

# **The Gifted and Talented Children's Association of WA (Incorporated)**

## **Constitution**

May 2009

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## **PART 1 - PRELIMINARY**

### **1. Name**

The name of the Association is the **Gifted and Talented Children's Association of WA (Incorporated)**

### **2. Definitions**

In these rules, unless the contrary intention appears -

**'Annual General Meeting'** is the meeting convened under Rule 12.

**'Committee meeting'** means a meeting referred to in Rule 10.

**'Committee member'** means person referred to in Rule 8.

**'Convene'** means to call together for a formal meeting.

**'Extraordinary General Meeting'** means a general meeting other than the Annual General Meeting.

**'Financial year'** means a period commencing on 1<sup>st</sup> May and ending on 30<sup>th</sup> April in the following year.

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

**'Member'** means member of the Association.

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

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

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3

members of the Association present in person or, where proxies are allowed, by proxy.

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

**‘The Act’** means the Associations Incorporation Act 1987.

**‘The Association’** means the Association referred to in Rule 1.

**‘The President’** means:

In relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with Rule 9.

**‘The Commissioner’** means the Commissioner exercising powers under the Act.

**‘The Committee’** means the Committee of Management of the Association referred to in Rule 10(1).

**‘The Secretary’** means the Secretary referred to in Rule 9(2).

**‘The Treasurer’** means the Treasurer referred to in Rule 9(3).

**‘The Vice-President’** means the Vice-President referred to in Rule 9(1).

### **3. Objects of the Association**

- (1) The primary focus of the Association will be on the needs of gifted and talented children and their families.
- (2) In order to meet its primary focus the Association will maintain its independence as a body representing gifted children and their parents in Western Australia. The Association will not merge nor allow itself to be controlled by other groups, organisations or entities performing over-lapping objectives, but acknowledges the benefits of collaboration with such organisations.
- (3) The objects of the Association are:

- a. To provide information about gifted and talented children and their needs to parents, teachers and other interested persons by a variety of means.
  - b. To maintain a library of resources relevant to the social, emotional and educational needs of gifted and talented children, for the benefit of members of the Association.
  - c. To provide opportunities for parents of gifted and talented children to meet to discuss common issues.
  - d. To provide opportunities for gifted and talented children to come together in a community of like minds.
  - e. To promote awareness amongst parents, teachers and the community of the needs of gifted and talented children including their social, emotional and intellectual needs.
  - f. To maintain contact with similar organisations nationally.
- (4) The property and income of the Association shall 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 members, except in good faith in the promotion of those objects.

## **PART 2 - MEMBERSHIP**

### **4. Membership of the Association**

- 1) Membership of the Association is open to any person wishing to support children of high ability.
- 2) A person becomes a member of the Association upon receipt of a completed membership form and payment by the Secretary or Membership Secretary.
- 3) Membership fees will be set by the Committee and will be detailed on the membership form.
- 4) Membership of the Association shall consist of;
  - a. Family Members being individuals or families;
  - b. Institutional Members being schools, universities and other educational centres;
  - c. Life Members being those who have given long and valuable service to the Gifted and Talented Children's Association of WA (Incorporated) and whose Life Membership has been ratified at an Annual General Meeting;
  - d. Country Members being those who live outside the boundaries of the Perth Metropolitan area either in WA or interstate; and/or
  - e. Concession Membership being family or individual members holding a valid Australian government Concession Card.
- 5) A membership under any of the categories above carries one vote.

### **5. Register of members of the Association**

- (1) The Secretary, will keep an up to date register of the members of the Association and their postal or residential addresses.
- (2) A member may at any reasonable time inspect the books, documents, records and securities of the Association, or as otherwise specified in the Act, but shall have no right to remove the register for that purpose.

- (3) The register will be kept and maintained at the Secretary's place of residence unless the members at a general meeting decide otherwise.
- (4) The Secretary must remove the name of a person who dies or who ceases to be a member under rule 4 to be deleted from the register of members referred to in Rule 5(1) above.

## **6. Subscriptions of members of the Association**

- (1) The Committee will determine the amount of the subscription fee for each class of membership and make available if requested the method of that calculation.
- (2) Except for Life Membership, the membership of every member will be for a period of one year commencing on the date of payment of the membership fee and due and payable on an annual basis.
- (3) A member whose subscription is not paid within 3 months after the expiry of their membership will cease to be a member, unless the Committee decides otherwise.
- (4) Life membership – the committee may appoint as a Life Member any member who has given long and valuable service to the Association where a resolution at an Annual General Meeting has been passed to that effect. A Life Member will thereafter not be required to pay a membership fee and will remain a member of the Association for life, unless otherwise determined by this constitution (i.e. expulsion of members below).

