



## **Rules of Perth Education City (Inc)**

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## 1 Name of Association

- 1.1 The name of the Association is "Perth Education City (Inc)".
- 1.2 The Association may trade under the brand name StudyPerth Australia or any other brand name as determined by the Board.

## 2 Definitions

- 2.1 In these Rules, unless the contrary intention appears:
- (1) **Act** means the Associations Incorporation Act 2015 as amended;
  - (2) **Application Fee** means any fee determined by the Board to be payable by a potential Member upon first applying to become a Member of the Association;
  - (3) **Associate Member** means a Member described under Rule 5.1(2);
  - (4) **Association** means Perth Education City (Inc);
  - (5) **Annual Membership Fee** means any fee determined by the Board to be payable in order to receive the benefit of the relevant membership category for that Financial Year;
  - (6) **Board** means the board of the Association described in Rule 13;
  - (7) **Board Member** means a Member of the Board nominated or appointed pursuant to Rule 13.1 or elected pursuant to Rule 13.3;
  - (8) **Calendar Year** means 1 January to 31 December;
  - (9) **Chairperson** means the individual appointed under Rule 15.1 whose duties are described under Rule 15 and includes the individual so described and any individual for the time being acting in that individual's place;
  - (10) **Chief Executive Officer** means the individual appointed by the Board to run the day to day operations of the Association;
  - (11) **Code of Practice** means the code of practice for Members adopted by the Board as the same may be amended or revised from time to time by the Board;
  - (12) **CRICOS code** means a code granted by the Commonwealth Register of Institutions and Courses for Overseas Students;
  - (13) **Educational Institution** means a college, school, university, institution or other teaching establishment providing educational services in Western Australia and which is eligible to enrol International Students;
  - (14) **Education Member** means a Member described under Rule 5.1(1);
  - (15) **ELICOS sector** means Educational Institutions operating English language intensive courses for overseas students;
  - (16) **Fees** means Annual Membership Fees and/or Service Fees;
  - (17) **Financial Year** means 1 July to 30 June;

- (18) **General Meeting** means a meeting described under Rules 24.1(1) and 24.1(2);
- (19) **Instantaneous Communication Device** includes email, VOIP service, telephone, television or any other audio or audio-visual device, which permits instantaneous communication;
- (20) **International Student** means a full fee-paying overseas student who is not:
- (a) an Australian citizen;
  - (b) a New Zealand citizen;
  - (c) a permanent resident in Australia; or
  - (d) a dependant of a person referred to in paragraphs (a), (b) or (c) and in relation to whom a full fee is paid for an education service;
- (21) **Member** means an Education Member or Associate Member of the Association referred to in Rule 5;
- (22) **Membership Fee** means the Annual Membership Fee;
- (23) **Official Delegate** means an individual nominated pursuant to Rule 5.2;
- (24) **Ordinary Resolution** means a resolution that is not a Special Resolution;
- (25) **Rules** means the Rules of the Association as amended from time to time;
- (26) **School Sector** means schools established or registered under *School Education Act (WA) 1999*;
- (27) **Sector** means a recognised level of education as determined by the Board by having regard to the level of education provided for the major group of students in the Educational Institution, including:
- (a) the School Sector;
  - (b) the University Sector;
  - (c) the Vocational and Pathway Sector;
  - (d) the ELICOS sector; and
  - (e) any other sector recognised by the Board from time to time;
- (28) **Secretary** means the individual nominated under Rule 14.4(1)(b) whose duties are described under Rule 17;
- (29) **Service Fees** means any levy, fee or charge imposed on a Member for the provision of services to the Member by the Association;
- (30) **Special Resolution** has the meaning given by section 51 of the Act;
- (31) **Treasurer** means the individual nominated under Rule 14.4(1)(b) whose duties are described under Rule 18;
- (32) **University Sector** means universities constituted pursuant to a Western Australian statute;

- (33) **Vice Chairperson** means the individual elected under Rule 14.4(1)(a) whose duties require performing the role of chairperson when the Chairperson is absent or unable to act;
- (34) **Vocational and Pathway Sector** means Educational Institutions operating education and training courses that focus on delivering skills and knowledge required for specific industries.

## 2.2 Interpretation

Despite any other Rule in this Constitution, any reference to Chief Executive Officer must be read as a reference to the Chief Executive Officer or such other person appointed by the Board from time to time to perform the relevant functions under these Rules.

