

CONSTITUTION OF THE WESTERN AUSTRALIAN PHILATELIC COUNCIL (INCORPORATED)

31 MAY 2018

1. NAME

The name of the Association is Western Australian Philatelic Council (Incorporated), hereinafter referred to as the "Council". The Council shall be incorporated under the Associations Incorporation Act, hereinafter referred to as the "Act".

2. OBJECTS OF THE COUNCIL

The objects of the Council shall be:

- a) To promote and support the art, education, study, research, science, activity and the interest and status generally of philately in the State of Western Australia and the adjacent territories of the Commonwealth of Australia.
- b) To bring into accord the aims and objects of all philatelic organizations in Western Australia and promote good fellowship and cooperation between them.
- c) To affiliate with the appropriate national body that represents Australian philately at the international level.
- d) To promote and aid such philatelic activities as will, in the opinion of the Council, contribute to the progress of philately, directly or indirectly, by the provision of administration and/or finance. To protect the interests of philately in Western Australia.
- e) To encourage the formation of new philatelic groups and give all possible advice and materials for this purpose on request.
- f) To provide delegates for organizations that require philatelic representation from and on behalf of the Council.
- g) To raise finances for the objects of the Council in order to promote and foster all forms of philately.
- h) To undertake and carry into effect such business as the Council may think fit in the furtherance of the Council's objectives.
- i) To cooperate with Australia Post, Australian Philatelic Traders' Association and the various philatelic bodies and other relevant organizations associated with the promotion of philately, in the attainment of the objects of the Council.

3. POWERS OF THE COUNCIL

Subject to the Act, the Council may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner. In particular the Council may:

- a) Acquire, hold, deal with and dispose of any real personal property.
- b) Open and operate bank accounts.
- c) Invest its money.

- d) Give security for the discharge of liabilities incurred by the Council.
- e) Appoint agents to conduct business on its behalf.
- f) Enter into any contracts the Council considers necessary or desirable.

4. NOT FOR PROFIT

- 4.1 The property and income of the Council must be applied solely towards promoting the objects or purposes of the Council.
- 4.2 No part of the property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting those objects and purposes, including (without limitation) payments by way of :
 - a) Reimbursement of expenses,
 - b) Remuneration to any officer, employee or other person doing work for the Council,
 - c) Provided that payment is duly authorized by the committee of the Council.

5. MEMBERSHIP

5.1 Membership of the Council

Membership of the Council shall be available to groups of persons under the following classifications:

a) Corporate membership

Any group of persons functioning in Western Australia under a constitution approved by the Council and concerned with any aspect of philately, may upon application to and acceptance by the Council, become a corporate member. The individual size of any corporate member shall be taken as its total number of financial adult members in its financial year, which was completed before the Annual General Meeting of the Council. This total shall be declared at the Annual General Meeting of the Council for the purpose of voting and membership levy for the current year.

Such groups, clubs or societies approved by the Council shall be designated corporate members. Upon the election to corporate membership such a body shall designate two of its individual members to become delegates to the Council unless the individual member of the corporate member is greater than 100 persons, in which case three delegates shall be appointed to the Council. The names of such delegates shall be submitted in writing to the secretary of the Council before the delegate is entitled to vote at meetings of the Council.

b) Private membership

Private membership is open to any person resident in Western Australia who is interested in assisting the implementation of the objectives of the Council in any aspect of philately. The total number of persons approved for membership in this category shall not exceed the number of corporate members. Those elected to the council as private members shall pay an annual subscription that shall be determined at each Council Annual General Meeting.

c) Commercial membership

Any individual resident in Western Australia who is a member of the Australian Philatelic Traders' Association or who in the opinion of the council, is engaged primarily in trading as a stamp dealer, may apply to the Council for membership in this category. Upon admission, such a member shall have the full rights as a

delegate or private member in the Council and shall pay an annual subscription that shall be determined at each Council Annual General Meeting.

