

ATESOLnsw

Association for Teaching English to Speakers of Other Languages

(Formerly the Association of Teachers of English to Speakers of Other Languages NSW Inc.)

CONSTITUTION

1. NAME

The name of the Association shall be 'The Association for Teaching English to Speakers of Other Languages NSW Inc' (hereinafter called 'the Association')

2. OBJECTS

2.1 To pursue activities which promote intercultural harmony within the Australian community by supporting educators and all those with an interest in the teaching and learning of English as an additional language.

Such activities include

- the examination and evaluation of teaching/learning materials for cultural bias, and promotion of the development of materials which are appropriate for a culturally diverse society
- the promotion and encouragement of Australian writing for and by speakers of languages other than English
- sponsorship of awards for young people and adults from language backgrounds other than English
- sponsorship of members to attend and participate in state, national and international meetings, seminars or conferences
- co-operation with any other community organisations in their pursuit of this object.

2.2 To assist in maintaining and improving the standards of instruction and other facilities within New South Wales schools, TAFE colleges and other public and private educational institutions engaged in TESOL (Teaching English to Speakers of Other Languages) for the benefit of young people and adults in the Australian community.

Activities in support of this object include

- conducting courses, studies and other forms of instruction
- provision of information regarding specialist courses in the field
- publication and promotion of magazines, journals and articles relevant to the field
- fostering research in the TESOL field with reference to language learning in Australia by people with a language background other than English.

- 2.3 To promote fellowship, mutual co-operation and understanding between members of the Association, and any other individuals or associations with like objectives.
- 2.4 To pursue other activities conducive to the achievement of the foregoing objects.

3. MEMBERSHIP

- 3.1 Subject to these rules the members of the Association shall be the members of the Association immediately prior to incorporation together with such other people and organisations as the Council admits to membership.
- 3.2 The following individuals shall be eligible to become ordinary members:
- (i) Teachers of English to speakers of other languages
 - (ii) Trainee teachers of English to speakers of other languages
 - (iii) Any person interested in the teaching of English to speakers of other languages or in multicultural education generally.
- 3.3 Institutions and organisations which accept the objects and rules of the Association may become institutional members.
- 3.4 From time to time the Council may confer life membership on an individual whose long-standing membership and achievements on behalf of the Association and of TESOL warrant this distinction.
- 3.5 Candidates for membership shall state in writing the category of membership sought and their qualifications for admission to that category. Election to membership shall be at the sole discretion of the Council.
- 3.6 The subscription payable by ordinary and institutional members shall be determined from time to time by a resolution of the Council. A subscription so determined shall remain in force until altered at another Council meeting.
- 3.7 Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from December 1 to November 30, or other such period as is determined by the Council.
- 3.8 A register of members of the Association for the time being shall be kept by the Registrar, setting out the name in full, the occupation, address and class of membership of each member of the Association, and the date of last payment of his or her subscription.
- 3.9 Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three months of the date due.

4. MEMBERS' LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Council. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

6. THE COUNCIL

- 6.1 An elected committee (hereafter referred to as the Council) shall be empowered to conduct all business of the Association, except those matters set down in the Constitution as requiring a decision by a General Meeting.
- 6.2 The Council shall consist of not less than nine and not more than twenty (20) members. The members shall be elected annually in the manner prescribed in paragraph 6.3. The Council shall include an elected Executive consisting of a President, two Vice Presidents, a Secretary, a Treasurer and a Registrar, who will hold office until the following Annual General Meeting. All executive positions shall be honorary.
- 6.3 In the absence of a President, the office shall be shared between up to three Vice-Presidents.
- 6.4 Every office of the Council shall be vacated at the Annual General Meeting each year and these offices shall be filled by election at that meeting. Nominations for elective offices of the Council shall be called for by the Secretary prior to the Annual General Meeting. Only ordinary members may be nominated for offices on the Council. Nominations must be signed by the proposer, seconder and nominee and handed to the Secretary prior to the commencement of the meeting. Voting shall be conducted in accordance with Section 7.6.
- 6.5 The Council shall have power at any time and from time to time to fill any casual vacancy among its officers. Any officer of the Council so appointed shall hold office only until the next following Annual General Meeting but shall then be eligible for re-election (as referred to in paragraph 6.3).
- 6.6 A member of the Council shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three successive Council meetings without approval by the Council.

- 6.7 The Executive may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of any two members of the Council summon a meeting of the Council.
- 6.8 Notice of Council meetings shall be given at the previous Council meetings or by any such other means as the Council may decide upon.
- 6.9 The chairperson of any meeting of the Council shall be the President, except as provided in Section 8.2.
- 6.10 Questions arising at any meeting of the Council shall be decided by a majority of votes, and a determination by a majority of the Council shall for all purposes be the stance of the Association. In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 6.11 The Council may function validly provided its number is not reduced below the quorum. Should Council numbers fall below the quorum the remaining Council members may act only to appoint new Council members.
- 6.12 The quorum necessary for transaction of the business of:
(i) the Council shall be five
(ii) the Executive shall be three.
- 6.13 If within half an hour of the time appointed for a Council meeting a quorum is not present the meeting shall be dissolved.
- 6.14 Additional meetings of the Council may be convened by the President or any two members of the Council.
- 6.15 The Council may from time to time delegate any of their powers to committees consisting of such persons (including persons other than members of the Association) as it thinks fit.
- 6.16 Standing committees may be formed with particular responsibilities such as professional development, publications, policies and procedures, and major events (e.g. Summer School). Other committees may be formed as the need arises. Each committee is to be chaired by a member of the Council.
- 6.17 Any member of the Association may attend and be heard at any meeting of the Council but shall not have any right to vote at such meetings.

