CONSTITUTION

OF

THE AUSTRALASIAN SCIENCE EDUCATION RESEARCH ASSOCIATION LTD

Australian Company Number (ACN) 092 482 329
Australian Business Number (ABN) 85 092 482 329

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the **company** is The Australasian Science Education Research Association Ltd (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee, which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to an amount not exceeding $10 (the guarantee), which each member must contribute to the property of the **company** if the **company** is wound up while the member is a member or within 12 months after they stop being a member. This contribution is required to pay for the:

(a) debts and liabilities of the **company** incurred before the member stopped being a member, or

(b) costs associated with the winding up.

4. Reading this constitution with the Corporations Act

4.1 The replaceable rules set out in the ***Corporations Act*** are displaced by the constitution and do not apply to the **company**.

4.2 While the **company** is a **registered charity**, the ***ACNC Act*** and the ***Corporations Act*** override any clauses in this constitution that are inconsistent with those Acts.

4.3 If the **company** is not a **registered charity** (even if it remains a charity under section 5 of the ***Charities Act***), the ***Corporations Act*** overrides any clause in this constitution that is inconsistent with the ***ACNC Act***.

4.4 A word or expression that is defined in the ***Corporations Act***, or used in that Act and covering the same subject, has the same meaning in this constitution.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 57 and 58.

Charitable purposes and powers

6. Objectives

The **company**'s object is to pursue the following charitable purpose(s):

1. **Promote Research Excellence:** Support the advancement of high-quality science education research in all contexts and at all levels of education.
2. **Advocate for Science Education Research:** Advocate for the critical role of science education research in shaping educational policy and practice.
3. **Facilitate Collaboration and Knowledge Sharing:** Create opportunities for collaboration, dialogue and knowledge sharing among science education researchers and educators, both local and global.

4. **Support Early Career Researchers:** Provide mentorship, professional development and networking opportunities to early career science education researchers to support their career development.
5. **Foster Diversity and Inclusion:** Cultivate an inclusive environment that celebrates and supports diverse perspectives, backgrounds and experiences in science education research towards ensuring that all individuals feel valued and empowered to contribute.
6. **Promote Access and Equity:** Work to reduce barriers to participation in science education research for diverse groups.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to achieve its purpose(s) set out in clause 6:

(a) the powers of an individual, and

(b) all the powers of a **company** limited by guarantee under the ***Corporations Act***.

8. Not-for-profit

8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.3 and 57.

8.2 The income and assets of the **company** shall be applied solely to further its purpose(s) in clause 6.

8.3 Clause 8.1 does not stop the **company** from incurring the following expenditure, provided these are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or

(b) paying a member towards carrying out the **company**'s charitable purpose(s).

9. Amending the constitution

9.1 Subject to clause 57, the members may amend this constitution by passing a **special resolution**.

9.2 Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution passing the amendment.

9.3 The members must not pass a **special resolution** to amend this constitution such that the **company** ceases being a charity.

Members

10. Membership and register of members

10.1 The members of the **company** are:

(a) **initial members**,

(b) directors, and

(c) any other person that the directors allow to be a member, in accordance with this constitution.

10.2 The **company** must establish and maintain a register of members. This register must be maintained by the executive officer and must contain:

(a) for each current member:
   i. name,
   ii. address,
   iii. any alternative address nominated by the member for the service of notices, and
   iv. date the member was entered on to the register.

(b) for each person who stopped being a member in the past 7 years:
   i. name,
   ii. address,
   iii. any alternative address nominated by the member for the service of notices, and
   iv. dates the membership started and ended.

10.3 The **company** must give current members access to the register of members (names only), if requested.

10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members and the **company**.

11. Who can be a member

11.1 An individual who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.

12. How to apply to become a member

An individual person may apply to become a member of the **company** through online registration and the payment of an annual fee if they:

(a) want to become a member,
(b) support the purpose(s) of the **company**, and
(c) agree to comply with the **company**'s constitution, including paying the guarantee under clause 3 if required.

13. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members upon payment of an annual membership fee.

14. When a person stops being a member

A person immediately stops being a member if:

(a) they do not pay or renew an annual membership fee,
(b) the **company** is wound up or otherwise dissolved or deregistered (for an incorporated member),
(c) they resign, by giving written notice to the executive officer, or
(d) they are suspended or expelled under clause 19.

Dispute resolution and disciplinary procedures

15. Dispute resolution

(a) The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:

(a) one or more members,
(b) one or more directors, or
(c) the **company**.

(b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 19 until the disciplinary procedure is completed.

