

**CONSTITUTION
OF
THE AUSTRALIAN ASSOCIATION OF
MATHEMATICS TEACHERS LTD**

Australian Company Number (ACN)
xxx xxx xxx

Australian Business Number (ABN)
76515756909

A Company Limited by Guarantee

TABLE OF CONTENTS

PRELIMINARY

CONSTITUTION	1
1 NAME OF THE COMPANY	4
2 TYPE OF COMPANY	4
3 LIMITED LIABILITY OF MEMBERS	4
4 THE GUARANTEE	4
5 DEFINITIONS	4
6 OBJECT	4
7 POWERS	5
8 DELEGATION OF DIRECTORS' POWERS	5
9 NOT-FOR-PROFIT	5
10 AMENDING THE CONSTITUTION	5
11 MEMBERSHIP AND REGISTER OF MEMBERS	5
12 CATEGORIES OF MEMBERSHIP AND RIGHTS	6
13 INDIVIDUAL MEMBER	6
14 INSTITUTIONAL MEMBER	6
15 ASSOCIATE MEMBER	6
16 PRE-SERVICE TEACHER MEMBER	6
17 LIFE MEMBER	6
18 INTERNATIONAL MEMBER	7
19 NOMINATED PERSONS	7
20 REGISTER OF MEMBERS	7
21 RESIGNATION OF MEMBERSHIP	7
22 WHEN MEMBERSHIP CEASES	8
23 FEES	8
24 AFFILIATES	8
25 DISCIPLINING OF MEMBERS AND AFFILIATES	9
26 THE BOARD	10
27 POWERS OF DIRECTORS	11
28 PAYMENTS TO DIRECTORS	11
29 DUTIES OF DIRECTORS	11
30 OFFICE BEARERS	12
31 CONFLICTS OF INTEREST	13
32 CHIEF EXECUTIVE OFFICER	13
33 BOARD MEETINGS	14
34 ANNUAL MEETING	15
35 SPECIAL GENERAL MEETING	15
36 NOTICE OF SPECIAL GENERAL MEETINGS	15
37 QUORUM AT SPECIAL GENERAL MEETINGS	16
38 AUDITOR'S RIGHT TO ATTEND MEETINGS	17
39 USING TECHNOLOGY TO HOLD MEETINGS	17
40 CHAIRPERSON FOR GENERAL MEETINGS	17

41	ROLE OF THE CHAIRPERSON	17
42	ADJOURNMENT OF MEETINGS	17
43	HOW MANY VOTES A MEMBER HAS	17
44	CHALLENGE TO MEMBER'S RIGHT TO VOTE	17
45	HOW VOTING IS CARRIED OUT	18
46	WHEN AND HOW A VOTE IN WRITING MUST BE HELD	18
47	APPOINTMENT OF PROXY	18
48	VOTING BY PROXY	19
49	SUB-COMMITTEES	19
50	FINANCE AND RISK MANAGEMENT SUB-COMMITTEE	20
51	FINANCIAL AND RELATED RECORDS	20
52	SECRETARY	21
53	MINUTES	21
54	EXECUTION OF DOCUMENTS	21
55	BY-LAWS	21
56	WHAT IS NOTICE	22
57	NOTICE TO THE COMPANY	22
58	NOTICE TO MEMBERS	22
59	WHEN NOTICE IS TAKEN TO BE GIVEN	22
60	COMPANY'S FINANCIAL YEAR	22
61	INDEMNITY	22
62	INSURANCE	23
63	SURPLUS ASSETS NOT TO BE DISTRIBUTED TO MEMBERS	23
64	DISTRIBUTION OF SURPLUS ASSETS	23
65	INTERPRETATION	23
66	READING THIS CONSTITUTION WITH THE CORPORATIONS ACT	24
67	DEFINITIONS	24

PRELIMINARY

1 NAME OF THE COMPANY

The name of the Company is The Australian Association of Mathematics Teachers Ltd ('AAMT' or 'the Company').

2 TYPE OF COMPANY

The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

3 LIMITED LIABILITY OF MEMBERS

The liability of Members is limited to the amount of the guarantee in clause 4.