d) Official membership

It shall be the right that Australia Post may appoint two of its employees onto the Council of whom one shall have a position on the Executive. Notwithstanding that either representative shall not be debarred by the Council from holding any office in the organization for as long as they are accredited as an official representative of Australia Post. Such official member shall have full voting rights. No membership fee shall be required from these individuals in this membership category. The Council shall have the right to accept similar representation from any other official body concerned with the promotion of philately.

e) Honorary membership

Honorary membership may be given to any person who has shown interest in the objectives of the Council, but whose public position precludes them from active participation. Such persons may be invited to become honorary members. Such honorary members may attend Council meetings or Annual General Meetings but shall have no voting rights.

f) Life membership

Life membership may be awarded to any Council member who has served the Council by long and meritorious service. Such members may be entitled to attend Council meetings with voting rights and shall receive an invitation to all official Council functions.

g) Holders of the E. M. Hasluck Medal

Holders of the E. M. Hasluck Medal who have served on the Council shall be awarded life membership of the Council. Other holders of the E.M. Hasluck Medal shall be awarded honorary membership of the Council; such members shall not be counted among 'those entitled to vote' in section 15 'Quorum'.

5.2 Validity of Membership

- a) Members of the Council are only such that have paid their full fees for the current year within sixty (60) days of them becoming due.
- b) Any valid member shall have the right, by giving 48 hours' notice to the Secretary, to have made available for inspection, all records and documents relevant to the Council's operation.

5.3 Privileges of membership

The privileges of membership of the Council shall be the right to:

- a) Attend, speak and vote at all meetings which they are entitled to attend as designated under Rule 5.
- b) To vote on the election of officers.
- c) To attend all functions of the Council.

6. REGISTER OF MEMBERS

- 6.1** The Secretary, on behalf of the Council, must keep an up to date register of the names and residential or postal addresses of all members.
- 6.2** If a membership is terminated, the Secretary must remove the name and address details of that member from the register.
- 6.3** The Register shall be made available to members for inspection upon request with the following conditions:

- a) A member may make a request in writing for a copy of the Register.
- b) The Executive may require a member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring the purpose is connected with the affairs of the Council.
- c) The Council may charge a reasonable fee to the member for providing a copy of the Register, the amount to be determined by the Council from time to time.

6.4 A member must not use or disclose the information on the Register for any other purpose unless the use of the information is approved by the Council that is directly connected to the affairs of the Council, or related to the provision of the information to the Commissioner in accordance with the requirements of the Act.

7. FINANCE

7.1 Each Corporate member shall pay to the Council an annual capitation and insurance fee based upon their declared individual adult membership for their financial year completed prior to the Annual General Meeting of the Council.

7.2 The capitation and insurance fee shall be as the Council may determine at its Annual General Meeting and shall be payable within sixty (60) days of the date of the Annual General meeting.

7.3 Accounts shall be passed for payment by a majority of the Council Executive.

7.4 The Council may collect funds by private subscription for special projects and may accept any grants from other philatelic organizations or the general public.

8. ORGANIZATION

8.1 The Council shall consist of any delegates mentioned under 5.1 and any members of categories 3.2-7 meeting as a Council.

8.2 The Council will meet quarterly during the year in conjunction with an Executive meeting, one such meeting being the Annual General Meeting.

8.3 The Executive shall meet a minimum of eight times annually, its meetings being held in conjunction with the Council and Annual General Meeting when those occur.

9. EXECUTIVE COMMITTEE

9.1 An Executive Committee shall be elected to run the day to day business of the Council.

9.2 The Executive Committee shall consist of the following office bearers:

- President
- Vice President
- Secretary
- Treasurer
- Philatelic Development Officer, and
- Five committee members.

9.3 Other officers of the Council may include one or more of the following:

- Assistant Secretary
- Public Relations Officer

- Youth Development Officer
- Circuit Book Secretary
- Property Manager
- Equipment Officer
- Web Master and
- Such other officers as shall be decided by the Council or the Executive or as elected at the Annual General Meeting.

9.4 The members of the Executive shall be elected at the Annual General Meeting.

10. OFFICE BEARERS

10.1 Office bearers of the Council shall hold office' for one year and shall be:

- President
- Vice President
- Secretary
- Assistant Secretary
- Treasurer
- Public Relations Officer
- Philatelic Development Officer
- Youth Development Officer
- Circuit Book Manager
- Property Manager
- Equipment Officer and
- Webmaster.

10.2 In brief, the respective roles of these office bearers are:

a) President

Chair all meetings and ensure that the business is conducted in a proper manner.

b) Vice President

Assist the President at all meetings and, in the absence of the President, chair and conduct the business at that meeting.

c) Secretary

Convene and attend all meetings, take minutes and keep records of all business conducted at meetings of Executive and Quarterly Meetings.

d) Treasurer

Manage the Council's finances, maintain financial records, prepare financial reports and submit them for audit.

e) Public Relations Officer

Publicise activities involving the Council, all philatelic and related clubs and dealer events in Western Australia.

f) Philatelic Development Officer

Development of stamp collectors into Philatelists

g) Youth Development Officer

Coordinate youth activities and to encourage young collectors.

h) Circuit Book Manager

Maintain and coordinate the circulation of circuit books to philatelic and related clubs in Western Australia.

i) Property Manager

Keep a record of and maintain in good order the property of the council.

j) Equipment Officer

Keep a record of and maintain in good order all equipment belonging to the council.

k) Webmaster

Manage the Council's website, amend, add or remove content as required.

11. FUNCTIONS OF THE EXECUTIVE

11.1 The functions of the Executive are to see that all the objectives of the council are pursued.

11.2 The Executive shall implement the expenditure of the Council's finances at their discretion and pay all accounts and expenditure occurred on behalf of and with the authority of the Council.

11.3 The officers of the Executive shall be entitled to sign or endorse on the Council's behalf any Council-ratified contracts, other documents, cheques or instruments. Signatures shall be required from any two of either the President, Secretary, Treasurer or any other person so appointed by the Council.

11.4 To keep proper books of account provided by and to remain the property of the Council.

11.5 For the purpose of attaining the objects of the Council, the Executive may do all such lawful acts, deeds and matters, and enter into and make such arrangements as may be incidental to or conducive to the attainments of the objects of the Council, including all or any of the following powers:

- a)** To borrow, raise or give security for any money on such terms as a meeting of the Council has approved upon security over all or any part of the property of the Council.
- b)** Subject to the approval of the Council, to invest and deal with the funds and monies of the Council in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be determined by the Council and from time to time vary and realize such securities and investments.
- c)** Subject to the approval of the Council, purchase, take on, lease or otherwise acquire any lands, buildings, easements, rights or property, real or personal, which may be deemed necessary or convenient for any of the objects of the Council.
- d)** To raise and collect funds by private subscription, public appeals, raffles, donations or otherwise, and to accept any legacy, bequest, devise or gift of property whether subject to any special trust or not for all or any of the objects of the Council.
- e)** To engage, with or without remuneration, such secretaries, accountants, solicitors, employees of all kinds and such others as may be required for the proper working administration of or carrying on of the Council and to terminate such engagement or appointment at any time.

11.6 To investigate and report on applications for all forms of membership.

12. ELECTION OF THE EXECUTIVE

- 12.1** The Executive shall be elected at the Annual General Meeting.
- 12.2** All nominations for office shall be submitted in writing to the Secretary four weeks before the date of the Annual General meeting.
- 12.3** A delegate or member standing for election must be nominated and seconded by two members of the Council.
- 12.4** At an Annual General Meeting, if no nominations have been received for any office, nominations may be received from the floor.
- 12.5** Newly elected officers shall take office immediately after the close of the Annual General Meeting at which they are elected by majority vote and shall continue in office until the Annual General Meeting of the following year.
- 12.6** Retiring officers are eligible for re-election excepting that the President shall not occupy that position for more than three consecutive years.

13. CASUAL VACANCIES

- 13.1** A casual vacancy in any office because of death, resignation, removal or otherwise may be filled by the Executive and the member so appointed shall hold office only until the next election of office bearers.
- 13.2** The Executive shall have the power to co-opt additional members for special purposes. Such members shall not have voting rights.

14. ANNUAL GENERAL MEETING

- 14.1** The Executive must convene the Annual General meeting within the time limits provided for the holding of such meetings by Section 50(3) of the Act, that is, in every calendar year within six (6) months after the end of the Council's financial year or such longer period as may in a particular case be allowed by the Commissioner. Unless otherwise notified the Annual General Meeting will be held in the month of October.
- 14.2** The Secretary will give all members not less than 28 days' notice of an Annual General Meeting and must send a notice of the Annual General Meeting by post or email to each member at the address of the member appearing in the register of the members kept and maintained under Rule 6. A notice sent by post will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member by ordinary pre-paid mail.
- 14.3** The notice must state the date, time and place of the meeting as well as the particulars of the business to be considered at the meeting.
- 14.4** The business of the Annual General meeting is to:
 - a)** Present the minutes of the previous Annual General Meeting for adoption.
 - b)** Business arising from previous minutes.
 - c)** Correspondence in/out.
 - d)** Present the annual report.
 - e)** Receive and approve audited financial reports.

- f) Receive officer's reports.
- g) Elect a new Executive Council.
- h) Appoint an auditor.
- i) Determine subscription fees for the following 12 months.
- j) Consider any other matter of which notice has been given in the notice of the meeting and to consider any other matters presented from the floor.

14.5 Resolutions at the Annual General Meeting will be passed by a simple majority of the votes entitled to be cast by members present at the meeting.

15. QUORUM

A quorum for a Council Meeting, an Annual General Meeting and a Special General Meeting shall consist of one third of those entitled to vote and who reside within 50 kilometres of the Perth GPO. The quorum for an Executive Meeting shall consist of fifty percent (50%) of those entitled to be present.

16. VOTING

- 16.1** At all meetings of the Council or its Executives, all Executive and Delegate members present shall be entitled to one vote and the Chairman of the meeting shall also be entitled to a casting vote in addition to his deliberate vote.
- 16.2** All elected Executive members may exercise their vote at any Executive or Special Executive meeting and as Council members at all Council, Special Council and Annual General Meetings.
- 16.3** For any election to any position where more than two candidates are nominated the principal of preferential voting will be used.
- 16.4** Voting for the election of officers, committee members and motions shall be by a show of hands and all motions carried or lost by a simple majority. Officers and Committee members nominated for election may request otherwise in which case a secret ballot will be conducted.

17. CHAIRMAN

The President shall act as Chairman for all meetings at which he or she attends. In the absence of the President, the Vice President shall chair the meeting. Should neither of these officers be present at any lawfully convened meeting then the first order of business of the meeting will be to elect a Chairman for that meeting.

18. PROXY

- 18.1** Delegates of corporate members may appoint a substitute to any Council meeting upon the Secretary of the Corporate Member advising the Secretary of the Council of the name of the substitute. Such substitute delegate shall have full voting power at that particular meeting. Where a substitute is not available the Secretary of the Corporate Member may advise a written proxy in accordance with this Clause.
- 18.2** Any Private or Commercial member may submit a written proxy vote to the Council Secretary upon any notice of motion prior to the meeting. Delegates of Corporate members from outside the Perth Metropolitan Area may submit a written Proxy vote to the Council Secretary upon any motion prior to the meeting. A member so appointed may not hold more than two proxies at a meeting. A Substitute Delegate may not hold a proxy.

19. SPECIAL MEETINGS

- 19.1** The Secretary may call a Special Meeting at any time on written request by at least ten percent (10%) of the total number of members or on the authority of the Executive. A Special Meeting of the Executive may be called by the President. A Special Meeting of the Council may be called by the President with authority of the Executive.
- 19.2** The Special meeting must be held within one month of the date when the Secretary receives the request or the authority of the Executive.
- 19.3** Members must be given at least 28 days' notice of the time and place appointed for the holding of the Special Meeting. The notice shall state the particular business for which such meeting has been called.
- 19.4** The Secretary must send notice of the Special Meeting by post or by email to each member at the address appearing in the register of members kept and maintained under Rule 6. A notice sent by post will be deemed to be properly effected if the notice is sufficiently addressed and posted by ordinary pre-paid mail.
- 19.5** The quorum for the Special Meeting shall be as Rule 15.
- 19.6** A Special Resolution must be passed by the majority of not less than seventy five percent (75%) of the members who are entitled to vote and are present or hold a proxy at the meeting.

20. MINUTES OF MEETINGS

- 20.1** The Secretary must keep proper minutes of proceedings of all Council, Executive, Annual General and Special meetings.
- 20.2** The Chairperson must ensure that the minutes of all minutes are checked, accepted and signed as correct by the Chairperson of that or the next Council or Executive meeting.

21. FINANCE AND ACCOUNTS

- 21.1** Control of funds:
- a)** The funds of the Council must be kept in an account in the name of the Council in a financial institution approved the Executive.
 - b)** The funds of the Council are to be used in pursuance of the objects of the Council.
 - c)** All expenditure above the maximum amount set by the Executive from time to time must be ratified at an Executive meeting.
- 21.2** The Council must as soon as practicable deposit all money received by the Council to the credit of the Council's bank account without deduction and, after receiving any money, issue an appropriate receipt.
- 21.3** Financial records:
- a)** The Council must keep financial records that correctly record and explain its financial position and performance, and that enable true and fair financial statements to be prepared.
 - b)** The Council must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.
- 21.4** For each financial year the Council must ensure that as a Tier 1 Council under the Act, based upon the Council's revenue (revenue of less than \$250,000), the preparation of basic financial statements for presentation to the Annual General Meeting of the Council.

21.5 An auditor shall be appointed annually to conduct an audit of the Financial Statements, prior to the Annual General Meeting, and to provide a written report to the Annual General Meeting.

21.6 The financial year of the Council commences on 1 July each year and ends 30 June the following year.

22. INDEMNITY

All proceedings of the Council and the statements made thereat shall be privileged so far as allowed by law against legal action taken by members and acceptance of such privilege shall be a condition of membership

23. COMMON SEAL

The Common Seal of the Council shall be in the custody of the Secretary and shall be affixed to any document pursuant to a resolution by the Executive. The affixation of the seal shall be witnessed by the President or the Vice President. Every use of the Common Seal must be recorded in the minute book or the seal register.

24. CUSTODY AND INSPECTION OF RECORDS

24.1 A member may at any reasonable time inspect the records, books, documents, registers and securities of the Council.

24.2 No records, books, documents, registers or securities of the council may be removed from the Council without the President's written authority

24.3 Unless the members resolve otherwise at a General Meeting, the Secretary must have custody of all books, documents, records and registers of the Council, other than those required by Rule 24.4 to be kept, maintained and held in the custody of the Treasurer

24.4 Unless the members resolve otherwise at a General Meeting, the Treasurer must have custody of all securities, books and documents of a financial nature and accounting records of the Council.

24.5 Outgoing Executive Committee members and affiliated officers are responsible for transferring all relevant assets and books of the Council to the new Committee within 14 days of ceasing to be a committee member.

25. AMENDMENTS TO RULES

25.1 The Council may alter or add to these rules by special resolution in accordance with the procedures set out in Part 3 Division 2 of the Act. Within one month of passing a special resolution altering the rules the Council must lodge a notice with the Commissioner for Consumer Protection. The notice of the special resolution must set out the particulars of the alteration(s) together with a certificate given by a member of the Executive certifying that the resolution was duly passed as a special resolution and that the Rules of the Council as so altered conform to the requirements of the Act.

25.2 A seventy five percent (75%) majority vote shall be necessary to amend the Constitution.

25.3 An alteration of the rules of the Council does not take effect until the notice and the certificate have been lodged.

25.4 These rules bind every member and the Council to the same extent as if every member and the Council had signed and sealed these Rules and agreed to be bound by all their provisions.

25.5 The Council must provide, free of charge, a copy of the Rules in force at the time membership commences to each person who becomes a member under Rule 5.1.

25'6 The Council must keep a current copy of the Rules.

26. COMPLAINTS AND DISPUTES

26.1 Any complaint arising under the rules made by a member of the Council or a member of the public against the Council or a member must be submitted in writing to the Executive within three (3) months of the incident or cause of the complaint.

26.2 The Executive must investigate the complaint fully within 28 days of receiving that complaint.

26.3 The person(s) making the complaint will be informed of the outcome in writing within 14 days of the Executive's decision.

26.4 In the case of a dispute the parties to the dispute must meet and discuss the matter and seek to resolve the dispute within 14 days after the dispute comes to the attention of the parties. If the member against whom the complaint is directed provides a valid reason for postponing the meeting at which the complaint is to be heard the Executive shall decide upon another time and date for that meeting at its sole discretion.

26.5 It shall be the right of any member of the dispute to call any witnesses to be heard.

26.6 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend a meeting, then the parties must within 14 days hold a meeting in the presence of a mediator.

26.7 The mediator shall be a person chosen by agreement or, in the absence of agreement:

- a)** In the case of a dispute between two or more members, a person appointed by the Executive.
- b)** In the case of a dispute between a member or non-member and the Council, a person who is a mediator appointed to, or employed with, a not for profit organization.

26.8 A member of the Council may be a mediator providing they are not party to the dispute.

26.9 The parties to the dispute shall act in good faith and attempt to settle the dispute by mediation.

26.10 The mediator shall:

- 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.
- c)** Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

26.11 The mediator shall not determine the dispute.

26.12 The mediation shall be confidential and without prejudice.

26.13 If the dispute is not resolved by mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise by law.

27. SUSPENSION AND EXPULSION

27.1 A member may be reprimanded, suspended or expelled if their conduct is considered detrimental to the Council.

27.2 The Executive shall inform the member to the dispute in writing before deciding on suspension or expulsion stating the reason for the proposed suspension or expulsion.

27.3 Any member upon whom a reprimand, suspension or expulsion is proposed shall have the right to appeal before the next Executive meeting, within 21 days of the receipt of the decision, stating reasons why they should not be so reprimanded, suspended or expelled.

28. TAXATION

The Council shall be a non-profit organization and all income and assets of the Council are to be applied to fulfil the objectives of the Council.

29. DISSOLUTION

29.1 The Council may be dissolved and cease its activities and have its incorporation cancelled, in accordance with the Act, if seventy five percent (75%) of the members resolve by special resolution, at any Council or Annual General Meeting, that the Council:

a) Should apply to the Commissioner for cancellation of its incorporation; or

b) Should appoint a liquidator to wind up its affairs.

29.2 The Council must be wound up under Rule 29(a)(i) of the Act and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is party to any current legal proceedings.

29.3 If upon the dissolution of the Council there remains after the satisfaction of all its debts any liabilities and property whatsoever, the same shall not be paid to or distributed among the members of the Council but shall be given or transferred to:

a) To some other association, incorporated under the Act, having objects similar wholly or in part with the objects of the Council and which shall prohibit the distribution of its or their income and property among its or their members; or

b) To some charitable institution, incorporated under the Act, which shall be determined by resolution of the members when directing the Executive, under Section 33(3) of the Act, to prepare a distribution plan of the surplus property of the Council.

29.4 In the event of the dissolution of the Council the Commissioner of Taxation shall be advised of the dissolution within 30 days of the dissolution.