

**WORKERS' EDUCATIONAL ASSOCIATION  
OF SOUTH AUSTRALIA INCORPORATED**



**CONSTITUTION: ADOPTED MAY 2016**

1. THE NAME of the Incorporated Association is WORKERS' EDUCATIONAL ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED referred to herein as "The Association".

2. IN THESE RULES, unless the contrary intention appears -

"Board" means the Board of the Association;

"meeting" means a general meeting of the Association convened in accordance with these rules;

the "Act" means the Associations Incorporation Act, 1985 and all amendments thereto;

the "Regulations" means the Associations Regulations, 1985 and all amendments thereto;

"employee" means a person who at the relevant time is party to a contract of employment with the Association involving a minimum of 15 hours per week on a permanent or temporary basis, but shall not mean a person engaged as a tutor, lecturer or instructor on an hourly-paid basis.

"Chief Executive Officer" means the person appointed by the Board.

"Finance Officer" means the employee appointed by the Board.

3. OBJECTS AND PURPOSES

The objects of the Association shall be:

- a. To promote adult education for a more democratic, just and equitable Australian society through a range of courses and associated programs designed to enrich the lives of individuals through creative and cultural activities and with particular regard to the needs of those who are disadvantaged members of society.
- b. To provide facilities for study by co-operating with other recognised educational institutions and by all other appropriate means.
- c. To publish privately or arrange for the private publication of such reports, pamphlets, books and magazines as may be deemed necessary in furtherance of the objects of the Association.
- d. In furtherance of the objects of the Association to promote the purchase, distribution and sale of such books and other aids to education as may be deemed desirable.

- e. To purchase, take on lease, or in exchange or otherwise acquire any lands, buildings, property, real or personal, which maybe requisite for the purpose of or conveniently used in furtherance of the objects of the Association and to sell, demise, mortgage, give in exchange or dispose of the same.
- f. To invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as may from time to time be determined.
- h. All the funds of the Association shall be applied to the payment of the expenses of the Association and in advancing the objects of the Association and not for the purpose of securing any pecuniary profit for or dividing the same among members of the Board, its employees, or any other persons or organisations.
- i. To do all such other lawful things as are incidental and conducive to the attainment of the above objects.

#### 4. POWERS

- a. The Association shall have all the powers conferred by Section 23 of the Act. All powers shall be exercised by the Board in session, except where specifically delegated to the President, a sub-committee or the Chief Executive Officer. In the absence of the President the Board shall delegate the President’s powers to either one of the Vice Presidents.
- b. The management of the funds and other property of the Association is controlled by the Board through delegated authority to the Finance Officer who shall produce monthly financial statements for the Board, and as may be required.
- c. The Board may approve the payment of an honorarium to the elected President and two Vice Presidents of the Association.
- d. The Board may appoint committees from time to time.
- e. The CEO shall be the Public Officer.
- f. The Chief Executive Officer:
  - i shall be responsible for appointing and managing staff of the Association (including discipline and termination of staff).
  - ii shall ensure the policy of the Association is being carried out by the staff in accordance with Board direction
  - iii shall report to the Board on implementation and performance of the Board’s policies and directions as required
  - iv shall inform the Board of resources that may be required to carry out policies of the Association.
  - v shall inform the Board of all matters relevant to the well being of the Association

- g. Employees:
  - i shall carry out their duties under the instructions of the Chief Executive Officer or as communicated through intermediaries.
  - ii shall act in the interest of their employer ie the Association
  - iii shall report to the Chief Executive Officer as required
  - iv shall provide information and reports as requested by the Chief Executive Officer for Board meetings.

## 5. MEMBERSHIP

Membership of the Association shall comprise two categories only:

- a. Any adult domiciled in South Australia who attends a general meeting is considered to be a member of the Association.
- b. Life members, who shall be persons admitted to Life Membership by a majority vote of persons present at a general meeting on a recommendation from the Board of the Association.

## 6. THE BOARD

- a. The affairs of the Association shall be managed and controlled exclusively by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- b. The Board shall appoint an Chief Executive Officer and other employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- c.
  - i The Board shall be comprised of thirteen natural persons, all of whom shall be elected in accordance with paragraph (iv) of this sub-section and sub-section (e) of this Rule, excepting that person elected in terms of paragraph (ii) of sub-section (c) of this Rule.
  - ii One Board member shall be elected annually from and by the employees of the Association. Such member shall cease to hold office upon leaving the employ of the Association and a consequential mid-term vacancy shall be filled, by way of an election, from the employees. Employees of the Association shall not be eligible for election to the Board save under this specific provision.
  - iii The Board may appoint a natural person to fill a casual vacancy, and such a Board member shall hold office until the next Annual General Meeting of the Association and shall be eligible for re-election.

iv All other members of the Board shall be elected for terms of three years commencing on the 1st July immediately following the Annual General Meeting of the Association. Terms will be staggered so that four members of the Board shall retire each year. They shall be eligible for re-election. Any mid-term vacancies of two or one year terms will be filled at the next Annual General Meeting.

