

# Business Educators Australasia Incorporated

## Constitution

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## PART I - PRELIMINARY

### 1. Interpretation

- (1) In these rules, unless a contrary intention appears -
  - "financial year" means the year ending on 31 March;
  - "member" means an affiliated association of BEA;
  - "ordinary Council member" means a member of the Council who is not an office-bearer of the association;
  - "secretary" means the person or, where no such person holds that office, the public officer of the association;
  - "the Act" means the *Associations Incorporation Act 1991*;
  - "the Regulations" means the *Associations Incorporation Regulations*;
  - "BEA Executive" consists of the office-bearers of the BEA.
- (2) In these rules -
  - (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## PART II NATURE AND GOALS OF BUSINESS EDUCATORS AUSTRALASIA

### 2. Name

The Association shall be called Business Educators Australasia Incorporated (hereinafter referred to for the purpose of this document as BEA).

### 3. Organisation

BEA is formed by the affiliation of the association of societies representing educators of accounting, business, commercial, economics, information management, legal and work-related education and related subjects. Such societies or associations are to be known as 'Affiliated Associations'.

### 4. Objectives

- (1) To promote and extend accounting, business, commercial, economics, information management, legal and work-related education and related subjects in the States, Territories and New Zealand.
- (2) To represent the views of persons connected with the teaching of accounting, business, commercial, economics, information management, legal and work-related education and related subjects.
- (3) To provide a forum for the membership.

- (4) To promote greater co-operation between the States, Territories and New Zealand as above and in related areas of education.
- (5) To allow for an expression of common voice on educational matters.
- (6) To uphold within the profession, and to proclaim in the community, the higher values of education.
- (7) To provide a means for the exchange of ideas as above and in related areas of education.
- (8) To publish and make available materials of value and interest to members of BEA and through affiliates to teachers.
- (9) To promote co-operation between and undertake liaison with similar associations of members of the teaching profession generally.
- (10) To encourage and provide for the publication of teaching papers or other information in the educational field generally or with particular reference to the above.

## 5. Powers

The BEA has the powers to:

- (1) arrange and promote the BEA conference and conduct regular meetings, demonstrations and lectures, and to sponsor or arrange for visits by educationalists;
- (2) promote and conduct either alone or jointly with any other association, club or company or person, tests, examinations or contests and to accept, offer, give or contribute towards prizes, medals, certificates and awards;
- (3) sponsor and support activities that may assist as above teachers in the practice of their profession;
- (4) promote and encourage educational research and investigation of any kind, or with special reference to the above teaching to provide facilities for the training of persons, engaged in such research or investigation and instruction in, and publicity of, the results and purposes thereof;
- (5) undertake the publication and the sale or otherwise of books, magazines, journals, papers, recordings, films or other audio and/or visual aids to assist the teaching of the above subjects and to provide libraries of books, magazines, journals, papers, recordings, films and other audio and/or visual aids to be lent whether for reward or gratuitously for the purpose of assisting members of BEA;
- (6) establish, promote or assist in establishing or promoting and to subscribe to, amalgamate with, or become a member of or to admit to membership any company, association or club whose objects are consistent with those of BEA, or establishment or promotion of which may be beneficial to BEA. Provided that no subscription be paid to any such company, association, or club, of the funds of BEA except bona fide in furtherance of the objects of BEA;

- (7) accept and apply any gift or property, whether subject to any special trust or not, for any one or more of the objects of BEA; and to
- (8) take such steps by personal or written appeal, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of BEA.

