

Signed by  Ann Meyer
Date 5/10/2015



WASM Alumni Inc. Constitution

1 TITLE

The name of the Association shall be the Western Australian School of Mines Alumni Inc. abbreviated to WASMA.

2 MEMBERSHIP

2.1 The following persons shall be eligible for membership of the Association:

a) Graduate Member

Graduates from any Diploma, Associate-ship, Degree, two-year Undergraduate course, and any recognised Post-Graduate course completed at or awarded by the Western Australian School of Mines (WASM).

b) Associate Member

- (1) Graduates from other tertiary mining education institutions who hold qualifications deemed acceptable by the Council as being at least equivalent to those in 2.1(a); and
- (2) Persons having a special and/or significant association with WASM (for example, past or present WASM lecturers, registrars, technicians and other staff, local identities), who wish to participate in WASMA activities.

c) Life Member

Awarded by Council for meritorious services by WASM Graduates, in recognition of their superior contributions to WASM and/or WASMA. Life membership may be awarded posthumously. There will be no membership fees for Life Members.

d) Corporate Member

Awarded by Council to a corporate entity or other company in recognition of significant sponsorship or other contribution to WASM and/or WASMA. The terms & conditions for each Corporate Membership will be negotiated as approved by the Council, on a case-by-case basis.

e) Honorary Member

Persons invited by Council to accept membership in recognition of meritorious service to the Association. There will be no membership fees for Honorary Members.

All members must be able to provide such evidence of their good character, as the Council may require. With the exception of Graduate Members, all applications for membership must be in writing and require a nomination and second from the council.

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3 AIMS AND OBJECTIVES

3.1 The Aims and Objectives of the WASMA are:

- a) to maintain and advance the common interest of members of WASMA;
- b) to maintain and advance the reputation and well-being of the Western Australian School of Mines;
- c) to provide opportunities for contact between graduates of WASM and to assist them to maintain contact with WASM itself; and
- d) to co-operate with and participate as appropriate in the activities of any organisation which has similar aims.

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

4 COUNCIL

4.1 The control and management of WASMA shall be vested in a Council, all members of which shall be financial members of WASMA having obtained their respective qualification from the Kalgoorlie campus, except for the Chief Operating Officer, who may or may not be a graduate of WASM

4.2 The Council shall consist of:

- a) The President;
- b) The Immediate Past President;
- c) The Vice President;
- d) The Treasurer;
- e) A minimum of 5 other elected members of WASMA; and
- f) The Chief Operating Officer (COO), who shall also act as Secretary to the Council;

4.3 The Council at its discretion may co-opt up to three additional financial members.

4.4 The COO shall be appointed by the elected Council members and shall be remunerated from WASMA's operating funds in a manner agreed by the Council. If a person who is chosen by the Council to be the COO is already a Member of the Association then such membership must be relinquished prior to that person accepting the role of COO.

4.5 In the event of the President resigning or retiring during the term of office, the Vice-President shall assume the duties of President until the next Annual General Meeting. In the event of the Vice President or Treasurer resigning or retiring during their term of office, the Council shall have the power to appoint to the vacancy one of its members who shall hold office until the next Annual General Meeting.

4.6 The Chairman of the Council is the only person who may speak publicly on matters outside the meeting, unless others are authorised by the Chairman to do so.

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5 COUNCIL MEETINGS

- 5.1 The President shall be the Chairman of Council. In the absence of the President, or if the President is unwilling to act, the Vice President shall be Chairman or failing the Vice President, the members present shall elect one of their number to be Chairman for the meeting.
- 5.2 At any meeting of the Council, each Council member present shall be entitled to one vote, except for the COO, who does not have a vote at Council meetings.
- 5.3 The Chairman shall be permitted to exercise a casting vote.
- 5.4 No question shall be decided at any meeting of the Council unless at least six (6) voting members thereof are present, either in person or through electronic means such as telephone, video conferencing, or by such virtual meeting format using email exchanges, or similar technology-based forms of communication.

Resolutions considered by Council at virtual meetings or by exchange of emails shall be formally recorded as such in the Minutes of the next Council meeting.
- 5.5 Notices of meetings of the Council shall state the matters to be considered at such meetings.
- 5.6 The Secretary to Council shall enter a record of all the proceedings of the Council into a Minute Book, or a suitable electronic equivalent.

