

**THE CONSTITUTION of
THE AUSTRALIAN SCIENCE TEACHERS
ASSOCIATION INC**



**AUSTRALIAN
SCIENCE
TEACHERS
ASSOCIATION**

LATEST REVISION: AUG 2020

THE AUSTRALIAN SCIENCE TEACHERS ASSOCIATION INC CONSTITUTION

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1 – Preliminary

1.1 Name

- (a) The Association shall be called the Australian Science Teachers Association.
- (b) The letters ASTA are the recognised contraction for the name of this Association.

1.2 Organisational Charter

The Organisational Charter is the policy document that complements this Constitution and contains a set of rights, responsibilities and obligations that pertain to the functioning and governance of ASTA, its Board and Committees.

1.3 Definitions

In these rules a definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

The Association means the Australian Science Teachers Association Incorporated

Board means the Board of the Association described in section 3 of these Rules.

Financial year means the year ending on 31 December.

Member Association means a state or territory science teachers association that is a member of ASTA.

Board Member means a member of the Board.

Leadership Team means the group comprising of the board members and one additional STA delegate nominated by each member association.

STA Delegate means a member a state or territory association nominated by the Member Association to be part of the ASTA Leadership Team.

Executive positions mean the President, the President Elect or Immediate Past President, and the Treasurer.

Nominated Board Member means a Board member nominated by a Member Association.

Executive Board Members are persons holding Executive positions.

The Act means the Associations Incorporation Act 1991.

The regulation means the Associations Incorporation Regulation 1991.

Chief Executive Officer means the senior staff member employed by ASTA.

Special Resolution means a resolution that must be passed by a two thirds majority of members present and entitled to vote at that meeting.

Public Officer means the person appointed to the role of Public Officer under the Act.

1.4 Application of Legislation Act 2001

The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

1.5 Objects

The objects of the Association are:

- (a) To provide for professional stimulation of science teachers by developing professional standards, providing opportunities for professional development and facilitating networking nationally and internationally.

- (b) To provide information and advice to science teachers regarding industry links, equity in science education, resources, teaching methods and curriculum.
- (c) To provide science teachers with resources.
- (d) To provide information and advice to those who influence science education, including developers of curricula and resources in science, teacher educators and supervisors, policy makers whose decisions relate to science education and those engaged in research into science education.
- (e) To recognise significant contributions to science education and to provide information and advice to the general community regarding the aims of science teachers and social issues of a scientific nature.
- (f) To promote the value of science education to the community.
- (g) To undertake other activities that will enhance and advance the standing of science and science teachers in Australia.

2 – Membership

2.1 Membership qualifications

- (a) All Members of the Association must support the objects of the Association and abide by its constitution.
- (b) One association from each state and territory of Australia will be admitted as members of the Association. They shall be known as the “Member Associations”. The Member Associations are: the South Australian Science Teachers Association, the Science Educators Association of the Australian Capital Territory, the Science Teachers Association of New South Wales, the Science Teachers Association of the Northern Territory, the Science Teachers Association of Queensland, the Science Teachers Association of Tasmania, the Science Teachers Association of Western Australia, and the Science Teachers Association of Victoria.

2.2 Membership entitlements not transferable

- (a) A right, privilege or obligation that a Member Association has because of being a member of the association:
 - (i) cannot be transferred or transmitted to another corporation; and
 - (ii) terminates on cessation of the membership of the association.
- (b) Member Associations are entitled to appoint:
 - (i) one Board Member.
 - (ii) one additional STA Delegate to be a member of the ASTA Leadership Team.

2.3 Cessation of membership

A Member Association ceases to be a member of the association if the Member Association:

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

2.4 Resignation of membership

- (a) A Member Association may resign by giving twelve (12) months notice in writing to the public officer.
- (b) The public officer must make an appropriate entry in the register of members recording the date the Member Association ceased to be a member.

2.5 Fees, subscriptions

The Board shall determine annual membership fees which shall be paid to ASTA by each Member Association.

