

**THE CORPORATIONS LAW**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE MATHEMATICAL ASSOCIATION OF VICTORIA**

**ARTICLE 1 – INTERPRETATION**

1. In these Articles unless there is something in the subject or context inconsistent therewith:

“The Act” means the Corporation Law.

“The Association” means the above named Association.

“Branch” means a branch of the Association in accordance with these Articles.

“The Council of Management and governing body” means the members of the Council of the Association for the time being or such of them as have authority to act for the Association and includes the Office-Bearers. “Council Member” has a corresponding meaning.

“Debenture” includes debenture stock bonds notes and any other securities of a company whether constituting a charge on its assets or not.

“Immediate Past President” means the person who was President of the Association immediately prior to the President for the time being in office notwithstanding that the President for the time being was elected at an Annual General Meeting prior to the last Annual General Meeting.

“Mathematical subjects” include mathematical education which involves study of the content process and/or pedagogy of courses in mathematics and/or statistics.

“Mathematics teachers” includes:

- (i) any person engaged in teaching or instructing in any mathematical subject,
- (ii) any person qualified to teach or instruct in any mathematical subject,
- (iii) any student teacher or trainee teacher qualifying to teach or instruct in any mathematical subject, including but not limited to part time tertiary students (studying mathematics or mathematics education,

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- (iv) any professional officer employed by an Education Department Branch or service of any State Government or of the Commonwealth of Australia or by any private or non-Government School or educational body engaged in research into any aspect of the teaching of mathematics.

“Member” means a member of the Association in accordance with the Act and “membership” shall have a corresponding meaning.

“Month” means calendar month.

“Office” means the registered office for the time being of the Association.

“Office-Bearers” means the President Immediate Past President Vice Presidents Secretary and Treasurer and “Office-Bearer” means any of them.

“Register” means the register of members to be kept pursuant to the Act.

“Seal” means the Common Seal for the time being of the Association.

“Secretary” includes assistant secretary and deputy secretary and any other officer authorised to perform duties of the Secretary.

“Special Resolution” has the meaning assigned thereto by the Act.

“Teaching Institution” includes any school college university technical college or institute or other educational institution or organisation whether registered or not.

“In writing” includes printing typewriting lithography and other substitutes for writing and whether wholly or partly written printed typed or lithographed.

A reference to the Act or any section thereof or to any other Statute or section thereof shall be read as though the words “or any statutory modification thereof or any statutory provision substituted therefore” were added to such reference.

Words importing the singular number only include the plural number and vice versa and words importing the masculine gender also include the feminine gender and the neuter gender.

Words importing persons shall include corporations. Subject to the foregoing any word the meaning of which is defined in the Act shall bear the like meaning in these Articles.

Marginal notes and headings to clauses within an Article are inserted for convenience only and do not form part of these Articles and shall not affect the construction thereof.

## **ARTICLE 2 – REGISTERED OFFICE**

2. The Office shall be at such place in Victoria as the Council may from time to time determine.

## **ARTICLE 3 – MEMBERSHIP**

### **Number and Increase of Members**

- 3(A) The number of members of the Association for the purpose of registration is 10,000 but the Association may from time to time register an increase of members.

### **Classes of Membership**

- 3(B) The members of the Association shall be of the under mentioned classes:

- (I) individual members
- (ii) institution members
- (iii) student members
- (iv) honorary life members
- (v) associate members
- (vi) Patrons; and
- (vii) Honorary Members.

### **Eligibility to apply for Membership**

- 3(C) The following persons shall be eligible to apply for each class of membership:
- (i) Individual membership – any mathematics teacher or person qualified in mathematics and/or education,
  - (ii) Institution membership – the principal of any teaching institution where any mathematical subject is taught or proposed to be taught or any mathematics teacher or other person employed at such institution nominated by the principal of a school, Head of Department of an Educational Institution other than a school, or any teacher or other person employed in a department of a tertiary institution which teaches mathematics and/or mathematics education **PROVIDED THAT** there shall not be at any time more than one institution member in respect of a teaching institution, or in the case of an Educational Institution other than a school having departments not more than one per department.

- (iii) Student membership – any person studying mathematics or education as part of a full time or part time course at or through a tertiary teaching institution,
- (iv) Associate membership – any person who is unqualified, or represents a publisher, or other group with some connection to the teaching of mathematics or mathematics teaching.

### **Application for Individual Institution Student and Associate Membership**

- 3(D) An application for individual institution student or associate membership shall be in writing signed by the applicant and shall otherwise be in such form (if any) as the Council shall from time to time prescribe or accept and shall be delivered to the office. The Secretary shall submit all such applications to the Council which shall consider the same.

### **Election of Individual Institution Student and Associate Members**

- 3(E) The Council may in its absolute discretion elect applicants for individual institution student or associate membership to such respective membership. No applicant shall be elected as a individual institution student or associate member if more than 50% of the Council Members present at the meeting of the Council at which the vote on such applicant's application is taken vote against such applicant's election.

### **Nomination of Honorary Life Members**

- 3(F) Any person proposed as an honorary life member shall be nominated for such membership by two members. The form of such nomination shall be in writing signed by the members making such nomination and shall have endorsed thereon or be accompanied by the consent of such person to such nomination and otherwise shall be in such form (if any) as the Council may from time to time prescribe or accept and shall be delivered to the Office. The Secretary shall submit all such nominations to the Council which shall consider the same.

### **Election of Honorary Life Members**

- 3(G) A person nominated for honorary life membership as aforesaid shall be elected to such membership if by a resolution unanimously passed at a Council Meeting or by a resolution in writing of the Council pursuant to Article 13(J) hereof the Council resolved that it is of the opinion that such person has rendered distinguished service to the Association or to the furtherance of its objects or to mathematics and that such person be elected to Honorary Life Membership.

### **Registration of Members**

- 3(H) Upon any person being elected to membership as aforesaid and upon such person paying any entrance fees or other monies payable to the Association in respect of his/her election to membership the Secretary shall enter such person's name and address class of membership and the date of such entry in the register and such person shall thereupon become a member.

### **Privileges of Honorary Life members**

- 3(I) An honorary life member shall be entitled to all the privileges of membership for his/her lifetime and shall be exempt from any obligation to pay any entrance fee subscriptions or levies payable by members pursuant to these Articles.

### **First Membership**

- 3(J) Persons who at the date of incorporation of the Association were members of the unincorporated body known as "The Mathematical Association of Victoria" may upon application in writing signed by such applicant and otherwise in such form as the Council may prescribe or accept be admitted by the Council to such class of membership as the Council shall determine without further enquiry as to their qualifications **PROVIDED THAT** the Council may make such enquiries as it thinks fit. No entrance fee shall be payable by such persons and any subscription or fees paid by them to the said unincorporated body unexpired at the date of admission to membership shall constitute a discharge of their liability to the Association for any subscription in respect of such unexpired period to the extent of the amount such subscription or fees paid to the said unincorporated body.

### **Dual Individual and Institution Membership**

- 3(K) A person may at any time be both an individual member and the principal or nominee of an institution member and shall be liable to the entrance fees subscriptions and levies imposed on both classes of membership and shall have one vote at general meetings in respect of each class of membership.

### **Patrons and Honorary members**

- 3(L) The Council may at any time and from time to time by resolution invite any person whether or not he/she be a member of the Association to be a patron or honorary member of the Association upon terms as determined by the Council provided that if he/she is not already a member of the Association he/she shall not be eligible to stand for election for the Council or entitled to vote at general meetings or on any postal ballot for the election of Council Members.

### **Associate Members**

- 3(M) A person who is an associate member shall not be entitled to vote at general meeting or special general meeting and shall not be eligible to stand for election for the Council or vote in any election of office bearers or members of the Council.