16. Those involved in the dispute must try to resolve it between themselves, as soon as practicable.

17. If those involved in the dispute do not resolve it under clause 16, they must, as soon as practicable:
(a) tell the directors about the dispute in writing,
(b) agree or request that a mediator be appointed, and
(c) attempt in good faith to settle the dispute by mediation.

17.1 The mediator must:
(a) be chosen by agreement of those involved, or
(b) where those involved do not agree:
i. for disputes between members, be chosen by the directors, and
ii. for other disputes, be chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.

18. A mediator chosen by the directors under clause 17:
(a) may be a member or former member of the **company**,
(b) must not have a personal interest in the dispute, and
(c) must not be biased towards or against anyone involved in the dispute.

18.1 When mediating, the mediator must:
(a) allow those involved a reasonable chance to be heard,
(b) allow those involved a reasonable chance to review any written statements,
(c) ensure that those involved are given natural justice, and
(d) not make a decision about the dispute.

19. Disciplining members

19.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that the member has breached:
(a) this constitution, or
(b) the **company**'s Code of Conduct.

19.2 At least 14 calendar days before the directors' meeting at which a resolution under clause 19.1 will be considered, the secretary must notify the member in writing:
(a) that the directors are considering a resolution to warn, suspend or expel the member,
(b) that this resolution will be considered at a directors' meeting and the date of that meeting,
(c) the details of the action or inaction by the member that has attracted this resolution, and
(d) the nature of the resolution that has been proposed.

19.3 Before the directors pass any resolution under clause 19.1, the member must be given a chance to explain or defend themselves by:
(a) sending the directors a written explanation before that directors' meeting, and/or
(b) speaking at the meeting.

19.4 After considering any explanation under clause 19.3, the directors may:
(a) take no further action
(b) warn the member
(c) suspend the member's rights as a member for a period of no more than 12 months
(d) expel the member
(e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (but the person can only make a decision that the directors could have made under this clause).

19.5 The directors cannot fine a member.

19.6 The secretary must give written notice to the member of the decision under clause 19.4 as soon as possible.

19.7 Disciplinary procedures must be completed as soon as reasonably practical.

19.8 There will be no liability for any loss or injury suffered by the member because of any decision made in good faith under this clause.

Annual general meeting

20. Annual general meeting

20.1 A **general meeting**, called the **annual general meeting**, must be held:
(a) within 18 months after the registration of the **company**, and
(b) after the first **annual general meeting**, at least once in every calendar year.

20.2 Even if these items are not included in the notice of meeting, the business of an **annual general meeting** may include:
(a) a review of the **company**'s activities,
(b) a review of the **company**'s finances,
(c) any auditor's report,
(d) the election of directors, and
(e) the appointment and payment of auditors, if any.

20.3 Before or at the **annual general meeting**, the directors must provide members with information on the **company**'s activities and finances during the period since the last such meeting.

20.4 The chairperson of the **annual general meeting** (normally the President and Managing Director, or their nominee) must give members a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

Voting at annual general meetings

21. How many votes a member has

Each member who is entitled to vote has:

(a) on a show of hands, one vote, and
(b) on a poll, one vote.

22. Method of voting

22.1 Voting may be conducted via:
(a) a show of hands,
(b) an online poll,
(c) a proxy vote received by the chairperson at least 24 hours in advance of the meeting, or
(d) any other means that the chair deems reasonable and fair.

22.2 Before voting commences, the chairperson must state whether any proxy votes have been received.

22.3 On declaring the outcome of a vote, the chairperson's decision is conclusive evidence of this outcome. The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against.

Directors

23. Number of directors

The company must have at least three and no more than 12 directors. The board of directors shall consist of:

(a) four elected and appointed office-bearers, namely, the Managing Director and President, Vice President, Secretary, and Treasurer;

(b) up to five elected ordinary directors, of whom one must be an early career academic/researcher; and

(c) co-opted directors, comprising the immediate past Managing Director and President and the Co-Editors-in-Chief of the *Research in Science Education* journal.

24. Election and appointment of directors

24.1 Members may elect a director by a resolution passed in an **annual general meeting**. Each director must be appointed by a separate resolution.

24.2 A person is eligible for election as a director of the **company** if they:
(a) are a member of the **company**,
(b) are nominated in writing to the Secretary by two members who are not directors themselves, no later than 24 hours before the **annual general meeting**,
(c) give the **company** their signed consent to act as a director of the **company**, and
(d) are eligible to be a director under the ***Corporations Act*** or the ***ACNC Act***.

24.3 The directors may appoint a person as a director to fill a casual vacancy, provided the person meets the criteria listed under clause 24.2 (a), (c) and (d).

24.4 If the number of directors is reduced to fewer than three, the continuing directors may act to increase the number of directors to three.

