

CONSTITUTION
OF THE
NATIONAL MENTORING ASSOCIATION OF
AUSTRALIA (Inc)
(MENTORING AUSTRALIA)

1 NAME

- 1.1 The Association shall be called the National Mentoring Association of Australia Incorporated
- 1.2 Mentoring Australia shall be the recognised contraction of the National Mentoring Association of Australia

2 INTERPRETATION

- 2.1 In these rules, unless the contrary intention appears –
 - ‘Association’ means the National Mentoring Association of Australia;
 - ‘Committee’ means the National Committee of the Association;
 - ‘Member’ means a member of the Association;
 - ‘Meeting’ means a general meeting of members of the Association convened in accordance with these rules;
 - ‘Practitioner’ means a person working in the tutoring and mentoring area;
 - the terms ‘tutoring’ and ‘mentoring’ are used inclusively;
 - ‘Student’ means engaged in full time study;
 - Mentoring Australia means the National Mentoring Association of Australia;
 - The ‘Act’ means the Associations Incorporation Act 1987 of WA.

3 OBJECTS AND PURPOSES

- 3.1 Mission Statement
 - Our mission is to provide quality leadership, professional support and a national focus to facilitate best practice in tutoring and mentoring in their diverse forms.
- 3.2 Aims
 - The provision of a national network for tutoring and mentoring programs;
 - The facilitation of professional support to tutoring and mentoring practitioners;
 - The provision of quality leadership on behalf of the professional interests of Mentoring Australia.
- 3.3 Objectives
 - To build on existing networks to create a representative national forum;
 - To facilitate communication on mentoring issues;
 - To promote mentoring;
 - To identify and promote ‘good practice’ in tutoring and mentoring;
 - To build on and maintain partnerships with government, industry, community and other professional bodies;
 - To establish a clearing house for training and resources;
 - To identify and promote professional development activities;
 - To promote advocacy and leadership;
 - To promote active participation by members;
 - To raise awareness of the Association.
- 3.4 The property and income of the association shall be applied solely towards the promotion of the objects and purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly,

to members of the association, except in good faith in the promotion of those objects or purposes.

4 MEMBERSHIP

4.1 There are three forms of membership:

- Individual membership
- Corporate membership
- Student or volunteer membership

With provision for three additional forms of membership to be activated by resolutions passed by a General Meeting of the Association:

- Professional association membership
- Honorary membership
- Life membership

4.2 Any member is qualified to be a member of the Association if they are interested or involved in the objects of the Association and if they are prepared to abide by the rules of the Association set out in this constitution and by resolutions passed by a General Meeting of the Association or by the Committee of the Association.

4.3 The application for membership shall be made in writing, signed by the applicant and shall be in such a form as the Committee shall prescribe from time to time.

4.4 The first subscription by a member shall be paid with his or her application for membership.

4.5 Upon the acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be a member of the Association.

4.6 A person may be admitted to honorary membership of the Association upon the recommendation of all committee members. Honorary membership may be granted for one year at a time, at the Annual General Meeting, to an individual who has made significant contribution to assist the Association in the achievement of its aims. A maximum of six honorary memberships may be given in any one year.

4.7 Life membership may be conferred on an individual to honour his or her contributions to Mentoring Australia by agreement of the full Committee.

4.8 The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with Section 27 of the Act and that register shall be so kept and maintained at the Secretary's place of residence.

5 SUBSCRIPTIONS

5.1 The membership types and subscription fees will be determined by the full Committee and ratified by a General Meeting of the Association.

5.2 The subscription fees for each form of membership shall be paid annually on 1 January and renewed annually.

5.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, unless the Committee decides otherwise.

6 RESIGNATION

- 6.1 A member may resign from membership of the Association by giving written notice to the Secretary or public officer of the Association. Any member so resigning is liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

7 EXPULSION OF A MEMBER

- 7.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct prejudicial to the interests of the Association.
- 7.2 Particulars of the charge shall be communicated to the member at least 28 days before the meeting of the Committee at which the matter will be determined.
- 7.3 The determination shall be communicated to the member and in the event that the determination is expulsion, the member, subject to sub rule (4), cease to be a member 14 days after the Committee has sent its communication.
- 7.4 A member may appeal to the Association general meeting against the expulsion, the intention to appeal must be lodged with the Secretary or public officer within 14 days of the communication of the Committee's determination to the member.
- 7.5 In the event of an appeal, the appellant's membership of the Association will not be terminated unless the Committee's determination is upheld by the members of the Association in general meeting after the appellant has been heard. If upheld, the appellant's membership ceases at the date of the general meeting.