## 3 Objects of the Association and application of funds

### 3.1 The objects of the Association are:

- (1) to maintain an industry leadership role in the provision of a cooperative and coordinated approach to marketing of Perth and Western Australia and its export education sector;
- (2) to manage internationally the marketing of Perth, Western Australia as an education destination;
- (3) to encourage Western Australian institutions and especially Members to become involved in the generic promotion of Western Australian international education services;
- (4) to identify and develop new market opportunities and to further develop existing markets;
- (5) to provide a forum for discussion and networking amongst Members and representatives of Western Australian institutions;
- (6) to formulate strategies and policies that will advance the interests of the Association, its Members and the Western Australian international education sector in liaison with appropriate state and national authorities;
- (7) to receive funds from any source (including City, State or Federal governments) and administer the use to which such funds are put;
- (8) to arrange and provide for or join in arranging and providing for the holding of workshops, webinars, lectures, classes, competitions, sponsorships, festivals, exhibitions, meetings and other activities in furtherance of the objects of the Association; and
- (9) to conduct and maintain media, internet, social media and digital media platforms and campaigns locally and internationally in the promotion of the Western Australian brand of international education and the objectives of the Association.

3.2 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 or purposes.

3.3 A payment may be made to a Member out of the funds of the Association only if it is authorised under Rule 3.4.

- 3.4 A payment to a Member out of the funds of the Association is authorised if it is:
- (1) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (2) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (3) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
  - (4) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

## **4 Powers of Association**

- 4.1 Without prejudice to the powers conferred on the Association by section 13 of the Act, the Association has the power to:
- (1) procure the Association to be registered or recognised as a body corporate in any place outside Western Australia;
  - (2) do any other act that it is authorised to do by any other law (including a law of a foreign country);
  - (3) impose, levy and recover Fees for services undertaken by the Association;
  - (4) acquire, hold, deal with and dispose of any property rights or privileges;
  - (5) open and operate accounts with banks, building societies and other financial institutions;
  - (6) draw, accept and negotiate cheques, electronic money transfers, bills of exchange, promissory notes and other negotiable instruments;
  - (7) invest the funds of the Association in such investments or securities as the Board may from time to time think fit;
  - (8) borrow or raise money upon such terms and conditions and in such manner as the Board thinks fit;
  - (9) sell, improve, lease, mortgage, grant charges and other securities over or dispose or otherwise deal with all or any part of the property rights, privileges, assets or funds of the Association;
  - (10) purchase, take on lease or otherwise acquire property;
  - (11) institute and defend legal proceedings, to grant receipts and to compromise claims;
  - (12) take out and maintain insurance over the property and assets of the Association and over the lives of any persons who are employed by the Association or the Members of the Board any other persons in whom the Association has an insurable interest;
  - (13) employ persons and establish and operate superannuation schemes in respect of persons employed by the Association;

- (14) engage persons to undertake any of the obligations of the Association including solicitors, accountants, consultants and others;
- (15) appoint agents and attorneys to transact any business of the Association on its behalf;
- (16) raise and expend funds for the objects of the Association;
- (17) the extent permitted by law and without limiting the powers of the Association, the Board may authorise the Association to, and the Association may enter into, any:
  - (a) documentary indemnity;
  - (b) insurance policy for the benefit of a person who is, or has been, a Board Member,

which indemnity or insurance policy may be in such terms as the Board approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy;
- (18) enter into any other contract the Association considers necessary or desirable; and
- (19) do all other things as are necessary, incidental or conducive to the attainment of any or all of the objects of the Association.

## **5 Categories of Membership**

5.1 Membership of the Association is available under the following categories:

- (1) Education Member

An Education Member is:

- (a) an Educational Institution within one or more Sectors which meets the criteria in Rule 6.1(1); and
- (b) has full voting rights and any other rights conferred by these Rules, approved by resolution at a General Meeting or determined by the Board.

- (2) Associate Member.

An Associate Member is:

- (a) a person, firm, association, joint venture, company and corporation or other legal entity carrying on a bona fide business actively engaged in the international education sector;
- (b) which does not have voting rights.

5.2 A Member shall nominate an Official Delegate in writing to the Association as its representative.

5.3 A Member may at any time and from time to time nominate in writing to the Association a replacement for its Official Delegate.

## **6 Admission to Membership of the Association**

### **6.1 Admission as:**

- (1) as an Education Member pursuant to Rule 5.1(1) is dependent on the following:
  - (a) being an Educational Institution within one or more of the Sectors;
  - (b) being CRICOS accredited;
  - (c) completion of a valid application form executed by the applicant;
  - (d) agreement to be bound by these Rules and any other Rules or regulations prescribed by these Rules;
  - (e) approval of the application for membership by a simple majority vote by the Board; and
  - (f) payment of any Fees as set and varied by the Board from time to time;
- (2) an Associate Member pursuant to Rule 5.1(2) is dependent on the following:
  - (a) meeting the criteria as detailed at Rule 5.3 above;
  - (b) completion of a valid application form executed by the applicant;
  - (c) agreement to be bound by these Rules and any other Rules or regulations prescribed by these Rules;
  - (d) approval of the application for membership by a simple majority vote by the Board; and
  - (e) payment of any Fees as set and varied by the Board from time to time.