## **ARTICLE 4 – TERMINATION OF MEMBERSHIP**

### **Termination**

- 4(A) A member's membership of the Association shall terminate:
- (i) if such member is expelled pursuant to Article 5, or
  - (ii) if terminated pursuant to Article 6 by reason of non-payment of any subscription fee levy interest debt or other amount due to the Association, or
  - (iii) if such member forwards or causes to be delivered to the Office notice in writing of his/her intention to resign from membership, or
  - (iv) if such member dies or becomes bankrupt or insolvent or makes any assignment of his/her estate for the benefit of his/her creditors or otherwise takes advantage in any way of any law for the time being in force relating to bankrupt or insolvent debtors.

### **Removal from the Register**

- 4(B) Upon the membership of any member terminating as aforesaid the Secretary shall make an entry in the Register of such termination and of the date upon which such member ceased to be a member.

## **ARTICLE 5 – EXPULSION FOR MISCONDUCT**

### **Notice of Misconduct to be given to Member**

- 5(A) If it appears to the Council that a member has committed a breach of his/her obligations under the Memorandum of Association or under these Articles or under any regulations made pursuant to these Articles or has been guilty of misconduct which breach or misconduct in the opinion of the Council renders it desirable that such member should be expelled then the Council may cause to be given to such member a notice in writing stating:
- (a) the general nature of the alleged breach or misconduct, and

- (b) that on a date and at a time and place specified in such notice the Council will meet to consider whether such member should be dealt with under this Article.

Such notice shall be given no less than twenty-one clear days prior to the date so specified therein.

### **Member's Right of Appearance**

- 5(B) At a meeting of the Council of which notice has been given under the last preceding Clause of this Article the member against whom is alleged a breach or misconduct as aforesaid shall be entitled to attend and to state his/her defence against such allegations and any reasons why he/she should not be expelled pursuant to this article.

### **Council's Power of Expulsion**

- 5(C) If the Council at such meeting or at any adjournment thereof is of the opinion that such member is guilty of such breach of misconduct renders it desirable that such member be expelled pursuant to this Article then it may resolve to expel such member from the Association. The Secretary shall as soon as practicable give such member notice in writing of such resolution. Upon the giving of such notice the member shall cease to be a member.

### **Expelled Member's Right of Appeal; to a General Meeting**

- 5(D) A member expelled by the Council pursuant to this Article may not later than seven clear days after written notice of such expulsion has been given to him/her deliver to the Office written notice that he/she desires to appeal to a general meeting. Upon such notice of appeal being delivered within such time as aforesaid such member shall be deemed to have been merely suspended from the privileges of membership between the date of expulsion and the time at which such general meeting or any adjournment thereof resolves upon the question of his/her expulsion or concludes without having so resolved.

### **General Meeting to be called to consider Expulsion**

- 5(E) Where such notice of appeal is duly delivered as aforesaid or where the Council otherwise resolves to submit the question of an expulsion to a general meeting the Council shall convene a general meeting of the members to be held as soon as conveniently practicable. At such meeting or any adjournment thereof the member shall be entitled to attend and if present to give any explanation and state any reasons why he/she should not be expelled. The meeting or any adjournment thereof may by ordinary resolution resolve to expel such member upon which the member shall be finally expelled. If the meeting or any adjournment thereof resolves that the member not be expelled or finally concludes (without being adjourned to further consider the matter) without

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resolving that the member be expelled then the expulsion shall be nullified and the member shall be reinstated to membership and the Secretary shall forthwith make an entry to that effect in the Register.

### **Expelled Members to have no claim**

- 5(F) No expelled member shall have any claim against the Association the Council or any Office Bearer or Member whether for damages or otherwise howsoever in respect of his/her expulsion.

## **ARTICLE 6 – ENTRANCE FEES SUBSCRIPTIONS AND LEVIES**

### **Entrance Fees**

- 6(A) The Council may from time to time determine in respect of any class of membership other than Honorary Life Membership:
- (i) the amount (if any) or any entrance fee to be payable by applicants for membership,
  - (ii) the date when it shall come into force, and
  - (iii) the time when it shall be due and payable by applicant for membership.

The Council may waive the payment of all or any part of any entrance fee payable by any member.

### **Annual and other Subscriptions**

- 6(B) (i) The Council may from time to time determine:
- (a) That subscriptions shall be payable by any class of members or for different categories of members whether within any class of membership or otherwise (which categories the Council shall define by resolution) as annual subscriptions and/or as other types of subscriptions **PROVIDED THAT** no subscription shall be payable by any Honorary Life Members,
  - (b) the year or period in respect of which such subscription shall be payable, and
  - (c) the date upon which subscriptions shall become due and payable.

- (ii) Unless otherwise determined annual subscriptions shall be payable in respect of each calendar year in advance on the 1<sup>st</sup> day of January in each such year.
- (iii) The council may waive the payment of all or any part of any subscription payable by any member.

### **Initial Annual Subscription**

- 6(C) Notwithstanding the foregoing provisions the annual or other subscription payable by a member who becomes a member in the second half of the year or period in respect of which an annual or other subscription is payable by other members of the same class or category as such member shall be one-half of the subscription payable by each of such other members.

### **Levies**

- 6(D) The Council (with the authority of a resolution submitted to all members by a postal ballot and approved by not less than three-quarters of those members entitled to vote who vote on such ballot) may by notice in writing to the members make levies upon the members or any class thereof (other than Honorary Life Members) of such amount per member and payable at such time or times as is authorised by such resolution. Such levy shall upon service of such notice upon a member become a debt due to the Association by such member. The Council may waive the payment of all or any part of any levy payable by any member.

### **Notice of Levy**

- 6(E) The notice of the making of a levy given to members shall specify the amount or amounts and the time or times of payment thereof and each member shall pay the amount or amounts payable to the Treasurer at the time or times so specified.

### **Interest on Unpaid Levies**

- 6(F) If any sum levied or part thereof is not paid on or before the date specified for payment thereof in the notice imposing such levy the member liable to pay the same shall pay interest thereon at the rate equivalent to the rate charged by the Commonwealth Bank on a 90 day discount bill facility from such date until the time of actual payment. The Council may waive the payment of all or any part of such interest by any member.

### **Termination of Membership for Non-Payment**

- 6(G) On or before the first day of January in each year the Treasurer shall cause to be sent to each member a statement in writing of the amount due by such member to the association on the said first day of January including any subscription

falling due on such date and any levy interest debt or other money whatsoever. If a member fails to pay such amount before the thirtieth day of April next following the Council may terminate his/her membership upon which the Secretary shall remove his/her name from the register and thereupon his/her membership shall terminate. Upon subsequent payment of such amount the Council may restore such member to his/her former membership.

### **Former Members Remain Liable**

- 6(H) A member whose membership terminates in any manner shall remain liable to the Association for all subscriptions levies interest debt and other monies due to the Association prior to the date of such termination including the subscription payable in respect of the period current at that date.

## **ARTICLE 7 – BORROWING POWERS AND SECURITIES**

### **Power to Borrow and Give Security**

- 7(A) The Council may in its discretion exercise all the powers of the Association to borrow money and to secure the same or the payment or performance of any debt liability contract guarantee or other engagement incurred or entered into or to be incurred or entered into by the Association or any other person firm or Company in any way authorised by the Memorandum of Association and subject to the other provisions of these Articles debentures may be issued with such rights and upon such conditions as the Association thinks fit.

### **Property may be Conveyed to Trustees**

- 7(B) The Council may for the purpose of securing the payment of any debentures make and carry into effect any arrangement which it may deem expedient by assigning or conveying any property of the Association to trustees.

### **Debentures may be free from Equities**

- 7(C) Any debenture created by the Association may be made assignable free from any equities between the Association and the original or any intermediate holders.

### **Premium or Discount**

- 7(D) Debentures may be issued at a discount premium or otherwise.

### **Security to Council &c.**

- 7(E) If any Council Member or other officer of the Association shall become personally liable whether presently or contingently for the payment of any sum primarily due from the Association the Council may execute or cause to be executed any debenture by way of indemnity to secure such person or persons from any loss in respect of such liability.

### **Register of Charges to be Kept**

- 7(F) The Council shall in accordance with the Act cause a register of charges to be kept and duly entered up.

### **Interest on Loans from Members**

- 7(G) The maximum rate of interest payable on money borrowed from a member pursuant to the proviso of the third paragraph of the Memorandum of Association shall be determined by the Council.

