



Western Australian School of Mines Graduates' Association Scholarship and Bursary Fund INC

Constitution

1 TITLE

The name of the Association shall be the *Western Australian School of Mines Graduates Association Scholarship and Bursary Fund INC*, abbreviated to *WASMGGA Scholarship and Bursary Fund INC*.

2 SCHOLARSHIP AND BURSARY FUND

The Association shall establish and maintain the **Western Australian School of Mines Graduates' Association Scholarship and Bursary Fund INC**.

3 OBJECTS AND PURPOSE OF THE ASSOCIATION

3.1 The Object and purpose of the Association:

- a) Provide money for scholarships, bursaries or prizes, which meet the requirements of section 30-37 of the Income Tax Assessment Act 1997 (Cth) (ITAA 97).
- b) The requirements for the scholarships, bursaries or prizes are that they:
 - (1) may only be awarded to Australian citizens, or permanent residents of Australia, within the meaning of the Australian Citizenship Act 1948; and
 - (2) are open to individuals or groups of individuals throughout a region in Australia of at least 200,000 people; and
 - (3) promote the recipient's education in pre-school courses, primary courses, secondary courses or tertiary courses (each as defined in ITAA 1997) or in educational institutions overseas, by way of study of a component of a secondary or tertiary course; and
 - (4) They are awarded on merit or for reasons of equity.

c) For the purposes of this Clause:

- (1) Deductible Contribution means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of ITAA 97 in relation to a fundraising event held for the purpose of the Scholarship Fund.
- (2) Gift means a gift of money or property as described in item 1 of the table in section 30-15 of ITAA 97.

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.

4 Maintaining the Fund

- a) The Association must maintain the Fund for the purpose in clause 3
- b) The Fund must receive all Gifts and Deductible contributions of money or property made for that purpose and any money received because of those gifts and contributions (i.e. interest, dividends, investment and income).
- c) The Fund must not receive any money or property other than that specified in rule 4b
- d) The general public must be invited to make Gifts and Deductible contributions to the Fund.

4.1 Limits on Use of Scholarship Fund

- a) The Association must use the following only for the purpose in clause 3
 - (1) Gifts and Deductible Contributions made to the Fund; and
 - (2) Any money received because of those Gifts and Deductible Contributions (i.e. interest, dividends)

4.2 Administration of the Fund

The Fund Council as defined in Clause 6 shall undertake administration of the Fund, provided that the majority of the members of the sub-committee administering the Fund shall be Responsible Persons as defined in Clause 4.3

4.3 Responsible Persons

“Responsible Person” means an individual who:

- (1) Performs a significant public function;
- (2) Is a member of a professional body having a code of ethics or rules of conduct;
- (3) Is officially charged with spiritual functions by a religious institution
- (4) Is a director of a company whose shares are listed on the ASX
- (5) Has received formal recognition from government for services to the Community; or
- (6) Is approved as a Responsible Person by the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 1997

4.4 Revoking of the DGR Status

- (a) The Western Australian School Of Mines Graduates' Association Scholarship and Bursary Fund INC ceasing to be endorsed as a deductible gift recipient under Division 30 of the ITAA 1997, any surplus assets of the Fund must be transferred to another fund, authority or institution:
- (1) Which is charitable at law;
 - (2) Whose constitution prohibits distribution to its members; and to
 - (3) To which gifts and deductible contributions are deductible under Division 30 of ITAA 1997

4.5 Bank Account and Receipts

- (a) The Association must maintain a separate bank account for the Fund; this account shall be called "The Western Australian School Of Mines Graduates' Association Scholarship and Bursary Fund INC" Account.
- (b) All receipts issued for Contributions to the Fund must state:
- (1) The name of the Fund
 - (2) The Association's full name and Australian Business Number (ABN)
 - (3) The fact that it is a receipt of a Gift or Deductible Contribution of the specified amount to the Fund.

5 MEMBERSHIP

All current members of the Western Australian School of Mines Graduates 'Association ("WASMGA") shall be automatically accepted into membership of the Western Australian School Of Mines Graduates' Association Scholarship and Bursary Fund INC.