8 THE COMMITTEE

- 8.1 The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 8.2 The Committee shall have the power to appoint such officers and employees as required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 8.3 The Committee shall be comprised of up to 15 elected members.
- 8.4 The first Committee of the Association shall be appointed from the Steering Committee formed to establish the Association, or be comprised of such persons as hold office prior to incorporation. The first Committee may co-opt any other member who will provide particular skills or regional balance to the Committee.
- 8.5 The first Committee shall hold office until the first annual general meeting after incorporation at which time all members shall be elected.
- 8.6 At each subsequent annual general meeting, the eight longest serving members of the Committee shall retire and shall be eligible for reappointment. In the event of there being more than eight Committee members who have served the same amount of time, the eight to retire shall be determined randomly.

- 8.7 The Committee may appoint a member to the Committee and such a Committee member shall hold office until the next annual general meeting of the Association and will be eligible for reappointment.
- 8.8 The maximum term of office shall be six years, after which the member shall remain off the Committee for a least one year before being re-elected.
- 8.9 The Committee shall determine to whom any remuneration or honoraria shall be paid and shall further determine the sum of such remuneration or honoraria.
- 8.10 The Committee shall allow any member any reasonable time to inspect without charge the books, records, securities and documents of the Association.

9 EXECUTIVE COMMITTEE

- 9.1 The Committee shall elect from within at its first meeting after the Annual General Meeting, the following officers to form the Executive Committee:
 - chairperson,
 - vice-chairperson (up to three),
 - secretary and
 - treasurer.
- 9.2 The Committee may at any time remove from office any of the above officers and may appoint another Committee member in place of the officer removed or who has resigned or who has ceased to be a member of Mentoring Australia.
- 9.3 The Executive Committee shall carry out such functions as may be devolved to it by the Committee, subject to ratification by the Committee.

10 RESPONSIBILITIES OF COMMITTEE

- 10.1 Members of the Committee will be expected to promote and model the aims and objectives of Mentoring Australia.
- 10.2 Members of the Committee must accept the responsibility to represent those interested in mentoring by:
 - retaining current knowledge of activity and reporting on this at each meeting;
 - creating networks to canvas opinion, share information;
 - providing fair representation at the Committee of all opinions irrespective of personal bias and reporting to members;
 - reporting on Mentoring Australia and marketing its activities widely.

11 DISQUALIFICATION OF COMMITTEE MEMBERS

- 11.1 The office of the Committee member shall become vacant if a committee member is:
 - disqualified by the Act;
 - expelled under these rules;
 - permanently incapacitated by ill health;
 - absent without apology from two committee meetings;
 - no longer the duly appointed representative of a corporate member.

12 PROCEEDINGS OF THE COMMITTEE

- 12.1 The Committee shall meet together for the dispatch of business at least four times in each period of 12 months at such places and time as the Committee determines.
- 12.2 Additional meetings may be convened by the Chairperson or by any eight members of the Committee.
- 12.3 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 12.4 A quorum for a meeting of the Committee shall be eight. No business shall be transacted by the Committee unless a quorum is present.
- 12.5 A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.
- 12.6 The Committee may delegate to one or more sub-committees the exercise of such functions of the Committee as are appropriate and meet the objects of the Association.

13 GENERAL MEETINGS

- 13.1 The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- 13.2 The Association shall hold an annual general meeting within four (4) months of the end of its financial year.
- 13.3 The quorum at any General Meeting shall be 20 members, present or voting by proxy.
- 13.4 Upon a requisition in writing of not less than 20% of the total number of members of the Association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 13.5 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 13.6 If a special general meeting is not convened within one month as required the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 13.7 At least fourteen days notice of any general meeting shall be given to the members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration of the Association in general meeting.