## **ARTICLE 8 – GENERAL MEETINGS**

### **Annual General Meetings**

- 8(A) An Annual General Meeting of the Association shall (unless otherwise permitted by the Act) be held at least once in every calendar year and shall be held at such time not more than fifteen months after the holding of the last preceding Annual General Meeting and at such place as the Council may determine.

### **Special General Meetings**

- 8(B) All general meetings of the Association other than Annual General Meetings shall be called Special General Meetings. The Council may whenever it thinks fit and it shall when required under the Act convene a General Meeting of the Association.

### **Members may require a Special General Meeting**

- 8(C) Upon there being received at the office a requisition signed by not less than ten members (being members who at the date of receipt of such notice are entitled to attend and vote at general meetings) requiring the Council to convene a Special General Meeting and stating the business which the meeting is to consider then the Council shall convene a Special General Meeting to be held within forty-two days after the date of receipt of such notice. The said requisition may consist of several documents in like form each signed by one or more members. The notice of the meeting given to the members shall state the said business which the meeting is to consider and may include such other business as the Council thinks fit.

### **Notice of General Meetings**

8(D) Subject to the provisions of the Act as to the notice requisite for Special Resolutions not less than fourteen clear days' notice of any Annual or Special General Meeting specifying the place day and hour of the meeting and the general nature of the business of the meeting shall be given to all members entitled to receive notices of meetings in manner hereinafter provided. Such notice may be printed in any magazine or journal published with the authority of the Council and circulated amongst all the members.

### **Validation of Meetings on Short Notice**

8(E) Notwithstanding that a general meeting may be called by notice shorter than is provided by these articles such meeting shall be deemed to have been duly called if it is so agreed by such members as are entitled under the Act to so agree in the case of a Special Resolution.

### **Omission, &c. to give Notice**

8(F) The non-receipt of notice of a general meeting by or the accidental omission to give such notice to any person shall not invalidate any resolution passed at a general meeting.

## **ARTICLE 9 – PROCEEDINGS AT GENERAL MEETING**

### **Business of Meetings**

- 9(A) The business of an Annual General Meeting shall be all or any of the following:
- (i) to confirm the minutes of the preceding meeting;
  - (ii) to receive and consider and deal with the Profit and Loss Account and Balance Sheet and the Reports of the Council and of the auditors;
  - (iii) where the Council has determined pursuant to Article 12(C) that Office Bearers and Council Members be elected by postal ballot to declare the results of such ballot;
  - (iv) where the Council has determined pursuant to Article 12(C) that Office Bearers and Council Members be elected at the Annual General Meeting, to elect Office Bearers and Council Members;
  - (v) to elect auditors and to fix or authorise the Council to fix the remuneration of the auditors;

- (vi) to transact any other business which under these Articles ought to be transacted at any Annual General Meeting.

### **Special Business and Resolutions without Notice**

- 9(B) (i) All business that is transacted at any Annual General Meeting other than such as is described in Clause (A) of this Article and all business transacted at any Special General Meeting shall be deemed special business.
- (ii) No special business shall be transacted at an Annual General Meeting unless either the general nature thereof is specified in the notice of the meeting or (except in the case of a Special Resolution) the meeting resolves to transact such business.
- (iii) No business shall be transacted at a Special General Meeting unless the general nature thereof is specified in the notice of the meeting.

### **Quorum**

- 9(C) The quorum for a general meeting shall be twenty members entitled to vote present personally. Except as is specifically provided to the contrary in these Articles no items of business shall be transacted at a general meeting unless the requisite quorum be present at the commencement of transaction of that item of business.

### **Effect of Lack of Quorum**

- 9(D) If within thirty minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the day (not being less than seven days nor more than twenty-one days thereafter) time and place to be determined by those present. The quorum for such adjourned meeting shall be ten members present personally and if at such an adjourned meeting such a quorum is not present the meeting shall be dissolved.

### **Chairman Chairperson**

- 9(E) The President shall be entitled to take the chair at every general meeting. If there be no President or if at any meeting he/she is not present at the time appointed for holding the meeting or being present is unwilling to act as chairperson of the meeting then a Vice-President shall be entitled to take the chair of the meeting and if both Vice –Presidents be present whichever of them as is agreed between them and in default of agreement as is determined by lot shall be so entitled. If there be no President or Vice-President present at such time and willing to act as chairperson of the meeting the members present in person by proxy or attorney may choose one of their number (including any proxy or attorney) to be chairperson of the meeting.

## **Adjournment**

- 9(F) The chairperson of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business which was left unfinished at the meeting from which the adjournment took place. If any meeting is adjourned for more than thirty days notice of such adjournment shall be given to all the members entitled to receive notices of general meetings in the same manner as notice was or ought to have been given of the original meeting but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **Show of Hands**

- 9(G) Every question submitted to a general meeting shall in the first instance be decided by a show of hands and each person present and entitled to vote whether in his/her own right or as proxy or attorney shall have one vote on such show of hands.

## **Minutes as Evidence of Result thereof**

- 9(H) At any meeting unless a poll be duly demanded before or on the declaration of a show of hands a declaration by the chairperson of the meeting to the effect that a resolution has been carried or lost unanimously or by a particular majority or lost having regard to the majority required and an entry to that effect in the minute book signed by the chairperson at that or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **Demand for Poll**

- 9(I) A poll shall be duly demanded only if before or on the declaration of the show of hands it is demanded by the chairperson of the meeting or by a member present in person or by proxy of attorney and entitled to vote.

## **Taking of Poll**

- 9(J) A poll demanded on the election of a chairperson of a general meeting or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at one or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be a resolution passed on the date on which it was in fact passed. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. Each person present and entitled to vote as proxy or

attorney shall have a number of votes equal to the number of members for which he/she is proxy or attorney each of which votes may be cast separately.

### **Disputed Votes**

9(K) No objection shall be made as to the validity of any vote except at the meeting or poll at which the vote is tendered and every vote not disallowed at such meeting and whether given or purporting to be given personally or by proxy of attorney shall be deemed valid. In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

### **Chairperson's Casting Vote**

9(L) In the case of an equality of votes whether on a show of hands or on a poll or otherwise the chairperson of the meeting at which the show of hands takes place or the poll is demanded shall have a casting vote in addition to any other vote or votes to which he/she may be entitled.

## **ARTICLE 10 – VOTES OF MEMBERS**

### **Entitlement to Votes**

10(A) Subject as is hereinafter provided in Article 12 in relation to the election of the Office Bearers and Committee Members and in this Article every individual member, institution member, student member and honorary life member shall be entitled to attend and vote at general meetings of the Association and shall have one vote.

### **Manner of Voting**

10(B) Votes may be given either personally or by proxy or attorney. A person appointed proxy or attorney need not be a member.

### **Proxy to be Deposited at Office**

10(C) The instrument appointing a proxy shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote or at such later time as the Council may permit but in any case shall be so deposited before being acted upon.

### **Duration of Proxy**

10(D) Notwithstanding any other provision contained in an instrument of proxy no instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

### **Form of Proxy**

10(E) Every instrument of proxy whether for a specified meeting or for all Annual or Special General Meetings shall be in writing under the hand of the appointor or his/her attorney and shall as nearly as circumstances will admit be in or to the effect of the form of proxy set forth in the Schedule to these Articles or in such other form as the Council may from time to time prescribe or accept.

### **Power of Attorney**

10(F) Any member may by power of attorney duly executed in the presence of one witness at least appoint an attorney to act on his/her behalf at all meetings of the Association. Such power of attorney or proof thereof to the satisfaction of the Council shall not less than forty-eight hours before the time of holding the meeting at which the attorney proposes to vote be produced for inspection at the office together with such evidence of the due execution thereof as the Council may require before the attorney shall be entitled to act thereunder. Such attorney if so empowered may subject as aforesaid appoint a proxy for the member granting the power of attorney.