4 THE GUARANTEE

Each Member must contribute an amount not more than \$10 (the Guarantee) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the member stopped being a member; or
- (b) costs of winding up.

5 DEFINITIONS

In this constitution, words and phrases have the meaning set out in clause 67.

CHARITABLE PURPOSES AND POWERS

6 OBJECT

The Company's object is to pursue the following charitable Objects:

- (a) To champion exemplary mathematics education at all stages across Australia through advocacy and advisory roles at both national and state levels, through collaboration with Affiliates, by:
 - i. promoting in the community the importance and value of the teaching and learning of mathematics;
 - ii. providing professional development and networking opportunities to mathematics teachers in order to build a community of teachers, school leaders of mathematics and system decision makers;
 - iii. providing quality activities and appropriate resources to engage mathematics students; and
- (b) Any other objects which are:
 - i. Consistent with the objects; and
 - ii. Approved by the Company from time to time.

7 POWERS

Subject to clause 9, the Company has the following powers, which may only be used to carry out its Objects set out in clause 6:

- (a) the powers of an individual; and
- (b) all the powers of a Company limited by guarantee under the Corporations Act.

8 DELEGATION OF DIRECTORS' POWERS

- 8.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Company (such as a Chief Executive Officer) or any other person, as they consider appropriate.
- 8.2 The delegation must be recorded in the Company's minutes.

9 NOT-FOR-PROFIT

- 9.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 64.
- 9.2 Clause 9.1 does not stop the Company from doing the following things, provided they are done in good faith:
 - (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (b) making a payment to a Member in carrying out the Company's charitable Objects.
- 9.3 Any payment made under clause 9.2 must be approved by the majority of Directors.
- 9.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this constitution.

10 AMENDING THE CONSTITUTION

- 10.1 Subject to clause 10.2, the Members may amend this constitution by passing a Special Resolution.
- 10.2 The Members must not pass a Special Resolution that amends this constitution if passing it causes the Company to no longer be a charity.

MEMBERS

11 MEMBERSHIP AND REGISTER OF MEMBERS

- 11.1 The Members of the Company are:
 - (a) Initial Members;
 - (b) any person or educational organisation or institution that supports the Objects of the Company, who is a confirmed member of an Affiliate, pays any fee that may be prescribed by the Board and agrees to comply with the Company's constitution, including paying the guarantee under clause 4 if required; and

- (c) any other person that the Directors allow to be a Member, in accordance with this constitution.

11.2 Other than Initial Members, an applicant will become a Member when they are entered on the register of Members.

12 CATEGORIES OF MEMBERSHIP AND RIGHTS

The Board may create different classes of membership and determine the rights and privileges of each class.

13 INDIVIDUAL MEMBER

A person who is a Member of an Affiliate will by that membership become an individual member of AAMT and is entitled to receive notice of and attend meetings of the Company and to vote.

14 INSTITUTIONAL MEMBER

14.1 An educational organisation or institution that is a member of an Affiliate will, by that membership, become an Institutional Member of AAMT and is entitled to receive notice of and attend meetings of the Company and to vote.

14.2 An Institutional Member of AAMT must appoint a Nominated Person to receive notices and otherwise act on behalf of the Institutional Member.

14.3 If an individual is both an Individual Member and a Representative/Nominated Person of an Institutional Member, the individual will be entitled to one (1) vote in respect of each class of Membership.

15 ASSOCIATE MEMBER

An Associate Member is a body corporate which is a Company or association, university or other organisation which has an interest in supporting the Objects of the Company and are not a member of an Affiliate and is entitled to receive notice of and attend meetings of the Company and to vote.

16 PRE-SERVICE TEACHER MEMBER

16.1 A person who is a member of an Affiliate as a student will by that membership be a Pre-Service Teacher Member of AAMT.

16.2 Pre-Service Teacher Members will receive a digital copy of one nominated Journal unless payment is made otherwise.

16.3 Pre-Service Teacher Members are non-voting Members but are entitled to receive notice of and attend meetings of the Company.