6 FUND COUNCIL

- 6.1 The control and management of the Association shall be vested in a Fund Council, all members of which shall be financial members of the WA School of Mines Graduates' Association.
- 6.2 The Fund Council shall consist of:
- a) the elected President of WASMGA (who shall be the Chairman of the Fund Council);
 - b) the elected Vice President of WASMGA;
 - c) the elected Treasurer of WASMGA;
 - d) the Chief Operating Officer (COO) of WASMGA, who shall also act as Secretary to the Fund Council; and
 - e) at least two other members of WASMGA, who shall be appointed by the Chairman of the Fund Council.

- 6.3 The Fund Council at its discretion may co-opt up to three additional financial members to the Fund Council.
- 6.4 In the event of the Chairman of the Fund Council resigning or retiring during the term of office, the Vice-President of WASMGA shall assume the duties of Chairman until the next Annual General Meeting. In the event of the Vice President or Treasurer of WASMGA resigning or retiring during their term of office, the Fund Council shall have the power to appoint to the vacancy one of the members of the Fund Council who shall hold office until the next Annual General Meeting.
- 6.5 Subject to sub rule 8, a committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next general meeting after his or her election, but he or she is eligible for re-election to membership of the committee.
- 6.6 The Chairman of the Fund Council is the only person who may speak publicly on matters concerning the Fund, unless others are authorised by the Chairman to do so.

7 COUNCIL MEETINGS

- 7.1 The President of WASMGA shall be the Chairman of the Fund Council. In the absence of the President, or if the President is unwilling to act, the Vice President of WASMGA shall be Chairman or failing the Vice President, the members present shall elect one of their number to be Chairman for the meeting.
- 7.2 At any meeting of the Fund Council, each Fund Council member present shall be entitled to one vote.
- 7.3 The Chairman shall be permitted to exercise a casting vote.
- 7.4 No question shall be decided at any meeting of the Fund Council unless a quorum of at least three (3) voting members thereof are present, either in person or through electronic means such as telephone, video conferencing, or by virtual meeting format using email exchanges, or similar technology-based forms of communication.
- 7.5 Notices of meetings of the Fund Council shall state the matters to be considered at such meetings.
- 7.6 A record of all the proceedings of the Fund Council shall be entered into a Minute Book, or a suitable electronic equivalent, by the Secretary to the Fund Council.

8 CASUAL VACANCIES

- 8.1 A casual vacancy occurs in the office of a Fund Council member and that office becomes vacant if the Fund Council member:

- a) dies;
- b) resigns by notice in writing delivered to the Chairperson or, if the Fund Council member is the President, to the Vice-President and that resignation is accepted by resolution of the Fund Council;
- c) is convicted of an offence under the Associations Incorporation Act (1987) ("the Act");
- d) is permanently incapacitated by mental or physical ill-health;
- e) is absent from more than two Fund Council meetings in the same financial year without tendering an apology to the person presiding at each of those Fund Council meetings of which meetings the member received notice, and the Fund Council has resolved to declare the position vacant;
- f) ceases to be a member of WASMGA; or
- g) is the subject of a resolution passed by a general meeting of WASMGA members terminating his or her appointment as a WASMGA Fund Council member.

8.2 The Fund Council shall fill any casual vacancy and the person so appointed shall hold office for the unexpired portion of the term of the member that he or she replaced.

9 REGISTER OF MEMBERS

9.1 The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the members and the member may make a copy of or take an extract from the register for that purpose.

9.2 The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

9.3 The Secretary must cause the name of a person who dies or who ceases to be a member be deleted from the register of members referred to in sub-rule (1)

10 GENERAL MEETINGS

10.1 The Annual General Meeting of the Association shall be held within four months of the end of each financial year or at a longer period determined by the Commissioner of Consumer Protection.

10.2 Other General Meetings shall be held as decided by the Fund Council provided that upon the written petition of at least twelve (12) members a General Meeting shall be held within 28 days of receipt of such petition.

