

**WESTERN AUSTRALIAN SCHOOL CANTEEN ASSOCIATION**  
**INCORPORATED**  
**1994**

**CONSTITUTION AND RULES**

1.0 **NAME:**

1.1 The name of the Association shall be 'The WESTERN AUSTRALIAN SCHOOL CANTEEN ASSOCIATION INCORPORATED' hereinafter referred to as 'The Association'.

2.0 **DEFINITIONS:**

In this constitution the following definitions shall apply:

2.1 The Association shall mean all those persons who have membership in accordance with Rules 5.1,5.2 and 5.3.

2.2 School Community shall mean:

- (i) the parents of children attending the school
- (ii) members of the school staff (other than persons referred to in Rule 5.1 (a)
- (iii) the students attending the school
- (iv) the members of the school Parents & Citizens' Association, Parents & Friends Association or any other such school organisation, not being persons referred to in (i), (ii) or (iii) above.

2.3 School canteen shall mean any facility which provides a regular food service to the students of any registered educational facility.

2.4 Community food service shall mean any canteen or kiosk providing a food service to school aged children and adolescents.

3.0 **OBJECTS:**

The objects of the Association are:

3.1 To promote the provision of nutritious foods in school canteens and other settings frequented by school aged children and adolescents.

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21.0 **DISPOSITION OF ASSETS.:**

21.1 If upon dissolution or winding up of the Association, there remains after the satisfaction of all its debts or liabilities, any profits and assets whatsoever, the same shall not be paid or distributed amongst the members of the said Association for their personal profit or gain, but shall be dispersed by gift or transfer at the discretion of the members present at the meeting referred to in Rule 20, to an Incorporated Association in Western Australia having similar objects to this Association.

17.0 AUDIT OF ACCOUNTS

17.1 The accounts of the Association shall be audited each year and the auditor's report shall be placed before the annual general meeting. The audit shall be undertaken by a member of the Institute of Chartered Accounts in Australia or the Australian Society of Certified Practising Accountants.

18.0 COMMON SEAL

18.1 The Association shall have a common seal on which its corporate name in full shall appear in legible characters.

18.2 The Common seal of the Association shall not be affixed to any document without the express authority of the Executive Committee and every use of the common seal shall be recorded in a register kept for the purposes. The use of the Common Seal will be recorded in the Minutes of the meeting immediately following its affixing.

18.3 The affixing of the common seal of the Association shall be witnessed by any two of the President, Vice Presidents, Honorary Secretary, Honorary Treasurer, Executive Officer.

18.4 The Honorary Secretary shall be responsible for the safe custody of the Common Seal.

19.0 ALTERATION TO RULES:

19.1 No rule shall be amended or repealed nor shall any new rule be made except on the vote of a three-quarters majority of the ordinary members present at the annual general meeting or a special general meeting.

Notice of any proposed amendments, repeal or addition must be given by notice in writing to the Honorary Secretary, such notice must be posted to all members fourteen (14) days before the date of the meeting.

20.0 PROCEDURE FOR DISSOLUTION:

20.1 At a special general meeting notice of which has been given to all financial ordinary members not less than twenty-eight (28) days before the date of the meeting, a three-quarters majority of members present, may by special resolution, resolve to dissolve the Association.

3.2 To provide advice and support to school communities and the wider community in the operation of school canteens.

3.3 To support school communities in the provision of economically viable canteen services.

3.4 To meet with other State School Canteen Organisations being Bodies Corporate and having objects similar to the objects of this Association.

4.0 PROPERTY AND INCOME:

4.1 The property and income of the association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects or purposes.

5.0 MEMBERSHIP

5.1 Ordinary membership of the Association shall be open on application and payment of the prescribed fees to:

- (a) individual persons who have been actively engaged in the daily management/organisation of a school canteen during the past five years;
- (b) any school community which has responsibility for the operation of a school canteen, such school community shall be represented by one delegate.