### **6.2 Board approval**

- (1) The Chief Executive Officer must consider the merits of an application for membership and in the case of a recommendation to reject an application for membership, the Chief Executive Officer is required to give a reason for such a decision.
- (2) The Chief Executive Officer must present his or her recommendations to the Board at the next scheduled Board meeting.
- (3) The Board must decide the outcome of the application for membership by simple majority vote.

6.3 The Chief Executive Officer must communicate the outcome of the application for membership to the applicant.

6.4 If the application for membership is successful, the applicant must pay to the Association any Fees following receipt of an invoice from the Association.

6.5 If the Fees are not paid within three (3) months of the invoice date, then the applicant shall not become a Member of the Association.

6.6 Membership shall commence on the date that the Fees are paid.



6.7 Every new Member shall be provided with a copy of these Rules.

## **7 Register of Members of the Association**

7.1 The Chief Executive Officer shall on behalf of the Association keep a register of Members in accordance with section 53 of the Act, including each Member's name, the class of membership and one of the following addresses of the Member:

- (1) residential;
- (2) postal; or
- (3) email.

7.2 The Chief Executive Officer shall cause the details described in Rule 7.1 of a person that:

- (1) commences as a Member of the Association to be added to the register of Members; and
- (2) ceases to be a Member of the Association to be deleted from the register of Members.

7.3 There must always be at least six (6) registered Members with full voting rights at any given time.

## **8 Term of Membership and Annual Membership Fees**

8.1 The annual term of membership shall be for the same period as the Association's Financial Year.

8.2 The Board shall determine the amount of any Annual Membership Fee prior to the commencement of each Financial Year in respect of each category of membership.

8.3 Annual Membership Fees:

- (1) are due on 1 January each year;
- (2) will be pro-rated where a Member joins part way through a year; and
- (3) are non-refundable.

## **9 Effect of non-payment of Annual Membership Fees**

9.1 Until a Member has paid in full the Annual Membership Fees which are due and payable, that Member shall not be entitled to exercise any right or privilege conferred by these Rules, including, but not limited to, the right to vote at any General Meeting or to request the calling of any General Meeting.

9.2 A Member whose Annual Membership Fees are not paid on or before 1 March ceases to be a Member, unless the Board decides otherwise.

## **10 Cessation of Membership**

- 10.1 A Member ceases to be a Member of the Association if it:
- (1) loses its CRICOS code;
  - (2) resigns;
  - (3) does not renew its membership; or
  - (4) has its membership terminated, cancelled or it is expelled in accordance with these Rules.
- 10.2 A Member who ceases to be a Member remains liable to pay to the Association any Fees due and payable by that person to the Association but unpaid at the date of cessation of membership.

## **11 Resignation of Members of the Association**

- 11.1 A Member who delivers notice in writing of that Member's resignation from the Association to the Chief Executive Officer ceases on that delivery to be a Member.

## **12 Expulsion or suspension of Members of the Association**

- 12.1 If the Board considers that a Member should be expelled or suspended from membership of the Association because the Member's conduct is or may be detrimental to the interests of the Association or to the Perth or Western Australian international education brand, the Board shall communicate in writing to the Member:
- (1) notice of the proposed expulsion or suspension and of the time, date and place of the Board meeting at which the question of that expulsion will be decided;
  - (2) the particulars of the relevant conduct; and
  - (3) that the Member, or Member's representative, may attend the meeting and will be given reasonable opportunity to make written or oral (or both) submissions to the Board about the proposed suspension or expulsion,
- not less than 28 days before the date of the relevant Board meeting referred to in Rule 12.1(1).
- 12.2 At the Board meeting referred to in Rule 12.1, the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or suspend or decline to expel or suspend that Member from membership of the Association and must, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member within seven (7) days after the Board meeting referred to in Rule 12.1(1).
- 12.3 A Member who is expelled from membership of the Association ceases to be a Member on the day on which the decision to expel that Member is communicated to that Member.
- 12.4 A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under Rule 12.2, give written notice to the Secretary of a dispute and the provisions of Rule 36 will apply.
- 12.5 If notice is given under Rule 12.4 the Member who gives the notice and the Board are the parties to the dispute.

- 12.6 A Member whose membership is suspended will have any Fees held in credit pending their resumption of membership. If the membership is not resumed within 12 months of the date of suspension, the Fees, if any, will be forfeited.

