Council.
- 29.2 If the President or Vice President is unable to attend a meeting, the President may delegate their representation to a member of the Council, or alternatively may nominate as its representative a member of an Other Branch.

## **Part 5 – General meetings**

### **30. Annual general meetings**

- 30.1 The Society must hold its annual general meetings:
- (a) within 3 months after the close of the Society's financial year; or
  - (b) within such later time as may be approved by the Commissioner subsequent to an application within four months after the end of the financial year in accordance with section 50(3)(b) of the Act.
- 30.2 The annual general meeting of the Society is, subject to the Act and to clause 30.1, to be convened on such date and at such place and time as the Council thinks fit.
- 30.3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Council reports on the activities of the Society during the last preceding financial year;
  - (c) to elect office-bearers of the Society and ordinary Council members in accordance with section 19;
  - (d) to receive and consider any Financial Statement or associated report required to be submitted to members under the Act; and
  - (e) to confirm or vary the fees, subscriptions and other amounts (if any) to be paid by members.
- 30.4 Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

### **31. Special General Meetings**

- 31.1 The Council may, whenever it thinks fit, convene a Special General Meeting of the Society.
- 31.2 The Council must, on the requisition in writing of at least 10 per cent of the total number of members, convene a Special General Meeting of the Society.
- 30.3 A requisition of members for a Special General Meeting:
- (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by each of the members making the requisition;
  - (c) must be made in writing and lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30.4 If the Council fails to convene a Special General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary,

any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

- 30.5 A Special General Meeting convened by a member or members as referred to in clause 30.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

### **31. Notice of general meetings**

- 31.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Society, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 31.2 If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 31.1, the intention to propose the resolution as a Special Resolution.

- 31.3 The notice must:

- (a) specify the date, time and place of the meeting;
- (b) indicate the general nature of each item of business to be considered at the meeting;
- (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Council under section 19; 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.

- 31.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under section 30.

- 31.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32. Presiding member and quorum for general meetings**

- 32.1 The President or, in the President's absence, the Vice President, is to preside as chair at each general meeting of the Society.

- 32.2 If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chair of the meeting.

- 32.3 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 32.4 Five members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 32.5 All votes shall be given personally or by proxy.
- 32.6 Each member shall be entitled to appoint another member as their proxy, by notice, made in the form set out in Appendix A, given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- 32.7 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present:
- (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 chair 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.
- 32.8 If:
- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under clause 32.7(b); and
  - (b) at least 2 ordinary members are present at the meeting,
- those members present are taken to constitute a quorum.

### **33. Adjournment**

- 33.1 The chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3 Except as provided in clauses 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **34. Special resolutions**

- 34.1 A special resolution is required if it is proposed at a general meeting:
- (a) to alter this Constitution, including changing the name of the body in accordance with section 30(1) of the Act;
  - (b) to affiliate or amalgamate the Society 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.
- 34.2 Clause 35.1 does not limit the matters in relation to which a special resolution may be proposed.
- 34.3 A special resolution may only be passed by the Society in accordance with section 39 of the Act.
- 35. Voting and making decisions at general meetings**
- 35.1 A question arising at a general meeting of the Society is to be determined by either:
  - (a) general agreement or disagreement;
  - (b) a show of hands; or
  - (c) if on the motion of the chair or if five or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 35.2 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chair prior to the conclusion of the general meeting.
- 35.3 On any question arising at a general meeting of the Society a member has one vote only.
- 35.4 For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is an organisation, the member:
  - (a) must have been an ordinary member at the time notice of the meeting was given; and
  - (b) must have paid any fee or other money payable to the Society by the member.
- 35.5 A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.
- 35.6 If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- 35.7 If votes are divided equally on a question, the chair of the meeting has a second or casting vote.
- 35.8 The chair of a general meeting may declare that a resolution has been:
  - (a) carried;
  - (b) carried unanimously;
  - (c) carried by a particular majority; or
  - (d) lost.
- 35.9 If the resolution is a special resolution, the declaration under clause 35.8 must identify the resolution as a special resolution.
- 35.10 A declaration under clause 35.8 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.

**36. Minutes of general meetings**

- 36.1 The secretary, or a person authorised by the Council from time to time, must take and keep minutes of each general meeting.
- 36.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 36.3 In addition, the minutes of each annual general meeting must record —
- (a) the names of the ordinary members attending the meeting; and
  - (b) the Financial Statements or associated reports presented at the meeting, as referred to in clause 30.3(d).
- 36.4 The minutes of a general meeting must be entered in the Society's minute book within 30 days after the meeting is held.
- 36.5 The chair must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- (a) the chair of the meeting; or
  - (b) the chair of the next general meeting.
- 36.6 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;
  - (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 6 – Financial matters**

### **37. Financial administration**

- 37.1 The financial year of the Society is the period beginning on 1 July in each year and ending 30 June the following year.

### **38. Source of funds**

- 38.1 The funds of the Society are to be derived from annual membership fees of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Council determines.

### **39. Control of funds**

- 39.1 The Society must open an account in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited.
- 39.2 All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- 39.3 The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 39.4 All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised as appropriate by any two members of the Council authorised to do so by the Council.
- 39.5 The Council may authorise the Treasurer to expend funds on behalf of the Society up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- 39.6 The Council may decide to designate funds to be expended on behalf of the Society by a sub-committee to further the object or purpose of that sub-committee.
- 39.7 The amount and object or purpose of any funds designated in accordance with clause 39.6 must be agreed by the Council at a Council meeting and must be consistent with the Society's objects and this Constitution.
- 39.8 The chair of that sub-committee appointed by the Society or Council, as appropriate, has the discretion to expend any funds designated in accordance with clause 39.6 as agreed by the sub-committee but only insofar as it is consistent with the object or purpose of that sub-committee and this Constitution.