6 COUNCIL ELECTIONS

- 6.1 Election of the Council shall be held annually. Those elected shall take office as from the completion of the Annual General Meeting and shall hold office for the term of twenty four (24) months, or until the next appropriate Annual General Meeting.
- 6.2 At each election of WASMA, only financial WASM Graduate and Life Members are entitled to vote.
- 6.3 The Chief Operating Officer shall act as the Returning Officer.
- 6.4 The President, Vice President and Treasurer shall be elected at the Annual General Meeting and ideally be selected from amongst those members elected to the Council and shall hold office for a period of twelve (12) months.
- 6.5 A financial member of WASMA shall second each member nominated for a position on the Council in writing and the form shall bear the signature of the nominee indicating willingness to accept nomination.
- 6.6 Unless otherwise approved by Council, all nominations for positions on the Council must be submitted in writing to the Returning Officer no later than 5pm on the day that is two calendar weeks prior to the advertised date of the Annual General Meeting, in order to give the Council sufficient time to solicit additional nominations in the event that there are insufficient nominations.

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7 CASUAL VACANCIES

- 7.1 A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member:
- a) Dies;
 - b) Resigns by notice in writing delivered to the Chairperson or, if the Council member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Council;
 - c) Is convicted of an offence under the Associations Incorporation Act (1987) ("the Act");
 - d) Is permanently incapacitated by mental or physical ill-health;
 - e) Is absent from more than 3 Council meetings in the same financial year without tendering an apology to the person presiding at each of those Council meetings of which meetings the member received notice, and the Council has resolved to declare the office vacant;
 - f) Ceases to be a member of the Association; or
 - g) Is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Council member
- 7.2 The Council shall fill any casual vacancy and the person so appointed shall hold office for the unexpired portion of the term of the member that he or she replaced.

8 REGISTER OF MEMBERS

- 8.1 The Chief Operating Officer, on behalf of WASMA, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of WASMA and their postal or residential addresses and upon the request of a member of WASMA, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register, but shall have no right to remove the register for that purpose nor use the information for any purpose other than that which complies with the Aims and Objectives of WASMA.
- 8.2 The register shall be kept and maintained at the COO's place of residence or at such other place as the members at a General Meeting decide.
- 8.3 The COO must cause the name of a person who dies or who otherwise ceases to be a member under Clause 0 or Clause 20 to be removed from the register of members referred to in Clause 8.1.

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9 GENERAL MEETINGS

- 9.1 The Annual General Meeting of WASMA shall be held in August of each year or at such time as the Council may from time to time determine.
- 9.2 Other General Meetings shall be held as decided by the Council provided that upon the written petition of at least five (5) percent of members a General Meeting shall be held within 28 days of receipt of such petition.
- 9.3 At least fourteen (14) days before any General Meeting a printed and/or electronic notice shall be sent by post and/or email to all members and shall state:
- a) When and where the General Meeting is to be held; and
 - b) Particulars of the business to be transacted and the order in which that business is to be transacted.
- 9.4 Notice must be given by advertising the General Meeting on the WASMA website and by publishing it as a Public Notice in the West Australian newspaper.
- 9.5 At a General Meeting, twelve (12) financial members present constitute a quorum.
- If within 30 minutes of the time specified for the holding of a General Meeting a quorum is not present, the General Meeting stands adjourned to the same time on the same day of the following month (or closest available date) and must be readvertised as per Clause 9.3.
- If within 30 minutes of the time appointed for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 9.6 Voting at any General Meeting of WASMA will be in accord with the following:
- a) Only WASM Graduate and Life Members (Voting Members), may vote at any General Meeting of WASMA
 - b) Voting members are entitled to only one vote on any motion
 - c) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, while a Special Resolution requires 75% majority
 - d) Votes may be registered by proxy; however each voting member attending the general meeting in person may represent by proxy one other (and only one) voting member
- 9.7 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution will be evidence of that fact.
- 9.8 At a General Meeting a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and if so demanded, must be taken in such manner as the Chairperson directs.
- 9.9 If a poll is demanded in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