## 13 The Board

### 13.1 Composition of the Board

- (1) The affairs of the Association are to be managed exclusively by a board consisting of up to twelve (12) Members.
- (2) A candidate will not be eligible to become a Board Member if the candidate:
  - (a) is a person who is, according to section 13D of the *Interpretation Act 1984*, a bankrupt or person whose affairs are under insolvency laws; or
  - (b) is a person who, within the last 5 years, has been convicted, within or outside the State, of:
    - (i) an indictable offense in relation to the promotion, formation or management of a body corporate; or
    - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
    - (iii) an offence under Division 3 or section 127 of the Associations and Incorporations Act (WA) 2015;

unless that candidate gains leave from the Commissioner of Consumer Protection to become a Board Member.

- (3) Subject to Rule 13.1(2), the Board shall be comprised of:
  - (a) nine (9) individuals, one each to be nominated by:
    - (i) the Vice Chancellor or equivalent at each of the institutions in the University Sector;
    - (ii) Western Australian Private Education and Training Industry Association;
    - (iii) the Minister for Education and Training;
    - (iv) City of Perth; and
    - (v) Department of Jobs, Tourism, Science and Innovation;
  - (b) a Chair who will be appointed by the Board; and
  - (c) up to two (2) individuals who may be co-opted by the Board at any one time in order to conduct the business of the Association for such period determined by the Board from time to time.
- (4) For the purposes of Rule 13.1(3)(a), only those outlined in Rule 13.1(3)(a) may nominate an individual to the Board.
- (5) The Chief Executive Officer is not a Board Member but must attend the Board meetings as an ex-officio Member.

- (6) Board Members may recommend a suitably qualified delegate to attend Board meetings in their absence if they are unable to attend meetings and this delegate's suitability will be approved by the Chair or Chief Executive Officer.

### 13.2 Terms of office

The terms of office for those individuals appointed pursuant to:

- (1) Rule 13.1(3)(a) is the earlier of:
  - (a) the expiry of a term of three (3) years;
  - (b) the resignation by the individual;
  - (c) the removal of the individual by the nominating body; or
  - (d) removal of the individual by the Members under Rule 13.5.
- (2) Rule 13.1(3)(b) is the earlier of:
  - (a) the expiry of a term of three (3) years;
  - (b) the resignation of the individual;
  - (c) the removal of the individual by the Members under Rule 13.5; or
  - (d) the removal of the individual by the Board.

### 13.3 Appointment of Board Members

- (1) Subject to Rule 13.1(3), an individual is eligible for appointment to membership of the Board if:
  - (a) that individual meets the criteria outlined in Rule 13.1(2); and
  - (b) the nominator, outlined in Rule 13.1(3)(a), has delivered notice in writing of that nomination signed by:
    - (i) the nominator; and
    - (ii) the nominee to signify his or her willingness to be appointed,to the Chief Executive Officer not less than one (1) month before the annual General Meeting.
- (2) A Board Member is eligible for appointment for a maximum of three (3) consecutive terms. An individual who is eligible for re-appointment must advise the Chief Executive Officer not less than one (1) month before the annual General Meeting that he or she is offering himself or herself for re-appointment.
- (3) The Chief Executive Officer shall ensure that notice of all individuals seeking appointment to membership of the Board is given to all Members when notice is given to those Members of the calling of the annual General Meeting at which the appointment is to be ratified.

#### 13.4 Casual vacancies in membership of the Board

- (1) A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
  - (a) dies;
  - (b) ceases to be a representative of the nominator;
  - (c) resigns by notice in writing to the Board;
  - (d) is convicted of an offence under the Act or an indictable offence;
  - (e) is permanently incapacitated by mental or physical ill-health;
  - (f) is absent from more than:
    - (i) three (3) consecutive Board meetings without leave; or
    - (ii) two (2) Board meetings in the same Financial Year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
- (2) When a casual vacancy occurs in the membership of the Board or in the holding of an office pursuant to Rules 13.1(3):
  - (a) the nominator may nominate an individual to replace their nominee for consideration by the Board. The individual must meet the requirements applicable to the Rule 13.1(3) category vacated, to fill that vacancy on the Board;
  - (b) if the Board determines the individual nominated by the nominator is not suitably qualified under Rule 13.1(3), the Board may then appoint an individual who meets all of the requirements applicable to the Rule 13.1(3) category vacated, to fill that vacancy; and
  - (c) a Board Member appointed under this sub-Rule shall hold office until the commencement of, and be eligible for appointment to membership of the Board at the next annual General Meeting.