- 13.8 Notice of meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 13.9 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post or electronic mail to the address appearing in the register of members.
- 13.10 Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.
- 13.11 Where notice is sent by electronic mail, service of the notice shall be deemed to be effected if it is properly addressed and recorded as having been sent.

14 PROCEEDINGS AT MEETINGS

- 14.1 The chairperson of the Committee or if there shall be no chairperson, then the vice-chairperson of the Committee or in their absence, or in declining to take, or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairperson at the meeting of the Association.
- 14.2 If there is no such chairperson or vice-chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be a chairperson.
- 14.3 The Chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 14.4 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting for members.
- 14.5 At any general meeting, a resolution put to vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a motion has been carried or lost, shall, unless poll is demanded be conclusive evidence of the fact, without proof of the number of proportions of the vote recorded in favour of, or against, the resolution.
- 14.6 If a poll is demanded by the chairperson of the meeting or by three or more members present personally, or by proxy, it shall be taken in such a manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except in the case of a special resolution where a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 14.7 A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.
- 14.8 A quorum for a general meeting of the Association shall be no less than eight members of the Association. No business shall be transacted by the meeting unless a quorum is present.

15 MINUTES

- 15.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee shall be entered in minute books kept for the purpose, within one month after the relevant meeting.

- 15.2 The minutes kept in pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 15.3 Where minutes are entered and signed they shall be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- 15.4 Every member shall be allowed, upon application in writing to the Secretary, to inspect the Minute book containing the minutes of General Meetings and meetings of the Committee and the books of accounts of the association.

16 VOTING RIGHTS

- 16.1 Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- 16.2 A member being a body corporate or professional association shall be entitled to appoint one person who need not be an individual member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member or professional association by a resolution of its board or executive which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member or professional association is revoked.

17 PROXIES

- 17.1 A member shall be entitled to appoint, in writing, a person, who is also a member of the Association to be their proxy, and to attend and vote at any meeting of the Association.

18 FINANCIAL YEAR

- 18.1 The first financial year of the Association shall be the period ending on 31/12/2001 and thereafter ending a period of 12 months in each year.

19 FUNDS

- 19.1 The funds of the association shall comprise all subscriptions and any additional funds that may accrue from the activities of the association. Such funds shall be deposited in an association account or accounts.
- 19.2 The Association may invite and accept deposits of money from any persons on such terms and conditions as may be determined by the Committee from time to time.
- 19.3 The funds of the Association will be managed by the Committee.
- 19.4 Cheques drawn by the Association are to be signed by the Treasurer and one other member of the Executive Committee with the statement of cheques drawn to be presented and signed at each normal meeting by at least two other members of the Committee.
- 19.5 The Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit and may secure the repayment thereof by charging the property of the Association

19.6 At the Annual General Meeting, an Auditor shall be appointed for the ensuing year for the purposes of auditing the association accounts.

20 AFFILIATIONS

- 20.1 Subject to approval of a General Meeting, the association may enter into affiliation with other bodies having similar objectives to Mentoring Australia.
- 20.2 No affiliation or joint venture may be entered into by the association by virtue of which the association or its members severally may become liable for the debts or expenses of another group or body.
- 20.3 No affiliated body shall have the authority to bind the association or incur any liability on Mentoring Australia's behalf without the express approval of the Committee.
- 20.4 No affiliation shall be entered into with another body or group unless it can be unilaterally terminated at the discretion of the association.

21 RULES

- 21.1 Subject to approval by 75% of members of the Association voting at a meeting to amend the constitution, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Ministry of Fair Trading as requested by the Act.
- 21.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all provisions thereof.

22 THE SEAL

- 22.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 22.2 The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in a minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and the Secretary.
- 22.3 The seal shall be kept in the custody of the Secretary or such other persons as the Committee may from time to time decide.

23 ACCOUNTS

- 23.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial positions of the Association.

24 WINDING UP

- 24.1 The Association may be wound up in the manner provided for in the Act.

25 APPLICATION OF SURPLUS ASSETS

- 25.1 If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be given or transferred to some other institution having the similar objects to the Association.