### PART III - MEMBERSHIP

#### 6. Membership qualifications

- (1) The membership of BEA shall consist of members and associate members.
- (2) The members of BEA shall be Affiliated Associations and are identified in Schedule 3.
- (3) The associate members of BEA shall be other societies and associations interested in the objects of BEA provided that such associate members are approved by BEA Council. Associate Members will be entitled to benefits arising from the objectives of BEA. Representatives of associate members may be observers at Council Meetings and not Councillors. Current associates are identified in Schedule 4
- (4) New Members and/or new Associate Members shall be admitted to membership by ordinary resolution at an Annual General Meeting, Special General Meeting or Council Meeting.
- (5) An association is qualified to be a member if -
  - (a) the association is an association referred to in paragraph 21(2)(a) or (b) of the Act and has not ceased to be a member of the BEA at any time after incorporation of the BEA under the Act or
  - (b) the association -
    - (i) has been nominated for membership in accordance with subrule 2(1); and
    - (ii) has been approved for membership of the BEA by the BEA Council.
- (6) Members will be entitled to benefits arising from the objectives of BEA and to participate in BEA activities as Council deems appropriate. Members will be provided with reports on BEA activities.
- (7) A Fellow of BEA may be conferred upon any individual by Council, who has given exceptional personal service or contribution to BEA. The Council of BEA shall recognise this service or contribution by presentation at a place and time to be determined by Council.

#### 7. Nomination for membership

- (1) A nomination of an association for membership of the association -
  - (a) shall be made by a member of BEA in writing in the form set out in Appendix 1 to these rules; and
  - (b) shall be lodged with the secretary of the BEA.

- (2) As soon as is practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Council which shall determine whether to approve or to reject the nomination.
- (3) Where the Council determines to approve a nomination for membership, the secretary shall as soon as practicable after that determination notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification of the sum payable under these rules by a member as the entrance fee and the first year's annual subscription.
- (4) the secretary shall, on payment by the nominee of the amounts referred to in subrule (3) within the period referred to in that subrule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee shall become a member of the BEA.

#### 8. Membership entitlements not transferable

A right, privilege or obligation which an association has by reason of being a member of BEA -

- (a) is not capable of being transferred or transmitted to another association; and
- (b) terminates upon cessation of the association's membership.

#### 9. Cessation of membership

An affiliated association ceases to be a member of BEA if the association -

- (a) is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

#### 10. Resignation of membership

- (1) A member is not entitled to resign from membership of the BEA except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the BEA may resign from membership of the BEA by first giving notice (being not less than 1 month or, if the Council has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where an association ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### 11.

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Expul

- (1) Expulsion of Members and Associate Members may be determined by a two-thirds majority of those present at an Annual General Meeting or a Special General Meeting called for the purpose where at least 30 days notice has been given.

- (2) Members or Associate Members who fail to pay their annual subscription under Section 10 of this Constitution shall be deemed expelled on 31 May of the succeeding year.

## 12. Fee, subscriptions etc.

- (1) The Annual subscription for membership of BEA shall be:
- (a) For members ... a sum per member of each Member to be determined by Council.
  - (b) For Associate Members .... a sum to be determined by Council.

These sums under (a) and (b) above shall be due on 31 May each year, and be calculated on the maximum financial membership of the Member or Associate Member in the previous calendar year.

- (2) The affiliation fee charged to each member association for the next financial year is determined by resolution of the Council at its annual meeting.
- (3) The annual affiliation fee is payable -
- (a) except as provided by paragraph (b), before 1 April in any calendar year, or
  - (b) where an association becomes a member on or after 1 April in any calendar year, before 1 April in each succeeding calendar year.

## 13. Members' liabilities.

The Liability of the Members of BEA is limited to the extent that every member of BEA undertakes to contribute to the assets of BEA in the event of its being wound up while he/she is a member, or within one year afterwards for payment of the debts and liabilities of BEA contracted before the time at which she/he ceases to be a member and the costs, charges and expenses of winding up and for an adjustment of the contributions amongst themselves such amount as may be required not exceeding 50% of the amount of yearly subscription.