### **When Proxy &c. Valid though Revoked**

10(G) A vote given in accordance with the terms of an instrument of proxy or power of attorney hereby authorised shall be valid notwithstanding the previous death or liquidation of the principal or revocation of the proxy or power of attorney provided no intimation in writing of such death liquidation or revocation is received at the office before the meeting. A proxy or power of attorney shall not be revoked by the principal attending and taking part in the meeting unless such principal actually votes on the resolution for which the proxy is proposed to be used.

### **Revocation by Subsequent Proxy**

10(H) A proxy given by a member in accordance with this Article shall be revoked by a further proxy subsequently given by such member in accordance with this Article in respect of matters meetings or transactions for which the first proxy was given but only to the extent by which the authority conferred by the subsequent proxy is inconsistent with that conferred by the first proxy.

**Directions as to Voting in Proxy &c.**

10(I) The chairperson of a general meeting shall not take notice of any direction as to the manner in which any vote shall be cast which is given to a proxy or attorney other than himself/herself.

**ARTICLE 11 – THE COUNCIL**

**Composition**

11(A) There shall be a Council of the Association which shall consist of:

- (i) the President,
- (ii) the Immediate Past President (if any)
- (iii) two Vice-Presidents,
- (iv) the Secretary,
- (v) the Treasurer,
- (vi) not less than six and not more than twelve other Council Members (or such other minimum or maximum number as may be determined by a general meeting) elected by the members (excluding associate members) pursuant to Article 12 hereof or appointed pursuant to article 12(J) (i) hereof, and
- (vii) up to but not more than two members as may be appointed by the Council for the purpose of undertaking some specific responsibility on behalf of the Association pursuant to Article 12(J)(ii) hereof.

All Council Members shall be members of the association, either as an individual member or the Principal or Principal's nominee of a school holding institution membership or a head of department of an educational Institution holding an institution membership.

**First Office-Bearers and other Members of the Council**

11(B) The first Office-Bearers and other members of the Council shall be as follows:

President	-	Ron Herbert Cowban	
Vice-President	-	Geoffrey Anton Watterson	
Secretary	-	John Colin Barton	
Treasurer	-	Robert David Money	
Members of Council	-	Ian Henry Moore	Brian Eustace Phipps
		Dora Joyce Pike	John Anthony Laidlaw
		Leon Frank Dawes	Janice Mary Ryan

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Olive Gwen Moore  
McKennie Alexander Clements  
Alan Grant Angus

Graham Roderick Willis  
David McDonald  
Norman MacGillivray Niemann

who shall hold office until their respective retirements at the first Annual General Meeting take effect pursuant to Article 12(A)(i) hereof.

### **Reimbursement for Out-of-Pocket Expenses**

11(C) Each Council Member shall be entitled to be paid out of the funds of the Association all travelling accommodation and other out-of-pocket expenses incurred by him/her in attending and returning from any general meeting or meetings of the Council or of any committee or Branch or of members of the Association or otherwise in connection with the business of the Association as may be generally or specially approved by the Council.

### **Resignation**

11(D) A council Member may at any time give notice of his/her wish to resign by delivering such notice to the President or to the Secretary or by leaving it at the Office or by tendering it at a meeting of the Council. Such resignation shall take effect at the conclusion of the next meeting of the Council after the giving of such notice unless withdrawn before or at such meeting. The acceptance of a resignation by the Council shall not be requisite to enable it to take effect. This clause shall not apply to the annual retirement from office of any Council Member pursuant to Article 12.

### **Disqualification of Council Members**

11(E) The office of a Council Member shall be vacated:

- (i) if his/her membership terminated pursuant to these Articles,
- (ii) if he/she resigns his/her office and his/her resignation takes effect as herein provided,
- (iii) if he/she absents himself/herself from the meetings of the Council for a continuous period of six months without special leave of absence from the Council and the Council resolves that his/her office be vacated,
- (iv) if he/she be removed pursuant to any provision of these Articles,
- (v) if he/she is found lunatic or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law of any State territory or Country relating **to mental health**. *(the words in bold were in the original of the 1984 version of the Memorandum and Articles but were omitted by typographical error from the 1995 version supplied by Maurice Blackburn & Co. Reinstated by the Executive Officer at the time of preparing the post Saturday, 14 September 2002 version)*

- (vi) if he/she becomes bankrupt or makes an arrangement or composition with or assigns his/her estate for the benefit of his/her creditors,
- (vii) if by virtue of the Act he/she ceases to be or becomes prohibited from being a director, or
- (viii) if he/she is convicted of a felony or misdemeanour and the Council resolves that his/her office be vacated.

## **ARTICLE 12 - ELECTION OF OFFICE-BEARERS AND COUNCIL MEMBERS**

### **Annual Retirement**

- 12(A) (i) At each Annual General Meeting all Council Members shall retire from office such retirement to take effect upon the declaration of the election of the succeeding Council.
- (ii) All retiring Council Members shall be eligible for re-election as Council Members or for election as President Vice-President Secretary or Treasurer **PROVIDED THAT** no person shall hold office as a Council Member (save as Immediate Past President) for more than five consecutive terms of office. For the purposes of this sub-clause "term of office" shall mean the period between two consecutive Annual General Meetings or any portion thereof.

### **Immediate Past President**

- 12(B) No election shall be held for Immediate Past President. There shall be entitled to assume such office the person who was President immediately prior to the current President whether such current President was elected as such at or prior to the last preceding Annual General Meeting. If such person is deceased unwilling or unable to assume such office or if whilst in office he/she dies or such office is otherwise vacated the person entitled to assume such office shall be the former President willing to assume such office who was President nearest in time prior to the current President.

### **Election of Office-Bearers and Council Members – Council to determine whether at Annual General Meeting or by Postal Ballot**

- 12(C) (i) To succeed the Council Members retiring from Office pursuant to Article 12(A) hereof there shall be elected from amongst the members:
- (a) a President,
  - (b) two Vice-Presidents,

- (c) a Secretary,
- (d) a Treasurer, and
- (e) not less than six and not more than twelve other Council Members or such other minimum or maximum numbers thereof as has been determined pursuant to Clause (A) of Article 11,

such elections to be conducted in the order in which they are set out in this Clause.

(ii) If

- (a) not more than eleven months after the last preceding Annual General Meeting, and
- (b) where the last Annual General Meeting was held in the months of October November or December of the last preceding calendar year not later than the last day of August in any Calendar year

the Council determines that such elections shall be by postal ballot then such election shall be conducted by postal ballot as hereinafter provided.

(iii) If the Council determines that such elections be by postal ballot it shall:-

- (a) at the same time fix a date for the next Annual General Meeting at least but subject to Article 8(A) hereof three months thereafter, and
- (b) as soon as possible thereafter appoint a Returning Officer to conduct the ballot.

(iv) If the Council does not within the times provided by paragraph (ii) of this clause after the last preceding Annual General Meeting determine that such elections be by postal ballot or otherwise determines to the contrary such elections shall be held at the next Annual General Meeting.

### **Nominations for Election**

12(D) (i) Where such elections are to be by postal ballot the Returning Officer shall at least eleven weeks before the date fixed as aforesaid for the next Annual General Meeting call for nominations for such elections in the manner provided in subclause (iii) hereof.