25. Election of Managing Director and President (chairperson)

25.1 The members must elect a Managing Director and President as the **company's elected chairperson**.

25.2 The election of the chairperson takes place at the **annual general meeting**.

25.3 The term of a chairperson is three years from the annual general meeting at which they were elected. After this period, they may serve for 12 months in the co-opted role of immediate past Managing Director and President.

25.4 A director may serve as elected chairperson for a maximum of two consecutive terms.

26. Term of office

26.1 The term of office for directors is three years (except for the role of immediate past Managing Director and President, which, as per clause 25.3, is 12 months), after which time they must retire for a minimum of one term.

26.2 A director who retires under clause 26.1 may be nominated for re-election. Re-elected directors may serve a maximum of two consecutive terms.

27. When a director stops being a director

A director stops being a director if they:

(a) stop being a member of the **company**,

(b) give written notice of resignation as a director to the **company**,

(c) are removed as a director by a resolution of the Board,

(d) are unable to fulfil their duties as a director owing to extenuating circumstances, or

(e) become ineligible to be a director of the **company** under the ***Corporations Act*** or the ***ACNC Act***.

Powers of directors

28. Powers of directors

28.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 6.

28.2 The directors must decide on the responsible financial management of the **company**, including:

(a) any suitable written delegations of power under clause 29, and

(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

29. Delegation of directors' powers

29.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (e.g. the executive officer) or any other person, as they consider appropriate.

29.2 The delegate's exercise of such power is as effective as if the directors had exercised it.

30. Payments to directors

30.1 The **company** must not pay fees to a director for acting as a director.

30.2 The **company** may:

(a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or

(b) reimburse a director for expenses properly incurred by them in connection with the affairs of the **company**.

30.3 Any payment made under clause 30.2 must be approved by the directors.

30.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the *Corporations Act*) and this constitution.

31. Execution of documents

31.1 The **company** may execute a document without using a common seal if the document is signed by:

(a) two directors of the **company**, or

(b) a director and the secretary.

31.2 A person may sign a document:

(a) by signing a physical form of the document by hand, or

(b) by signing an electronic form of the document through electronic means.

Duties of directors

32. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ***ACNC Act***, which are:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**,

(b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6,

(c) to avoid misusing their position as a director,

(d) to avoid misusing information they gain in their role as a director,

(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 33,

(f) to ensure that the financial affairs of the **company** are managed responsibly, and

(g) to prevent the **company** from operating while it is insolvent.

33. Conflicts of interest

33.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution), except as provided under clause 33.2:

(a) to the other directors, or

(b) if all the directors have the same conflict of interest, to the members at the next **annual general meeting**, or at an earlier time if reasonable to do so.

33.2 A director need not disclose an actual or perceived material conflict of interest to the other directors under clause 33.1 if:

(a) their interest arises because they are a member of the **company**, and the other members have the same interest;

(b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 53); or

(c) their interest relates to a payment by the **company** under clause 52 (indemnity), or under any contract relating to an indemnity that is allowed under the ***Corporations Act***.

33.3 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

34. Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clause 34.1:

(a) be present at the meeting while the matter is being discussed, or

(b) vote on the matter.

34.1 A director may still be present and vote if:

(a) the Australian Securities and Investments Commission passes an order allowing the director to vote on the matter, or

(b) the directors who do not have a material personal interest in the matter pass a resolution that:

(i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**; and

(ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

35. When do the directors meet

The directors may decide how often, where and when they will meet.

36. Calling directors' meetings

36.1 A director may call a directors' meeting by giving reasonable notice to all the other directors.

36.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all the directors.

37. Chairperson for directors' meetings

37.1 The **elected chairperson** is entitled to chair directors' meetings.

37.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the elected chairperson is:

(a) not present within 10 minutes after the starting time set for the meeting, or

(b) present but does not want to act as chairperson of the meeting.

38. Quorum at directors' meetings

38.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.

38.2 A quorum must be present for the whole directors' meeting.

39. Using technology to hold directors' meetings

39.1 The directors may hold their meetings by using any technology (e.g. video or teleconferencing) that is agreed to by all the directors.

39.2 The directors' agreement may be a standing (ongoing) one.

39.3 A director may withdraw their consent only within a reasonable period before the meeting.

40. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

41. Circular resolutions of directors

41.1 The directors may pass a circular resolution without a directors' meeting being held.

41.2 A circular resolution is passed if the majority (more than 50%) of the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clauses 41.2 or 41.3.

41.3 The **company** may send a circular resolution by email to the directors, and the directors may agree to the resolution by sending a reply email to that effect.

41.4 A circular resolution is passed when the last director agrees to the resolution in the manner set out in clauses 41.2 or 41.3.