2.6 Member Associations' liabilities

The liability of a Member Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by section 5.2.

2.7 Disciplining of Member Associations

- (a) If the Board is of the opinion that a Member Association has persistently:
 - (i) refused or neglected to comply with a provision of these rules; or
 - (ii) willfully acted in a manner prejudicial to the interests of the association; or
 - (iii) has failed to meet the requirements of mutual obligation as outlined in the Charter

the Board may, by resolution:

- (iii) expel the member from the Association; or
 - (iv) suspend the Member Association from the rights and privileges of membership of the Association for a specified period of time.
- (b) The Public Officer must serve a written notice on the member, within 28 days of a resolution by the Board:
 - (i) setting out the resolution of the Board and the grounds on which it is based; and
 - (ii) stating that the Member Association may address the Board at a meeting to be held no later than 28 days after service of the notice; and
 - (iii) stating the date, place and time of the meeting; and
 - (iv) informing the Member Association that the member may do either or both of the following:
 - attend and speak at the meeting
 - submit to the Board, at or before the date of that meeting, written representations relating to the resolution.
- (c) Subject to the Act, section 50, at a meeting of the Board mentioned in subsection (b), the Board must:
 - (i) give to the Member Association mentioned in subsection (a) an opportunity to make oral representations; and
 - (ii) give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
 - (iii) by resolution, decide whether to confirm or to revoke the resolution of the Board made under subsection (a).

- (d) If the Board confirms a resolution under subsection (c), the Public Officer must, within 7 days after that confirmation, by written notice inform the member of that confirmation.
- (e) Disciplining of a Member Association can only occur where a special resolution is carried by the Board.
- (f) The Board's resolution in subsection (c) shall be final.

3 – The Board and Leadership Team

3.1 Powers of the Board

The Board administers the business and affairs of the Association.

The Board:

- (a) is responsible for establishing the policy framework through which the Association carries out its legal and constitutional responsibilities; and
- (b) determines and ratifies all policies having to do with the organisation of ASTA; and
- (c) oversees the operations of ASTA for integrity, effectiveness, and efficiency; and
- (d) approves the annual budget; and
- (e) elects personnel to executive positions of the Board as vacancies arise; and
- (f) ensures that comprehensive accounting records of the Association's financial transactions are kept; and
- (g) authorises the fixing of the Common Seal of the ASTA to legal instruments as provided in section 55 of the Act.

3.2 Role of the Leadership Team

The Leadership Team will inform the strategic direction of the Association as detailed in the Organisational Charter.

3.3 The Board

- (a) The Board shall consist of the following members:
 - (i) The President
 - (ii) The President Elect or the Immediate Past President
 - (iii) The Treasurer
 - (iv) One Nominated Board Member from each Member Association
- (b) Board members have a responsibility to act honestly, exercise reasonable care and skill and understand their fiduciary duties whilst performing their necessary tasks on behalf of the Association.
- (c) The roles and responsibilities of Board Members are described in the Organisational Charter.

- (d) In the event of a Nominated Board Member being unable to attend a board meeting, the STA delegate from the Leadership Team from that Member Association shall be entitled to attend that Board meeting and to vote on their behalf.

3.4 Election or appointment of members of the Board

- (a) Every second year a President Elect is elected for a four-year term consisting of one year as President Elect, two years as President and one year as Immediate Past President.
- (b) Every fourth year a Treasurer is elected for a four-year term. The incoming Treasurer may serve a six-month non-voting term as Treasurer Elect prior to the end of the outgoing Treasurer's term.
- (c) Each of the Executive positions shall be elected by the Board in a secret ballot, and shall require an absolute majority to be elected.
- (d) Candidates for election to an Executive position must submit a written nomination and be nominated and seconded by members of a Member Association.
- (f) No person shall be eligible to stand for consecutive terms in the same Executive position.
- (g) Appointment of Board Members and STA Delegates by Member Associations:
 - (i) Board Members and STA Delegates appointed to the Board or Leadership Team by a Member Association shall be members of that Member Association, and shall be elected by the Member Association's governing body. They shall not be employees of the Member Association.
 - (ii) The tenure for Board Members nominated by Member Associations is two (2) years, with a maximum tenure of four consecutive terms (8 years). Former ASTA Board Members who have served the maximum 8 years may be re-nominated to the ASTA Board by their Member Associations after a one term (2-year) break.
 - (iii) The tenure for STA Delegates is two (2) years. There is no limit on how many terms an STA Delegate may hold this position.

