



Constitution and Rules

Established 1994

Amended by Resolution;

7 July 2000

2 April 2005

16 July, 2008

22 November, 2008

6 April 2013

23 November, 2013

25 November, 2017

3 September, 2018

WASCA Constitution and Rules

1.0 NAME:

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:

- I. **Act** means the *Associations Incorporation Act 2015*
- II. **Associate member** means a member with the rights referred to in rule 8(6)
- III. **Association** means the incorporated association to which these rules apply
- IV. **Books**, of the Association, includes the following –
 - (a) a register
 - (b) financial records, financial statements or financial reports, however compiled, recorded or stored
 - (c) a document
 - (d) any other record of information
- V. **By laws** means by-laws made by the Association under rule 64
- VI. **Chairperson** means the Committee member holding office as the chairperson of the Association
- VII. **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act
- VIII. **Committee** means the management committee of the Association
- IX. **Committee meeting** means a meeting of the committee
- X. **Committee member** means a member of the committee
- XI. **Community food service** shall mean any canteen or kiosk providing a food service to school aged children and adolescents; sports clubs; recreation or arts centre
- XII. **Financial records** includes:
 - (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers
 - (b) documents of prime entry
 - (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared
 - (ii) adjustments to be made in preparing financial statements
- XIII. **Financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act
- XIV. **Financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act
- XV. **Financial year**, of the Association, means a period commencing 1 July to 30 June each year
- XVI. **General meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend
- XVII. **Member** means a person (including a body corporate) who is an ordinary member or an associate member of the Association
- XVIII. **Ordinary committee member** means a committee member who is not an office holder of the Association under rule 27(3)
- XIX. **Ordinary member** means a member with the rights referred to in rule 8(5)
- XX. **Register of members** means the register of members referred to in section 53 of the Act
- XXI. **Rules** means these rules of the Association, as in force for the time being
- XXII. **School canteen** shall mean any facility which provides a regular food service to the students of any registered educational facility

- XXIII. **School Community** shall mean
- a) the parents of children attending the school
 - b) members of the school staff (other than persons referred to in Rule 5.1 (a))
 - c) the students attending the school
 - d) the members of the school parent body Association or any other such school organisation, not being persons referred to in (a), (b) or (c) above
- XXIV. **Secretary** means the committee member holding office as the secretary of the Association
- XXV. **Special general meeting** means a general meeting of the Association other than the annual general meeting
- XXVI. **Special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act
- XXVII. **Subcommittee** means a subcommittee appointed by the committee under rule 48(1)(a)
- XXVIII. **Tier 1 association** means an incorporated association to which section 64(1) of the Act applies
- XXIX. **Tier 2 association** means an incorporated association to which section 64(2) of the Act applies
- XXX. **Tier 3 association** means an incorporated association to which section 64(3) of the Act applies
- XXXI. **Treasurer** means the committee member holding office as the treasurer of the Association.

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.
- 3.2 To provide advice and support to schools and the wider community in the operation of healthy food services.
- 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.
- 3.5 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.

4.0 MEMBERSHIP

- 4.1 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.

- 4.2 Associate membership of the Association shall be open on application and payment of the prescribed fees to:
- (a) persons with an interest in the work of the Association; representatives of the WA Department of Education, WA Department of Health and food service providers in community settings (e.g. sports clubs, recreation centres).

4.3 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.

- 4.4 A person ceases to be a member when any of the following takes place –
- (a) for a member who is an individual, the individual dies
 - (b) for a member who is a body corporate, the body corporate is wound up
 - (c) the person resigns from the Association
 - (d) the person is expelled from the Association
 - (e) the person ceases to be a member under rule 4.

The secretary must keep a record, for at least one year after a person ceases to be a member, of –

- (a) the date on which the person ceased to be a member
- (b) the reason why the person ceased to be a member.

4.5 Register of members

- a. The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- b. In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
- c. The register of members must be kept at the Association's office.
- d. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

If –

- I. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- II. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

5.0 FEES

- 5.1 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.
- 5.2 The level/s of fees shall be established at each annual general meeting on recommendation of the Executive Committee.

