

C O N S T I T U T I O N

PERMACULTURE ASSOCIATION OF W.A. INC
(Amended 2005)

1. NAME

The name of the association shall be "Permaculture Association of W.A. Inc" hereinafter called "PAWA".

2. OBJECTIVES

The objectives of PAWA shall be to encourage the development of all forms of Permaculture in W.A. by:

- a. promoting the design and construction of Permaculture systems
- b. promoting the rehabilitation of degraded land areas
- c. promoting the protection and enhancement of local ecosystems
- d. providing opportunities for interested people to meet
- e. disseminating information and resources
- f. seeking contact with any other related groups
- g. seeking income to sustain the above objectives

3. MEMBERSHIP

The members of PAWA shall consist of all persons subscribing to the objectives of PAWA and who have paid the specified subscription.

4. CESSATION OF MEMBERSHIP

A person shall cease to be a member of PAWA:

- a. on the member's written resignation or death
- b. if the member's subscription is unpaid for more than three months and the committee resolves to remove the person's name from the list of members, or
- c. if the person's name is removed from the list of members by vote of a Special General Meeting.

5. POWERS

PAWA shall have the following powers:

- a. To acquire any property whether real or personal by purchase, exchange, gift, devise, lease or by any means whatsoever subject to or not subject to any special

condition or conditions and subject to the general object or purpose of PAWA and to sell all or any other personal or real property of PAWA and to let, exchange or otherwise dispose of and execute conveyances, transfers, mortgages and assurances thereof.

- b. To borrow money on mortgage on the security of the whole or any portion of the real and/or personal property of PAWA or without giving any security for the same.
- c. To invest all or any of the funds of PAWA in any security for the time being authorised by Law or for the investment of trust funds and from time to time to vary such investment.
- d. To make by-laws, rules or regulations and other proceedings for the due maintenance and control of PAWA and for regulating the duties, control and conduct of persons in the employ of, or under the care of control of PAWA.
- e. To do all such other lawful acts, matters and things as may be incidental to or deemed to be conducive to the attainment of or execution of the foregoing objectives and powers or any of them generally and/or otherwise to manage the institution of PAWA.
- f. To apply for, receive and administer any grant or loan made to PAWA under any State or Federal legislation or from individual or private organisations and foundations.
- g. To amend, rescind or add to the by-laws, rules or regulations of PAWA such that any amendment of any by-law, rule or regulation shall have the life, force, effect and authority as if originally included in these presents except as regard any matter or thing done previously thereto, provided however that no alterations shall be made which shall authorise the utilisation of funds of PAWA or any part thereof for any purposes other than the purpose as defined in the objectives clause of this constitution.
- h. To delegate any of its powers to any person or trust as PAWA thinks fit.
- i. To control or assist the running of any association or body for any purpose incidental to or conducive to the attainment of PAWA's objectives.

6. SUBSCRIPTIONS

The subscriptions of PAWA shall be determined by the committee.

7. COMMITTEE

At the Annual General Meeting all elected positions shall be declared vacant and PAWA shall elect from the members the following persons:

- a. A Convenor, whose duties shall be to act as chairperson at meetings, to act as spokesperson for PAWA and to assist in the organisation of PAWA as necessary.

- b. An Assistant Convenor to assist the Convenor or to stand In for the Convenor whenever necessary.
- c. A Secretary, whose duties shall be to keep a record of all members, take and keep a record of all meetings and to conduct all correspondence on behalf of PAWA, reporting all inwards and outwards correspondence to meetings of PAWA or the committee.
- d. A Treasurer, whose duties shall be to keep the financial records, give receipts for all monies in an approved financial institution and pay by cheque all accounts authorised by the committee or a meeting of PAWA.
- e. Other Committee members as required whose duties shall be to assist the functions of PAWA. This may include an Editor, whose duties shall be to carry out the publications of PAWA, and local groups co-ordinators.

The persons listed above shall together be known as the Committee.

The term of office of each member of the committee shall be from election to the next Annual General Meeting, except as otherwise provided in this constitution. All members of the committee shall be eligible for re-election.

8. MANAGEMENT

The management of PAWA shall be vested in the Committee who may appoint administration officers as required.

9. ELECTION OF THE COMMITTEE

Members of the committee shall be elected by ballot at the Annual General Meeting in the order listed above. These ballots shall be decided by simple majority and in the event of a tie another ballot shall be held to decide between the tying candidates. A returning officer for the ballot shall be appointed at the meeting. Nominations shall be in writing or by verbal proposal and the nominee's acceptance thereof must be made in the same way. Elected members shall take office immediately after the declaration of the result of the ballot. Any committee member absent from three consecutive committee meetings without reasonable excuse shall be deemed to have vacated the position. Any committee member may be removed from the position by vote of a Special General Meeting. Vacancies arising during a term of office of the committee shall be filled by vote of the committee.

10. COMMITTEE MEETINGS

The committee shall meet from time to time as it thinks fit provided that it shall meet at least once every three months. The Secretary or an appointed officer of the association, shall advise all committee members of the time and place of such meetings at least seven days before the date fixed, unless it is decided otherwise by mutual agreement of all committee members. A committee meeting shall be convened by the Secretary upon the requisition of the Convenor or any two committee members and such a meeting shall be held within twenty-one days.