17 LIFE MEMBER

17.1 An Individual Member or Nominated Person representing an Institutional Member may be made a Life Member of AAMT. Life Members shall be persons who have rendered distinguished service to the Company over an extended period of time.

17.2 They shall be nominated for Life Membership by two (2) Directors of the Board by submission to the Board in writing and is approved for Life

Membership by a unanimous decision of the Board which votes on whether to approve or reject the nomination.

- 17.3 They shall not be required to pay to the Company any membership fees or the subscription fee for one nominated journal of the Company.
- 17.4 Life Members are entitled to receive notice of and attend meetings of the Company and to vote.
- 17.5 A Life Member may resign by giving written notice to the Chair of the Board.

18 INTERNATIONAL MEMBER

- 18.1 An individual who resides in a country other than Australia may be a member of AAMT. This membership is not inclusive of any Affiliate.
- 18.2 International Members are non-voting Members but are entitled to receive notice of and attend meetings of the Company.

19 NOMINATED PERSONS

Nominated Persons are entitled to attend meetings and vote on behalf of the member they are representing.

20 REGISTER OF MEMBERS

- 20.1 The Company must establish and maintain a register of Members. The register of members must be kept by the Secretary and must contain:
- a) for each current Member:
 - i. name;
 - ii. address;
 - iii. email address; and
 - iv. date the Member was entered on to the register.
 - b) for each person who stopped being a Member in the last 7 years:
 - i. name;
 - ii. address; and
 - iii. date the membership ended.
- 20.2 The Company must give current Members access to the register of Members upon request. Information that is accessed from said register must only be used in a manner relevant to the interests or rights of Members and explicitly stated in writing no later than at time of access.
- 20.3 Members on the register at 5 pm AEDT on the day proceeding the notification of a Special General Meeting have full participation and voting rights. Members who join after this date and are on the register are entitled to attend the meeting as an observer without voting rights.

21 RESIGNATION OF MEMBERSHIP

- 21.1 A Member of the Company may resign from their membership by non-renewal of membership with their Affiliate.

- 21.2 A person or organisation that resigns from the Company will not be entitled to a refund of membership fees.

22 WHEN MEMBERSHIP CEASES

A Member immediately stops being a Member if they:

- (a) die (if an individual);
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated entity);
- (c) resign, by writing to the Secretary, in accordance with clause 21;
- (d) cease being an Affiliate;
- (e) are expelled under clause 25; or
- (f) have not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a member and have paid all outstanding fees.

23 FEES

- 23.1 The Board will determine the fees for membership of the Company and will review this on an annual basis and inform Affiliates and members by 31 July of the preceding year.
- 23.2 Membership fees are payable within two (2) months of the person or organisation becoming a member of an Affiliate.
- 23.3 Any Member whose fees are outstanding for more than one month after the due date for payment ceases to be a Member of the Company.

AFFILIATES

An Affiliate is an association/company that is drawn from each state and territory of Australia, whose members support the Objects of the Company and agree to abide by the terms of this Constitution (see Schedule 1 for a list of Affiliates).

24 AFFILIATES

- 24.1 An Affiliate shall possess the following rights:
- (a) To appoint a Member, as its representative, to the position of Director as specified by this Constitution;
 - (b) To have access to all publications and services of the Company;
 - (c) Subject to the terms of this Constitution and any by-laws to be heard on any issues of concern to the Company; and
 - (d) To be consulted on matters that are deemed important by the Company.
- 24.2 Affiliates have the following responsibilities to the Company:
- (a) To conduct their affairs lawfully and in accordance with principles of good governance;

- (b) To make the appropriate payments to the Company for members of that Affiliate as required by this Constitution and any by-laws;
- (c) To appoint the Board Member from their state or territory, and to fill any casual vacancies in the role of Board Member for the Affiliate's state or territory;
- (d) To contribute to the development of AAMT responses to national education initiatives; and
- (e) To carry out tasks as required by the Constitution and any by-laws.

