

THE CORPORATIONS ACT 2001
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A CAPITAL DIVIDED INTO SHARES

<p>CONSTITUTION</p> <p>OF</p> <p>WORKERS' EDUCATIONAL</p> <p>ASSOCIATION ILLAWARRA</p>
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1. PRELIMINARY

- 1.1 The name of the Company is the Workers' Educational Association Illawarra, trading as WEA Illawarra.
- 1.2 The liability of the Members is limited by guarantee.
- 1.3 The registered office of the Company will be situated in the State of New South Wales.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution

“**Act**” means the Corporations Act 2001(Cth) or its successor;

“**Adoption Date**” means the date this Constitution comes into force;

“**Board**” means the Directors in office for the time being;

“**Chair**” means the person selected by the Board who acts as chair at a meeting of the Board or subcommittees;

“**Chief Executive Officer**” means the person appointed from time to time as such, whether with that title or otherwise, by the Board under this Constitution;

“**Company**” means Workers' Educational Association Illawarra
ACN 062 944 950;

“**Constitution**” means this Constitution;

“Deputy Chair” means the person selected by the Board to deputise for the Chair in the Chair’s absence;

“Director” means a person for the time being elected or appointed as director of the Company in accordance with this Constitution and the Act;

“WEA Advisory Body” means the body established for the purpose of providing advice to the Company on student, course and community issues relevant to the Company.

3. THE COMPANY

- 3.1 The Company is a not for profit, non government, community based organisation dedicated to the extension of life long learning in the community.
- 3.2 The Company shall recognise the value of a culturally diverse community and the importance of a tolerant society in which views are freely expressed and each member’s fullest development is encouraged.

4. VISION

- 4.1 The Company’s Vision is to be a leader in the provision of quality education by offering a diverse range of life-long learning opportunities, including lifestyle, pre-vocational and vocational programs.

5. OBJECTS OF THE COMPANY

- 5.1 The Objects of the Company are:
 - (a) To provide and promote educational and vocational training for the community, with a focus on adult life-long learning;
 - (b) To publish or arrange for the publication of resources;
 - (c) To undertake educational research from time to time;
 - (d) To carry on other activities which are conducive to the vision of the Company.
- 5.2 The company shall recognise that freedom of thought and discussion is an essential part of education and, subject to the law, no restrictions shall be placed by the Company on the expression of any point of view in relation to the subject matter of any educational activity.
- 5.3 The Company will at all times be non-sectarian and apolitical.
- 5.4 The Company will abide by the principles of anti discrimination and equal employment opportunities.

6. MEMBERSHIP OF THE COMPANY

6.1 An applicant for membership of the Company will be required to sign an application confirming their support of the Objects of the Company as set out in the Constitution in such form from time to time as determined by the Board.

6.2 There shall be the following classes of Members of the Company:-

6.3 Student Members

A person, aged 18 years or over, who commences an educational activity provided by the Company, may apply to become a Member of the Company at that time. The Board may grant such a person Membership of the Company subject to that person satisfying such conditions as the Board may from time to time determine. Such a person shall remain a Member of the Company for a period of twelve (12) months from the time their membership is approved by the Board or its nominee.

6.4 Directors

All Directors shall be Members of the Company. Should a Director cease to be a Board Member, he/she shall remain a Member of the Company for a period of twelve (12) months from the date they commenced as a Director, or from the date of the previous Annual General Meeting, whichever is the greater.

6.5 Life Members

Life Membership of the Company may be conferred in recognition of outstanding services rendered to the Company by an individual by a three-quarter majority of those present and voting at an Annual General Meeting

6.6 Invited Members

The Board may invite a person, either as an individual or as a representative of an organisation, to be a Member of the Company for a period of twelve (12) months.

6.7 Register of Members

The names and contact details of Members of the Company shall be entered into the Register of Members and kept in accordance with the Act. For the purpose of determining entitlement to vote at the Annual General Meeting or at a Special Meeting, the Members entitled to vote shall be determined by the Register of Members as at the date the notice is issued advising Members of the meeting.

6.8 Cancellation of Membership

Membership or Directorship of the Company may be cancelled if a Member or Director's conduct, in the opinion of the Board, discredits the Company or is contrary to the achievement of the Objects of the Company. Written notice shall be given by the Board to any Member or Director alleged to have committed such conduct, stating the conduct in question. The Member or Director shall be given a reasonable opportunity to make a submission for consideration at the next meeting of the Board whose decision on cancellation will be final.

7. ORGANISATION

- 7.1 The Company will be subject to an Annual General Meeting of the Members and such other meetings of the Company that may be called.
- 7.2 The management of the Company is vested in the Board subject to the powers of the Annual General Meeting and in accordance with the Constitution.
- 7.3 The Board may delegate functions or duties to one or more sub-committees except where these functions and duties are imposed on the Board by the Act.
- 7.4 The appointment of auditor, tutors, staff and the rates of tutors' and staff remuneration, shall be solely under the control of the Board, or where delegated, the Chief Executive Officer.
- 7.5 There shall be a Chief Executive Officer appointed by the Board, responsible for the initiation and execution of policy subject to any directions from the Board.
- 7.6 The Chief Executive Officer of the Company shall be the Company Secretary and Public Officer.

8. BOARD OF DIRECTORS (the Board)

Composition of the Board

- 8.1 The Board shall comprise up to 10 Directors.
- 8.2 Subject to this Constitution, up to six (6) Directors shall be elected to the Board as Elected Directors at the Annual General Meeting of the Company by the Members of the Company.
- 8.3 Up to four (4) Directors shall be appointed to the Board as Appointed Directors, by the elected Directors at the first meeting of the Board following the Annual General Meeting of the Company.
- 8.4 If the number of nominations for Elected Director positions falls short of the vacancies that exist, the nominees will not automatically be elected and will be subject to election by the Members.
- 8.5 Where the number of Elected Directors falls short of the vacancies that exist, there shall be a casual vacancy to the extent of the shortfall. The Board may appoint Directors to fill such vacancies in accordance with the Casual Vacancy clause.
- 8.6 A person may nominate themselves for election to the Board as an Elected Director or they may be nominated by a Member of the Company. Provided always that a person employed by the Company, as a staff member or tutor, is not eligible to be a Director whilst so employed.

- 8.7 At the first Annual General Meeting following the adoption of this Constitution, up to three (3) Directors will be elected for a three (3) year term and up to three (3) Directors will be elected for a two (2) year term. Thereafter clause 8.8 applies.
- 8.8 All Directors will serve two (2) year terms.
- 8.9 No Director shall receive remuneration for their services in their capacity as a Director.
- 8.10 The Board shall appoint from within its numbers a Chair and Deputy Chair who shall serve in their respective positions until the next Annual General Meeting of the Company.
- 8.11 The Chair may exercise a primary vote and a casting vote.
- 8.12 The quorum for Board meetings shall be fifty per cent (50%) of Directors as may exist from time to time.

Casual Vacancies and Removal of Directors

- 8.13 Where a casual vacancy occurs in the position of a Director between the date of one Annual General Meeting and the next, the Board may appoint a Director to fill the casual vacancy without calling a special meeting of the Company and such appointee shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- 8.14 A casual vacancy in the office of a Director occurs if the Director:
- a. Is absent from three (3) consecutive meetings of the Board without leave of absence being granted by the Board;
 - b. Is removed from the Board due to conduct, that in the opinion of the Board, discredits the Company or is contrary to the achievement of the Objects of the Company ;
 - c. Ceases to be a Director by virtue of provisions relating to Directors under the Act;
 - d. Becomes prohibited from being a Director of a company by reason of any order made under the Law;
 - e. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - f. Resigns as a Director by notice in writing to the Company;
 - g. Becomes bankrupt;
 - h. Dies.
- 8.15 The Directors in office immediately prior to the Adoption Date of this Constitution shall continue to hold office until the next Annual General Meeting of the Company.

9. THE POWERS AND RESPONSIBILITIES OF THE BOARD

- 9.1 Without limiting the general powers and responsibilities that the Board has by law it has the following specific responsibilities:
- a. To determine the strategic direction and policy of the Company;

- b. To approve the annual budget and strategic and operating plan of the Company;
- c. To make arrangements for, and conduct of, meetings as provided for in sub-clause 7.1;
- d. To prepare an annual report including those financial reports required by the Act for presentation at the Annual General Meeting;
- e. To direct impression of the Common Seal upon such documents as may be appropriate or delegate authority to impress the Common Seal;
- f. To investigate, report on, or take action on any matters referred to it by the WEA Advisory Body, the Annual General Meeting or a Special Meeting;
- g. To select and appoint the Chief Executive Officer and determine the terms of appointment;
- h. To form sub-committees and to appoint a person or persons to represent the Company on committees or governing bodies of external organisations;
- i. The Board shall meet no less than four (4) times per calendar year provided it may by resolution cancel or postpone any meeting.

10. WEA ADVISORY BODY

- 10.1 A WEA Advisory Body will be convened by the Board with the purpose of providing advice to the Company on student, course and community issues relevant to the Company.
- 10.2 The WEA Advisory Body is open to students, tutors and other people who have an interest in contributing to the progress of the Company and are prepared to support and assist the Company in its endeavours to fulfil its Objects and ideals.
- 10.3 The Company will arrange meetings of the WEA Advisory Body no less than four times per year and where feasible on a schedule of one meeting per term. The meetings will be chaired by the Chair or the Deputy Chair, or in their absence, a nominee of the Chair.

11. PROPERTY AND INCOME

- 11.1 The income and property of the Company shall be applied towards the promotion of the Objects as set forth in this Constitution, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Company.
- 11.2 This shall not prevent payment to any officers or servants of the Company or to any Member of the Company or other person for services rendered to the Company or for out of pocket expenses but so that no Member shall be paid remuneration or other benefit in money or moneys worth except for:
 - a. repayment of out of pocket expenses incurred in carrying out the duties of a Director where the payments do not exceed an amount previously approved by the Board; or
 - b. any service rendered to the Company pursuant to a contract where the provision of that service has the prior approval of the Board or it's nominee and is on reasonable commercial terms.

12. ANNUAL GENERAL MEETING

- 12.1 The Annual General Meeting of the Members of the Company shall take place within four (4) months of the end of the financial year of the Company. Members will be provided with 28 days notice of the Annual General Meeting.
- 12.2 The business of the Annual General Meeting shall include:
- a) Consideration of the annual report of the Company;
 - b) Consideration of the annual financial reports of the Company;
 - c) Election of the Directors of the Board in accordance with the vacancies that exist;
 - d) Appointment of the Company's Auditors;
 - e) Consideration of Special Resolutions.

13. SPECIAL MEETINGS

- 13.1 The Chief Executive Officer shall call a Special Meeting of Members upon resolution of the Board or upon receipt of a requisition signed by at least ten eligible Members or 10% of eligible Members of the Company, whichever is the greater.

14. GENERAL

- 14.1 Meetings of the Board, except Annual General Meetings or Special Meetings, shall be deemed to be General Meetings of the Company. Directors will be provided with not less than 7 days notice of a General Meeting.
- 14.2 The Chair and CEO shall be ex-officio members of all subcommittees and management committees of the Company's clubs.

15. FINANCIAL YEAR

- 15.1 The financial year of the Company is from 1 January to 31 December inclusive.
- 15.2 True account shall be kept of all financial transactions of the Company. At least once every year the accounts of the Company shall be audited by a properly qualified Auditor.

16. BY-LAWS

- 16.1 The business of meetings of the Company and the conduct of business of the Company may be regulated by By-Laws and Policy adopted by the Board from time to time.

17. THE COMMON SEAL

- 17.1 The Company Seal shall be kept in the custody of the Chief Executive Officer and only affixed to documents in accordance with a resolution of the Board

18. ALTERATION OF THE CONSTITUTION.

- 18.1 No alteration of the Constitution can be made except by Special Resolution under the Act.
- 18.2 Notice of any proposed alteration must be sent to the Chief Executive Officer at least twenty eight (28) days before the date of the Annual General Meeting or Special Meeting, and subject otherwise to the Act. Such notice must include the exact wording of the proposed resolution.

19. WINDING UP

- 19.1 If the Company is wound up during the time of their Membership or within one year thereafter, the liability of every Member to contribute towards the payment of the debts and liabilities of the Company contracted before the time at which they cease to be a Member, and to the costs of winding up is limited to five dollars (\$5.00)
- 19.2 Upon the winding up or dissolution of the Company, any property that remains after the satisfaction of it's debts and liabilities shall be given or transferred to another institution or institutions having Objects similar to the Objects of the Company. Such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, or in default thereof to an institution or company to be determined by the Supreme Court of New South Wales or otherwise according to law.

Adopted at a Special Meeting of the WEA Illawarra Council on 30th March 2007