

Constitution of Central Highlands Science Centre Incorporated

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

- (a) at a management board meeting, see rule 20(6); or
- (b) at a general meeting, see rule 21(2).

(2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is Central Highlands Science Centre Incorporated (*the association*).

3 Objects

(1) The objects of the association are—

- (a) to advance science, technology engineering and maths (STEM) education in regional, rural and remote areas;
- (b) to increase public awareness of the impact of STEM through hands-on participation.

(2) In carrying out its objects, the association will act in such a way as to—

- (a) provide equal access to innovative STEM education programs for regional and rural children regardless of ethnicity, gender or ability;
- (b) support educational institutions in their delivery of STEM curriculum;
- (c) to develop other pathways to advance STEM in rural and remote communities;
- (d) connect with the community;
- (e) ensure the long term viability and financial sustainability of the organisation;
- (f) work cooperatively with others to build long-term sustainable social capital and social cohesion in the organisation and within the community; and
- (g) be accountable, transparent, compliant, effective and relevant.

4 Powers

(1) The association has the powers of an individual.

(2) The association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

4A Association a not-for-profit organisation

- (1) The assets and income of the association are to be used solely for its objects.
- (2) None of the income or assets of the association are to be distributed directly or indirectly to members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

5 Classes of members

- (1) The membership of the association consists of:
 - (a) ordinary members; and
 - (b) family members; and
 - (c) junior members; and
 - (f) honorary members.
- (2) A junior member is a person under the age of 18 who participates in the Association's activities but has no voting rights or is ineligible to hold office.
- (3) A person is eligible for family membership if a member of the person's family is, or proposes to become, a junior member. A family membership has the right to one vote and one person from the family membership is eligible to hold office.
- (4) An ordinary member is a person who regularly participates in the organisation objectives and activities but does not have a junior member as part of the person's family. The ordinary member is entitled to one vote and is eligible to hold office.
- (5) An honorary member is a membership bestowed on a person or organisation that on irregular occasions participates in the organisation's activities or supports the organisation through financial payment. An honorary member does not have the right to a vote and is ineligible to hold office.
- (6) The number of members of all classes is unlimited.

6 New membership

- (1) An application for membership must be—
 - (a) in writing; and
 - (b) signed by the applicant and a person who is a member of the association; and
 - (c) in the form decided by the management board.

7 Membership fees

- (1) The membership fee for each class of membership —
 - (a) is the amount decided by the management board from time to time; and
 - (b) is payable when, and in the way, the management board decides.

8 Admission and rejection of new members

- (1) The management board must consider an application for membership at the next board meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.

- (2) The management board must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the members of the management board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (4) The secretary of the association must, as soon as practicable after the management board decides to accept or reject an application, give the applicant a written notice of the decision.

9 When membership ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the board secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The management board may terminate a members membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management board terminates a member's membership, the board must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management board decides to terminate the membership, the secretary of the association must give the member a written notice of the decision.

10 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the board secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the board secretary within 1 month after the person receives written notice of the decision.
- (3) If the board secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the board secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

- (3) Also, the management board and the members of the board who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the board secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of members

- (1) The management board must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management board or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the board secretary to arrange an inspection of the register.
- (5) However, the management board may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 Prohibition on use of information on register of members

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

14 Membership of management board

- (1) The management board of the association consists of a board chairperson, board secretary, board treasurer, and any other members the association members elect at a general meeting.
- (2) A member of the management board must be a member of the association.
- (3) At each annual general meeting of the association, the members of the management board must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the association may be appointed to a casual vacancy on the management board under rule 17.
- (5) Only one member of the same family may serve on the management board at any one time.
- (6) A management board member may hold office for no longer than 6 years, but is eligible for re-election one year after ceasing to hold office.

15 Electing the management board

- (1) A member of the management board may only be elected as follows—
 - (a) any 2 members of the association may nominate another member (the ***candidate***) to serve as a member of the management board;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the board secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management board;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (4) If required by the management board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

16 Resignation, removal or vacation of office of management board member

- (1) A member of the management board may resign from the board by giving written notice of resignation to the board secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the board secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against the member's removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

17 Vacancies on management board

(1) If a casual vacancy happens on the management board, the continuing members of the board may appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the management board may act despite a casual vacancy on the board.

(3) However, if the number of board members is less than the number fixed under rule 21(1) as a quorum of the management board, the continuing members may act only to—

- (a) increase the number of management board members to the number required for a quorum;
- or
- (b) call a general meeting of the association.

18 Functions of management board

(1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management board has the general control and management of the administration of the affairs, property and funds of the association.

(2) The management board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

19 Functions of board secretary

The board secretary's functions include, but are not limited to—

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chairperson of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

20 Meetings of management board

(1) Subject to this rule, the management board may meet and conduct its proceedings as it considers appropriate.

(2) The management board must meet at least once every 4 months to exercise its functions.

(3) The management board must decide how a meeting is to be called.

- (4) Notice of a meeting is to be given in the way decided by the management board.
- (5) The management board may hold meetings, or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A board member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a board meeting is to be decided by a majority vote of members of the board present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The board chair is to preside as chairperson at a management board meeting.
- (10) If there is no board chairperson or if the board chair is not present within 10 minutes after the time fixed for a management board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

21 Quorum for, and adjournment of, management board meeting

- (1) At a management board meeting, more than 50% of the members elected to the board as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management board meeting called on the request of members of the board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management board meeting called other than on the request of the members of the board—
- (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management board who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

22 Special meeting of management board

- (1) If the board secretary receives a written request signed by at least 33% of the members of the management board, the board secretary must call a special meeting of the board by giving each member of the board notice of the meeting within 14 days after the board secretary receives the request.
- (2) If the board secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.
- (3) A request for a special meeting must state—

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

(5) A special meeting of the management board must be held within 14 days after notice of the meeting is given to the members of the management board.