DISCIPLINARY PROCEDURES

25 DISCIPLINING OF MEMBERS AND AFFILIATES

- 25.1 In accordance with this clause, the Directors may resolve to warn, suspend, or expel a Member or Affiliate from the Company if the Directors consider that:
- (a) A member or Affiliate has refused or neglected to comply with a provision or provisions of the Constitution of the Company; or
 - (b) the Member's or Affiliates' behavior or conduct is causing, has caused, or is likely to cause harm or detriment to the Company.
- 25.2 At least 14 days before the Directors' meeting at which a resolution under clause 25.1 will be considered, the Secretary must notify the Member or Affiliate in writing:
- (a) that the Directors are considering a resolution to warn, suspend or expel the member or affiliate;
 - (b) that this resolution will be considered at a Directors' meeting and the date of that meeting;
 - (c) what the Member or Affiliate is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the Member or Affiliate may provide an explanation to the Directors, and details of how to do so.
- 25.3 Before the Directors pass any resolution under clause 25.1 the Member or Affiliate must be given a chance to explain or defend themselves by:
- (a) making a written submission to the Board before the Directors' meeting; and/or
 - (b) speaking at the meeting.
- 25.4 After considering any explanation under clause 25.3 the Directors may:
- (a) take no further action;
 - (b) warn the Member or Affiliate;
 - (c) suspend the Member's or Affiliates rights as a Member or Affiliate for a period of no more than 12 months;
 - (d) expel the Member or Affiliate;

- (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause); or
 - (f) require the matter to be determined at a Special General Meeting.
- 25.5 The Directors cannot fine a Member or Affiliate.
- 25.6 The Company must give written notice to the Member or Affiliate of the decision under clause 25.4 as soon as possible.
- 25.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 25.8 There will be no liability for any loss or injury suffered by the Member or Affiliate as a result of any decision made in good faith under this clause.
- 25.9 The Board may make a by-law in accordance with clause 55 for a dispute resolution process to be followed for disputes between Members, Directors and the Company.

THE BOARD AND DIRECTORS

26 THE BOARD

- 26.1 There shall be a Board of the Company (“the Board”)
- 26.2 The affairs of the Company shall be managed and controlled by the Board, which shall be comprised of no less than 3 and no more than 10 Directors.
- 26.3 The Board shall be comprised of:
- (a) A Director nominated from each Affiliate’s individual Board identified in Schedule 1 (8), which will include the Chair and Vice-Chair elected in accordance with clause 30.2; and
 - (b) Up to two (2) Co-Opted Directors appointed by the Board from time to time;
- 26.4 The term of office of Board members not elected to the position of Chair or Vice-Chair during their term as Board member is two (2) years, and upon the close of their term such persons may be appointed or elected for, and serve, one further term, but may not serve more than two terms consecutively.
- 26.5 The Board shall have the power to appoint such officers and employees as are required to carry out the Objects of the Company including the Public Officer and Chief Executive Officer and may delegate any of its powers to such officers and employees.
- 26.6 The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Company on which these rules are silent.
- 26.7 An employee of the Company shall not be a member of the Board.
- 26.8 The Chief Executive Officer, as an employee of the Company, is not a member of the Board and as such holds no voting rights.
- 26.9 Persons who are insolvent under administration are precluded from becoming or remaining members of the Board.

26.10 A member of the Board shall cease to hold office upon:

- (a) resignation in writing;
- (b) receipt of a written request from the President of an Affiliate to rescind the nomination of that person as the Affiliates representative on the Board;
- (c) absence from two Board meetings in any year without explanation acceptable to the Board;
- (d) becoming a person to who section 30 of the Act applies; or
- (e) death.

27 POWERS OF DIRECTORS

27.1 The Directors are responsible for managing and directing the activities of the Company to achieve the Objects set out in clause 6.