- (ii) Where such elections are to be at the Annual General Meeting the Secretary shall at least six weeks before the Annual General Meeting call for nominations for such elections in the manner provided in subclause (iii) hereof.
- (iii) Nominations shall be called for by posting to all members or by publishing in any magazine or journal published with the authority of the Council and circulated amongst all the members a notice calling for nominations for such elections.
- (iv) (a) No person (not being a retiring Council Member) shall be eligible for election as an Office-Bearer or Council Member as aforesaid unless a nomination for election to such office in writing and in such form as the Council may prescribe or accept and signed by the candidate and one member nominating him/her has been delivered to the Office or to the Secretary.
  - (1) in the case of a postal ballot not less than nine weeks before the date fixed as aforesaid for the next Annual General meeting, and
  - (2) in the case of elections at the Annual General Meeting not less than twenty-eight days before the Annual General Meeting.
- (b) Only individual members shall be eligible to stand for election as an Office-Bearer or Council Member.
- (v) The Returning Officer in the case of a postal ballot or the Council in the case of elections to be held at the Annual General Meeting may in his/her or its absolute discretion accept any nomination delivered as aforesaid late up to two weeks after the time fixed by sub-clause (iv) hereof.
- (vi) The Returning Officer in the case of a postal ballot or the Secretary in the case of elections to be held at the Annual General Meeting shall not more than two weeks after the times fixed for the receipt of nominations under sub-clause (iv) of this Clause approach all Council Members ascertain whether or not they desire to stand for election and upon being informed that they do wish to stand for election to any Office or as a Council Member shall include them as candidates.
- (vii) Only an individual member may be nominated for all or some of the positions as Office-Bearer and/or as Council Member, but if elected as an Office-Bearer his/her nomination for Council Member and to any other position as Office Bearer the elections for which are held subsequent to the elections for the position to which he/she is elected shall lapse.

## **Uncontested Elections**

12(E) If there is only one eligible candidate for any of the positions of President Vice-President Secretary or Treasurer no election shall be held and the candidate shall be declared elected by the Chairperson of the Annual General Meeting. If the number of candidates eligible for the position of Council Member (other than as Office-Bearer) does not exceed twelve or such other maximum number as may be prescribed or determined pursuant to Clause (A) or Article 11 then no election shall be held and all the candidates nominated shall be declared elected by the Chairperson of the Annual General Meeting.

## **Conduct of Postal Ballot**

12(F) Subject to Clause (E) of this Article a postal ballot shall be conducted in manner following:-

- (i) not less than five weeks before the date fixed for the Annual General Meeting as aforesaid the Returning Officer shall deliver or post or cause to be delivered or posted to each member entitled to vote
  - (a) a declaration form in the form set forth in the Schedule to these Articles,
  - (b) an envelope distinctly marked for enclosure of the declaration form
  - (c) one ballot paper in the form set forth in the Schedule to these Articles or to the like effect in respect of each of the elections of an Office-Bearer and of the election of Council Members other than Office-Bearers to be conducted listing in alphabetical order of surname the names of the candidates for election to the position in question whose nomination has not lapsed,
  - (d) an envelope distinctively marked for enclosure of the ballot papers, and
  - (e) an envelope, bearing the postal address of the Returning Officer of sufficient size and distinctively marked for enclosing the declaration form and the ballot papers when enclosed in the envelopes respectively marked for enclosure thereof, and
  - (f) if the Returning Officer sees fit a statement of the manner in which the declaration form and the ballot papers are to be completed and returned and such other information relating to the candidates or to any other matters as the Returning Officer in his/her absolute discretion considers appropriate.

- (ii) No ballot paper or declaration form other than that issued by the Returning Officer shall be accepted by him/her. If a ballot paper or declaration by him. If a ballot paper or declaration form is lost or destroyed the Returning Officer if he/she is satisfied that the same is so lost or destroyed by such evidence as he/she may require upon application therefore issue a duplicate.
- (iii) In order to cast his/her vote each member entitled to vote shall comply with the following provisions.
  - (a) He/She shall complete and sign the declaration form posted or delivered to him/her and enclose it in the envelope marked for its enclosure.
  - (b) He/She shall complete each ballot paper posted or delivered to him/her by indicating the order of the candidates by writing numbers on the ballot paper opposite the names of all or some or one of the candidates. A number opposite the name of a candidate shall indicate a preference for that candidate over each candidate opposite whose name a higher number or no number is written and the same number or no number opposite the names of two or more candidates shall indicate that the voter considers these candidates of equal merit.
  - (c) He/She shall enclose the completed ballot papers in the envelope marked for their enclosure.
  - (d) He/She shall then enclose the two envelopes respectively containing the declaration form and the ballot papers in the envelope addressed to the Returning Officer.
  - (e) He/She shall cause the last mentioned envelope and its said enclosures to be delivered to the Office not later than the date fourteen days before the date fixed for the Annual General meeting as aforesaid.
  - (f) There shall not be endorsed on any ballot paper or envelope immediately enclosing a ballot paper the signature name or any indication of the identity of the member by whom the vote therein is cast but such an endorsement shall not invalidate any ballot paper.
- (iv) All such envelopes delivered to the Returning Officer shall remain unopened until the date fourteen days before the date fixed for the Annual General Meeting as aforesaid. He/She shall then in each case open the outer envelope and the envelope containing the declaration form. If the declaration form being duly signed by a member entitled to vote the accompanying envelope containing the ballot papers shall be placed and

mixed with other similar envelopes. He/She shall then open the envelopes containing the ballot papers and prior to the Annual General Meeting count or cause the votes for each election to be counted in accordance with clause (H) of this Article. The Returning Officer shall at the Annual General Meeting declare the candidates elected.

### **Conduct of Elections at an Annual General Meeting**

12(G) Subject to Clause (E) of this Article elections at an Annual General Meeting shall be conducted in manner following:-

- (i) The Chairperson shall appoint a Returning Officer to conduct the ballot.
- (ii) The Returning Officer shall cause to be given to each member present and eligible to vote (Or if a member be present by proxy or attorney to such proxy or attorney present) one ballot paper in the form set forth in the schedule to these Articles or to the like effect listing in random order of surname the names on the candidates for election to the position in question whose nominations have not lapsed. A proxy or attorney for more than one member shall be given one ballot paper for each member he/she so represents.
- (iii) Each member proxy and attorney present and entitled to vote shall indicate the order of his/her preference of the candidates by writing numbers on the ballot paper opposite the name of a candidate shall indicate a preference for that candidate over each candidate opposite whose name a higher number or no number is written and the same number or no number opposite the names of two or more candidates shall indicate that the voter considers these candidates of equal merit.
- (iv) There shall not be endorsed on any ballot paper the signature name or any indication of the identity of the member by or on behalf of whom the vote therein is cast but such an endorsement shall not invalidate any ballot paper.
- (v) The Returning Officer shall cause the ballot papers to be collected and to be counted in accordance with Clause (H) of this Article.

- (vi) Where the result of a ballot is known prior to the conclusion of the meeting at which it is conducted the Returning Officer shall at the meeting declare the election of the candidates elected by such ballot. Where the result of a ballot becomes known after the conclusion of the meeting at which it is conducted the chairperson shall forthwith declare the election of the candidates elected by such ballot by notifying the candidates so elected thereof and causing notice of such election to be circulated amongst the members.

### **Counting of Votes Cast by Ballot**

12 (H) The returning Officer shall cause the votes cast on a ballot to be counted in the manner following:-

- (i) Each candidate shall be entitled to nominate a scrutineer to assist the Returning Officer in counting votes.
- (ii) The Returning Officer shall reject all informal ballot papers, provided that if in a ballot paper the voter has given the same preference to two or more candidates, all higher preferences down to and including the first mentioned of such candidates shall be counted as a valid and formal vote, and the ballot paper shall only be informal and subject to rejection to the extent of the other preference indicated in the ballot paper.
- (ii) In the case of an election for the position of an Office Bearer (other than Vice-President) the following provisions shall apply:-
  - (a) The Returning Officer shall arrange the unrejected ballot papers under the names of the respective candidates by placing in a separate parcel all those ballot papers on which a first preference is indicated for the same candidate,
  - (b) The Returning Officer shall count the first preference votes given for each candidate on all unrejected ballot papers,
  - (c) The candidate who has received the largest number of first preference votes shall, if that number constitutes an absolute majority of votes, be elected,
  - (d) If no candidate has received an absolute majority of first preference votes the returning Officer shall proceed with the counting of the votes as follows:-
    - (1) The candidate who has received the fewest first preference votes shall be excluded and each ballot paper counted to him/her shall be counted to the candidate next in order of the voter's preference.

(Articles) p. 25.

