

**CONSTITUTION**  
**AUSTRALIAN COUNCIL OF TESOL ASSOCIATIONS (ACTA) Inc.**

## **Version History**

Constitution amended by special resolution at special meeting of ACTA Council held 14 March 2013.

## **Version Control**

Version 1

Date of Document: 9 April 2013

## **1. NAME**

The name of the organisation is ‘The Australian Council of Teachers of English to Speakers of Other Languages (TESOL) Associations Incorporated’ herein called ACTA.

## **2. AIMS**

- 2.1. To provide at a national level, an organisation which will:
  - 2.1.1. Establish and maintain links with other organisations at regional, state, national and international levels;
  - 2.1.2. Represent, support and lobby for the interests of teachers of English to speakers of other languages and learners of English as an additional language or dialect;
  - 2.1.3. Lobby for access to instruction in Standard Australian English for speakers of other languages and dialects;
  - 2.1.4. Encourage implementation and delivery of quality professional programs;
  - 2.1.5. Promote the recognition, study, research and development of teaching English to speakers of other languages, within the context of a 21st century multicultural society, at state, national and international levels;
  - 2.1.6. Support state associations to improve professional standards in the field of TESOL through advocacy at appropriate forums at the national level;
  - 2.1.7. Publish a professional journal, *TESOL in Context*, at least twice yearly.
- 2.2. To convene an international TESOL conference, in conjunction with a member state or territory association in a state or territory and at a time agreed on by the Council.

## **3. MEMBERSHIP OF ACTA**

- 3.1. Membership of ACTA shall be open to State and Territory TESOL associations and multicultural education associations whose aims and objectives are aligned with those of ACTA.
- 3.2. Members are defined as state/territory TESOL associations or multicultural education associations. Individual members of state /territory or other associations are not members of ACTA directly but may be elected or appointed as Councillors representing their association. Individual members of member associations may observe, put motions or comment at ACTA meetings but only Councillors may vote.
- 3.3. Membership of state or territory association in ACTA shall cease if:
  - 3.3.1. Written notice from the member state or territory association of resignation is received by the Secretary OR
  - 3.3.2. The annual capitation fees of a member state or territory association remain unpaid after six (6) calendar months.

## **4. FEES, SUBSCRIPTIONS ETC**

- 4.1. Funding for ACTA shall be by annual capitation fee levied on member associations represented on the Council and subject to review and adjustment by the Council as necessary;
- 4.2. The annual capitation fee is payable by member associations within three months of the start of ACTA's financial year;
- 4.3. Notification of an increase in capitation fees must be given to State/Territory member associations as decided by council in accord with the working rules of ACTA.

## **5. POWERS AND MEMBER REPRESENTATION ON ACTA COUNCIL**

### 5.1. The Council

- 5.1.1. controls and manages the affairs of ACTA; and
- 5.1.2. may exercise all functions that may be exercised by the Council other than those functions that are required by these rules to be exercised by the Council in general meeting; and
- 5.1.3. has the power to perform all acts and do all things that appear to the Council to be necessary or desirable for the proper management of the affairs of the Council
- 5.1.4. follows a set of working rules established and kept up to date by the Council.

### 5.2. The Member representatives on the Council, hereafter called Councillors, will be nominated by state and territory TESOL associations on the following basis:

- 1 Councillor for member associations with fewer than 50 members
- 2 Councillors if membership is between 50 and 200
- 3 Councillors if membership is between 201 and 350
- 4 Councillors if membership exceeds 350.

### 5.3. The maximum number of Councillors from any one state or territory shall be four (4) except as follows:

In the event that an Executive position cannot be filled from among the nominated Councillors the Council shall have the power to co-opt an additional Councillor or Councillors from any state or territory, over and above the state's/territory's constitutional entitlement, to fill the vacant Executive position(s). Such co-option shall be at the discretion of the Council, two thirds of whom must agree to this measure. This entitlement to additional Councillors(s) shall be for the current financial year, as with all Councillors. No state or territory shall have more than two (2) co-opted Councillors at any one time. An individual shall not be co-opted to fill one position for more than two (2) consecutive years.

### 5.4. Nominations for representation on the Council shall be made in writing, by the state association to the Secretary prior to an Annual General Meeting or within a time appointed by the Executive if a position falls vacant.

5.5. Vacant positions on Council shall be filled by the state/territory association which nominated the Councillors(s) position(s) being vacant within the time appointed by the Executive where after the position(s) may be appointed by the Executive. If Executive appoints a Councillor to fill a vacancy that Councillor must be a member of the State/Territory association they are to represent.

5.6. Each member of the Council holds office, subject to the constitution rules, until the conclusion of the AGM following the date of the member's election, but is eligible for re-election.

## **6. THE EXECUTIVE AND THE COUNCIL**

6.1. The office-bearers and Executive of the Council shall consist of:

- President
- Vice-president
- Secretary
- Treasurer
- Immediate Past-President

6.2. Office-bearers of the Council, apart from the Immediate Past President, shall be elected for a one year period at the Annual General Meeting. Each nomination shall be submitted in writing to the Secretary before commencement of the elections and shall be signed by the nominee and two (2) office-bearers of their state/ territory association.