27.2 The Directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by Members.

27.3 The Directors must decide on the responsible financial management of the Company including:

- (a) any suitable written delegations of power under clause 8; and
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

27.4 The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.

28 PAYMENTS TO DIRECTORS

28.1 The Company must not pay fees to a Director for acting as a Director.

28.2 The Company may reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

28.3 Any payment made under clause 28.2 must be in accordance with the remuneration policy approved by the Directors.

28.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

29 DUTIES OF DIRECTORS

29.1 The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the charitable Objects of the Company set out in clause 6;

- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 31;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

30 OFFICE BEARERS

30.1 The Board shall be responsible to ensure that persons qualified, in the opinion of the Board, to hold the position of Chair and Vice-Chair are nominated for the position.

30.2 The Board shall, at the first meeting of the Board after the annual meeting each year (which must take place immediately after the annual meeting), appoint from among the Directors sitting on the Board at the time of the Board meeting:

- (a) a Chair;
- (b) a Vice-Chair and;
- (c) such additional Office Bearer positions as the Board deems necessary from time to time, should the position be vacant.

30.3 The Office Bearers shall hold office for a term of one (1) year but shall be eligible for reappointment for terms of one (1) year each, provided that Office Bearers shall not hold office for more than four (4) consecutive years.

30.4 The Office Bearers of the Company shall have the following responsibilities:

- (a) The Chair shall:
 - (i) Preside at all meetings of the Company and General Meetings of the Company and ensure that business is conducted with propriety and order;
 - (ii) Have a deliberative vote and, in case of equality of votes have the casting vote; and
 - (iii) The Chair and CEO have permission to speak on behalf of the Company as a representative of AAMT. This permission can be delegated to another Board member for a specific occasion or on an ongoing basis as determined by the Board.
- (b) The Vice-Chair shall:
 - (i) Stand in the place of the Chair when the Chair is not available; and
 - (ii) Undertake other duties as required by this Constitution or as directed by the Board.

31 CONFLICTS OF INTEREST

- 31.1 Any Member of the Board or of any committee appointed by the Board who at any time during their term as a member of the Board or committee becomes aware of any actual or potential conflict of interest with their role as a member of the Board, committee or any matter respecting the conduct of the Company shall immediately upon the matter coming to their notice advise the Board of such matter.
- 31.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 31.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors must not, except as provided under clause 31.4:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 31.4 A Director may still be present and vote if:
- (a) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (clause 62);
 - (c) their interest relates to a payment by the Company under clause 61 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.
- 31.5 Failure of a Member to bring such issues to the attention of the Board may lead to expulsion of the Member from the Board and the Company.

CHIEF EXECUTIVE OFFICER

32 CHIEF EXECUTIVE OFFICER

- 32.1 There shall be employed by the Company a Chief Executive Officer, who shall attend all meetings of the Company to advise on the day-to-day operation of the Company, its activities and programs and be responsible for the day-to-day management and administration of the Company.
- 32.2 The Chief Executive Officer shall undertake duties as required by:

- (a) this Constitution;
- (b) the position description; and
- (c) as directed by the Chair or collective Board in so far as the Constitution allows.

32.3 The Chief Executive Officer shall be appointed as the Public Officer, unless the Board appoints otherwise.

MEETINGS OF THE COMPANY

33 BOARD MEETINGS

The Board shall meet either in person or by telephone, video or other means of synchronous communication to conduct the business of the Company no less than four (4) times each calendar year.

- 33.1 The Chair, Acting Chair, or three (3) other Board members shall have the power to call a meeting of the Board if necessary or as otherwise required to meet extraordinary circumstances.
- 33.2 Notice of meetings shall be given at the previous Board meeting or by as soon as practical thereafter in writing to all Board members, or in an emergency by such other notice as shall be ratified by the Board
- 33.3 A quorum of the Board shall be a simple majority.
- 33.4 A quorum must be present for the whole Directors' meeting.
- 33.5 If a quorum of the Board is not present within 30 minutes of the time appointed for the commencement of any meeting of the Board the meeting shall be adjourned to a later date or time. Discussion amongst the Board members present may continue but no vote cast on any matter shall be of any effect.
- 33.6 Persons with special interests or knowledge relevant to the Objects of the Company, its operation or other requirements may be invited to attend any meeting of the Board or Sub-Committee and may address such meeting on any relevant matter but may not vote unless entitled to do so under this Constitution.
- 33.7 A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.
- 33.8 The Directors may pass a circular resolution without a Directors' meeting being held.
- 33.9 A circular resolution is passed if all the Directors entitled to vote on the resolution sign the resolution in the manner set out in clause 33.10 or clause 33.11.
- 33.10 Each Director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