3.5 Executive positions

- (a) The Executive positions of the Board are the President, President Elect or Immediate Past President, and Treasurer.
- (b) The roles of the Executive Board Members are described in the Organisational Charter.
- (c) The Executive Board Members can collectively make decisions on behalf of the Board where project or activity opportunities arise that are consistent with the goals of the Association and it is not practicable to consult the full Board within the available time. Such decisions shall be notified to Board in a timely manner and shall be presented to Board for ratification at the next meeting of Board.

3.6 Chief Executive Officer

- (a) The Chief Executive Officer shall be the senior staff member employed by the Association on such terms and conditions as decided by the Board. The roles and responsibilities of the Chief Executive Officer are set out in the Organisational

Charter.

- (b) The Chief Executive Officer shall attend all Board and Executive meetings in an ex officio capacity and shall not be entitled to a vote at any meeting of the Association.

3.7 Public Officer

- (a) The Association's Chief Executive Officer is the Public Officer.
- (b) The Public Officer shall:
 - (i) be the returning officer for elections of the Executive members and secret ballots at Board meetings and general meetings; and
 - (ii) keep minutes of all elections and appointments of Executive, Board and Leadership Team members; and
 - (iii) keep minutes of the names of members of the Board and Leadership Team present at a Board and General meetings; and
 - (iv) keep minutes of all proceedings at Board meetings, Executive Committee meetings and General meetings; and
 - (v) ensure that minutes of proceedings at a meeting are signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
 - (vi) notify the association of his or her address.
- (c) Further roles and responsibilities of the Public Officer of the Association are described in the Organisational Charter.

3.8 Board vacancies

- (a) A Board member shall cease to hold such office if the member:
 - (i) resigns in writing; or
 - (ii) is removed from being a Nominated Board Member by written request to the Board by the President of their Member Association; or
 - (iii) is absent from two Board meetings in any calendar year without explanation acceptable to the Board; or
 - (iv) becomes bankrupt or personally insolvent; or
 - (v) is disqualified from office under the Act, section 63 (1); or
 - (vi) is subject to a disqualification order under the Act, section 63A; or
 - (viii) is removed from office under section 3.9 (Removal of Board members).
- (b) Where a casual vacancy occurs for a Nominated Board Member or an STA Delegate, the governing body of their Member Association will elect a replacement.
- (c) Where a casual vacancy occurs for an Executive Member, the Board will establish an election process to fill the vacancy for the remainder of that term. This election shall be guided by the process set out in the Organisational Charter, and may result in the replacement Executive Member having a title of Acting President, Acting President Elect, Acting Past President, or Acting Treasurer for a stated period of time.

3.9 Removal of Board Members

- (a) The Board can remove a Board Member from office by passing a vote of no confidence in that member according to the guidelines in section 3.12.
- (b) The Board can remove a Board Member by passing a resolution to that effect.

3.10 Board meetings and quorum

- (a) The President, or two (2) other Board members shall have the power to call a meeting of the Board.
- (b) Notice of meetings shall be given at the previous Board meeting or by seven days written notice distributed to all Board members at their address or email address as recorded in the register of Board Members.
- (c) Notice of meeting given under subsection (b) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting.
- (d) The quorum for a meeting of the Board shall be two thirds of Board Members including two Executive Board Members.
- (e) The meeting shall be adjourned if a quorum of the Board is not present within 30 minutes of the time appointed for the commencement of the meeting. Discussion among Board members present may continue but no vote cast on any matter shall be of any effect.
- (f) Where a Board Member is aware of any actual or potential conflict of interest involving themselves in matters before the Board, that Board Member must declare the conflict and remove him/herself from the relevant part of the meeting at the request of the chair.
- (g) Board members aware of any actual or potential conflict of interest involving other Board members should report this to the chair, who will decide on whether the Board Member in question is required to leave the meeting.