## 14. Disciplining of members

- (1) Where the council is of the opinion that a member -
- (a) has persistently refused or neglected to comply with a provision of these rules: or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the BEA, the council may, by resolution -
    - expel the member from the BEA; or
    - suspend the member from such rights and privileges of membership of the BEA as the Council may determine for a specified period.
- (2) A resolution of the Council under subrule (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the Council passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -

- (a) setting out the resolution of the Council and the grounds on which it is based;
  - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Council mentioned in subrule (2), the Council shall -
- (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the Council made under subrule (1).
- (5) Where the Council confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the Council under subrule (4) does not take effect -
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the BEA confirms the resolution in accordance with subrule 14.4.

## 15. Right of appeal of disciplined member

- (1) A member may appeal to the BEA in general meeting against a resolution of the Council which is confirmed under subrule 8(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary shall notify the Council which shall convene a general meeting of the BEA to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the BEA convened under subrule (2) -
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9(4), that resolution is confirmed.

## PART IV - THE COUNCIL

### 16. Management of the BEA

The management of BEA shall be vested in a Council of Councillors who may employ or cause to be employed appropriate personnel and facilities to the meet the objectives of the BEA.

### 17. Functions

- (1) To ensure that the objectives of BEA are carried out.
- (2) To carry out the powers of BEA.
- (3) To prepare a report of the activities of BEA.

### 18. Powers

The Council, subject to the Act, the Regulations, these rules, and to any resolution passed by the BEA in general meeting -

- (a) shall control and manage the affairs of the BEA;
- (b) may exercise all such functions as may be exercised by the BEA other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has the power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the BEA.

### 19. Constitution and Membership

- (1) The Council shall consist of elected or appointed Councillors from members (affiliated associations).
- (2) Each member shall be entitled to one Councillor except where the membership of a member association exceeds 500. In the case where membership of an affiliated association exceeds 500 that association is entitled to two Councillors.

### 20. Office Bearers

- (1) The office-bearers of the association shall be -
    - (a) the president;
    - (b) two vice-presidents;
    - (c) the treasurer; and
    - (d) the secretary.
    - (e) the Public Officer
    - (c) an Executive Officer who need not be a Councillor. This person would not have a deliberative vote unless they were also a Councillor.
- (Council may decide that the position of Secretary and Treasurer may be combined.);

- (2) Each councillor elected to an Office Bearer position shall, subject to these rules, hold office until the annual general meeting following the date of the member's election, but is eligible for re-election.
- (3) Election of Officer Bearers
- (a) Election for Office Bearers shall take place at the Annual General Meeting (or at a Special General Meeting convened for that purpose where ~~60~~ <sup>60</sup> days written notice has been given). ~~60~~ 30
- (b) The Public Officer shall be appointed by Council and such person must be resident in the Australian Capital Territory. Where such person is not a Councillor that the person be appointed as a non-voting member of Council and funded by BEA. The President of BEA is empowered to authorize the appointment of a new Public Officer should the position become vacant through death, resignation, or the failure to meet statutory or other requirements between Council Meetings. Such an appointment to be ratified at the next Council Meeting.
- (c) The Finance Committee of BEA shall be the Executive.
- (d) Other office bearers may be elected from time to time by Council as it sees fit. If any office bearer(s) ceases to hold a position by reasons of death or resignation, then the remaining office bearers may appoint a new office bearer(s) subject to these rules until the next Annual General Meeting following appointment.
- (e) Nomination of candidates for election as office-bearers of the BEA-
- (1) shall be made in writing, signed by 2 councillors of the BEA and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), a curriculum vitae and a candidate statement;
  - (2) shall be delivered to the secretary of the BEA not less than 30 days before the date fixed for the annual general meeting at which the election is to take place; and
  - (3) the secretary shall forward each nomination plus the curriculum vitae and candidate statement for each nominee to councillors no later than two weeks prior to the Annual General Meeting.
  - (4) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (5) If insufficient further nominations are received, any vacant positions remaining on the Council shall be deemed to be vacancies.
  - (6) If the number of nominations received is equal to the number vacancies to be filled, the persons shall be taken to be elected.
  - (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  - (8) The ballot for the election of office-bearers and ordinary Council members shall be completed at the annual general meeting in such manner as the Council may direct.
  - (9) A person is not eligible to simultaneously hold more than 1 position on the Council unless Council otherwise determines.