- 33.11 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

34 ANNUAL MEETING

- 34.1 An annual meeting will be held for all members of the Company. The format of this meeting will be determined by the Board. This meeting will be held:
- (a) within 18 months after registration of the Company;
 - (b) after the first annual meeting, at least once in every calendar year; and
 - (c) within five months of the Company's financial year-end.
- 34.2 Even if these items are not set out in the notice of meeting, the business of an annual meeting may include:
- (a) a review of the Company's activities;
 - (b) a review of the Company's finances;
 - (c) any auditor's report; and
 - (d) the appointment and payment of auditors.
- 34.3 The formal requirements for a Special General Meeting apply to an annual meeting.

35 SPECIAL GENERAL MEETING

- 35.1 Either the Chair of the Board or a minimum of three (3) Directors may, whenever those Directors think fit, convene a Special General Meeting of the Company.
- 35.2 The Board must convene a Special General Meeting within 28 days of the receipt of a written requisition to that effect signed by not less than 50 members recorded on the Database.
- 35.3 All requisitions for Special General Meetings must state in the request any resolution to be proposed at the meeting.
- 35.4 The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long;
 - (b) the Directors consider it may be defamatory; or
 - (c) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the Members.

36 NOTICE OF SPECIAL GENERAL MEETINGS

- 36.1 Notice of a Special General Meeting must be given to:
- (a) each Member entitled to vote at the meeting;
 - (b) each Director; and

- (c) the auditor (if any).
- 36.2 Notice of a Special General Meeting must be provided in writing at least 21 days before the meeting.
- 36.3 Notice of a Special General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a Special Resolution is to be proposed and the exact words of the proposed resolution; and
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) the proxy needs to be a member of the Company;
 - (ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.
- 36.4 If a Special General Meeting is adjourned/cancelled for one month or more, the members must be given new notice of the meeting as set out in this Constitution.
- 36.5 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at, or any resolution passed at, the meeting.

37 QUORUM AT SPECIAL GENERAL MEETINGS

- 37.1 For a Special General Meeting to be held, a quorum must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 37.2 The quorum for any Special General Meeting is a total of ten members, these members may be Individual, Life or Nominated Persons.
- 37.3 No business may be conducted at a Special General Meeting if a quorum is not present.
- 37.4 If there is no quorum present within 30 minutes after the starting time stated in the notice of the Special General Meeting, the meeting is adjourned to a later date.
- 37.5 If the meeting is adjourned due to a lack of quorum, the new meeting details shall be advised to members as set out in this Constitution.
- 37.6 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

38 AUDITOR'S RIGHT TO ATTEND MEETINGS

- 38.1 The auditor (if any) is entitled to attend any annual or Special General Meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 38.2 The Company must give the auditor (if any) any communications relating to the meeting that a member of the Company is entitled to receive.

39 USING TECHNOLOGY TO HOLD MEETINGS

- 39.1 The Company may hold a meeting at two or more venues using any technology that gives the members a reasonable opportunity to participate, including to hear and be heard.
- 39.2 Anyone using this technology is taken to be present in person at the meeting.

40 CHAIRPERSON FOR GENERAL MEETINGS

- 40.1 The elected Chair presides as Chairperson at all meetings of the Company.
- 40.2 In the absence of the Chair, the Vice-Chair shall act in the place of the Chair.
- 40.3 In the absence of the Chair and the Vice-Chair another Director chosen by the Directors present at the meeting.

41 ROLE OF THE CHAIRPERSON

- 41.1 The Chairperson is responsible for the conduct of the general meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

42 ADJOURNMENT OF MEETINGS

- 42.1 If a quorum is present, a meeting must be adjourned if a majority of Members present direct the Chairperson to adjourn it.
- 42.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

VOTING AT GENERAL MEETINGS

43 HOW MANY VOTES A MEMBER HAS

Voting Members entitled to one vote are Affiliates, Individual Members, Institutional Members, Associate Members and Life Members whose name is recorded on the database. Non-voting members who are not entitled to vote are International and Pre-Service Teacher Members.

