Constitution

Permaculture Association of W.A. Inc.
(Amended 2025)

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 or organisations subscribing to the objectives of PAWA and who have paid the specified subscription. Life members are members deemed by PAWA and will have the same entitlements as financial members. Membership commences on the day a member pays the agreed membership fee and ceases when the agreed membership period terminates. PAWA will keep a record of all members, including names and information, by means of which contact can be made.

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 28 days;
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. 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.

c. A Treasurer, whose duties shall be to keep the financial records, give receipts for all monies in an approved financial institution and pay all accounts authorised by the committee or a meeting of PAWA and provide a report of financial standings at committee meetings including the Annual General Meeting.

d. Other Committee members as required whose duties shall be to assist the functions of PAWA.

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 a majority vote at the Annual General Meeting in the order listed above. These votes shall be determined in the first instance by a show of hands unless a ballot is demanded by at least six members present and, in the event of a tie, another vote shall be held to decide between the tying candidates. A returning officer for the vote 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 vote.

Any committee member absent from the 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

10.1 The committee shall meet from time to time as it thinks fit provided that it shall meet at least once every 3 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 convener or any two committee members and such a meeting shall be held within twenty-one days.

10.2 A member of the committee who has a material personal interest in a matter being considered at a committee meeting must:

a. as soon as they became aware of that interest, disclose the nature and extent of their interest to the committee;
b. disclose the nature and extent of the interest at the next general meeting of the association.

The Association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

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. 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, 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 or a simple majority vote. A tied vote shall be regarded as lost.

13 General Meetings

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 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 27 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 in accordance with item 9 of this constitution.

17 Special General Meetings

The committee may at any time and shall upon written requisition signed by at least 5% of the membership, 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 The inspection by members of the association records and documents

All members have the right to inspect the rules of their association, minutes of general meetings of the association, the register of members and the register of officer bearers. provided that;

a. the request for such be in writing and

b. a statutory declaration setting out the purpose for which the copy or extract is required is provided and

c. that the purpose is connected with the affairs of the association.

If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

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.

The PAWA financial year shall commence on July,1st.

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. Any payments to committee members shall be authorised by a resolution of PAWA members.

23 Amendment to the Constitution

The constitution shall be amended only at an Annual General Meeting or 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 Dispute Resolution

In the event of a dispute between members, or between members and PAWA, the following processes shall apply.

26.1 Self-resolution

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

26.2 Grievance procedure

Failing resolution under rule 26.1, any party to the dispute may provide written notice to the secretary of the association and address the subject of the dispute. Within 28 days of receipt of notice by the secretary, a committee meeting must be convened to consider and determine the dispute.

The parties to the dispute must be provided with written notice of the dispute resolution committee meeting at least 7 days before the meeting is held. The notice must state:

a. the time and location of the meeting; and

b. that the party (or their representative) may attend the meeting and will be provided an opportunity to make submissions to the committee.

If the dispute is between members and PAWA, and any party to the dispute provides written notice to the secretary that they do not agree to the dispute being determined by the committee, the committee must not determine the dispute and a mediator must be appointed as per rule 26.4.

26.3 Determination of dispute by committee

At the committee meeting at which the dispute is to be considered and determined, the committee must:

a. provide each party (or representative) a reasonable opportunity to make submissions to the committee about the dispute; and

b. give due consideration to any submissions made; and

c. determine the dispute.

The committee must provide each party to the dispute with written notice of the committee's determination, and the reasons for the determination, within 7 days after the meeting at which the determination was made.

A party to the dispute may, within 14 days after receiving notice of the committee's determination, provide written notice to the secretary requesting appointment of a mediator as per rule 26.4. Each party to the dispute is a party to the mediation.

26.4 Resolution by mediator

A mediator must be a person chosen by agreement between the parties to the dispute. If there is no agreement, the committee must appoint the mediator.

The person appointed as a mediator by the committee:

a. must be a person who acts as a mediator for another not-for-profit body; and

b. may be a member or former member of PAWA provided they must not:

    a. have a personal interest in the matter that is the subject of the mediation; or

    b. be biased in favour or against any party to the mediation.

27 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.

28 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.

29 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.