## **7. Suspension of membership**

- (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate in writing to the member giving notice of the proposed suspension or expulsion, particulars of the conduct and the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided. Notice is to be given not less than 30 days before the date of the Committee meeting.
- (2) The member will be given reasonable opportunity to be heard at the Committee meeting, or to make representations to the meeting.

- (3) The Committee decision will be communicated in writing to the member and they will cease to be a member at that time if that is the decision of the Committee.
  
- (4) Any notice of appeal is to be made within 14 days of the Committee's decision.

## **PART 3 – MANAGEMENT**

### **8. Committee of Management**

- (1) The affairs of the Association will be managed exclusively by a Committee of Management consisting of;
  - a. a President;
  - b. a Vice-President;
  - c. a Secretary;
  - d. a Treasurer; and
  - e. other Committee members as determined at the AGM.
- (2) All members of the Committee of Management must be members of the Association.
- (3) Where membership numbers are deemed to be low, a resolution may be put to the Annual General Meeting choosing not to elect a Vice President for the coming year or to combine some roles in order that the Association can function most effectively.
- (4) Any financial member is eligible to nominate for election to the Committee.
- (5) Committee members will be elected to the Committee at an Annual General Meeting and shall hold office for one year. Committee members will be eligible for re-election to any office of the Committee.
- (6) All nominations for the Committee of Management positions must be in writing and must be signed by the proposer and the nominee.
- (7) At least half of the Executive Committee members elected must be parents or guardians of gifted children. Gifted education consultants do not have qualifying status as parents (see Rule 10(5)).

- (8) If a vacancy remains on the Committee after the Annual General Meeting, or if a casual vacancy occurs in the membership of the Committee during the year, the Committee may appoint a member to fill that vacancy who will hold office until the following Annual General Meeting.

## **9. Executive Positions**

### (1) President and Vice President

- a. The role of the President is to preside over all General Meetings and Committee Meetings. In the absence of the President, the Vice President will preside over the Meeting. Where both the President and Vice President are absent, a member elected by the other members present at the meeting will conduct the meeting.
- b. The President will present a written report to the Annual General Meeting reporting on the activities of the Association over the past year and any proposed plans which may be of interest or concern to members.

### (2) Secretary

- a. The role of the secretary is to co-ordinate the correspondence of the Association, to keep full and correct minutes of the proceedings of the Association and maintain a current copy of the Rules of the Association.
- b. The Secretary must also keep an up to date register of members as outlined in Rule 4, a current copy of the Rules of the Association and a record of Office Bearers.
- c. Unless the members resolve otherwise, the Secretary will keep all books, records and documents of the Association, apart from those required by the Treasurer.
- d. The Secretary will perform other duties as determined by the Committee.

### (3) Treasurer

- a. The Treasurer is responsible for the receipt of all money paid to or received by the Association and must issue receipts for these in the name of the Association.
- b. All money received must be paid into an Association account as determined by the Committee.
- c. Payments are to be authorised by the Committee and cheques are to be signed by 2 authorised Committee members.
- d. Unless the members resolve otherwise, the Treasurer will have custody of all securities, books and documents of a financial nature and accounting records of the Association.

- e. The Treasurer will prepare and submit a financial statement to the meetings of the Association and will perform other duties as determined by the Committee.
- f. The Treasurer will comply on behalf of the Association with sections 25 and 26 of the Act by;
  - i. keeping the Association's accounting records to correctly record and explain the financial transactions and financial position of the Association;
  - ii. keeping its accounting records in a manner that will enable true and fair accounts of the Association to be prepared and the accounts to be properly audited; and
  - iii. submitting to members at each Annual General meeting of the Association accounts showing the financial position of the Association at the end of the immediately preceding financial year.

(4) Casual vacancies on the Committee

- a. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member;
  - i. dies;
  - ii. resigns by giving notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
  - iii. is convicted of an offence under the Act;
  - iv. is permanently incapacitated by mental or physical ill-health;
  - v. is absent from more than 3 consecutive advertised Committee meetings without tendering an apology;
  - vi. ceases to be a member of the Association; or
  - vii. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

## **10. Proceedings of Committee**

- (1) The Committee must meet together for the dispatch of business not less than four times in each year. The timing of the meetings is a matter for the Committee, other than the first meeting which must be no later than 2 weeks after the Annual General Meeting.
  
- (2) The Committee may elect to conduct as much of its business as it agrees is possible by email.
  
- (3) Each Committee member has one vote.
  
- (4) At a Committee meeting, half the members of the current Committee will constitute a quorum.