44 CHALLENGE TO MEMBER'S RIGHT TO VOTE

- 44.1 A Member or the Chairperson may challenge a person's right to vote at a Special General Meeting.
- 44.2 If a challenge is made under clause 44.1, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

45 HOW VOTING IS CARRIED OUT

- 45.1 Voting must be conducted and decided by:
- (a) a show of hands;
 - (b) a vote in writing; or
 - (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 45.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 45.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 45.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

46 WHEN AND HOW A VOTE IN WRITING MUST BE HELD

- 46.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by either:
- (a) at least five Members present; or
 - (b) the Chairperson.
- 46.2 A vote in writing must be taken when and how the Chairperson directs, unless clause 46.3 applies.
- 46.3 A vote in writing must be held immediately if it is demanded under clause 46.1 to decide whether to adjourn the meeting.
- 46.4 A demand for a vote in writing may be withdrawn.

47 APPOINTMENT OF PROXY

- 47.1 A Member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 47.2 A proxy needs to be a Member.
- 47.3 A proxy appointed to attend and vote for a Member has the same rights as the member to:
- (a) speak at the meeting;
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under clause 46.1.
- 47.4 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
- (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.

- 47.5 A proxy appointment may be standing (ongoing).
- 47.6 Proxy forms must be received by the Company at the address stated in the notice under clause 36.3(d) or at the Company's registered address at least 48 hours before a meeting.
- 47.7 A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- 47.8 Unless the Company receives written notice before the start or resumption of a meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 47.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

48 VOTING BY PROXY

- 48.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).
- 48.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

SUB-COMMITTEES

49 SUB-COMMITTEES

- 49.1 The Board may appoint Sub-Committees for specific purposes, composed as required of Board members and non-members.
- 49.2 The Board will delegate its powers to these Sub-Committees from time to time and may from time to time revoke such delegation.
- 49.3 Sub-Committees will be chaired by a Director of the Company or CEO and have at least one other Director as a member.
- 49.4 The Board has the power to require any Committee to have all decisions made by that Committee ratified by the Board.
- 49.5 A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.

- 49.6** The meetings and proceedings of any Committee will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- 49.7** A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Corporations Act and this Constitution to be made entered and signed. A copy of such Committee minutes shall be tabled at the next Board meeting.
- 49.8** The quorum required for Committee meetings is a simple majority of committee members being present provided that the majority includes the chair of the Committee or their nominee.
- 49.9** Such Sub-Committees as may be appointed shall:
- (a) work to the timeframe and terms of reference specified by the Board;
 - (b) report to the Board as required by the terms of reference specified by the Board; and
 - (c) meet as necessary to discharge the duties delegated to it by the Board. Committee meetings may be convened or held using any technology consented to by a majority of committee members.
- 49.10 The Chair of the Board has the right to attend any meeting of any sub-committee.

50 FINANCE AND RISK MANAGEMENT SUB-COMMITTEE

- 50.1 The Board will appoint and delegate any of its powers to the Finance and Risk Management Committee and may from time to time revoke such delegation.
- 50.2 The Finance and Risk Management Committee shall consist of the Chair of the Board and at least two other Directors of which one will be the Chair as determined by the Board.
- 50.3 The Finance and Risk Management Committee will operate under all conditions as stated in clause 49.

MINUTES AND RECORDS

51 FINANCIAL AND RELATED RECORDS

- 51.1 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 51.2 The Company must also keep written records that correctly record its operations.
- 51.3 The Company must retain its records for at least seven (7) years.
- 51.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

52 SECRETARY

- 52.1** The Board will generally appoint the Chief Executive Officer of the Company as the Secretary
- 52.2** The Company must always have at least one (1) Secretary.
- 52.3** The Board may remove any Secretary so appointed.
- 52.4** The role of the Secretary includes:
- (a) maintaining a register of the Company's members; and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Directors' meetings and circular resolutions.