(4) Duties of Office Bearers:

- (a). The President - shall chair Council Meetings. In the absence of the President the Council shall elect a Chairperson. The President shall be a member of Council, and have both a deliberative (if a Councillor) and a casting vote.
- (b). The Secretary shall -
  - (1) attend to responsibilities as determined by Council.
  - (2) as soon as practicable after being appointed as secretary, notify the association of his or her address.
  - (3) keep minutes of -
    - (a) all elections and appointments of office-bearers and ordinary Council members;
    - (b) the names of members of the Council present at a Council meeting or a general meeting; and
    - (c) all proceedings at Council meetings and general meetings.
  - (4) ensure that all Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.
- (c). The Treasurer of BEA shall:-
  - (1) attend to financial responsibilities as determined by Council which includes the presentation of audited accounts.
  - (2) collect and receive all moneys due to the association and make payments authorised by the association; and
  - (3) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.
- (d). The responsibility of the Public Officer shall be determined from time to time by Council and would include the co-ordination of specific BEA activities as set out in this document.
- (e). Sub-Councils formed by Council to carry out powers and objectives, must be chaired by an office bearer.
- (f). Between Council meetings management of BEA be a matter for the executive.

## 21. Vacancies on Council

- (1) For the purposes of these rules, a vacancy occurs where the councillor-
  - (a) has died;
  - (b) has ceased to be a Councillor of the BEA as a result of the Affiliated Association ceasing to be a member;
  - (c) has resigned from office;
  - (d) has been removed from office pursuant to rule 21;
  - (e) is a councillor of an affiliated association that has become insolvent under administration within the meaning of the Corporations Law;
  - (f) suffers from mental or physical incapacity;
  - (g) is disqualified from office under subsection 63(1) of the Act; or
  - (h) is absent without the consent of the Council members from all meetings of the Council held during a period of 6 months.

## 22. Removal of Council Members

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Council from the office of member of the Council before the expiration of the member's term to office.

## 22. Council Meetings and Quorum

- (1) The Council shall meet at least once in each calendar year at such place and time as the Council may determine.
- (2) Additional meetings of the Council may be convened by any member of the Council.
- (3) Council shall meet at each Australasian Conference. In addition, Council (where necessary and desirable) shall hold further meetings or shall conduct its business by correspondence or telephone, followed by written confirmation.
- (4) A Council Meeting and a Special General Meeting can be called by a simple majority of Councillors.
- (5) Oral or written notice of a meeting of the Council shall be given by the secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (6) Notice of a meeting given under subrule (4) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (7) A quorum shall consist of a minimum of 50% of the representatives of voting members.
- (8) No business shall be transacted by the Council unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (10) At meetings of the Council -
  - (a) the president or in the absence of the president, a vice-president shall preside; or
  - (b) if the president and the vice-presidents are absent, 1 of the remaining members of the Council may be chosen by the members present to preside.
- (11) Questions arising at the meeting of the Council of any sub-Council appointed by the Council shall be determined by a majority of the votes of members of the Council or sub-Council present at the meeting.
- (12) Each member present at a meeting of the Council or of any sub-Council appointed by the Council (including the person presiding at the meeting) is entitled to 1 vote

but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (13) Subject to subrule 18(5), the Council may act notwithstanding any vacancy on the Council.
- (14) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by the sub-Council appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-Council.

24.

### Minutes of Meetings

Minutes

Copies of minutes of the proceedings of the BEA General Meeting of Council and full details of any business transacted between meetings of Council shall be sent to the Secretaries and Representatives of Affiliated Associations and one copy to each associated member as soon as is conveniently possible after any meeting.

### 25. Delegation by Council to sub-Council

- (1) The Council may, by instrument in writing, delegate to 1 or more sub-Councils (consisting of such councillors of the BEA as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than -
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the Council by the Act, by any other law of the Territory, or by resolution of the BEA in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-Council under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Council in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Council acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-Council may meet and adjourn as it thinks proper.