7. GENERAL MEETINGS

- 7.1 An Annual General Meeting of the association shall be held each year within six months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within 18 months of incorporation).
- 7.2 The Council may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Council

within one month of receiving a written request to do so from at least five per cent of the membership of the Association.

- 7.3 At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- 7.4 In the case of the Annual General Meeting the following business shall be transacted:
- (i) confirmation of the minutes of the last Annual General Meeting and any recent special general meeting
 - (ii) receipt of the Council's report upon the activities of the Association in the last financial year
 - (iii) election of office bearers and other members of the Council
 - (iv) receipt and consideration of a statement from the Council which is not misleading and gives a true and fair view for the last financial year of the Association's
 - income and expenditure
 - assets and liabilities.
- 7.5 The quorum for a general meeting shall be ten members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- 7.6 Voting at general meetings shall be by a show of hands of those present and eligible to vote unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by a special resolution where a three-quarter majority is required.
- 7.7 All votes shall be given personally and there shall be no voting by proxy.
- 7.8 If no nominations for an elective office are received prior to the Annual General Meeting, nominations may be received at the meeting.

8. OFFICE BEARERS

- 8.1 The President, or in the President's absence, a Vice-President, shall act as chairperson at each general meeting of the Association.
- 8.2 The members present at Council meetings shall elect one of their number to act as chairperson.
- 8.3 The Secretary shall ensure that all records of the business of the Association including the rules, register of members, minutes of all Council meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.

- 8.4 The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member.
- 8.5 The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payment shall be made through a petty cash system or by cheque signed by two signatories authorised by the Council. Major or unusual expenditures shall be authorised in advance by the Council or a general meeting.

9. FUNDS MANAGEMENT

- 9.1 The income and expenditure accounts of the Association shall be audited within one month prior to each Annual General Meeting and such accounts shall be presented to each Annual General Meeting.
- 9.2 At the Annual General Meeting the members present shall appoint an auditor or auditors to hold office until the next Annual General Meeting and their appointment, remuneration rights and duties shall be regulated by the members present, or in the absence of such regulations by the Council for the time being.

10. SPECIAL RESOLUTIONS

- 10.1 A special resolution must be passed by a general meeting of the Association to effect the following changes:
- (i) a change of the Association's name
 - (ii) a change of the Association's rules
 - (iii) a change of the Association's objects
 - (iv) an amalgamation with another Incorporated Association
 - (v) to voluntarily wind up the Association and distribute its property
 - (vi) to apply for registration as a Company or a Cooperative.
- 10.2 A special resolution shall be passed in the following manner:
- (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting
 - (iii) a quorum must be present at the meeting
 - (iv) at least three quarters of those present must vote in favour of the resolution
 - (v) in situations where it is not possible or practicable for a resolution to be passed as described above, a request must be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

11 PUBLIC OFFICER

- 11.1 The Council shall ensure that a person is appointed as Public Officer.
- 11.2 The first Public Officer shall be the person who completed the application for incorporation of the Association.
- 11.3 The Council may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and is a resident of New South Wales.
- 11.4 The Public Officer shall be deemed to have vacated the position in the following circumstances:
- (i) death
 - (ii) resignation
 - (iii) removal by the Council or at a general meeting
 - (iv) bankruptcy or financial insolvency
 - (v) residency outside New South Wales.
- 11.5 When a vacancy occurs in the position of Public Officer the Council shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- 11.6 The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:
- (i) appointment (within 14 days)
 - (ii) a change of residential address (within 14 days)
 - (iii) a change in the Association's objects or rules (within one month)
 - (iv) a change in the membership of the Council (within 14 days)
 - (v) of the Association's financial affairs (within one month after the Annual General Meeting).
 - (vi) a change of the Association's name (within one month).
- 11.7 The Public Officer may be an office bearer, Council member, or any other person regarded as suitable for the position by Council.

12. MISCELLANEOUS

- 12.1 The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- 12.2 The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- 12.3 The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Council. The stamping of the Common Seal shall be witnessed by signatures of two members of the Council.

- 12.4 The Association may at any time pass a special resolution determining how surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.
- 12.5 Service of legal documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Council.
- 12.6 Notices sent by post shall be deemed to have been received two days after the date of posting.
- 12.7 The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.

13 WINDING UP OF ASSOCIATION

In the event of dissolution of the Association the surplus property will not be distributed to members of the Association but will be distributed to associations having objects similar to the Association and whose articles of association prohibit the distribution of their funds to members.

Last major revision approved at AGM 14th March 2002

Latest amendments approved at annual general meeting 25th March 2014