3.11 Delegation by committee to working groups

- (a) The Board may appoint working groups and standing committees as necessary to assist the Association's activities.
- (b) The powers delegated to Working Groups so established shall be detailed in Terms of Reference.
- (c) The Terms of Reference of any Standing Committee shall be included in the Organisational Charter.

3.12 Voting and decisions in Board meetings

- (a) Each Nominated Board Member is entitled to one vote.
- (b) Decisions of the Board will be decided on a simple majority of votes.
- (c) In the event of a tied vote, the President, in consultation with the other Executive Board Members, will have a deciding vote.

3.13 Annual Congress

Each year, the entire Leadership Team will meet at an Annual Congress. The purpose of this meeting is to inform and guide major programs and strategic directions of the Association. Details of the purpose content and form of the Annual Congress shall be included in the Organisational Charter.

4 – General meetings

Any meeting of the Leadership Team is deemed to be a General Meeting of the Association.

4.1 Annual General Meetings

- (a) The Annual General Meeting of ASTA shall be held once each year.
- (b) Board members will be notified at least 21 days prior to the Annual General Meeting, regarding the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) In addition to any other business that may be transacted, the business of the Annual General Meeting is:
 - (i) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
 - (ii) to receive reports from the working groups, on the activities of the Association during the last financial year; and
 - (iii) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- (d) There shall be no business without notice raised from the floor.
- (e)
 - (i) Association's financial accounts shall be audited annually. The audited accounts shall be presented at the Annual General Meeting.
 - (ii) The Board shall appoint auditors annually at the Annual General Meeting to audit the Association's accounts.
 - (iii) An audited Income and Expenditure Account and an audited Balance Sheet for the twelve (12) months ending on the previous 31st day of December shall be provided to the Annual General Meeting of the Association.

4.2 General meetings – calling of

- (a) The Board may, whenever it considers appropriate, call a General Meeting of the Association.
- (b) The Board must, on the requisition in writing of not fewer than two (2) Member Associations, call a General Meeting of the Association.
- (c) A requisition of members for a General Meeting:
 - (i) must state the purpose or purposes of the meeting; and
 - (ii) must be signed by the Presidents of the Member Associations making the requisition; and
 - (iii) must be lodged with the Public Officer; and
 - (iv) may consist of several documents in a similar form, each signed by the Presidents of the Member Associations making the requisition.
- (d) If the Board fails to call a General Meeting within one (1) month of the date that a requisition of Member Associations for the meeting is lodged with the Public Officer, any one (1) or more of the Member Associations that made the requisition may call a General Meeting to be held not later than 3 months after that date.
- (e) A General Meeting called by Member Associations as per subsections (c) and (d) above must be called as nearly as is practicable to the way that General Meetings are

called by the Board. A Member Association that thereby incurs any reasonable expense is entitled to be reimbursed by the Association.

4.3 General meetings - notice

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Public Officer must, at least 21 days before the date fixed for the holding of the general meeting, send a notice specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting, either
 - (i) by post to each Board Member and Delegate at the board member or delegate's address appearing in the register of members or
 - (ii) by email to each Board Member and Delegate at the board member or delegate's email address appearing in the register of members.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Public Officer must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (a) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice calling a General Meeting may be transacted at the meeting, except for an Annual General Meeting, where business may be transacted under section 4.1.
- (d) A member desiring to bring any business before a General Meeting may give written notice of that business to the Public Officer who after receipt of the notice from the member must include that business in the next notice calling a General Meeting.
- (e) Where a notice is sent by post, service of the notice is deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail as recorded in the register of members.
- (f) Where a notice is sent by email, service of the notice is deemed to be effected if it is properly addressed and sent to the board member or delegate's address as recorded in the register of members.