10.3 At least fourteen (14) days before any General Meeting a printed and/or electronic notice shall be sent by post and/or email to all members and shall state:-

- a) When and where the General Meeting is to be held; and
- b) Particulars of the business to be transacted and the order in which that business is to be transacted.

10.4 Notice must be given by advertising the General Meeting on the Association's website and by publishing it as a Public Notice in the West Australian newspaper.

10.5 At a General Meeting, 3 members present constitute a quorum.

If within 30 minutes of the time specified for the holding of a General Meeting a quorum is not present, the General Meeting stands adjourned to the same time on the same day of the following month (or closest available date) and must be readvertised as per Clause 10.3

If within 30 minutes of the time appointed for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

10.6 At any general meeting of the Association:

- a) each financial member shall be entitled to one vote.
- b) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands.
- c) votes may be registered by proxy; however each member attending the general meeting in person may represent one (and only one) member by proxy.

10.7 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution will be evidence of that fact.

10.8 At a General Meeting a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and if so demanded, must be taken in such manner as the Chairperson directs.

10.9 If a poll is demanded in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

11 FINANCES

- 11.1 All finances of the Association shall be recorded and kept up-to-date by the Treasurer and a statement of income and expenditure for the preceding financial year ending 30 June shall be presented by the Treasurer at each Annual General Meeting.
- 11.2 An auditor of the Association shall be appointed by the Fund Council and the annual statement of income and expenditure shall be accompanied by a report from such auditor.
- 11.3 The Treasurer shall be responsible for the receipt of all monies paid to or received on the Association's behalf and must issue, or cause to be issued, receipts for those monies in the name of the Association.
- 11.4 Payments to be made from the Association's account must be done so with the authority of the Fund Council and require the signature (or equivalent electronic authorisation) of at least two Councillors:
- 11.5 Subject to the requirements of Clause 4.4 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:
 - a) to another association incorporated under the Act which has similar objects; or
 - b) for charitable purposes, which association or purposes, as the case requires, shall be determined by resolution of the members.

12 SUBSCRIPTIONS

- 12.1 There shall be no subscription or fees payable for membership of the WASMGA Scholarship and Bursary Fund INC.

13 ALTERATION OF CONSTITUTION

- 13.1 The terms of the Constitution may be altered or added to by resolution carried by a majority of 75% of members voting at any Annual General Meeting, or General Meeting convened for the purpose.
- 13.2 Any notice of proposed amendment must be in the hand of the Chief Operating Officer 28 days prior to the next General Meeting at which such proposal is to be considered.
- 13.3 The rules of the Constitution bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- 13.4 Any changes to the Constitution must be registered with the appropriate Department of the Western Australian State Government within one month of the general Meeting of Members voting to endorse

such changes, and such changes cannot be exercised until the approvals of the appropriate Western Australian State Government Department have been received.

14 COMMON SEAL OF THE ASSOCIATION

- 14.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 14.2 The common seal of the Association must not be used without the authority of the Fund Council and every use of that common seal must be recorded in the minute book referred to in Clause 7.6
- 14.3 The affixing of the common seal of the Association must be witnessed by the President and one additional Fund Council member
- 14.4 The common seal of the Association must be kept in the custody of the President or of such other person as the Fund Council from time to time decides.

15 RECORDS & DOCUMENTS

- 15.1 Custody of all minute books, documents, records, securities and registers of the Association are to be kept and maintained by the Chief Operating Officer.
- 15.2 It is the responsibility of the nominated Council members to ensure documents are passed on to the Chief Operating Officer for record keeping.
- 15.3 A member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Association.

16 INTERPRETATION OF CONSTITUTION

- 16.1 Any question of the interpretation of the Constitution shall be determined by the Fund Council

17 BY-LAWS

- 17.1 The Fund Council shall have the power to make, alter and rescind any By-laws that it considers necessary for the effective administration of the Association, provided that no by-law may be inconsistent with this Constitution.