- (2) If no candidate then has an absolute majority of votes, the process of excluding the candidate who has the fewest votes, and counting each of his/her ballot papers to the unexcluded candidate next in the order of the voters preference shall be repeated until one candidate has received an absolute majority of votes, and
    - (3) The candidate who has received an absolute majority of votes shall be elected.
  - (c) In this paragraph 12 (H) (iii) an absolute majority of votes means a greater number than one half of the whole number of votes other than informal votes. The casting vote or votes of the Returning Officer as hereinafter provided shall be included in reckoning an absolute majority of votes.
  - (d) If on any count two or more candidates have an equal number of votes and one of them has to be excluded, the Returning Officer shall exercise a casting vote as to which one shall be excluded.
- (iv) In the case of an election for the Vice-Presidents the following provisions shall apply:-
  - (a) The Returning Officer shall arrange the unrejected ballot papers under the names of the respective candidates by placing in a separate parcel all of those on which a first preference is indicated for the same candidate,
  - (b) The Returning Officer shall count the first preference votes given by each candidate on all unrejected ballot papers.
  - (c) The candidate who has received the fewest first preference votes shall be excluded and each ballot paper counted to him/her shall be counted to the candidates next in the order of the voters preference,
  - (d) The process of excluding the candidate who has the fewest votes and counting each of his/her ballot papers to the unexcluded candidate next in the order of the voter's preference shall be repeated until the two candidates having the highest number of votes have between them not less than two thirds of the votes counted and such candidates shall be elected, and

- (e) If on any count two or more candidates have an equal number of votes the Returning Officer shall have a casting vote as to which one shall be excluded.
- (v) In the case of an election for Council Members the following provisions shall apply:-
  - (a) The Returning Officer shall arrange the unrejected ballot papers under the names of the respective candidates by placing in a separate parcel all of those on which a first preference is indicated for the same candidate,
  - (b) The Returning Officer shall count the first preference votes given by each candidate on all unrejected ballot papers,
  - (c) The candidate who has received the fewest first preference votes shall be excluded and each paper counted to him/her shall be counted to the candidate next in the order of the voter's preference. If the number of candidates then remaining exceeds the number of Council Members to be elected the process of excluding the candidate who has the fewest votes and counting each of his/her ballot papers to the unexcluded candidate next in the order of the voter's preference shall be repeated until there remains only the number of candidates equal to the number of Council members to be elected and those candidates shall be elected,
  - (d) If on any count two or more candidates have an equal number of votes the Returning Officer shall have a casting vote as to which one shall be excluded.
- (vi) If in a ballot for a position as Office Bearer or Council Member a candidate has previously been elected as an Office Bearer his/her nomination shall be deemed to have lapsed and the Returning Officer shall disregard the votes obtained by such candidate in determining which candidate or candidates (as the case may be) has or have obtained the highest number of votes.
- (vii) The Returning Officer may use for the purposes of counting votes according to this clause any computers, calculators and other mechanical and electronic devices as he/she shall think fit and any modification of the procedure described herein which is the mathematical equivalent of the portion of the process for which is a substitute.

- (viii) at each stage of the processes of counting and exclusion referred to in this article 12 (H) the Returning Officer shall make out and sign a statement setting out the results of the counting at such stage of such process.

### **Disputed Ballots**

- 12(I) No objection shall be made as to the validity of any votes cast on a ballot or of any ballot paper or of the counting of nay **any** *(the word in bold was in the original of the 1984 version of the Memorandum and Articles but was misspelt by typographical error in the 1995 version supplied by Maurice Blackburn & Co. Reinstated by the Executive Officer at the time of preparing the post Saturday, 14 September 2002 version)* votes cast on a ballot after the declaration of such ballot and every ballot paper or vote cast on a ballot not disallowed before such time and whether given or purporting to be given personally or by proxy or attorney shall be deemed valid. In case of any dispute as to the admission or rejection of any votes the Returning Officer shall determine the same and such determination made in good faith shall be final and conclusive.

### **Casual Vacancies**

- 12(J) The Council may at any time appoint

- (i) A member to fill any casual vacancy in an Office or on the Council or as an addition to the Council but so that the number of Council Members (other than Officer-Bearers and additional Council Members appointed pursuant to sub-clause (ii) hereof) shall not exceed the maximum number as may be prescribed or determined pursuant to Clause (A) of Article 11, and
- (ii) Up to but not more than two members as additional Council Members for the purpose of undertaking some specific responsibility on behalf of the Association.

### **Removal and Appointment by General Meeting**

- 12(K) The Association in general meeting may remove any Office-Bearer from office and appoint another member in his/her stead. The Association in general meeting may also remove any Council Member from Office and may appoint any member to be a Council Member either in lieu thereof or as an addition to the Council but so that the number as may be prescribed or determined under Clause (A) of Article 11.

## **ARTICLE 13 – PROCEEDINGS OF THE COUNCIL**

### **Procedure Generally**

- 13(A) The Council may meet together for the dispatch of business adjourn and subject to these Articles otherwise regulate its meetings as it thinks fit.

### **Calling of Council Meetings**

13(B) The President may at any time and the Secretary at the request of the President or on a requisition signed by at least two Council Members shall convene a meeting of the Council. Unless all Council Members who are entitled to notice agree to the holding of a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence thereat) not less than forty-eight hours oral or written notice of a meeting of the Council shall be given to each Council Member but no Council Member whom the Secretary when giving such notice to the other Council Members reasonably believes to be outside Victoria shall be entitled to notice. In the case of written notice such notice may be given either personally or by delivering it at or sending it by prepaid post addressed to the Council Member at his/her address appearing in the Register of Directors and Secretaries and in the case of a notice sent by post shall be deemed to have been served at the expiration of twenty-four hours after the same is posted.

### **Chairperson of Meetings**

13(C) The President shall be entitled to take the chair at every meeting of the Council but if there is no President or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson of the meeting the Council Members present shall choose one of their number to be the chairperson of such meeting.

### **Quorum**

13(D) ~~Nine Council members shall be a quorum.~~ Fifty percent of Council Members plus one will constitute a quorum. *(Amended in this fashion by resolution of a General Meeting of members on Saturday, 14 September 2002)* A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities powers or discretions vested in or exercisable by the Council generally.

### **Decision of Questions**

13(E) Questions arising at any meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the Chairperson of the meeting shall have a casting vote in addition to his/her primary vote.

### **Council may act despite Vacancy**

13(F) The continuing Council Members or sole continuing Council Member may act notwithstanding any vacancy in their body but if and so long as their number is reduced below a quorum the continuing Council Members or Council Member may act for the purpose of increasing the number of Council Members to that number or of summoning a general meeting of the Association or of performing other functions as individual Council Members but for no other purpose.

### **Delegation to Committees**

13(G) The Council may by resolution or by power of attorney or by writing under the Seal delegate any of its authorities powers and duties to a committee or committees consisting of such Council Members or members of the Association as it thinks fit to act either in Australia or elsewhere and may from time to time revoke withdraw or alter or vary such delegation and fix the remuneration (if any) or any member of such committee who is not a Council Member. Any committee so formed or person or persons so appointed shall in the exercise of the authorities powers and duties so delegated conform to any regulations that may from time to time be imposed by the Council.

### **Procedure of Committees**

13(H) The meetings and proceedings of any such committee which consists of more than one member shall be governed by the provisions herein contained for regulating the meetings and proceeding of the Council so far as the same are applicable thereto and are not superseded by any regulation made by the Council under these Articles.

### **Validation of Irregular Acts**

13(I) All acts done at any meeting of the Council or of a committees appointed by the Council or by any person acting as a Council Member or committee member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of such Council Members committee member or persons acting as aforesaid or any of them or that they or any of them were disqualified or had vacated office or were nor entitled to vote to be as valid as if every such person had been duly appointed and was qualified and continued to be a Council Member or to act as a member of such committee.

### **Written Resolution Effective Without Meeting**

13(J) A resolution of the Council in writing signed by all the Council Members for the time being shall have the same force and effect as a resolution passed at a meeting of the Council duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Council Members but if so consisting of two or more documents in like form shall have no force and effect until each such document is entered in the minute book recording the proceedings of the Council.

