



MERGA Constitution

Mathematics Education Research Group of Australasia Inc.

July 2023

Part 1 Preliminary

The association referred to in this constitution is the Mathematics Education Research Group of Australasia Inc., known as MERGA.

The MERGA constitution should be read in conjunction with the MERGA by-laws.

1.1 Definitions

(1) In this constitution:

The **executive** means the MERGA Executive Committee;

Ordinary executive member means a member of the executive who is not an office-bearer of MERGA;

Office bearers of MERGA include the President, the Secretary, and the Treasurer.

Secretary means:

- (a) the person holding office under this constitution as Secretary of MERGA, or
- (b) if no person holds that office - the Public Officer of MERGA.

AGM means the MERGA Annual General Meeting

Special general meeting means a general meeting of MERGA members other than the AGM.

A general meeting is either an AGM or a special general meeting

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2022.

In writing or written should be taken to mean including the use of electronic/digital communication.

Convening a meeting also means the option of conducting technology-lead meetings

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Membership

2.1 Membership generally

- (1) A person is eligible to be a member of MERGA if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of MERGA in accordance with section 2.2.
 - (c) If their membership has not ceased under section 4 (1)
- (2) A person is taken to be a member of MERGA
 - (a) if they have been approved to be a member of MERGA in accordance with section 2.2, or
 - (b) if the person was one of the individuals on whose behalf an application for registration of MERGA under section 6 (1) (a) of the Act was made.

2.2 Application for membership

- (1) An application by a person for membership of MERGA:
 - (a) is normally made online through the MERGA website
 - (b) is confirmed, if eligible, as soon as practicable via receipt, and
 - (c) the member's name is added to the membership register on receipt of payment of the membership fee.

2.3 Cessation of membership

- (1) A person ceases to be a member of MERGA if the person:
 - (a) dies, or
 - (b) resigns membership by giving written notice to the Secretary, or
 - (c) is expelled from MERGA, or
 - (d) fails to pay the annual membership fee under section 2.5 (1) by February 28 of the relevant year.
- (2) If a member of MERGA ceases to be a member under section 2.3(1) the Secretary (or Secretary's nominee) must ensure that the person's name is removed from the membership register.

- (3) The rights, privileges or obligation which a person has by reason of being a member of MERGA:
- (a) are not capable of being transferred or transmitted to another person, and
 - (b) terminate on cessation of the person's membership under section 2.3(1).

2.4 Register of members

- (1) The Secretary (or their nominee) is responsible for establishing and maintaining a register of members of MERGA (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of MERGA together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
- (a) at the main premises of MERGA, or
 - (b) if MERGA has no premises, at MERGA's official address, or
 - (c) by the Secretary, or their nominee, in electronic form
- (3) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to MERGA or other material relating to MERGA, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (4) If the register of members is kept in electronic form it must be:
- (a) convertible into hard copy,
 - (b) available on request from a member free of charge

2.5 Membership and other fees

- (1) A member of MERGA must pay to MERGA an annual membership fee of \$1 or, if some other amount is determined by the executive, that other amount, as found in the by-laws
- (2) Other sources of association funds approved by the executive are found in the by-laws

2.6 Members' liabilities

The liability of a member of MERGA to contribute towards the payment of the debts and liabilities of MERGA or the costs, charges and expenses of the winding up of MERGA is limited to the amount, if any, unpaid by the member in respect of membership of MERGA as required by section 2.5.

2.7 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of MERGA, or a dispute between a member or members and MERGA, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

2.8 Disciplining of members

- (1) A complaint may be made to the executive by any person that a member of MERGA:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial against the interests of MERGA.
- (2) The executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the executive decides to deal with the complaint, the executive:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the executive in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The executive may, by resolution, expel the member from MERGA (permanent exclusion) or suspend (for a specified period of time) the member from membership of MERGA if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the executive expels or suspends a member, the Secretary must, within 7 days after the action is taken, give written notice to the member of the action taken, including the reasons for having taken that action and of the member's right of appeal under section 2.9.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until MERGA confirms the resolution under section 2.9.

whichever is the later.

2.9 Right of appeal of disciplined member

- (1) A member may appeal to MERGA against a resolution of the executive under section 2.8, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under section 2.9(1) the Secretary must notify the executive, which is to convene a special general meeting of MERGA to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a special general meeting of MERGA convened under section 2.9(3)
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the executive and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of MERGA.

Part 3 The executive

3.1 Powers of the executive

Subject to the Act, the Regulation, this constitution and any resolution passed by MERGA in a general meeting, the executive:

- (a) is to control and manage the affairs of MERGA, and
- (b) may exercise all the functions that may be exercised by MERGA, other than those functions that are required by this constitution to be exercised by a general meeting of members of MERGA, and
- (c) has power to perform all the acts and do all things that appear to the executive to be necessary or desirable for the proper management of the affairs of MERGA.