- (5) The Association recognises the potential for conflict of interest, both actual and perceived involving committee members who are also private gifted educational consultants and as required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest, in a contract, or proposed contract, made by, or in the contemplation of, the Committee or in the role of providing information to the membership giving as a committee member (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must;
- a. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - b. not take part in any deliberations or decision of the Committee with respect to that contract.
  - c. Committee members who are also private educational consultants are not to be the Association's initial point of contact.
  - d. Committee members who are also private educational consultants should be transparent in their dealings with GATCA members through the clarification of the demarcation between their private, professional role and voluntary Committee member status.
- (6) Sub-rule 10(5)(a) does not apply to payments where a Committee member is an employee of the Association.
- (7) The Secretary must record every disclosure by a member under Rule 10(5) in the minutes of the meeting at which it is made. (Under Section 42 of the Act, committee members also may be individually liable to prosecution if they fail to take all reasonable steps to ensure that the Association complies with the Act).

## **11. Powers of the Committee**

- (1) The Committee shall manage the affairs of the Association and shall have the following powers:
- a. To set the fee payable to the Association for membership and review this fee regularly.
  - b. To engage professional persons or bodies to act for and on behalf of the Association as they deem necessary.
  - c. To establish and/or promote literature, courses or other activities in relation to gifted and talented children.
  - d. To convene a special general meeting at any time.

## **12. Annual General Meetings**

- (1) The Committee must convene the Annual General Meeting every calendar year within the first 2 weeks of June. At least 21 days notice must be given to members by the Secretary who will publish the notice in the newsletter and as otherwise determined by the Committee.
- (2) Notice of the Annual General Meeting must specify when and where the meeting is to be held and the business to be transacted which must include presentation of the statement of accounts, reports of the Committee, election of office bearers and any business requiring consideration by the Association at the General Meeting.
- (3) The Treasurer will present to the Annual General Meeting a financial statement of accounts of the Association made up to the end April prior to the date of the Annual General Meeting.
- (4) Any matter proposed for consideration and vote at the Annual General Meeting must be submitted to the Secretary not less than one week prior to the advertised date for the meeting. The member proposing the matter will then be entitled to put the motion to the Annual General Meeting and to speak on it.
- (5) At the Annual General Meeting 10 members will form a quorum. If there is not a quorum 30 minutes after the advertised time of the meeting, those present will adjourn and the date and time of a further meeting will be set.
- (6) Elections will be conducted and results made known during the Annual General Meeting. Voting will be by secret ballot where more than one nomination is received for any position.
- (7) Where there are 2 or more nominations for one position voting will be by secret ballot and be determined by absolute majority. The returning officer will report the results of any ballot to the Annual General Meeting. In the case of a tied vote, the Chairperson may exercise a casting vote in addition to a personal vote.
- (8) A member may appoint in writing another member to serve as their proxy and to attend and vote on behalf of that person at an Annual General Meeting.
- (9) Financial members only are entitled to vote at an Annual General Meeting or Extraordinary General Meeting.

### **13. Extraordinary General Meetings**

- (1) The Committee will convene an Extraordinary General Meeting of the Association within 30 days of receiving a written request from not less than 25% of current membership. The members making a request for an Extraordinary General Meeting must state the purpose of the special meeting and sign the request.
- (2) The Secretary must give all members not less than 14 days notice of an Extraordinary General Meeting stating when and where it will be held and the particulars of the business to be transacted.
- (3) The quorum for an Extraordinary General Meeting will be 10 members.

### **14. The Rules of the Association**

- (1) These rules are binding on the Association and every member.
- (2) Rules of the Association may only be amended or added to by special resolution.
- (3) The changes must be lodged within one month with the Commissioner and do not take effect until lodged.

### **15. Common seal of the Association**

- (1) The Association must have a common seal showing its corporate name in legible characters and must not be used without the express authority of the Committee. Every use of the common seal must be recorded in the minutes of the Association.
- (2) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **PART 4 - FINANCES**

### **16. Assets and Income**

- (1) The assets and income of the Association are to be applied solely to the promotion of its objects and no portion shall be distributed directly or indirectly to its members except as compensation for services rendered or expenses incurred on behalf of the Association.

### **17. Financial Year**

- (1) The financial year of the Gifted and Talented Children’s Association will end on 30<sup>th</sup> April each year.

### **18. Distribution of surplus property on winding up of the Association**

- (1) In the event of the winding up of the Association or in the event that for any reason it ceases to function, any property remaining, after the satisfaction of all debts and liabilities, will be distributed to Perth Modern School to be maintained as a State resource. The details of the distribution will be determined by resolution of the members.

Signed:

Position:

Dated: