

**RULES**

**OF**

**THE MONTESSORI TEACHERS ASSOCIATION**

**OF WESTERN AUSTRALIA**

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**1. NAME**

The name of the Association will be “The Montessori Teachers Association of Western Australia (Inc.)” (hereinafter referred to as the Association.)

**2. OFFICE**

The Office of the Association (hereinafter referred to as “the Office”) will be situated in Perth or such other place in Western Australia as may be decided by resolution of its members.

**3. OBJECTS**

The objects for which the Association is established are to:

1. Provide ongoing Professional Development for Montessori teachers in order to expand knowledge and expertise and promote their professional standings.
2. Further community and professional awareness of Montessori Education.

**4. IMPLEMENTATION OF OBJECTS**

The objects of Rule 3 shall be pursued by all lawful means, more particularly by:

1. Promoting contact and communication between Montessori teachers.
2. Liaising with and cooperating with other appropriate members.
3. Collating and providing information relevant to its members.
4. Promoting and organising discussion groups, workshops, inservice courses etc.
5. Coordinating local development of educational materials relevant to Montessori classrooms.
6. Being involved in community educational projects.

**5. POWERS**

The Association shall have the following powers in addition to and without prejudice to any powers herein expressed or implied, or expressed or implied under or by virtue of the provisions of the Associations Incorporation Act 2015 as amended from time to time.

- (a) To do all such things as are necessary to incorporate the Association under the provisions of the Associations Incorporation Act 2015 as amended.
- (b) To raise, receive, have, hold, administer and dispose of monies in the form of subscriptions, donations, legacies, bequests or as consequence of fund-raising activities of all types or otherwise received from any other source whatsoever.
- (c) To apply for and enter into arrangements and conclude agreements in relation to grants of any public monies to assist the Association in the furtherance of its objects.
- (d) To borrow or raise money at interest for any purpose whatsoever as the Association in General Meeting may approve.
- (e) To purchase, take on lease, exchange, hire or acquire and hold any real or personal property.
- (f) To pay for any real or personal property acquired or to be acquired by the Association for cash, or to allow the whole or any portion of the purchase money to remain owing on mortgage or otherwise, upon such terms as the Association in General Meeting may approve.
- (g) To sell, lease, let, mortgage or change any real or personal property belonging to or to belong to the Association as the Association in General Meeting may approve.
- (h) To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Association.
- (i) To employ, instruct and dismiss such staff as from time to time may be required for the purposes of the Association.

- (j) To do such other acts, matters, and things as are incidental or conducive to the attainments of its objects.

## **6. MEMBERSHIP**

- (a) The number of members of the Association is unlimited.
- (b) The following persons shall be eligible to be Members of the Association upon payment of the yearly subscription determined by the Committee.
  1. Teachers employed in a Montessori School.
  2. Teacher's Assistants employed in a Montessori School.
  3. Teacher's Aides employed in a Montessori School.
  4. Montessori trained teachers not currently employed in a Montessori School.
  5. Students enrolled in a Montessori Training Course.
- (c) The Secretary shall on behalf of the Association maintain a Register of Members.
- (d) The Secretary shall cause the name of a person who dies or ceases to be a member under Rule 6(b) to be deleted from the register.

## **7. INTERESTS OF MEMBERS**

- (a) No member shall be disqualified from obtaining or continuing his/her membership of the Association by reasons of the fact that s/he is an employee of the Association or has been remunerated by the Association for any business or other act done in the conduct of the Association.
- (b) Any Member of the Association who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the Association shall, as soon as relevant facts have come to his/her knowledge, declare the nature of his interest to the Committee and shall if required by the Committee withdraw from all discussions and voting on such contract.

## **8. MEETINGS**

- (a) The Annual General Meeting of the Members of the Association shall be held not more than fifteen (15) months after the last Annual General Meeting and no more than six (6) months after the end of the Association's financial year to:
  - (i) consider and if thought fit to receive and adopt the Committee's report and the audited financial statements.
  - (ii) elect up to but not more than six members of the Executive Committee for the ensuing year.
  - (iii) consider and if thought fit to approve any amendment to these rules.
  - (iv) appoint an auditor.
  - (v) transact such business as may be brought before the meeting in conformity with the Rules made hereunder or which the Committee may consider relevant.
- (b) An Special General Meeting may be called at any time by the direction of the Committee to consider any business determined by the Committee or shall be called by the Secretary within twenty-one (21) days after the receipt by the Secretary of a requisition to that effect signed by at least twenty percent (20%) of the members of the Association specifying the business to be transacted at such a Meeting.
- (c) Notice of all Annual General Meetings and Special General Meetings shall be given not less than twenty-one (21) days prior to the date of the Meeting, specifying the place, the day, and the hour of the Meeting, and in the case of special business, the general nature of that

business. In case of any proposed amendment to the rules or dissolution of the Association, Rules 20 & 21 shall apply. The accidental omission to give Notice of a Meeting to, or the non-receipt of Notice of a Meeting by any member shall not invalidate the proceedings at any Meeting.

- (d) A Notice in accordance with the Rules may be given by the Association to any Member either personally, by email or by sending it by post to the address within Western Australia supplied by the member for the giving of notices.
- (e) Notice of every General Meeting shall be given to every Member except those members who have no registered address within Western Australia for the giving of notices to them. No other persons shall be entitled to receive Notices of General Meetings.
- (f) No business shall be transacted at any Annual or Extraordinary General Meeting unless a quorum of not less than one third (1/3) of the Members is present at the commencement of such business. If within thirty (30) minutes from the time appointed for the meeting, a quorum is not present the Meeting shall stand adjourned to such place, date, and time as the Chairperson of the Meeting for the time being shall then decide provided that no such Meeting shall stand adjourned for a period of more than fourteen (14) days following the date of the adjournment but also provided that notice of the adjourned meeting shall be given not less than seven (7) days prior. If at such adjourned Meeting a quorum is not present, those present shall constitute a quorum and may proceed to transact the business for which the Meeting was called.
- (g) No business may be transacted at any General Meeting unless notice has been given in accordance with Rule 8b.
- (g) The Chair for the time being shall take their chair at all Annual or Extraordinary General and Committee Meetings. In the absence of the Chair or if the Chair is unwilling to act, the Deputy Chair shall take chair. In the absence of the Deputy Chair or if the Deputy Chair is unwilling to act, the chair shall be taken by some other Committee member chosen by the meeting. In the absence or unwillingness of all Committee members the meeting shall elect one of its members to take the chair.

#### **8A. GENERAL PROCEDURE AT MEETINGS**

- (a) The Secretary, or person authorised by the Committee from time to time, must take and keep minutes of each meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each meeting must record –
  - (i) the names of the members of the Association attending the meeting;
  - (ii) the financial statements or financial report presented at the meeting;
  - (iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting; and
  - (iv) every disclosure made by a member of the Association of a material personal interest in a matter considered at the meeting.
- (d) The Chair must ensure that the minutes of a meeting are reviewed and signed as correct by the Chair of the meeting.
- (e) When the minutes of a meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that –
  - (i) The meeting to which the minutes relate was duly convened and held.
  - (ii) The matters recorded as having taken place at the meeting took place as recorded.

- (iii) Any election or appointment purportedly made at the meeting was validly made.

#### **9. VOTES OF MEMBERS**

- (a) Subject to conditions (i) & (ii) below, each Member present at a General Meeting shall be entitled to one vote.
  - (i) No Member shall be entitled to vote at any General Meeting unless all monies presently payable by them to the Association have been paid.
  - (ii) Any Member may appoint any other Member as a proxy by writing in the form set out as the Committee may from time to time approve. Such forms must be deposited at the Office of the Association not less than forty-eight (48) hours before the time announced for the Meeting at which the proxy proposes to vote, otherwise the form shall be treated as invalid.
- (b) At all Meetings of Members voting shall be by secret ballot or by show of hands as stipulated by the Chair of the Meeting for the time being. Resolutions shall be carried by majority of votes. In the event of an equality of voting on any question, the Chair of the Meeting for the time being may exercise a deliberative vote only provided that he or she will, wherever practicable, cast this vote in favour of the status quo.

#### **10. FINANCIAL YEAR**

The Financial Year of the Association shall commence on 1<sup>st</sup> January and end on 31<sup>st</sup> December in any given year.

#### **11. FINANCES**

The finances of the Association will be drawn from gifts, fundraising, contributions and fees, the amounts of such fees being decided or modified at the Annual General Meeting or the Members and being due and payable in Advance.