d. At its first meeting of each year the incoming Board shall elect from among its members three Officers of the Association, being a President and two Vice Presidents, who shall hold office until the declaration of the poll for the election of the President and 2 Vice Presidents at the first meeting of the Board in the following year.

e. Any person (except an employee) who is an adult domiciled in the State of South Australia and not being disqualified by any provisions of the Act nor permanently incapacitated by ill-health, shall be eligible to nominate for election to the Board. The Board shall call for nominations not less than 35 days and not more than 42 days before the date of the Annual General Meeting of the Association, by placing an advertisement in a daily newspaper circulating in Adelaide and by forwarding notices to Association tutors and members of the WEA Club Incorporated.

f. Nominations for election to the Board shall be on a form prescribed by the Board from time to time and must be signed by the candidate to signify a willingness to stand for election. Self-nomination will be accepted. All nominees shall be required to sign a declaration stating that they are not disqualified from nominating for the Board by virtue of section 30 of the Act.

g. Elections shall be held at the Association's Annual General Meeting, and only those adults domiciled in South Australians present at the meeting may vote.

h. The Board shall appoint a Returning Officer as required to be responsible for the conduct of elections, such person not being a candidate for any vacant position.

## 7. DISQUALIFICATION OF BOARD MEMBERS

The position of a Board member may fall vacant at the discretion of the Board if the member is:

a. Disqualified by the Act;

b. Permanently incapacitated by ill health;

c. Absent without apology from more than three consecutive Board meetings, or more than three Board meetings in a financial year.

d. If any of the above provisions shall apply to any Board member the Board may resolve to expel that person from the Board.

8. PROCEEDINGS OF BOARD

- a. The Board shall meet together for the dispatch of business at least six times each year.
- b. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the Board shall be seven members.
- d. A member of the Board having pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.

9. FINANCIAL YEAR

The financial year of the Association shall begin on the first of January and end on the thirty first of December in the same year.

10. BORROWING POWERS

- a. Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.
- b. Subject to section 25 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

11. RULES

- a. Subject to approval by a resolution of a General Meeting of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substitute rules. Such an alteration will be done in the manner prescribed by Section 24 of the Act.
- b. The registered rules shall bind the Association and every Board member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

12. SEAL

- a. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- b. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two members of the Board.

- c. The seal shall be kept in the custody of such person as the Board may from time to time decide.

### 13. MEETINGS

- a. The Board may call a special general meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act.
- b. The Annual General Meeting shall be held within five (5) months after the end of the financial year.
- c. Subject to sub rule (d) at least fourteen days' notice of any general meeting shall be given. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors and Board Members (if required), and any other business requiring consideration by the Association in general meeting.
- d. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- e. Notices of General Meetings of the Association shall be by way of one or more advertisements in a daily newspaper circulating in Adelaide and by the forwarding of a notice to those classes of persons specified in Rule 6(e). The Board may promote general meetings of the Association in any other ways it sees fit.

### 14. PROCEEDINGS AT MEETINGS

- a. Twenty five adult persons domiciled in South Australia present personally shall constitute a quorum at any general meeting.
- b. If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the persons present shall form a quorum.
- c. The President of the Board or if there shall be no President, then a Vice President of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the Board members chosen by meeting shall preside as Chairperson at every general meeting of the Association.
- d. If there is no such President or Vice President present within five minutes after the time appointed for holding the meeting, the persons present may choose one of their number to be the Chairperson.
- e. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to

place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- f. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting.
- g. At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- h. If a poll is demanded by the Chairperson of the meeting or by five persons or more present, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the persons who being entitled to do so vote personally at the meeting is required.
- i. A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

#### 15. MINUTES

- a. Proper minutes of all proceedings of meetings of the Association and of meetings of the Board shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- c. Where minutes are entered and signed they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

#### 16. VOTING RIGHTS

Subject to these rules each person present who qualifies under Rule 6(g) shall be entitled to one vote at any general meeting of the Association.

#### 17. ACCOUNTS

- a. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association as required by Section 35 of the Act.
- b. An auditor who meets the requirements of Section 35 of the Act shall be elected at an Annual General Meeting.

18. WINDING UP

The Association may be wound up in the manner provided for in the Act.

19. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be appropriated in accordance with this rule viz: no funds or assets of the Association shall be paid or distributed amongst the members of the Association but shall be given or transferred to such other body or bodies formed for promoting objects similar to its own as a general meeting of the Association shall determine, where such other body shall not be one carrying on trading or securing a benefit, whether directly or indirectly to or for its members.

20. LIABILITY

Board members, auditors, and officers as defined by the Act, shall all be liable and bound by the Act.

ISSUED BY:

WEA SECRETARIAT  
223 Angas Street  
Adelaide  
South Australia 5000

May 2016