### 26. Voting and Decisions

Council will make decisions by vote. Each Councillor shall have one vote. In the event of absence a written proxy may be submitted. This must be tendered to the President before the meeting begins.

## PART V EXECUTIVE MEETINGS

- (1) The executive will meet from time to time over the year between council meetings and have the powers as determined by the Council. Where the Executive is required to make a decision that would ordinarily be the right of council to make then the executive must seek the views of the whole council by teleconference or like means.
- (12) Copies of minutes of the proceedings of BEA Executive Meetings be sent to the Secretaries and Representatives of Affiliated Associations and one copy to each associated member as soon as is conveniently possible after any meeting.

## PART VI GENERAL MEETINGS

### 27. Annual General Meetings - holding of

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the Council thinks fit. One Council Meeting per year shall be determined as being the Annual General Meeting. At such meeting the audited accounts shall be presented and office bearers elected.
- (2) BEA shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the BEA, convene an annual general meeting of councillors of its affiliated associations.
- (3) Subrule (2) has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

### 28. Annual General Meetings - business at

- (1) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Council reports on the activities of the association during the last preceding financial year;
  - (c) to elect members of the Council, including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (2) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 30.
- (3) An annual general meeting shall be conducted in accordance with the provisions of this Part.

### 29. General Meetings - calling of

- (1) At every Conference there shall be an BEA General Meeting presided over by the President or deputy appointed by the Council.

- (2) The Council may, whenever it thinks fit, convene a general meeting of the BEA.
- (3) The Council shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the BEA.
- (4) A requisition of members for a general meeting -
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (5) If the Council fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
- (6) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

### 30. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the BEA, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the BEA, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 22(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that notice from the member.

### 31. General Meetings - procedure and quorum

- (1) Resolutions of the BEA General Meeting shall not bind Council but shall be regarded as advice tendered to that Council.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- (3) 50% of Councillors present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

### 32 Presiding Member

- (1) The president, or in the absence of the president, a vice-president, shall preside at each general meeting of the association.
- (2) If the president and vice-presidents are absent from the general meeting, the members present shall elect 1 of their number to preside at the meeting.

### 33. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the BEA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### 34. Making of Decisions

- (1) A question arising at a general meeting of the BEA shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the BEA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the BEA, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

- (3) Where the poll is demanded at a general meeting, the poll shall be taken -
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### 35. Voting

- (1) Subject to subrule (3), upon any question arising at a general meeting of the BEA a member has 1 vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### 36. Appointment of Proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

## PART VII - BEA CONFERENCE

### 37. Timing and Place

The BEA Conference shall be periodically at a time and place to be determined by Council. No two consecutive conferences shall be held in the same State or Territory or New Zealand.

### 38. Organisation

- (1) The Affiliated Association (s) of the State or Territory or New Zealand in which the conference shall be held shall act as organisers and hosts and shall finance the conference.
- (2) The organising Council of the Conference be recognised as a sub-Council of BEA.

### 39. Funding

BEA will assist in the underwriting of the BEA conference to the degree determined by Council.

#### 40. Surplus and deficit

- (1) The affiliated association hosting the conference shall cause to be reimbursed to the BEA in the year following the conference a percentage of profits from hosting the conference as determined by Council.
- (2) In the event of a loss from the conference the maximum amount the BEA would be liable for is \$2000 or some other sum as determined by Council.

#### 41. Publications

Council shall determine policy for making material presented at each Conference available to all members and shall arrange for the printing and distribution of other publications as required.

### PART VIII MISCELLANEOUS

#### 42. Funds - sources

- (1) The funds of the BEA shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the Council determines.
- (2) All money received by the BEA shall be deposited as soon as practicable and without deduction to the BEA's bank account.
- (3) The BEA shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Council is empowered to seek grants and endowments to foster the objectives of BEA from such bodies as the Federal and State Governments, other organisations, industry, commerce and private donors.
- (5) The title of Sponsor, Donor or Patron may be conferred by a two-thirds majority vote by Council in recognition of contributions, grants or endowments made to BEA by individuals, associations, companies or clubs.