3.2 Composition and membership of executive

(1) The executive is to consist of:

- (a) members of MERGA
- (b) the office-bearers of MERGA (President, Secretary, and Treasurer), and
- (c) at least 3 other executive members

each of whom is to be elected by the membership of MERGA under section 3.3.

At least three members of the executive must reside in Australia, and at least one executive member in residence outside Australia but within Australasia.

- (2) The total number of executive members is to be at least 6.
- (3) A executive member may hold up to 2 offices.
- (4) Each member of the executive is, subject to this constitution, to hold office for a two-year period.
- (5) A member's two-year term is completed on December 31, two years following the year of the member's election. If eligible, the member can stand for re-election at the AGM held in the second year of their term. New executive terms begin on January 1 of the year following the AGM election. ¹
- (6) The maximum number of consecutive terms of office for any member of the executive is 3 terms or 6 years, whichever is the shortest.

3.3 Election of executive members

- (1) Nominations of candidates for election as office-bearers of MERGA or as other executive members:
 - (a) must be made in writing, signed by 2 members of MERGA and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of MERGA at least 24 hours before the time fixed for the holding of the election.
- (2) For each executive role, if only one valid nomination is received, the nominee is taken to be elected. If no nominations are received for a role, further nominations for that role may be called for at the AGM.
- (3) If insufficient further nominations are received, any vacant positions remaining on the executive are taken to be casual vacancies.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-bearers and other executive members of the executive is to be conducted in any proper manner that the executive directs.
- (6) A person nominated as a candidate for election as an office-bearer or as another executive member of MERGA must be a member of MERGA.
- (7) Results of the election are announced at the AGM following the ballot.

3.4 Secretary

- (1) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the executive, and
 - (b) the names of members of the executive present at an executive meeting or a general meeting, and
 - (c) all proceedings at executive meetings and general meetings.
- (2) Minutes of proceedings of the AGM must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (3) The signature of the chairperson may be transmitted by electronic means for the purposes of section 3.4(2).

3.5 Treasurer

It is the duty of the Treasurer of MERGA to ensure:

- (a) that all money due to MERGA is collected and received and that all payments authorised by MERGA are made, and
- (b) that correct books and accounts are kept showing the financial affairs of MERGA, including full details of all receipts and expenditure connected with the activities of MERGA.

3.6 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the executive, the executive may appoint a member of MERGA to fill the vacancy. The appointed member holds office until 31 December of the year in which the next AGM is held. The position will be declared vacant and open for election at the next AGM.
- (2) A casual vacancy in the office of a member of the executive occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of MERGA, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under section 3.7, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the executive from 3 consecutive meetings of the executive, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

3.7 Removal of executive members

- (1) The executive may remove any member of the executive from office before the expiration of the member's term of office. The position becomes a casual vacancy. The executive follows the process to fill a casual vacancy - see 18(1).

- (2) The removed member has the right to appeal the removal by contacting the Secretary in writing.

3.8 Executive meetings and quorum

- (1) The executive must meet at least 2 times in each period of 12 months.
- (2) Additional meetings of the executive may be convened by the President or by any member of the executive.
- (3) Notice of a meeting of the executive must be given by the Secretary to each member of the executive at least 48 hours (or any other period that may be unanimously agreed on by the members of the executive) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under section 3.8(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the executive members present at the meeting unanimously agree to discuss.
- (5) For the transaction of the business of a executive meeting, the quorum required is one more than half the total number of members of the executive.
- (6) No business is to be transacted by the executive unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a suitable and practical time determined by a majority of those present. The adjourned meeting can be conducted electronically.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the executive:
 - (a) the President or, in the President's absence, the President's appointee is to preside, or
 - (b) if the President, or the President's appointee, is absent or unwilling to act, one of the members of the executive present, chosen by a majority of those present, will preside.

3.9 Appointment of association members as executive members to constitute quorum

- (1) If at any time the number of executive members is less than the number required to constitute a quorum for a executive meeting, the existing executive members may appoint a sufficient number of members of MERGA as executive members to enable the quorum to be constituted.

- (2) A member of the executive so appointed is to hold office, subject to this constitution, until the AGM next following the date of the appointment.
- (3) This section does not apply to the filling of a casual vacancy to which section 3.6 applies.

3.10 Use of technology at executive meetings

- (1) A executive meeting may be held at 2 or more venues using any technology approved by the executive that gives each of the executive's members a reasonable opportunity to participate.
- (2) A executive member who participates in a executive meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

3.11 Delegation by executive to sub-committee

- (1) When deemed necessary, the executive can set up a sub-committee and appoint members of MERGA to the sub-committee. The functions of the sub-committee must not include a function which is a duty imposed by the Act or by any other law.
- (2) Only members of MERGA can be appointed to a sub-committee.
- (3) The executive can dissolve a sub-committee at the conclusion of the sub-committee's work or at any other time if deemed necessary.
- (4) A sub-committee may meet and adjourn as it thinks proper.