5.2 Associate membership of the Association shall be open on application and payment of the prescribed fees to:

- (a) representatives of companies active in the provision of goods and services directly to school canteens;
- (b) persons with an interest in the work of the Association

- (c) representatives of the WA Department of Education and Training and WA Department of Health (no fees applicable)

5.3 Life Membership of the Association may be conferred on any person who in the opinion of the Executive Committee has given exceptional service to the Association for a period of not less than five years. Life membership may only be conferred by and at the Association's Annual General Meeting and on the recommendation of the Executive Committee by resolution, such recommendation shall appear on the notice paper of the Annual General Meeting as a Motion on Notice.  
A life member shall have the same rights and privileges as an ordinary member at no cost.

6.0 FEES

6.1 Membership fees shall be due and payable annually on 1 January and any member whose fees are more than three months in arrears shall be removed from the register of members.

6.2 The level/s of fees shall be established at each annual general meeting on recommendation of the Executive Committee.

7.0 MANAGEMENT

7.1 Management of the affairs of the Association shall be vested in an Executive Committee comprised of the office bearers plus four (4) members all of whom shall be elected by and from the ordinary members of the Association at the annual general meetings in accordance with Rule 9.

8.0 OFFICE BEARERS:

8.1 The office bearers of the Association shall be:  
President

Two (2) Vice-Presidents – at least one of whom shall reside in the metropolitan area.

Immediate Past-President (when applicable) until the next annual general meeting of the Association after attaining the position.

Honorary Secretary

Honorary Treasurer

13.5 Quorum

13.5.1 The quorum for all general meetings shall be twenty (20) ordinary members.

14.0 VOTING

14.1 At all meetings of the Association all ordinary members present shall be entitled to one vote on any question placed before the meeting. Except that the chairman shall have only a casting vote which shall be exercised to maintain the status quo.

15.0 EXPULSION OF MEMBERS

15.1 The Executive Committee may by two-thirds majority of those present and voting at a meeting suspend or terminate the membership of any member of the Association.

15.2 The Executive Committee shall give notice in writing to the member, stating the grounds for the proposed suspension or termination and shall provide a reasonable opportunity to the member of being heard at the meeting of the Executive Committee at which the decision is to be made.

15.3 A member whose membership is terminated or suspended may, within one calendar month of termination or suspension, appeal to the Association.

15.4 The Executive Committee shall call a special meeting of the Association within one month of receipt of a notice of appeal referred to in clause 15.3

15.5 The Association shall decide whether such termination or suspension of membership shall be confirmed or lifted and may impose such conditions as it deems fit on the member as a condition for reversal of the decision of the Executive Committee.

16.0 FINANCIAL

16.1 The financial year of the Association shall be from 1 January to 31 December each year

13.0 MEETINGS:

13.1 Annual General Meeting

13.1.1 The Annual General meeting of the Association shall be held during the month of April each year unless otherwise ordered by the Executive Committee.

13.1.2 The business to be transacted at the Annual General meeting shall be:

- (a) Reading and confirmation of minutes;
- (b) President's report;
- (c) Honorary Secretary's report;
- (d) Honorary Treasurer's report
- (e) Nominations for and election of office bearers and members of the Executive committee;
- (f) Nominations and election of Auditor
- (g) Membership fees
- (h) Special business of which notice has been given;
- (I) General Business

13.2 General Meetings:

13.2.1 General meetings, other than the annual general meeting, shall be held at least three times each year at times determined by the members.

13.3 Special General Meetings:

13.3.1 Special general meetings shall be convened by the President or Honorary Secretary on resolution of the Executive Committee or on receipt of a requisition signed by at least ten (10) financial ordinary members of the Association.

13.4 Notice of Meetings:

13.4.1 Except as provided for in Rules 19 and 20 members shall be given at least seven (7) days notice in writing of any meeting. Such notice shall contain details of the business to be conducted at the meeting and no other business shall be transacted at that meeting.

9.0 ELECTIONS:

9.1 With the exception of the Immediate Past President the office bearers and executive members shall be elected by ballot from those ordinary members proposed and seconded from the floor of the meeting and present at that meeting.