53 MINUTES

- 53.1** The Board must cause minutes to be kept in such a manner as is required by the Corporations Act for the purposes of recording:
- (a) the names of the Directors present at each meeting of the Board and of Directors present at each meeting of any Committee;
 - (b) all orders, resolutions, and proceedings of general meetings and of meetings of the Board and of Committees; and
 - (c) such matters as are required by the Corporations Act to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- 53.2** The Directors must ensure that minutes of a general meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next meeting.

54 EXECUTION OF DOCUMENTS

- 54.1** Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Corporations Act, the Company may execute any agreement, deed, or other document without using a common seal if it is signed by:
- (a) two Directors of the Company;
 - (b) a Director and the Secretary; or
 - (c) the CEO as covered by relevant Company policy.

55 BY-LAWS

- 55.1** The Directors may pass a resolution to make by-laws to give effect to this Constitution.
- 55.2** Members and Directors must comply with by-laws as if they were part of this Constitution.

NOTICE

56 WHAT IS NOTICE

- 56.1 Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 57 to 59 unless specified otherwise.
- 56.2 Clauses 57 to 59 do not apply to a notice of proxy under clause 47.6.

57 NOTICE TO THE COMPANY

- 57.1 Written notice or any communication under this Constitution may be given to the Company, the Directors or the Secretary by:
- (a) delivering it to the Company's registered office;
 - (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided; or
 - (c) sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address.

58 NOTICE TO MEMBERS

Written notice or any communication under this Constitution will be given to a member electronically via the email address provided by them. If the Company does not have a valid email address for the member the Company is not required to give notice.

59 WHEN NOTICE IS TAKEN TO BE GIVEN

A notice is taken to be given on the business day after the email is sent.

FINANCIAL YEAR

60 COMPANY'S FINANCIAL YEAR

The Company's financial year is from 1 January to 31 December, unless the Directors pass a resolution to change the financial year.

INDEMNITY, INSURANCE AND ACCESS

61 INDEMNITY

- 61.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 61.2 In this clause, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
- 61.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and

- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

61.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

62 INSURANCE

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

WINDING UP

63 SURPLUS ASSETS NOT TO BE DISTRIBUTED TO MEMBERS

If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is a charity described in clause 64.1.

64 DISTRIBUTION OF SURPLUS ASSETS

64.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the Objects in clause 6; and
- (b) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.

64.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

DEFINITIONS AND INTERPRETATION

65 INTERPRETATION

In this Constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations)

66 READING THIS CONSTITUTION WITH THE CORPORATIONS ACT

- 66.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 66.2 While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 66.3 If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.
- 66.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

67 DEFINITIONS

In this Constitution the following words have these meanings unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Affiliate means an association identified in Schedule 1.

Board means the board of Directors of the Company.

Company means the Company specified in clause 1.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a member of the Board of people that manages or oversees the affairs of the Company.

Elected Chairperson means a person elected by the Directors to be the Company's Chairperson.

Initial Member means a person who is named in the application for registration of the Company, with their consent, as a proposed member of the Company.

Member means a person (Individual Member) or organisation (Institutional/Associate Member) recorded on the database of Members.

Member Present means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting.

Nominated Person means the person nominated by an Institutional Member to receive notices and vote on behalf of the institution.

Object means the objects of the Company as set out in clause 6.

Registered Charity means a charity that is registered under the ACNC Act.

Special General Meeting means a meeting of Members other than an ordinary or annual meeting convened for a special purpose in terms of this Constitution.

Special Resolution means a resolution:

- (a) of which notice has been given under clause 36.3(c); and
- (b) that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

Surplus Assets means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

SCHEDULE 1 - AFFILIATES

Canberra Mathematical Association

Mathematical Association of New South Wales

Mathematical Association of South Australia

Mathematical Association of Tasmania

Mathematical Association of Victoria

Mathematical Association of Western Australia

Mathematics Teachers Association of the Northern Territory

Queensland Association of Mathematics Teachers