6.0 MANAGEMENT

- 6.1 Management of the affairs of the Association shall be vested in an Executive Committee comprised of the office bearers plus five (5) 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 8.

7.0 OFFICE BEARERS:

- 7.1 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.

8.0 ELECTIONS:

- 8.1 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.

9.0 PROCEDURE:

- 9.1 Each position on the Executive Committee as listed shall be numbered. Committee members hold office until the positions on the Committee are declared vacant at the next annual general meeting.

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.

- 9.2 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.

10.0 DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

- 10.1 The Executive Committee shall manage the affairs and finances of the Association when a general meeting is not in session.
- 10.2 The Executive Committee must meet together for the dispatch of business not less than six times in each year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 10.3 Each Committee member has a deliberative vote.
- 10.4 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 10.5 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.
- 10.6 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.
- 10.7 The Executive Committee shall have the power to appoint and remove employees and to determine the remuneration and terms and conditions of such appointments.
- 10.8 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.
- 10.9 At any Executive Committee meeting 50% of its members shall form a quorum.
- 10.10 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.
- 10.11 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.

- 10.12 The Executive Committee shall make available for inspection by members at any mutually convenient time, the Associations records and documents.
- 10.13 The Executive Committee shall at all times be responsible to the general meeting of members.
- 10.14 Subject to these rules, the procedure and order of business to followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 10.15 As required under sections 42 and 43 of the Act, a Committee member having any material personal interest in a matter being considered by the Committee (except if that material personal interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must -
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) not be present while that matter is being considered by the Committee or vote on the matter.
- 10.16 Sub-rule 10.15 (a) does not apply with respect to a material personal interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- 10.17 The Secretary must cause every disclosure made under sub-rule 10.15 (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

11.0 DUTIES OF OFFICE BEARERS:

- 11.1 **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.
- 11.2 **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 sub-rule 11.3 to be the responsibility of the Hon. Treasurer
 - iv. Comply with section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose
 - v. Maintaining a register of members of the Association in accordance with section 53 of the Act

- vi. (iii) section 29 58 of the Act by maintaining a record of -
 - a. the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
 - b. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.

11.3 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, credit card, from an approved petty cash account or by electronic funds transfer
- iii. Be responsible for payments made from the funds of the Association with the Authority of the Executive Committee
- iv. Ensure the necessary accounting records of the Association are implemented and maintained
- 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
- viii. Electronic funds transactions on any account of the Association shall require the authorization of the Executive Committee. Master Users must be either any two of those persons designated as signatories to the account in (vii) above or one designated signatory to the account plus any one of two other permanent senior staff members to be appointed as required for that purpose by the Executive Committee.
- ix. Make payments to Committee members out of the funds of the Association (except those relating to out-of-pocket expenses for travel and accommodation properly incurred in connection with the performance of the Committee member's functions) only where the payment is authorised by a resolution of the Committee.

12.0 MEETINGS:

12.1 Annual General Meeting

- 12.1.1 The Annual General meeting of the Association shall be held within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 months after the end of the Association's financial year or such other longer period as may in a particular case be allowed by the Commissioner.

12.1.2 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/Executive Officer'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.

12.2 General Meetings:

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

12.3 Special General Meetings:

12.3.1 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.

12.4 Notice of Meetings:

12.4.1 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.

12.5 Quorum

12.5.1 The quorum for all general meetings shall be 5% ordinary voting members.

13.0 VOTING

13.1 At all general meetings of the Association each ordinary member present in person or by proxy is entitled to one deliberative vote.

13.2 A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

13.3 An appointment made under sub-rule 13.2 must be made by a resolution of the board or other governing body of the body corporate concerned - (a) which resolution is authenticated under the common seal of that body corporate; and (b) a copy of which resolution is lodged with the Secretary.

13.4 A person appointed under 13.2 to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

14.0 PROXIES OF MEMBERS OF ASSOCIATION

- 14.1 A member (in this rule called ‘the appointing member’) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at any general meeting.

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 July to 30 June each year.

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 purpose. 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 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act.
- 19.2 No rule shall be amended or repealed nor shall any new rule be made except by special resolution 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.

21.0 DISPOSITION OF ASSETS:

- 21.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.