- (a) All monies received shall be deposited in the Association's bank account at such bank as shall be determined from time to time by the Committee.
- (b) The Treasurer is responsible for receiving funds, issuing receipts and depositing funds in the Association's bank account.
- (c) Any withdrawals on such account, whether by cheque, promissory note or bills of exchange, shall be signed by two (2) of the following – the Treasurer, the Chair, the Secretary, one other member of the Committee specifically so nominated by the Committee.
- (d) Notwithstanding the provisions of this Rule, the Committee may by resolution from time to time authorise the Treasurer to retain such sum by way of petty cash as it shall deem appropriate and to make expenditure therefrom upon and subject to such conditions as the Committee shall lawfully prescribe.
- (e) The accounts and records relating to the Association shall be available for inspection free of charge by Members of the Association.
- (f) The member may make a copy or take an extract from a record or document but does not have a right to remove the record or document for that purpose.
- (g) The member must not use or disclose information in a record or document except for a purpose that is:
  - (i) Directly connected with the affairs of the Association; or
  - (ii) Related to complying with a requirement of the Associations Incorporation Act 2015.

## 12. INCOME AND PROPERTY

The income and property of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.

## 13. MANAGEMENT OF THE ASSOCIATION

*The Executive Committee:*

- (a) The management of the Association shall be vested in an Executive Committee (referred to as "the Committee):
  - (i) consisting of the six (6) members elected at the Annual General Meeting in any particular year;
  - (ii) the members are over 18 years of age and are eligible under Rule 6;
  - (iii) The committee shall elect from its members a Chair, Deputy Chair, the Secretary and the Treasurer and at least one (1) ordinary Committee member (referred to as the "Officers of the Committee").
- (b) The Committee shall be entitled to exercise all or any of the powers of the Association, subject only to any directions given to it by resolution of a General Meeting of the members thereof.
- (c) The election of the Committee members shall be at the Annual General Meeting (generally in accordance with Rule 8) from all nominations received.
- (d) Nominations shall be called for by means of a Notice to all Members at least twenty-eight (28) days before the Annual General Meeting and shall close with the Secretary forty-eight (48) hours before the time of the meeting.
- (e) If at any election there shall be less nominations than vacancies to be filled additional nominations may be called for and accepted at the Meeting at which the election is to take place.
- (f) Elected members of the Committee shall hold this office until the date of the next Annual General Meeting and shall be eligible for re-election upon completion of this term.

*Committee Meetings:*

- (g) The Committee shall meet not less than three (4) times per year provided that the period between any Committee meetings shall in no circumstance be more than fifteen (15) weeks.

*Casual Vacancies on the Committee:*

- (h) The Committee may, by resolution, fill any casual vacancies on the Committee with a Member of the Association who, when so elected, shall retain office until the next Annual General Meeting.

*Powers to Co-opt:*

- (i) The Committee shall have:

the power to co-opt to the Committee any Member or Members of the Association to assist in the conduct of the business of the Committee as it may deem necessary, provided always that the numbers of co-opted Members entitled to vote shall be two (2) less than the numbers of elected Members.

Any person so co-opted shall only retain office until the next Annual General Meeting but can thereafter again be co-opted.

*Quorum:*

- (k) No business shall be transacted at any Committee meeting unless a quorum of not less than two thirds (2/3) of the Committee are present and able to vote.

**14. DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

The office of any member of the Committee shall be vacated if they:

- (a) without the consent of the Association given in General Meeting holds any office of profit under the Association; or
- (b) resigns their office by notice in writing to the Association; or
- (c) is directly or indirectly interested in any contract with the Association and fails to declare the nature of this interest in accordance with Rule 7; or
- (d) does not pay the annual membership dues within 3 months of being informed that they are due.