3.12 Voting and decisions

- (1) Questions arising at a meeting of the executive or of any sub-committee appointed by the executive are to be determined by a majority of the votes of members of the executive or sub-committee present at the meeting.
- (2) Each member present at a meeting of the executive or of any sub-committee appointed by the executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to the presence of a quorum, the executive may act despite any vacancy on the executive.
- (4) Any action or decision of the executive or of a sub-committee appointed by the executive is valid.

Part 4 General meetings

4.1 AGMs - holding of

MERGA must hold its AGMs within 8 months after the close of MERGA's financial year.

4.2 AGMs - calling of and business at

- (1) The AGM of MERGA is, subject to the Act and to section 4.1, to be convened on the date and at the place and time that the executive thinks fit.
- (2) In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:
 - (a) to confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting,
 - (b) to receive from the executive reports on the activities of MERGA during the last preceding financial year,
 - (c) to elect office-bearers of MERGA and ordinary executive members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An AGM must be specified as that type of meeting in the notice convening it.

4.3 Special general meetings - calling of

- (1) The executive may, whenever it thinks fit, convene a special general meeting of MERGA.
- (2) The executive must, on the requisition of at least 20 members, convene a special general meeting of MERGA.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more

of the members making the requisition.

- (4) If the executive fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to section 4.3(4) be convened as nearly as is practicable in the same manner as AGMs are convened by the executive.
- (6) For the purposes of section 4.3(3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

4.4 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of MERGA, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of MERGA, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under section 4.4 (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an AGM, business which may be transacted under section 4.2(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.5 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

- (2) At least 20 members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to a convenient time within 4 weeks.
- (4) If at the adjourned meeting a quorum (that is, at least 20 members of MERGA) is not present within half an hour after the appointed commencement time for the meeting, the meeting will be abandoned.

4.6 Presiding member

- (1) The President or, in the President's absence, a executive member selected by those present, is to preside as chairperson at each general meeting of MERGA.
- (2) If the President or all members of the executive are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the general meeting.

4.7 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written notice of the adjourned meeting to each member of MERGA stating the details of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.8 Making of decisions

- (1) A question arising at a general meeting of MERGA is to be determined by:
 - (a) a show of hands or, if the meeting is one to which section 4.13 applies, any

appropriate corresponding method that the executive may determine, or

- (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of MERGA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the executive under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

4.9 Special resolutions

A special resolution may only be passed by MERGA in accordance with section 39 of the Act.

4.10 Voting

- (1) On any question arising at a general meeting of MERGA a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of MERGA unless all money due and payable by the member to MERGA has been paid.
- (4) A member is not entitled to vote at any general meeting of MERGA if the member is under 18 years of age.

4.11 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

4.12 Electronic ballots

- (1) MERGA may hold an electronic ballot (as the executive determines) to determine any issue or proposal (other than an appeal under section 2.9).

- (2) An electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

4.13 Use of technology at general meetings

- (1) A general meeting may be held at two or more venues using any technology approved by the executive that gives each of MERGA's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

5.1 Insurance

MERGA may effect and maintain insurance.

5.2 Funds - source

- (1) The funds of MERGA are to be derived from conference fees and annual subscriptions of members, donations and, subject to any resolution passed by MERGA in a general meeting, any other sources that the executive determines.
- (2) All money received by MERGA must be deposited as soon as practicable and without deduction to the credit of MERGA's bank or other authorised deposit-taking institution account.
- (3) MERGA must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.3 Funds - management

- (1) Subject to any resolution passed by MERGA in general meeting, the funds of MERGA are to be used solely in pursuance of the objects of MERGA in the manner that the executive determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, electronic fund or bank transfers, and other negotiable instruments must be signed/authorised (as required) by 2 authorised signatories.

5.4 Association is non-profit

Subject to the Act and the Regulation, MERGA must apply its funds and assets solely in pursuance of the objects of MERGA and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

5.5 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of MERGA, any surplus property of MERGA is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of MERGA remaining after satisfaction of the debts and liabilities of MERGA and the costs, charges and expenses of the winding up of MERGA.

5.6 Change of name, objects and constitution

An application for registration of a change in MERGA's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a executive member.

5.7 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of MERGA at any reasonable hour:
 - (a) records, books and other financial documents of MERGA,
 - (b) this constitution,
 - (c) minutes of all executive meetings and general meetings of MERGA.
- (2) A member of MERGA may request to access a copy of any of the documents referred to in subclause (1).
- (3) Despite subclauses (1) and (2), the executive may refuse to permit a member of MERGA to inspect or obtain a copy of records of MERGA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial against the interests of MERGA.

5.8 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

5.9 Financial year

The financial year of MERGA is each period of 12 months after the expiration of the previous financial year of MERGA, commencing on 1 January and ending 31 December of the same calendar year.

RATIFIED by MERGA members 8 July, 2025



Katie Makar, President – MERGA.



Bronwyn Reid O'Connor, Secretary – MERGA.