### **40. Financial Statements and associated reports**

- 40.1 For each financial year, the Council must ensure that the requirements imposed on the Society under Part 5 of the Act relating to the Financial Statements and associated financial reports of the Society are met.

- 40.2 The Treasurer is responsible for keeping financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair Financial Statements to be prepared in accordance with Part 5 Division 3 of the Act.
- 40.3 As soon as practicable after the end of each financial year, the Treasurer must cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for that financial year; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Society at the close of that year.
- 40.4 If the Society is required to have the financial statements audited annually in accordance with Part 5, Division 3 of the Act, or by resolution at the annual general meeting of the Society, at that meeting the members shall appoint a person who is not a member of the Society as the auditor of the Society.
- 40.5 Where clause 40.4 applies, if an appointment cannot be made at the annual general meeting or a vacancy occurs in the office of auditor during the course of a financial year of the Society, the Council may appoint an auditor to hold office for the remainder of that year.
- 40.6 Where clause 40.4 applies, the person so appointed as the auditor shall hold office until the next annual general meeting after that at which they are appointed and is eligible for reappointment.
- 40.7 Where clause 40.4 applies, the auditor shall certify as to the correctness of the accounts of the Society and shall provide a written report to the next annual general meeting of the Society.
- 40.8 In the report produced under clause 40.7, and in certifying the accounts, the auditor shall state:
- (a) whether they have obtained the information required;
  - (b) whether, in their professional opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Society according to the information at their disposal and the explanations given to them and as shown by the books of the Society; and
  - (c) whether the rules relating to the administration of the funds of the Society have been observed.
- 40.9 The auditor:
- (a) must be provided access to the accounts, books, records, vouchers and documents of the Society by the Treasurer; and
  - (b) may require from the Council such information and explanation as may be necessary for the performance of their duties as auditor.

- 40.10 The financial records and, as applicable, the Financial Statements or financial reports of the Society must be kept in the Treasurer's custody or under the Treasurer's control.
- 40.11 The Council must retain its financial records for at least seven years after the transactions covered by the records are completed.

## **Part 6 – Administrative matters**

### **41. Executing documents**

- 41.1 The Society may execute a document by having it signed by:
- (a) two office bearers; or
  - (b) one office bearer and a person authorised by the Council.
- 41.2 Except as otherwise provided by this Constitution, the Secretary must keep in their custody or under their control all records, books and other documents relating to the Society.

### **42. Giving notices to members**

- 42.1 For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally;
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by electronic mail (email) or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 42.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- 42.3 The Secretary is responsible for maintaining copies, as appropriate, of all notices given to members where that notice serves to fulfil an obligation of the Council or Society under this Constitution or another legislative instrument.

### **43. Record of office bearers**

- 43.1 The record of office bearers, Council members and other persons authorised to act on behalf of the Society that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

### **44. Inspection of records and documents**

- 44.1 The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
- (a) records, books and other financial documents of the Society;
  - (b) the Register of Members;
  - (c) this Constitution;

- (d) minutes of all Council meetings and general meetings of the Society;
- (e) the record of the names and addresses of Council members, and other persons authorised to act on behalf of the Society, under section 58(3) of the Act; and
- (f) any other record or document of the Society.

44.2 Any member of the Society must contact the Secretary to make the necessary arrangements to inspect the Society's documentation.

44.3 The member may obtain a copy of any of the documents referred to in clause 44.1 on payment of a fee of not more than \$1 for each page provided.

44.4 The member must not use or disclose information in a record or document of the Society that is confidential in nature except for a purpose:

- (a) that is directly connected with the affairs of the Society; or
- (b) that is related to complying with a requirement of the Act.

#### **45. Publication of statements about Society business**

45.1 A Council member must not publish, or cause to be published, any statement about the business conducted by the Society at a general meeting or Council meeting unless:

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

#### **46. Distribution of surplus property on cancellation of incorporation or winding up**

46.1 The Society shall not be dissolved unless as determined by a majority of at least two-thirds of the members of the Society at any properly constituted general meeting or provided that twenty-one days' notice of the intended dissolution has been forwarded in writing to all members of the Society.

46.2 If the Society is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, surplus property, that surplus property must be distributed to the Central Council or some other institution or institutions having objects similar to the objects of the Society in accordance with section 24(1) of the Act.

46.3 The Council must determine the distribution of surplus property under clause 46.2 by special resolution.

46.4 The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 8.

#### **47. Alteration of this Constitution**

47.1 This Constitution may be altered, amended or repealed at any general meeting of the Society provided that twenty-one days' notice setting out the proposed alteration, amendment or repeal to the Constitution has been forwarded in writing to all members of the Society.

- 47.2 No motion for alteration, amendment or repeal of this Constitution shall be carried without the consent of two-thirds of those present and entitled to vote at the general meeting.
- 47.3 If the Society wants to add, alter or rescind any of the clauses in this Constitution, the Society may do so only by special resolution carried at any general meeting and by otherwise obtaining the Commissioner's approval in accordance with Part 3 Division 2 of the Act.
- 47.4 An application to the Commissioner for registration of a change in the Society's name, objects, Constitution, or the manner in which surplus property of the Society must be distributed or dealt with if the Society is wound up or its incorporation is cancelled is to be made by the Secretary or a Council member.

**APPENDIX A: Form of appointment of proxy**

I, ..... of .....

being a member of the Economic Society of Australia (WA Branch) hereby appoint

..... of .....

being a member of that Society, as my proxy to vote for me on behalf of the general meeting of the Society (annual general meeting or Special General Meeting, as the case may be) to be held on the ..... day of ..... 20.... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution(s)

.....  
.....  
.....  
.....

Signed .....

The ..... day of..... 20....