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10 FINANCES

- 10.1 All finances of WASMA shall be recorded and kept up-to-date by the Treasurer and/or the Chief Operating Officer and a statement of income and expenditure for the preceding financial year ending 30 June shall be presented by the Treasurer at each Annual General Meeting
- 10.2 An auditor of WASMA shall be appointed at the Annual General Meeting and the annual statement of income and expenditure shall be accompanied by a report from such auditor.
- 10.3 The Council shall cause to be kept an up-to-date record of all gifts and bequests made to or in favour of WASMA, which record shall contain particulars of all trust conditions and requirements (if any) which the donor may have prescribed at the time of making the gifts or bequests.
- 10.4 The Treasurer shall be responsible for the receipt of all monies paid to or received on WASMA's behalf and must issue, or cause to be issued, receipts for those monies in the name of WASMA.
- 10.5 Payments to be made from WASMA's accounts must be done so with the authority of the Council and require the signature (or equivalent electronic authorisation) of at least two of the following officers:
 - a) President;
 - b) Vice President;
 - c) Treasurer; and
 - d) Chief Operating Officer.

Remuneration for the services of the Chief Operating Officer shall be authorised by at least two of the following three officers:

- a) President;
- b) Vice President; and
- c) Treasurer.

The Voting Members of Council will appoint from its numbers two others to join with the above mentioned three officers, who shall collectively be responsible for monitoring the performance of the COO according to a COO Duty Statement which shall be approved by resolution of Council, and shall make recommendations to the voting Members of the Council regarding the remuneration arrangements of the COO.

- 10.6 If upon the winding up of WASMA there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred:
 - a) To another association incorporated under the Act which has similar objects; or
 - b) For charitable purposes;

Which association or purposes, as the case requires, shall be determined by resolution of the members.

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11 SUBSCRIPTIONS

- 11.1 The annual subscriptions for Graduate, Associate and Corporate memberships shall be of such amounts as may be decided by the Council from time to time and shall fall due on the 1st July each year.
- 11.2 Subject to Clause 11.3, a member whose subscription is not paid within 3 months after the relevant date fixed by or under Clause 11.1 ceases on the expiry of that period to be a member, unless the Council decides otherwise.
- 11.3 A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under Clause 11.1 or within 3 months thereafter, or such other time as the Council allows.

12 PATRONS

- 12.1 The Council may appoint one or more personalities for a stated period of time, whether Members or not, as Patrons of the Association. Persons may be chosen specifically for their standing in the community and interest in the initiatives of the Council and are able to assist with representation and/or provide mentoring capabilities. Different persons may be appointed for their specific capabilities to address various Council initiatives.

13 HONOUR BOARD

- 13.1 The Honour Board will include the names of WASM Graduates' demonstrating extraordinary levels of achievement in their lives, according to criteria adopted by the WASMA council.
- 13.2 The Honour Board shall have the following categories:
- a. **High Achieving Graduates**
Graduates who are selected for their outstanding career performance and or with contributions assisting WASMGA objectives, or their contributions to society
 - b. **CHAMPIONS**
Individuals (non WASM graduates) groups and organisations, who have made extraordinary contributions for enhancing the reputation of WASM & its Graduates maybe nominated as WASMA Champions. Champions who are individuals will be Awarded Honorary Membership pursuant to clause 2.1 (e)

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13.3 An Honours Selection Committee, appointed by Council, will propose nominations for Honour Board recognition according to criteria approved by Council, which will then consider putting such nomination to a General Meeting of Members for their majority vote of approval.

13.4 Successfully adopted nominations, will be listed on Virtual Honour and Recognition Boards, as posted in an Honours Gallery, on the WASMA website & selected Honour Boards may be mounted (as appropriate), on Campuses or at other places as deemed appropriate by Council.

14 ALTERATION OF CONSTITUTION

14.1 The terms of the Constitution may be altered or added to by resolution carried by a majority of 75% of members voting at any Annual General Meeting, or General Meeting convened for the purpose.

14.2 Any notice of proposed amendment must be in the hand of the Chief Operating Officer 28 days prior to the next General Meeting at which such proposal is to be considered.

14.3 The rules of the Constitution bind every member and WASMA to the same extent as if every member and WASMA had signed and sealed these rules and agreed to be bound by all their provisions.