#### 13.5 Removal of Board Member

- (1) The Members in General Meeting may by Ordinary Resolution, or in the case of the Chairperson by Special Resolution, of which notice must be given in accordance with 24.3(3):
  - (a) remove any Board Member before the expiration of his or her term of office;
  - (b) appoint another individual in his or her stead; and
  - (c) any Board Member so appointed is subject to retirement at the same time as if he or she had become a Board Member on the day on which the Board Member in his or her place he or she is appointed was last elected a Board Member.

## 13.6 Board Papers

- (1) In this Rule 13.6 *relevant documents and records* means documents and records pertaining to the management of the affairs of the Association that are in the possession of the person who has ceased to hold a term of office on the Board.
- (2) As soon as practicable after a person has ceased to hold a term of office on the Board, the person must deliver to the Secretary all relevant documents and records, or in the case of relevant documents or records that are stored on a computer, a copy of all such documents and records.

## 14 Office bearers

### 14.1 Office bearers

Subject to Rule 14.2, the office bearers of the Association are:

- (1) a Chairperson;
- (2) a Vice Chairperson;
- (3) a Secretary; and
- (4) a Treasurer.

### 14.2 The Board may nominate:

- (1) the Chief Executive Officer to perform the duties of the Secretary; and
- (2) a finance officer employed or contracted by the Association to perform the duties of the Treasurer,

and any individuals nominated under this Rule are not office bearers.

### 14.3 In the event nominations are made under Rule 14.2, any duties or obligations imposed on:

- (1) the Secretary under these Rules are to be read as being imposed on the Chief Executive Officer; and
- (2) the Treasurer under these Rules are to be read as being imposed on the finance officer employed or contracted by the Association.

### 14.4 Appointment and election of Vice Chairperson, Secretary and Treasurer

- (1) The Board, at its first meeting following every annual General Meeting:
  - (a) must elect from among its Members a Vice Chairperson; and
  - (b) may elect from among its Members or appoint, in accordance with clause 14.2, a Secretary and a Treasurer,

each of whom shall hold office until the conclusion of the annual General Meeting next following the election.

## 15 Chairperson

### 15.1 The Chairperson is to be the individual appointed by the Board pursuant to Rule 13.1(3)(b).

- 15.2 The appointment of a Chairperson shall be by a majority vote of the Board.
- 15.3 The Chairperson will hold office for three (3) years and may be eligible for re-appointment for a maximum of three (3) consecutive three-year terms.
- 15.4 The Chairperson shall preside at all General Meetings and Board meetings.

## **16 Chief Executive Officer**

- 16.1 The Board may at any time or times appoint an individual to be the Chief Executive Officer and at such remuneration as the Board may determine and, subject to the terms of any contract of employment, may remove or dismiss him or her from the office of Chief Executive Officer.
- 16.2 The Board may from time to time delegate to an Chief Executive Officer such of its powers as the Board thinks fit and may confer such powers for such objects and purposes and upon such terms and conditions and with such restrictions as the Board shall think expedient, but not to the exclusion of or in substitution for all or any of the powers of the Board. The Board may at any time or times alter revoke or withdraw or vary all or any such powers.

## **17 Duties of the Secretary**

- 17.1 The Secretary shall:
- (1) co-ordinate the correspondence of the Association;
  - (2) ensure that full and correct minutes of the proceedings of the Board and of the Association are kept;
  - (3) comply on behalf of the Association with:
    - (a) section 53 of the Act in respect of the register of Members of the Association;
    - (b) section 35 of the Act in respect of the Rules of the Association;
    - (c) section 58 of the Act in respect of the record of the officeholders, and any trustees, of the Association; and
  - (4) have custody of all electronic records, books, documents, records and registers of the Association, including those referred to in Rule 17.1(3), other than those required by Rule 18 to be kept and maintained by, or in the custody of the Treasurer.

## **18 Duties of the Treasurer**

- 18.1 The Treasurer shall:
- (1) report on the finances of the organisation to the Board at each Board meeting;
  - (2) be responsible for the receipt of all monies paid to or received by, or by him/her on behalf of, the Association and shall issue receipts for those monies in the name of the Association;

- (3) pay all monies referred to in Rule 18.1(2) into such account or accounts of the Association as the Board may from time to time direct;
- (4) make payments from the funds of the Association with the authority of the Board and in so doing ensure that all electronic payment vouchers and cheques are signed according to the Rules which apply;
- (5) comply on behalf of the Association with Part 5 of the Act in respect of the accounting records of the Association;
- (6) perform such other duties as are imposed by those Rules on the Treasurer;
- (7) submit to the Board at each of its meetings or whenever directed to do so by the Chairperson a report, balance sheet or financial statement detailing the financial affairs of the Association;
- (8) have custody of all securities, files, books and documents of a financial nature and accounting records of the Association, including those referred to in Rules (5) and 18.1(7); and
- (9) ensure that cheque and account signatories are updated when required; and
- (10) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act.