**14A. RESOLVING DISPUTES**

- (a) A dispute may be between members of the Association; or between one or more members of the Association and the Association.
- (b) The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (c) If the parties to a dispute are unable to resolve the dispute themselves in this time, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of -
  - (i) the parties to the dispute; and
  - (ii) the matters that are the subject of the dispute.
- (d) Within 28 days after this notice, a Committee meeting must be convened to consider and determine the dispute, and the -
  - (i) Secretary must give each party to the dispute written notice of this Committee meeting at least 7 days before the meeting is held; and
  - (ii) notice given to each party of the dispute must state when and where the Committee meeting is to be held, and give the party to the dispute or representative a reasonable opportunity to make written or oral submissions to the Committee about the dispute.
- (e) At the Committee meeting at which the dispute is to be considered and determined, the Committee must-
  - (i) give due consideration to any submissions so made in clause (d) (ii) above; and
  - (ii) determine the dispute.
- (f) The Committee must give each party to the dispute written notice of the Committee's determination of the dispute, and the reasons for the determination, within 14 days after the Committee meeting at which the determination was made.
- (g) If a party to the dispute does not accept the Committee's determination of the dispute, the party to the dispute may, within 14 days after receiving notice of the Committee's determination of the dispute, give written notice to the Secretary requesting the appointment of a mediator, who -
  - (i) may be appointed by agreement between the parties to the dispute; or
  - (ii) if there is no agreement between the parties to the dispute, is appointed by the Committee; and

- (iii) may be a member or former member of the Association but must not have a personal interest in the dispute or matter that is the subject of the mediation; or be biased in favour of or against any party to the mediation.
- (h) The parties to the mediation must attempt in good faith to settle the dispute that is the subject of the mediation.
- (i) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (j) In conducting the mediation, the mediator must-
  - (i) give each party to the mediation every reasonable opportunity to be heard; and
  - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (k) The mediator cannot determine the dispute that is the subject of the mediation.
- (l) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the dispute that is the subject of the mediation.
- (m) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (n) If the mediation results in a decision to suspend or expel a member under clause 14 to be revoked, that revocation does not affect the validity of any decision made at Committee or General Meetings during the period of suspension or expulsion.
- (o) If the dispute cannot be resolved under the procedure provided for in this clause, one or more parties to the dispute may make an application to the State Administrative Tribunal to have the dispute determined by that Tribunal.

## 15. THE AUDITOR

The auditor shall:

- (a) Be elected Annually at the Annual General Meeting to audit the annual statement of accounts and balance sheet.
- (b) Certify the same before they are presented to the Annual General Meeting.
- (c) Be either a member of a recognised accountancy society or a bank manager provided that he shall not be an officer, Member or employee of the Association, nor related to any serving member of the committee.
- (d) Be eligible for re-election from year to year.

## 16. AFFILIATION

The Committee may:

- (a) Make application for affiliation with such organisations and associations as has been approved by a simple majority of Members present at a General Meeting of the Association provided that no such affiliation may be made which would limit members beyond that defined in Rule 6.
- (b) Elect representatives to attend meetings of such organisations aforesaid.

### **17. AMENDMENT TO THE RULES**

The rules of the Association may be altered by special resolution at a General Meeting of the Association:

- (a) The special resolution must be passed by at least 75% of the members present or voting by proxy at a General Meeting.
- (b) At least fourteen (14) days written notice must be given and include the date, time and place of the meeting, the full proposed resolution, and a statement of the intention that the motion be proposed as a special resolution.

### **18. DISSOLUTION**

- (a) The Association may be wound up voluntarily by a resolution passed by a majority of not less than 75% of such Members as being entitled to do so, vote in person or by proxy, at a General Meeting at which not less than twenty-eight (28) days' notice specifying the intention to propose the resolution as a special resolution had been duly given.
- (b) If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the Members of the Association.
- (c) It shall be given or transferred to some other incorporated association, institution or body which has similar objects of the Association as described in Rule 4, and is in compliance with the Associations Incorporation Act 2015, provided that the incorporated association, institution or body shall prohibit the distribution of its income and property among its members.
- (d) The incorporated association, institution or body shall be determined by the Members of the Association at or before the time of winding up.
- (e) On default of any such resolution, such payment, transfer or distribution shall be determined by a Judge of the Supreme Court.

### **19. CUSTODY OF BOOKS AND SECURITIES AND COMMON SEAL**

- (a) The books and any securities of the Association shall be kept in the custody of the Secretary or under the Secretary's control.
- (b) The financial records, financial statements or financial reports shall be kept in the custody of the Treasurer or under the Treasurer's control.
- (c) There is no Common Seal of the Association.
- (d) All books, records financial statements or financial reports of the Association shall be retained for 7 years.

### **20. INTERPRETATION OF THE RULES**

The decision of the Committee on the construction or interpretation of these Rules made thereunder shall be conclusive and binding on all Members unless and until the same shall be overruled by an Annual or Special General Meeting called for that purpose.