10.0 PROCEDURE:

10.1 Each position on the Executive Committee as listed shall be numbered.

The positions of odd numbers shall be declared vacant in the year of odd date and the positions of even number shall be declared vacant in the year of even date.

1. President
2. Vice President
3. Vice President
4. Honorary Secretary
5. Honorary Treasurer
6. Committee member
7. Committee member
8. Committee member
9. Committee member
10. Committee member

Each successful candidate shall be elected for a period of two (2) years, except that from the first annual general meeting one half shall serve for one (1) year and the relevant positions of the two (2) Vice Presidents and five (5) Committee members shall be decided by lot.

10.2 In addition, the Executive Committee may appoint up to two (2) persons who have particular skills or expertise needed by the Committee to the membership of the Committee for terms not exceeding twelve months at a time, provided that such appointments are not made within one month immediately following the declaration of the outcome of the Executive Committee elections.

11.0 DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

11.1 The Executive Committee shall manage the affairs and finances of the Association when a general meeting is not in session.

11.2 The Executive Committee shall have the power to frame by-laws consistent with these Rules. Such by-laws shall be binding on members until repealed or amended by the Executive Committee or any general meeting of members.

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11.3 The Executive Committee shall have the power to fill any vacancy occurring in their membership during the year. Such appointment shall be valid until the next annual general meeting.

11.4 The Executive Committee shall have the power to appoint and remove employees and to determine the remuneration and terms and conditions of such appointments.

11.5 No member of The Executive Committee shall undertake to arrange on his/her own responsibility, anything to which it is necessary to couple the name of the Association or to affix his/her name to any printed form or document of any kind affecting the Association or its affairs without the concurrence of the Executive Committee by resolution.

11.6 At any Executive Committee meeting five (5) of its members shall form a quorum.

11.7 Any member of The Executive Committee who is absent from three (3) consecutive meetings without leave of the Executive Committee shall forfeit membership of the Executive Committee.

11.8 The Executive Committee may form sub-committees to deal with particular aspects of its work. Such sub-committees shall be responsible to the Executive Committee. The President shall be ex officio a member of all sub committees. At all sub-committee meetings a quorum shall comprise of not less than 50% of its members.

11.9 The Executive Committee shall make available for inspection by members at any mutually convenient time, the Associations records and documents.

11.10 The Executive Committee shall at all times be responsible to the general meeting of members.

## 12.0 DUTIES OF OFFICE BEARERS:

12.1 President:

The President, and in his or her absence a Vice-President shall preside at all general meetings and Executive Committee meetings. In the absence of all of these, a person elected by the meeting shall take the chair.

### 12.2 Honorary Secretary:

The Honorary Secretary shall have responsibility for :

- (i) The coordination of the correspondence of the Association.
- (ii) The keeping of full and correct minutes of the proceedings of the Executive Committee and of the Association.
- (iii) The safe custody of all books, documents, records and registers of the Association, other than those required by subrule 12.3 to be kept and maintained by, or in the custody of, the Honorary Treasurer.
- (iv) Maintaining a register of members of the Association.
- (v) Causing the name of any person who ceases to be a member to be deleted from the register of members.

### 12..3 Honorary Treasurer:

The Honorary Treasurer shall:

- (i) Be responsible for the receipt of all moneys paid to or received on behalf of the Association, and shall issue receipts for those moneys in the name of the Association.
- (ii) Ensure all receipts are paid into a bank account in the name of the Association and all payments made either by cheque or from an approved petty cash account.
- (iii) Make payment from the funds of the Association with the Authority of the Executive Committee.
- (iv) Maintain the necessary accounting records of the Association.
- (v) Submit to the Executive Committee a report, balance sheet or financial statement at each meeting.
- (vi) Have responsibility for the safe custody of all securities, books and documents of a financial nature and account records of the Association including those referred to in paragraphs (iv) and (v).
- (vii) All cheques drawn on bank accounts of the Association shall be signed by any two of the President, Vice President, Honorary Secretary, Honorary Treasurer or Executive Officer.



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*2 April 2005*

*16 July, 2008*