## **19 Proceedings of the Board**

- 19.1 Subject to Rule 19.2 all appointed and co-opted Board Members shall have one vote. Subject to Rule 20 the Board Members shall meet together for the dispatch of business at such times as the Board may determine. Any three (3) Board Members may at any time convene a meeting of the Board.
- 19.2 A question arising at a Board meeting shall be decided by a majority of votes but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- 19.3 The Chairperson, or in his or her absence the Vice Chairperson, shall take the chair at all Board meetings. In the event of the absence of both the Chairperson and the Vice Chairperson, a Board Member may be elected as chairperson by the other Board Members present at the Board meeting.
- 19.4 At a Board meeting half plus one of the number of Board Members at the time will constitute a quorum.
- 19.5 Subject to these Rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board Members present at the Board meeting.
- 19.6 A Board Member having any direct or indirect material personal interest referred to in section 42 and 43 of the Act shall comply with those sections.

## **20 Board Meetings by Instantaneous Communication Device**

- 20.1 For the purposes of these Rules, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting Board Members not less than the quorum, whether or not any one (1) or more of the Board Members is out of Australia, shall be deemed to constitute a Board meeting and all the provisions of these Rules as to the



Board meetings shall apply to such meetings held by Instantaneous Communication Device so long as the following conditions are met:

- (1) all the Board Members for the time being entitled to receive notice of the Board meeting shall be entitled to notice of a meeting by Instantaneous Communication Device for the purposes of such meeting. Notice of any such Board meeting shall be given on the Instantaneous Communication Device approved by the Chair or in any other manner permitted by these Rules;
- (2) each of the Board Members taking part in the Board meeting by Instantaneous Communication Device must be able to hear each of the other Board Members taking part at the commencement of the Board meeting; and
- (3) at the commencement of the Board meeting each Board Member must acknowledge his or her presence for the purposes of the Board meeting to all other Board Members taking part.

20.2 A Board Member may not leave a Board meeting held under Rule 20.1 by disconnecting his or her Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairperson of the Board meeting and shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the Board meeting by Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairperson of the Board meeting to leave the Board meeting as aforesaid.

20.3 A minute of the proceedings at a Board meeting held under Rule 20.1 shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct by the Chairperson or the individual taking the chair at the Board meeting under Rule 20.1.

## **21 Written resolutions**

21.1 If all the Board Members have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day and at the time at which the document was last signed by a Board Member.

21.2 For the purposes of Rule 21.1, two (2) or more separate documents containing statements in identical terms, each of which is signed by one (1) or more Board Member, shall together be deemed to constitute one (1) document containing a statement in those terms signed by those Board Members on the respective days on which they signed the separate documents.

## **22 Delegation of powers**

22.1 The Board may delegate any of its powers except the power of delegation to a sub-committee or sub-committees consisting of any number of Board Members as the Board thinks fit and may revoke such delegation.

22.2 A sub-committee to which any of the powers have been so delegated shall exercise the powers delegated in accordance with the directions of the Board and the powers so exercised shall be deemed to have been exercised by the Board.

22.3 A sub-committee may elect one (1) of their number as a chairperson of their meetings.

- 22.4 Where such a sub-committee meeting is held and:
- (1) the chairperson has not been elected as provided; or
  - (2) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,
- the Members present may elect one (1) of their number to be Chairperson of the meeting.
- 22.5 A sub-committee may meet and adjourn as it thinks proper.
- 22.6 Questions arising at a meeting of a sub-committee shall be determined by majority votes of the Members present and voting. If the Chief Executive Officer is a Member of a sub-committee, he or she shall not have a deliberative vote.
- 22.7 In the case of an equality of votes, the chairperson of the sub-committee, in addition to his or her deliberative vote (if any) has a casting vote.

## **23 Power of attorney**

- 23.1 The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Association for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as the Board shall think fit.
- 23.2 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board shall think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

## **24 General Meetings**

- 24.1 There shall be two (2) types of General Meetings:
- (1) annual General Meetings; or
  - (2) special General Meetings.
- 24.2 All Members of the Association may attend any annual General Meeting or special General Meeting. The Board has the right to invite additional persons providing their presence is appropriate to the purpose of the meeting.
- 24.3 The Board:
- (1) may at any time convene a special General Meeting;
  - (2) shall convene an annual General Meeting within the time limits provided for the holding of an annual General Meeting by section 50 of the Act; and
  - (3) shall, within 30 days of receiving a request in writing to do so from not less than five (5) Education Members or three (3) Board Members, convene a special General Meeting for the purpose specified in that request.
- 24.4 The Education Members requesting a meeting must state in that request the purpose for which the special General Meeting concerned is required.