4.4 General meetings - procedure and quorum

- (a) No item of business may be transacted at a General Meeting unless a quorum of Board Member and Delegates entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) The quorum for a General Meeting shall constitute two (2) Executive Members and representation from six (6) of the Member Associations.
- (c) If a quorum is not present within thirty (30) minutes of the time advised for the commencement of that meeting, the meeting shall be adjourned to a later date.
- (d) The President presides at each General Meeting of the Association.
- (e) If a meeting is adjourned for lack of a quorum, the meeting shall be rescheduled and advised to members as set out in section 4.3.

4.5 General meetings - voting

- (a) Each member of the Leadership Team comprising nominated Board Members, Executive Board Members and STA Delegates, is entitled to one vote.
- (b) Decisions will be decided based on simple majority of votes except in the case of changes to the Constitution, where rule 5.4 (b) applies.
- (c) In the event of a tied vote, the President will cast a deciding vote.
- (d) Procedures for voting at a General Meeting on matters relating to a change in the Constitution of the Association are set out in Section 5.4.

4.6 General meetings - appointment of proxies

In the event of a Nominated Board Member being unable to attend a General Meeting, the STA Delegate from that Member Association may be granted a proxy for that General Meeting.

5 - Miscellaneous

5.1 Financial year

- (a) The Association holds the calendar year as its financial year.
- (b) The financial year for the Association ends on 31st day of December each year.

5.2 Funds – source

- (a) The funds of the Association shall be derived from fees and annual subscriptions of members, donations, investments, sponsorship, sale of goods, advertising and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (b) ASTA, through the Board, is empowered to seek grants, endowments and contracts to foster the objects of the Association from such bodies as Federal and State Governments, other organisations, industry, commerce or private donors.
- (c) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

5.3 Funds – management

- (a) The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (b)
 - (i) Authorisation for all cheques, promissory notes, Electronic Funds Transfers (EFTs) and negotiable instruments shall be provided by 2 (two) Executive Board Members, except as allowed for in section 5.3 (c) (i).
 - (ii) Authorisation or funds to cover the day-to-day functioning of the Secretariat may be provided on an ongoing basis by agreement of all Executive Board Members.

- (c) (i) Authorised cheques and electronic funds transfers, within budgeted amounts, may be signed or processed by one Executive member or by one employee authorised by the Board to do so.
- (ii) The password for Electronic Funds Transfers shall be kept by 2 (two) Executive Board Members.

5.4 Alteration of the Constitution

The Constitution may be repealed or amended or amendments made at a General Meeting provided that:

- (a) the Leadership Team members (Board Members and STA Delegates) are given twenty-one (21) days notice of resolution to change the Constitution; and
- (b) the resolution is supported by two thirds of the Leadership Team members (Nominated Board Members, Executive Members and STA Delegates) where each member is entitled to one vote.

5.5 The Common Seal of the Association

- (a) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of either 2 (two) Executive Board Members or of 1 (one) member of the Executive member and the Chief Executive Officer.

5.6 Custody of books and documents

Subject to the Act, the regulation and these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

5.7 Inspection of books

The records, books and other documents of the Association shall be open to inspection at the Association's offices in the ACT, free of charge, by a member of the Association between 9 a.m. and 5 p.m. on Monday – Friday (excluding ACT public holidays).

5.8 Service of notices

- (a) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by prepaying and posting to the person an envelope containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the envelope would have been delivered in the ordinary course of post.

5.9 Dissolution of the Association

- (a) The Association shall not be dissolved except by special resolution of the Association and for which not less than two calendar months written notice, including notice of the proposed dissolution, has been given to all voting members of the Association.
- (b) In the event of ASTA being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by Board in accordance with its powers to another fund with similar purposes which is not carried on for the profit or gain of its individual members, and which is also exempt from income tax.