Executive officer

42. Appointment and role of executive officer

42.1 The **company** must have at least one executive officer.

42.2 The directors have the power to appoint and remove executive officers.

42.3 The directors must decide the terms and conditions under which the executive officer is appointed, including the remuneration, if any.

42.4 The role of the secretary includes:

(a) maintaining the **company**'s website;

(b) maintaining a register of the **company**'s members;

(c) maintaining the minutes and other records of **annual general meeting**s, (including notices of meetings), directors' meetings and circular resolutions; and

(d) carrying out any other tasks that support the **company**'s objectives, as directed by the **chairperson**.

Minutes and records

43. Minutes and records

43.1 The **company** must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of director's and **annual general meetings**,
(b) minutes of circular resolutions of directors, and
(c) a copy of a notice of each meeting.

43.2 To allow members to inspect the **company's** records:
(a) the **company** must give them access to the records set out in clause 43.1;
(b) the directors may authorise a member to inspect other records of the **company**, including those referred to in clauses 43.1 and 44.1.
(c) the chairperson must ensure that the minutes of an **annual general meeting** or a directors' meeting are accepted as a true record by the directors at the next meeting.

44. Financial and related records

44.1 The **company** must make and keep written financial records that:
(a) correctly record and explain its transactions, and financial position and performance; and
(b) enable true and fair financial statements to be prepared and audited.

44.2 The **company** must also keep written records that correctly record its operations.

44.3 The **company** must retain its records for at least 7 years.

44.4 The directors must take reasonable steps to ensure that the **company's** records are stored safely.

By-laws

45. By-laws

45.1 The directors may pass a resolution to make by-laws to give effect to this constitution.

45.2 Members and directors must comply with by-laws as if these were part of this constitution.

Notice

46. What is a notice

Anything written to or from the **company** under any clause in this constitution is a written notice and is subject to clauses 47 and 48, unless specified otherwise.

47. Notice to the company

A written notice or any communication under this constitution may be given to the **company,** the directors or the secretary by:

(a) posting it to the **company**'s registered office, or
(b) sending it to an email address or other electronic address notified by the **company** to the members as the **company**'s email address or other electronic address.

48. Notice to members

A written notice or any communication under this constitution may be given to a member by sending it to the email address nominated by the member.

49. If the **company** does not have an email address for the member, the **company** is not required to give the notice in person.

50. A notice to members and directors is taken to be given once it has been posted or emailed.

Financial year

51. Company's financial year

(a) The **company**'s financial year is from 1 May to 30 April, unless the directors pass a resolution to change the financial year.
(b) At the end of every financial year, a registered accountant will generate a special purpose financial report.

Indemnity, insurance and access

52. Indemnity

52.1 The **company** indemnifies each officer of the **company** out of its assets, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

52.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

52.3 In this clause, 'to the relevant extent' means:
(a) to the extent that the **company** is not precluded by law (including the ***Corporations Act***) from doing so, and
(b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

52.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

53. Insurance

To the extent permitted by law (including the ***Corporations Act***), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is, or has been, an officer of the **company** against any liability incurred by the person as an officer of the **company**.

54. Directors' access to documents

54.1 A director has the right to access the financial records of the **company** at all reasonable times.

54.2 If the directors agree, the **company** must give a director or a former director access to:

(a) certain documents, including documents provided for, or available to, the directors; and
(b) any other documents referred to in those documents.

Winding up

55. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity as described in clause 57.

56. Distribution of surplus assets

56.1 Subject to the ***Corporations Act*** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
(b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

56.2 The decision about the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

57. Definitions

In this constitution:

(a) ***ACNC Act*** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
(b) **Company** means the **company** referred to in clause 1.
(c) ***Corporations Act*** means the *Corporations Act 2001* (Cth).
(d) ***Elected chairperson*** means a person elected by the directors to be the **company's** chairperson under clause 25.
(e) ***General meeting*** means a meeting of members and includes the **annual general meeting**, under clause **20**.
(f) ***Initial member*** means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company.**
(g) ***Member present*** means, in connection with a **general meeting**, **a member present** in person, by representative or by proxy at the venue or venues for the meeting.
(h) ***Registered charity*** means a charity that is registered under the ***ACNC Act.***
(i) ***Special resolution*** means a resolution:

i. of which notice has been given under clause 9, and

ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

(j) ***Surplus assets*** means any assets of the **company** that remain after paying all its debts and other liabilities, including the costs of winding up.

58. Interpretation

In this constitution:

(a) The words 'including', 'for example' or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression.

(b) Reference to an Act includes every amendment, re-enactment or replacement of that Act and any subordinate legislation made under that Act (e.g. regulations).