11. POWERS OF THE COMMITTEE

The Committee shall govern PAWA under the by-laws, rules and regulations of PAWA. The committee shall have the power to do all legal acts, matters and things necessary, desirable or required for the promotion of the objectives of PAWA including the power to delegate all or any of its responsibilities to sub-committees of the committee. The committee shall ensure that minutes of all its proceedings are taken and kept as a record and shall cause proper financial records of PAWA's affairs to be maintained and audited annually. A bank or other account shall be opened where as directed by the committee and all withdrawals shall be signed by any two of the Convenor, Assistant Convenor, Secretary, Treasurer or the appointed administration officer. The committee shall have the power to co-opt PAWA members to the committee as required. Half the elected members of the committee shall comprise a quorum.

12. COMMITTEE DECISIONS

Questions decided at any committee meeting shall be decided by consensus a simple majority vote. A tied vote shall be regarded as lost.

13. GENERAL MEEINGS

General meetings shall be held at times to be determined by the committee. The Annual General Meeting shall be held within four months after the end of the PAWA financial year and shall be conducted as, and have the same authority as, a General Meeting apart from such special provisions provided in this constitution. Notice of the Annual General Meeting shall be sent to all members at least twenty-eight days before the meeting and the notice shall include an agenda and notice of all motions.

14. QUORUM FOR MEETING

Five per cent of the financial membership or twenty financial members, whichever is the lesser, constitute a quorum for General Meetings, Special General Meetings and Annual General Meetings.

15. CONDUCT OF MEETINGS

In the absence of the Convenor, Assistant Convenor or Secretary, a meeting shall elect a chairperson or secretary from the Committee members as necessary.

16. MEMBERS VOTING

Only financial members of PAWA shall be entitled to vote at all meetings of PAWA and all propositions, questions and matters shall be decided by a majority vote except for the provision under item 25 below, to be determined in the first instance by a show of hands unless a ballot is demanded by at least six members present. Election of officers must be conducted by ballot in accordance with principle 9 of this constitution.

17. SPECIAL GENERAL MEETINGS

The committee may at any time and shall upon written requisition signed by at least six members, call upon the Secretary or appointed officer, to convene a Special General Meeting which shall be held at such time and place as the committee shall direct and not later than twenty eight days from receipt of such requisition. A Special General Meeting shall be conducted as, and have the same authority as, a General Meeting, except that notice of all motions shall be included with an agenda and notice of the meeting to be sent to all members at least fourteen days before the meeting.

18. PROXIES

Members eligible to vote at any meeting whatsoever may do so by written proxy.

19. AUDITOR

At the Annual General Meeting an Auditor shall be appointed for the following twelve (12) months. The Auditor shall examine the books and all the financial records of PAWA for the year following his or her election and shall prepare a report for presentation with the Treasurer's cash statement and balance sheet at the next succeeding Annual General Meeting.

20. COMMON SEAL

PAWA shall have and use a common seal inscribed with the name of PAWA which will be held by the Secretary and it shall be used or affixed to any document after authority has been given by a majority decision of a General Meeting or the committee. The Secretary together with the Convenor or one other committee member shall sign any document to which the seal has been affixed.

21. FINANCE

PAWA is to remain a non-profit organisation. All income from the activities of PAWA for the work of its members shall belong to and shall be used for the purpose of PAWA only and individual members will have no claim or title to such income or any property of PAWA.

22. ASSETS AND INCOME

The assets and income of PAWA shall be applied solely in the promotion of its objectives and no portion shall be distributed directly or indirectly to its members except in their capacity as members and on behalf of PAWA.

23. AMENDMENT TO THE CONSTITUTION

The constitution shall be amended only at a Special General Meeting of PAWA and by consent of 75% of members present. Amendments may be proposed by the committee or any financial member of PAWA. The secretary or appointed officer, shall be notified in writing by the individual member of the proposed

amendment which is seconded by another member not less than twenty-eight days prior to the meeting.

24. TRUSTEES

The committee shall appoint up to three trustees from amongst the members of PAWA to hold property in the name of the trustees of PAWA.

25. INDEMNITY

No office bearer or member of the committee or other group or person acting on behalf of PAWA shall personally be liable for the act or default of any other person working for PAWA or for any loss or damage resulting from the performance of his or her duties. No person shall be entitled to be indemnified out of the funds of PAWA for any liability incurred by him or her without written authorisation from the committee.

26. DISSOLUTION OF THE ASSOCIATION

A Special General Meeting called for the purpose to dissolve the Association, may by consent of 75% of the members present and eligible to vote, resolve to dissolve PAWA. If such resolution is confirmed by a similar majority vote at a subsequent Special General Meeting held not less than twenty-one or more than twenty-eight days thereafter, then PAWA shall be dissolved. The appropriate government agency will be then notified of dissolution.

27. DISPOSAL OF PROPERTY UPON DISSOLUTION

If upon the winding up or dissolution of PAWA 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 purposes; or
- b. for charitable purposes

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

28. INTERPRETATION

Any dispute which arises in regard to the interpretation of this constitution shall be referred to a mutually acceptable arbitrator who is not a member of PAWA and who is appointed by a General Meeting of PAWA. The arbitrator shall have the authority to interpret the constitution and report his or her decision to the Secretary or Convenor, or both, in writing and his or her decision shall be final.

In any case, should matters arise not provided for in this constitution, the same shall be decided in accordance with the standing orders in practice in the legislature of the State of Western Australia.