23 Minutes of management board meetings

(1) The board secretary must keep full and accurate minutes of all questions, matters, resolutions and other proceedings of each management board meeting.

(2) To ensure the accuracy of the minutes, the minutes of each management board meeting must be signed by the chairperson of the meeting, or the chairperson of the next management board meeting, verifying their accuracy.

24 Appointment of subcommittees

(1) The management board may appoint a subcommittee consisting of members of the association considered appropriate by the board to help with the conduct of the associations operations.

(2) A member of the subcommittee who is not a member of the management board is not entitled to vote at a management board meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

25 Acts not affected by defects or disqualifications

(1) An act performed by the management board, a subcommittee or a person acting as a member of the management board is taken to have been validly performed.

(2) Subrule (1) applies even if the act was performed when—

- (a) there was a defect in the appointment of a member of the management board, subcommittee or person acting as a member of the management board; or
- (b) a management board member, subcommittee member or person acting as a member of the management board was disqualified from being a member.

26 Resolutions of management board without meeting

- (1) A written resolution approved by the majority of the management board is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may be in the form of electronic documents.

27 Annual general meetings

Each annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

28 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

(1) This rule applies only if the association is—

- (a) a level 1 incorporated association; or
- (b) a level 2 incorporated association to which section 59 of the Act applies; or
- (c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

- (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and/or audit report to the meeting for adoption; and
- (c) electing members of the management board;
- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

29 Notice of general meeting

(1) The management board may call a general meeting of the association.

(2) The board secretary must give at least 14 days' notice of the meeting to each member of the association.

(3) If the board secretary is unable or unwilling to call the meeting, the board chairperson must call the meeting.

(4) The management board may decide the way in which the notice must be given.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

30 Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is at least the number of members elected or appointed to the management board at the close of the association's last general meeting plus 1.

(2) However, if all members of the association are members of the management board, the quorum is the total number of members less 1.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management board or the association, the meeting lapses.

(5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management board or the association—

(a) the meeting is to be adjourned for at least 7 days; and

(b) the management board is to decide the day, time and place of the adjourned meeting.

(6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The board secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

31 Procedure at general meeting

(1) A member may take part and vote in a general meeting in person, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

(3) At each general meeting—

(a) the board chair is to preside as chairperson; and

(b) if there is no board chairperson or if the board chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and

(c) the chairperson must conduct the meeting in a proper and orderly way.

32 Voting at general meeting

(1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

(2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

(3) A member is not entitled to vote at a general meeting if the member's membership subscription is in arrears at the date of the meeting.

(4) The method of voting is to be decided by the management board.

(5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

33 Special general meeting

(1) The board secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—

(a) being directed to call the meeting by the management board; or

(b) being given a written request signed by—

(i) at least 33% of the number of members of the management board when the request is signed; or

(ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management board when the request is signed plus one.

(2) A request mentioned in subrule (1)(b) must state—

(a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

(3) A special general meeting must be held within 3 months after the board secretary—

(a) is directed to call the meeting by the management board; or

(b) is given the written request mentioned in subrule (1)(b).

(4) If the board secretary is unable or unwilling to call the special meeting, the board chairperson must call the meeting.

34 Proxies

A member may not vote at a board meeting or a general meeting by proxy.

35 Minutes of general meetings

(1) The board secretary must keep full and accurate minutes of all questions, matters, resolutions and other proceedings of each management board meeting.

(2) To ensure the accuracy of the minutes—

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the association, the board secretary must, within 28 days after the request is made—

- (a) make the minutes of a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- (b) give the member copies of the minutes of the meeting.

(4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

36 By-laws

(1) The management board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

(2) A by-law may be set aside by a vote of members at a general meeting of the association.

37 Alteration of rules

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal or addition is valid only if it is registered by the board secretary.

38 Common seal

(1) The management board must ensure the association has a common seal.

(2) The common seal must be—

- (a) kept securely by the management board; and
- (b) used only under the authority of the management board.

(3) Each instrument to which the seal is attached must be signed by a member of the management board and countersigned by—

- (a) the board secretary; or
- (b) another member of the management board; or
- (c) someone authorised by the management board.

39 Funds and accounts

(1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management board.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of \$100 or more is made by cheque or electronic funds transfer, the cheque/electronic funds transfer must be signed/authorised by any 2 of the following—

- (a) the board chairman;
- (b) the board secretary;

- (c) the board treasurer;
- (d) any 1 of 3 other members of the association who have been authorised by the management board to sign cheques issued by the association.

(7) However, 1 of the persons who signs/authorises the cheque/electronic funds transfer must be the board chairperson, the board secretary or the board treasurer.

(8) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(9) A petty cash account must be kept on the imprest system, and the management board must decide the amount of petty cash to be kept in the account.

(10) All expenditure must be approved or ratified at a management board meeting.

40 General financial matters

(1) On behalf of the management board, the board treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

41 Documents

The management board must ensure the safe custody of books, documents, instruments of title and securities of the association.

42 Financial year

The end date of the association's financial year is 30 June in each year.

43 Distribution of surplus assets to another entity

(1) This rule applies if the association—

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the association.

(3) The surplus assets must be given to another entity—

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule— *surplus assets* see section 92(3) of the Act.

44 Revocation of endorsement

(1) This rule applies if:

- (a) the endorsement of the association as a deductible gift recipient is revoked; and
- (b) the association has a surplus of any of the following assets:
 - (i) gifts of money or property made for the association's objects;
 - (ii) contributions made in a fundraising event held for the association's objects;

(iii) money received by the association because of those gifts or contributions.

(2) Any surplus of the assets mentioned in subrule (1) must be given to another entity which holds endorsement as a deductible gift recipient.