14.4 Any changes to the Constitution must be registered with the appropriate Department of the Western Australian State Government within two months of the general Meeting of Members voting to endorse such changes, and such changes cannot be exercised until the approvals of the appropriate Western Australian State Government Department have been received.

15 COMMON SEAL OF THE ASSOCIATION

15.1 WASMA must have a common seal on which its corporate name appears in legible characters.

15.2 The common seal of WASMA must not be used without the authority of the Council and every use of that common seal must be recorded in the minute book referred to in Clause 5.6.

15.3 The affixing of the common seal of WASMA must be witnessed by any two of the President and/or Vice President and/or an additional Council member.

15.4 The common seal of WASMA must be kept in the custody of the President or of such other person as the Council from time to time decides.

16 RECORDS & DOCUMENTS

16.1 Custody of all minute books, documents, records, securities and registers of WASMA is to be kept and maintained by the Chief Operating Officer.

16.2 It is the responsibility of the nominated Council members to ensure documents are passed on to the Chief Operating Officer for record keeping.

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16.3 A member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Association.

17 INTERPRETATION OF CONSTITUTION

17.1 The Council shall determine any question of the interpretation of the Constitution.

18. BY-LAWS

17.1 Council shall have the power to make, alter and rescind any By-laws that it considers necessary for the effective administration of WASMA, provided that no by-law may be inconsistent with this Constitution.

The Secretary to Council shall record by-laws that are made, altered or rescinded pursuant to clause 18.1 shall be recorded in a Register of By-Laws.

19. TERMINATION OF MEMBERSHIP

19.1 Membership of WASMA may be terminated upon:

- a) Receipt by the Secretary or another Council member of a notice in writing from a member of his or her resignation from WASMA. Such person remains liable to pay to WASMA the amount of any subscription due and payable by that person to WASMA but unpaid at the date of termination; or
- b) Non-payment by a member of his or her subscription within three months of the date fixed by the Council for subscriptions to be paid, unless the Council decides otherwise in accordance with Clause 11.2; or
- c) Expulsion of a member in accordance with Clause 20.

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20. SUSPENSION OR EXPULSION OF MEMBERS

20.1 If the Council considers that a member should be suspended or expelled from membership of WASMA because his or her conduct is detrimental to the interests of WASMA, the Council must communicate, either orally or in writing, to the member:

- a) Notice of the proposed suspension or expulsion and of the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and
- b) Particulars of that conduct, not less than 30 days before the date of the Council meeting referred to in Clause 20.1(a).

20.2 At the Council meeting referred to in a notice communicated under Clause 20.1 the Council may, having afforded the member concerned a reasonable opportunity to be heard by or make representations in writing to the Council, suspend or expel or decline to suspend or expel that member from membership of WASMA and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

20.3 Subject to Clause 20.5, a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under Clause 20.2.

20.4 A member who is suspended or expelled under Clause 20.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in Clause 20.3.

20.5 When notice is given under Clause 20.4:

- a) WASMA in a General Meeting must either confirm or set aside the decision of the Council to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by or to make representations in writing to WASMA in the General Meeting; and
- b) The member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Council to suspend or expel him or her is confirmed under this Clause.

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21.DISPUTES AND MEDIATION

- 21.1 The grievance procedure set out in this rule applies to disputes under these rules between:
- a) a member and another member; or
 - b) a member and WASMA; or
 - c) if WASMA provides services to non-members, those non-members who receive services from WASMA, and WASMA.
- 21.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 21.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days hold a meeting in the presence of a mediator.
- 21.4 The mediator must be:
- a) A person chosen by agreement between the parties; or
 - b) In the absence of agreement:
 - (1) In the case of a dispute between a member and another member, a person appointed by the Council of WASMA;
 - (2) In the case of a dispute between a member or relevant non-member (as defined by Clause 21.1(c)) and WASMA, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 21.5 A member of WASMA can be a mediator.
- 21.6 The mediator cannot be a member who is a party to the dispute.
- 21.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.8 The mediator, in conducting the mediation, must:
- a) Give the parties to the mediation process every opportunity to be heard;
 - b) Allow due consideration by all parties of any written statement submitted by any party; and
 - c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 21.9 The mediator must not determine the dispute.
- 21.10 The mediation must be confidential and without prejudice.
- 21.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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