- 24.5 Subject to Rule 24.3(3) the Chief Executive Officer must give to all Members not less than 14 days' notice of a General Meeting, unless a Special Resolution is to be proposed in which case 21 days' notice must be given.
- 24.6 A notice given under Rule 24.5 shall specify:
- (1) when and where the General Meeting is to be held,
  - (2) particulars of the business to be transacted at the General Meeting; and
  - (3) if a Special Resolution is to be proposed, the wording of the proposed Special Resolution.
- 24.7 The Chief Executive Officer may give a notice to a Member by:
- (1) serving it on a Member personally; or
  - (2) sending it by email or by post to a Member at the address of the Member appearing in the register of Members.
- 24.8 When a notice is sent under Rule 24.7(2), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and emailed or posted to the Member concerned by ordinary pre-paid mail.
- 24.9 The Chairperson, or in his or her absence the Vice Chairperson, shall take the chair at all General Meetings. In the event of the absence of both the Chairperson and the Vice Chairperson, a Board Member may be elected as Chairperson by the Members present at the General Meeting.
- 24.10 At an annual General Meeting, business is to be transacted in the following order:
- (1) first, the consideration of the financial accounts and reports of the Board;
  - (2) second, the ratification of appointed Board Members; and
  - (3) third, any other business requiring consideration by the Association in a General Meeting.
- 24.11 Quorum in proceedings at General Meetings
- (1) At a General Meeting ten (10) Education Members present in person or by proxy of the Association shall constitute a quorum.
  - (2) If within 30 minutes after the time specified for the holding of a General Meeting a quorum is not present, the General Meeting lapses.
- 24.12 Adjournment of General Meeting
- (1) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
  - (2) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

- (3) Where a General Meeting is adjourned for a period of 30 days or more, the Chief Executive Officer shall give notice under Rule of the adjourned meeting as if that General Meeting was a fresh General Meeting.

24.13 At a General Meeting:

- (1) an Ordinary Resolution put to the vote shall be decided by a majority of votes of Education Members present in person or by proxy; and
- (2) a Special Resolution put to the vote shall be decided in accordance with section 51 of the Act.

24.14 A declaration by the Chairperson at a General Meeting that a resolution has been passed as an Ordinary Resolution shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 24.15.

24.15 At a General Meeting, a poll may be demanded by the Chairperson at the General Meeting or by two (2) or more Education Members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

24.16 If a poll is demanded and taken under Rule 24.15 in respect of an Ordinary Resolution, a declaration by the Chairperson as a result of the poll is evidence of the matter so declared.

24.17 A poll demanded under Rule 24.15 to elect an individual to preside over a General Meeting or in the question of an adjournment shall be taken forthwith on that demand being made.

## **25 Voting rights of Members of the Association**

25.1 Subject to these Rules, and in particular Rule 30:

- (1) each Education Member present in person or by proxy at a General Meeting is entitled to a deliberative vote; and
- (2) each Associate Member present at a General Meeting is not entitled to a deliberative vote.

25.2 An Education Member that is a body corporate may appoint in writing an individual, whether or not he or she is an Official Delegate of the Member, to represent it at a particular General Meeting or at all General Meetings.

25.3 An individual appointed to represent an Education Member which is a body corporate shall be deemed for all purposes to be a Member until that appointment is revoked in writing by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

25.4 A Member may appoint an individual who is an ordinary Member as his or her proxy to vote or speak on his or her behalf at a General Meeting.

25.5 An individual may be appointed the proxy of not more than five (5) other Members.

25.6 An instrument appointing a proxy for an Education Member shall be in writing and shall be provided to the Chief Executive Officer at least 24 hours prior to the meeting at which the Member named in such instrument proposed to vote.

25.7 An instrument appointing a proxy shall be in the following form or in a form as similar to the following form as the circumstances allow:

We \_\_\_\_\_ of \_\_\_\_\_  
being a Member of Perth Education City (Inc) hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or, in his/her absence \_\_\_\_\_ of \_\_\_\_\_  
to vote for us on our behalf at the annual General Meeting/special General Meeting  
of the Association to be on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
and at any agenda of that meeting.

This form is to be used in respect of the following resolutions as a vote in the terms  
set forth hereunder:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

- 25.8 The powers of proxy may be limited to such extent as the Education Member giving it may think fit, and a statement detailing such limitations, if any, shall be presented at the same time as, and attached to, the proxy in respect of which limitations are made.