## **ARTICLE 14 – DECLARATION OF INTEREST OF COUNCIL MEMBERS AND DEALINGS BETWEEN COUNCIL MEMBERS AND THE ASSOCIATION**

### **Council Members not to receive Remuneration**

14(A) No Council Member shall be appointed to any salaried office of the Association.

### **Council Members may contract with Association and vote thereon**

14(B) Insofar as a Council member is not prohibited by the provisions of the third paragraph of the memorandum of Association and subject to the following provisions of this Article and to the fullest extent legally permissible a Council Member and any company firm or other body in which a Council Member is directly or indirectly interested may contract with the Association and may (if permitted by law) act in a professional capacity for the Association and shall be entitled to remuneration profits and benefits therefrom as if the Council Member concerned shall be counted in a quorum and be entitled to vote on any resolution relative to any of the foregoing matters.

### **Council Members to Declare Interest in Contracts**

14(C) Every Council Member who is in any way whether directly or indirectly interested in a contract or proposed contract with the Association (except where such interest consists only of being a member or creditor of another company which is interested in a contract or proposed contract with the Association and the interest of such Council member may properly be regarded as not being a material interest) shall declare the nature of his/her interest as is hereinafter provided. In the case of proposed contract the declaration shall be made at the meeting of the Council at which the question of entering into the contract was first taken into consideration or if the Council Member was not at the date of that meeting interested in the proposed contract at the next meeting of the Council held after he/she became so interested; and in a case where the Council Member becomes interested (*the letters in bold were in the original of the 1984 version of the Memorandum and Articles but were omitted by typographical error in the 1995 version supplied by Maurice Blackburn & Co. Reinstated by the Executive Officer at the time of preparing the post Saturday, 14 September 2002 version*) in a contract after it is made the declaration shall be made at the first meeting of the Council held after the Council Member becomes so interested.

### **Council Members may give General Notice of Interest in Companies &c.**

14(D) A general notice given to the Council by a Council Member to the effect that he/she is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in

relation to an contract so made **PROVIDED** that except as hereinafter provided no such notice shall be of effect unless either it is given at a meeting of the Council or the Council Member takes reasonable steps to ensure that it is brought up and read at the next meeting of the Council after it is given.

### **Council Members to Declare Conflicting Offices or Property**

14(E) Every Council Member who holds any office or possesses any property whereby whether directly or indirectly duties or interests might be created in conflict with his/her duties or interest as Council member shall declare at a meeting of the Council the fact and the nature character and extent of the conflict. Such declaration shall be made at the first meeting of the Council held:

- (i) after he/she becomes a Council Member or
- (ii) (if already a Council Member) after he/she commences to hold the office or to possess the property.

### **Secretary to Minutes Declarations**

14(F) The Secretary shall record every declaration under this Article in the minutes of he meeting at which it was made.

### **Validation of Contracts &c. if Interest not Declared by Mistake &c.**

14(G) If through mistake or inadvertence or because his/her interest is apparent on the face of the transaction or for any reasonable other cause a Council Member fails to declare to the Council any matter which by this Article is required to be declared or fails so to do at the time or in the manner therein provided or to do any other thing required by this Article or if the Secretary fails t record any such declaration as required by this article then unless in the case of a contract or proposed contract in which such Council Member is directly or indirectly interested it is proved that such contract or proposed contract was unfair to the Association or was induced by fraudulent misrepresentation on the part of such Council member such failure shall not invalidate any contract appointment or other matter referred to in Clause (B) of this Article nor shall the Council Member or other person benefiting therefrom be held accountable for any remuneration profit or other benefit arising therefrom.

### **Council Members Holding Office with Companies in which Association Interested**

14(H) A Council Member may be or become a director or other officer of or otherwise interested in any company in which the Association may be interested as a shareholder or otherwise and no such Council member shall be accountable to the Association for any remuneration or other benefit received by him/her as a Director or other officer of or from his/her interest in such other company unless the Association otherwise directs at or before the appointment of the Council

Member as a director or other officer of or his/her acquisition of such other interest in such other company.

## **ARTICLE 15 – POWERS OF THE COUNCIL**

### **Powers of the Council**

15. The management and control of the business and affairs of the Association shall be vested in the Council which (in addition to the powers and authorities by these Articles expressly conferred upon the Council) may carry into effect all or any of the objects of the Association as expressed or implied by the Memorandum of Association and may exercise all such powers of the Association and do all such acts and things as may be exercised or done by the Association and are not by the Act or these Articles expressly directed or required to be exercised or done by the Association in general meeting subject nevertheless to the provisions of these Articles and of the Act and to such regulations not being inconsistent with the aforesaid provisions as may be prescribed by the Association in general meeting but no regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

## **ARTICLE 16 – SEAL**

### **Custody of the Seal**

- 16(A) The Council shall provide for the safe custody of the Seal.

### **Authority for and the Attestation of Seal**

- 16(B) The seal shall only be used by authority of the Council and every instrument to which the Seal is affixed shall be signed in writing by a Council Member and shall be countersigned in writing by another Council Member or by the Secretary or by some other person authorised by the Council for the purpose.

## **ARTICLE 17 – CHEQUES, BILLS, &c.**

### **Cheques, Bills, &c.**

17. All cheques bills of exchange and promissory notes shall be signed drawn accepted made or endorsed as the case may be for and on behalf of the Association in such manner as the Council may from time to time determine.

## **ARTICLE 18 – MINUTES**

### **Minutes**

18(A) The Secretary shall cause Minutes to be duly entered in the books provided for the purpose:

- (a) of the names of the Council Members present at each meeting of the Council and of the names of the Council Members or other persons present at each meeting of any committees;
- (b) of all resolutions and proceedings of all meetings of the Association and of meetings of the Council and any committee.

### **Chairperson to Sign Minutes**

18(B) Unless the Minutes of a meeting of the Council or of a committee of the Association are signed by the Chairperson of the meeting at which the proceedings took place they shall be signed by the Chairperson of the next succeeding such meeting and any such minutes of any meeting of the Council or of any committee or of the Association if purporting to be signed by the chairperson of the next succeeding such meeting shall except as otherwise provided in these Articles be receivable as prima facie evidence of the matters stated in such minutes.

## **ARTICLE 19 – THE SECRETARY TREASURER**

### **The Secretary**

19(A) The Secretary shall be under the absolute control and superintendence of the Council. The Council may at any time and from time to time appoint for such term and upon such conditions and at such remuneration as it thinks fit one or more assistant or deputy secretaries and remove the same and may authorise any person generally or specially to perform duties of the Secretary.

### **The Treasurer**

- 19(B) (i) The Treasurer shall be under the absolute control and superintendence of the Council and subject to such control and superintendence shall perform the duties imposed upon him/her by these Articles and shall be responsible for the receipt and payments of moneys and the keeping of proper accounting and financial records and generally for the financial affairs of the Association.
- (ii) The Council may at any time and from time to time appoint for such term and upon such conditions at such remuneration as it thinks fit

one or more assistant or deputy treasurers and remove the same and may authorise any person generally or specially to perform duties of the Treasurer

## **ARTICLE 20 – ACCOUNTS AND ANNUAL REPORT**

### **Books to be Kept**

20(A) The Council shall cause the Treasurer to keep or cause to be kept proper accounting and other records in accordance with the Act and paragraph nine of the Memorandum of Association. The books of account shall be kept at the Office or at such place or places as the Council thinks fit.

### **Retention of Books**

20(B) The Association shall retain such records for seven years at least after the completion of the transactions or operations to which they respectively relate.

### **Inspection of Accounts by Members**

20(C) A member upon giving reasonable notice to the Treasurer shall be entitled at a reasonable time during normal office hours on weekdays to inspect at the Office the Accounts of the Association required to be kept by paragraph nine of the Memorandum of Association. The Association may subject to the Act impose reasonable restrictions as to the time place and manner at and in which a member may so inspect such accounts.

### **Inspection of Other Records**

20(D) All books and records of the Association shall at all times be open to inspection by the Council Members. No member who is not a Council Member shall have any right of inspection any account book document or record of the Association save and except the accounts required to be kept by paragraph nine of the Memorandum of Association unless and except as conferred by statute or authorised by the Council or by a resolution of the Association in general meeting.