#### 43. Funds - management

- (1) Subject to any resolution passed by the BEA in general meeting, the funds of the association shall be used in pursuance of the objects of the BEA in such a manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Council or employees of the BEA, being members of the Council or employees authorised to do so by the Council.

#### 44. Alteration of Objects and Rules

- (1) Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.
- (2) These articles may be repealed or amended, or new articles made by a special resolution of council which consists of a two-thirds majority decision of Council at an Annual General Meeting of Council or a Special General Meeting of Council provided such notice of constitutional amendment be posted to all members at least 30 days in advance.

#### 45. Common Seal

- (1) The seal of BEA shall be in the form of a rubber stamp, inscribed with the name of BEA encircling the word "Seal" and shall remain in the custody of the Secretary.
- (2) The seal of BEA shall not be affixed to any instrument except by the authority of the Council or its executive and the affixing thereof shall be attested by the signature either of two members of Council or of one member of the executive and of the Public Officer of BEA or such other persons as the executive may appoint for that purpose, and that attestation is sufficient for all purposes that required that the seal was affixed by authority of the Council.

#### 46. Custody of Books

Subject to this Act, the Regulations and these rules, the secretary shall keep in his or her control all records books, and other documents relating to the BEA.

#### 47. Inspection of books

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

#### 48. Service of Notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the BEA upon any member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### 49. Dissolution

In the event that the BEA should dissolve, the affairs of BEA are to be handed over to an association(s) with similar aims and objectives to BEA. Where no such Association can be found then the funds of the members should be distributed to the affiliated members on the basis of the proportion of total subscriptions contributed in the previous year.

50.

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- (1) Operators of the bank account and other investments of BEA shall be the President and the Treasurer of BEA.
- (2) The Treasurer shall keep proper records of all of all BEA's financial transactions. These records shall be audited annually by an auditor appointed by Council. The audited financial statements for each calendar year shall be forwarded to the Affiliated Associations and subsequently presented to the Council. The auditor must not be a member of the Affiliated Associations or Associate Associations.
- (3) The task of the Finance Committee (the Executive of Council) shall include the following:
  - (a) present to Council accounts for ratification or payment
  - (b) design of a budget for the ensuing periods
  - (c) ensure compliance with the relevant sections of the Act in relation to accounts, audit and annual return (Part V)
  - (d) ensure that the audited accounts are presented to the Public Officer in sufficient time for Statutory requirements to be realized
  - (e) seek sponsorship and invest funds under Section 5.7 and 5.8 of this Constitution
  - (f) make recommendations and reports about financial aspects of BEA Conferences
  - (g) authorize the expenditure of funds for the administration of BEA between Council Meetings.

APPENDIX 1  
APPLICATION FOR MEMBERSHIP OF ASSOCIATION

APPENDIX 2  
FORM OF APPOINTMENT OF PROXY

### Schedule 3:

Business Education Teachers' Association of South Australia Incorporate (BETASA)  
Business Educators Australian Capital Territory (BEACT)  
Business Educators Association Queensland (BEAQ)  
Business Educators Association of Tasmania (BEAT)  
Business Educators Association of Western Australia (BEWA)  
Economics and Business Educators Association of NSW (EBENSW)  
Economics Teachers' Association of Western Australia Incorporated (ETAWA)  
Economics Teachers' Society of South Australia Incorporated (ETASA)  
New Zealand Commercial and Economics Teachers' Association Incorporated (NZCETA)  
Queensland Economics Teachers' Association (QETA)  
Business Education Teachers Association of Northern Territory (BETANT)  
Victorian Commercial Teachers' Association (VCTA)

### Schedule 4:

Fijian Commercial Teachers' Association