## **26 Minutes**

- 26.1 Minutes of all resolutions and proceedings at General Meetings will be recorded by the Chief Executive Officer and filed electronically by the Secretary.
- 26.2 Such minutes shall be confirmed as a true record of that meeting by a majority at the next General Meeting.

## **27 Rules of the Association**

- 27.1 The Association may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in sections 21 – 34 of the Act.
- 27.2 Pursuant to Rules 6.1(1) and 6.1(2), these Rules bind every Member and the Association to the extent that every Member must sign an agreement to be bound by these Rules upon application.

## **28 Code of Practice**

- 28.1 The Board may adopt a Code of Practice.
- 28.2 The Board may at any time and from time to time amend or revise the Code of Practice.
- 28.3 The Board may adopt any alteration or rescission to the Code of Practice or adopt any additions to the Code of Practice.
- 28.4 The Code of Practice when adopted by the Board and every amendment, alteration or rescission to the Code of Practice binds every Member to the same extent as if every Member and the Association had signed the Code of Practice and agreed to be bound by and comply with all provisions of the Code of Practice.
- 28.5 Subject to Rule 28.4, a Member who breaches any provision of the Code of Practice may be expelled from the Association in accordance with Rule 12.

## **29 Provision of services to Members**

- 29.1 The Association may provide services to Members of the Association.
- 29.2 The Board may fix different Service Fees for different Members and/or for different services undertaken by the Association.

## **30 Effect of non-payment of Service Fees**

- 30.1 Until a Member has paid in full any Service Fees due and payable to the Association that Member shall not be entitled to exercise any right or privilege conferred by these Rules, including, but not limited to, the right to vote at a General Meeting or to request the calling of a General Meeting.
- 30.2 The Board may terminate the membership of a Member for non-payment of Service Fees.
- 30.3 A Member whose membership has been terminated for non-payment of Service Fees remains liable to pay to the Association all money that, at the date of termination of his or her membership, was payable to the Association by that Member.
- 30.4 A statement in writing, declaring that the person making the statement is a Board Member and the amount of the Service Fees due and owing by the relevant Member based on outstanding invoices is conclusive evidence of the facts outlined in the statement as against the person liable to pay the Service Fee.

## **31 Common Seal of Association**

- 31.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 31.2 The common seal of the Association shall not be used without the authority of the Board.
- 31.3 The common seal of the Association shall be kept in the custody of the Chief Executive Officer or of such other person as the Board from time to time decides.

## **32 Inspection of records of the Association**

- 32.1 A Member may at any reasonable time after giving notice to the Chief Executive Officer, inspect any books, records and documents of the Association that the Association is required, by the Act, to make available to the Members.

## **33 Validation of Acts**

- 33.1 All acts and proceedings of the Board or any Member thereof or a sub-committee or any Member thereof shall be deemed valid notwithstanding that it may afterwards be discovered that some defect existed in the appointment of the Board or any Member thereof or of the sub-committee or any Member thereof.
- 33.2 All acts and proceedings of Members of the Association in any General Meeting shall be deemed valid notwithstanding that it may be discovered that some defect existed in the manner in which proxies were appointed in respect of that meeting.

## **34 Indemnity**

- 34.1 The Board Members and the Members of a sub-committee shall be indemnified and saved harmless out of the funds of the Association from and against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of their respective offices except as may be occasioned by or through their own wilful default and none of them shall be answerable for the acts of the others of them.

## **35 Distribution of surplus property on winding up of the Association**

- 35.1 If upon the winding up of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members or former Members, but shall be given or transferred to another association incorporated under the Act which has similar objects and is not carried on for the profit or gain of its Members, as determined by resolution of the Members.

## **36 Resolving Disputes**

- 36.1 Terms used in this Rule 36:

**grievance procedure** means the procedures set out in this Rule 36;

**party to a dispute** includes a person:

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

- 36.2 The procedure set out in this Rule 36 applies to disputes:

- (1) between Members; or
- (2) between one or more Members and the Association.

- 36.3 Parties to attempt to resolve dispute

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

- 36.4 How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 36.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

- (4) The notice given to each party to the dispute must state:
  - (a) when and where the Board meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both) submissions to the Board about the dispute.
- (5) If:
  - (a) the dispute is between one or more Members and the Association; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the Board, the Board must not determine the dispute.

#### 36.5 Determination of the dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must:
  - (a) give each party to the dispute, or the party's representative, reasonable opportunity to make submissions as described in Rule 36.4(4)(b); and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within seven (7) days after the Board meeting at which the determination is made.