### **Profit and Loss Account and Balance Sheet**

20(E) Subject to any provisions of the Act the Council shall at the Annual General meeting in each year lay before the Association a Profit and Loss Account and a Balance Sheet prepared by the Treasurer and duly audited as required by the Act, each showing the particulars required by the Act.

### **Council's Report, &c.**

29(F) The Council shall cause to be attached to Balance Sheet a report signed by or on behalf of the Council with respect to the state of the Association's affairs and stating the various matters required by the Act to be stated therein.

### **Accounts &c. to be sent to Members &c.**

20(G) The Secretary shall cause to be sent to all members a copy of the Profit and Loss Account and Balance Sheet and the Council's Report and Auditor's Report and every other document required by law to be attached to the Balance Sheet. Such documents shall be sent not less than seven clear days before the date of the Annual General Meeting before which they are required to be laid.

## **ARTICLE 21 – AUDIT**

### **First Auditors**

21(A) The first auditors may be appointed by the Council and the Council may fix their remuneration.

### **Appointment and Remuneration**

21(B) Except as otherwise permitted by the Act the Association shall at the Annual General Meeting in each year appoint one or more auditors to hold office subject to the Act until the next Annual General Meeting. The remuneration of the auditors shall be fixed by such meeting or if so authorised by such meeting then by the Council.

### **Nomination of Auditors**

21(C) No person other than a retiring auditor shall be capable of being appointed auditor at the Annual General Meeting unless notice of intention to nominate him/her as Auditor is given as prescribed by the Act.

### **Disqualification of Auditors**

21(D) No person shall be competent to be appointed to act as auditor if prohibited by the Act.

## **ARTICLE 22 – NOTICES**

### **Modes of Giving Notice to Members**

22(A) Any notice may be given by the Association to or served upon any member either personally or by post as hereinafter provided.

### **Notices by Post**

22(B) A notice to be given to or served upon any member by post may be sent prepaid through the post addressed or with its envelope or wrapper addressed to such member at his/her address recorded in the Register and any notice so sent shall be deemed to have been duly given and served in the case of a notice of meeting at the expiration of forty-eight hours after such posting and ~~in forty-eight hours after such posting and~~ *(the words in strikethrough were not in the original of the 1984 version of the Memorandum and Articles but were added by typographical error in the 1995 version supplied by Maurice Blackburn & Co. Removed by the Executive Officer at the time of preparing the post Saturday, 14 September 2002 version)* in the case of any other notice at the time at which the same would have been delivered in the ordinary course of post. A certificate in writing signed by a Council Member the Secretary or other officer of the Association that such notice was addressed and posted shall be conclusive evidence thereof.

### **Signature of Notice**

22(C) The signature to any notice to be given by the Association may be hand written typed or otherwise in writing.

### **How Time Counted**

22(D) Where by these Articles a specified number or not less than a specified number of clear days' notice is required to be given neither the day upon which the notice is given or deemed to be given nor the day of the meeting thereby called or other the day upon which such notice will expire shall be included in the number of such clear days except as by the Act or these Articles otherwise provided.

## **ARTICLE 23 – REGULATIONS**

### **Regulation**

23. Subject to and so far is not inconsistent with the provisions of these articles the Council may make regulations to give effect to any of the objects of the Association or to exercise or regulate the exercise by the Association or any person of any of the powers or functions of the Association, which regulation shall be binding upon every member **PROVIDED THAT** no regulation shall be made which purports to impose restrictive conditions upon the conduct of any business.

## **ARTICLE 24 – INDEMNITY TO OFFICERS**

### **Indemnity**

24. Subject to the provisions of these Articles herein before contained and except to such extent as any provision of this Article would be rendered void by the Act every President Vice-President Council Member Secretary Treasurer auditor trustee committee member and other officer of the Association shall be indemnified out of the funds of the Association against and it shall be the duty of the Council out of the funds of the Association to pay the amount of any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence default breach of duty or breach of trust.

## **ARTICLE 25 – BRANCHES**

### **Formation of Branches**

- 25(A) Upon receiving written application signed by at least ten members residing or employed in a geographic region or group with a special or specific interest the Council may in its absolute discretion allow a Branch to be formed for. No Branch shall be formed except with the prior approval of the Council. The rules of the sub group shall be in the form approved by the Council from time to time and no Branch shall be entitled to hold funds in its own right, all funds (including all assets) shall be funds of the Association.

### **Powers of Branches**

- 25(D) At all times Branches shall be subject to the directions of the Council and of general meetings of the Association but otherwise shall have for the purposes of solely carrying out the objects of the Association. The Council or a General meeting of the Association may by ordinary resolution wind up or dissolve the Branch in its absolute discretion.

### **Annual Reports**

- 25(F) In every calendar year and at least ten clear days prior to the date of the Annual General Meeting of the Association every Branch shall cause to be prepared and delivered to the Secretary:
- (i) a full report of its activities for the preceding fifteen months or period since the last Annual General Meeting whichever is the Shorter,

- (ii) a balance sheet and a profit and loss account of the Branch, and
- (iii) such other particulars as the Council from time to time may require.

## **ARTICLE 26 – ALTERATION OF ARTICLES**

### **Alteration of Articles**

26. Subject to the Act and to the consent of the Attorney-General (if for the time being requisite) in writing first having been obtained the Association may by a Special Resolution of a general meeting amend alter or add to its Articles of Association.

**SCHEDULE**  
**PROXY**  
**THE MATHEMATICAL ASSOCIATION OF VICTORIA**

I, .....

of .....

being a member of the above Association hereby appoint.....

..... or failing him/her the Chairperson of the meeting as my proxy to vote for me and on my behalf at all Annual and extraordinary General meetings of the Association (**OR** at the Annual or Extraordinary (as the case may be) General Meeting of the Association to be held on the                      day of                      19                      ) and at any adjournment thereof and to demand a poll.

**AS WITNESS** my hand this                      day of                      19

.....  
Signature

**THIS PROXY WILL REMAIN IN FORCE FOR NOT MORE THAN**  
**TWELVE MONTHS FROM THE DATE OF EXECUTION**

---

**BALLOT PAPER**  
**DIRECTIONS**

The voter shall indicate the order of his/**her** preference by writing numbers opposite the names of all or some or one of the candidates. A number opposite the name of a candidate shall indicate a preference for that candidate over each candidate opposite whose name a higher number opposite the names of two or more candidates shall indicate that the voter considers these candidates of equal merit.

Order of Voter's  
Preference

**LIST OF CANDIDATES**  
(names to be inserted in  
alphabetical order of surnames)

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No name or signature or other identification of the identity of the voter is to be written on this ballot paper.

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**DECLARATION FORM**

To: The Returning Officer,  
The Mathematical Association of Victoria

I, the undersigned, **DECLARE** that I am a member of The Mathematical Association of Victoria entitled pursuant of its Memorandum & Articles of Association to vote at the election of Office-Bearers and Council Members and do hereby vote in the manner shown on the accompanying ballot papers.

**SIGNATURE** .....

**NAME** (in block letters) .....

**ADDRESS** .....

DATED this

day of

19

**SIGNATURES OF SUBSCRIBERS**

Norman M.Niemann  
R.H. Cowban  
Margaret Lester  
Janice Mary Ryan  
G.R.Willis  
R.E. Phipps  
Dora J. Pike  
C.M.H. Powers  
Kitty L. Syer  
J.A. Laidlaw  
J.C. Barton  
K.M.R. Evans

A.G. Angus  
David McDonald  
C. Keating  
J.A. Barton  
Leon F. Dawes  
Ian H. Moore  
F.J.D. Syer  
M.A. Clements  
Geoffrey A. Watterson  
A.E. McLean  
Robert D. Money

**Witness to all the above Signatures**

Richard C. Horsfall

O.G. Moore

**Witness to the above Signature of Olive Gwenne Moore:**

David E. Bird  
216 Drummond Street  
Carlton 3053