6.3. If the AGM is convened by teleconference and insufficient written nominations as per 6.2 have been received, nominations may be taken from those in attendance provided that the nominee is present.

6.4. If the Annual General meeting is held at a National Conference or similar, nominations may be taken from the floor for positions for which no written nomination has been received as per 6.2, provided that the nominee is present or has signified in writing his/her willingness to stand.

## **7. DUTIES OF THE EXECUTIVE AND THE COUNCIL**

7.1. Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the Council decides.

7.2. The Council shall have the authority to establish and operate a bank or building society account and may authorise all payments on behalf of ACTA. The account shall have at least three (3) signatories. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members

of the Council or employees of the association, being members of the Council or employees authorised to do so by the Council.

- 7.3. The Council shall have the power to fill any vacant office until the next Annual General Meeting pursuant with clause 5.5.
- 7.4. The Council shall have the power to establish sub-committees or working parties as may be required from time to time, and to co-opt any person(s) to sit on such a working party or sub-committee. A working party or sub-committee shall not make final decisions, but shall bring forth recommendations to the Executive for further action.
- 7.5. The Council shall convene at least four (4) times per year, and as often as is deemed necessary to conduct the affairs of ACTA.
- 7.6. Decisions made by the Council shall, as far as possible, be reached by consensus. Where consensus cannot be reached, decisions are to be made by simple majority vote. In the case of an equality of votes, the Chairperson shall be entitled to a second casting vote. A majority vote is deemed to be 50% + 1.
- 7.7. The quorum for a meeting of the Council shall be two thirds of the total Council representing at least 4 of the state and territory member associations.
- 7.8. No business may be transacted by the Council unless a quorum is present
- 7.9. The Secretary shall keep written minutes recording:
  - 7.9.1. All elections of officer bearers and Council members.
  - 7.9.2. All names of representatives present at all meetings of the Executive and of Council.
  - 7.9.3. Proceedings and resolutions of Council meetings and meetings of the Executive and general meetings
  - 7.9.4. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the succeeding meeting.

## **8. COUNCIL MEETINGS**

### **8.1. Notice of Meeting**

The Secretary shall give at least 7 days notice in writing of all Council meetings to the members of ACTA specifying the place, the day and the hour of meetings and the nature of the business to be dealt with at the meetings.

### **8.2. Proxy**

Member associations may nominate a proxy or proxies using the form set out in Appendix 1 to reach the Secretary in writing no later than 24 hours before the

notified meeting time or in the case of an Annual General Meeting one week prior to the meeting.

### 8.3. Frequency of Council Meetings

8.3.1. Meetings of the Council shall be called at least four (4) times per year

8.3.2. A Special Council Meeting must be called by the Executive in the event of a written request of any three (3) members of Council.

### 8.4. Proceedings at Council Meetings

8.4.1. The President shall preside at every meeting of ACTA but if she/he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is not available to act in his/her capacity, the Vice-President or deputy nominated by the Executive as in 7.2 above shall preside.

8.4.2. At any Council meeting, a resolution put to the vote shall be decided by the majority vote. A majority shall be 50% + 1 of the Council body.

8.4.3. In the case of an equality of votes, the President or chairperson of the meeting shall be entitled to a second casting vote.

8.4.4. An agenda for the meetings shall be circulated at least seven (7) days in advance by the Executive.

## **9. DISCIPLINING OF MEMBERS AND RIGHT OF APPEAL OF DISCIPLINED MEMBER**

9.1. The relevant provisions of the Model Rules relating to the disciplining of members and the right of appeal of disciplined members as enacted and varied from time to time pursuant to Regulation 15 of the Associations Incorporation Regulations shall be deemed incorporated as provisions of this the constitution of the Australian Council of TESOL Associations Incorporated.

9.2. The association in general meeting may by resolution, subject to the Act, section 50, remove any member if the Council from the office of the Council before the end of the member's term of office.

## **10. ANNUAL GENERAL MEETINGS**

10.1. The Annual General Meeting must, subject to the Act, be called on the date and at the place and time that the Council considers appropriate. The AGM must be held within 5 months after the end of the financial year of the association.

10.2. The financial year of the association ends on 30 November.

10.3. The business of the AGM is to:

10.3.1. confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and

10.3.2. receive reports from office bearers on the activities of the association; and

10.3.3. hold an election of office bearers, and

10.3.4. receive and consider statements of accounts and the reports that are required to be submitted to members under the Act, section 73 (1)

10.3.5. consideration of any other business determined by the Executive.

10.4 The AGM shall be open to all members of ACTA member associations. Individual members of member associations shall be entitled to speak in discussions on any matter or to put motions. Note that only ACTA Councillors or their designated proxies shall be entitled to vote.

10.5 Notice of the AGM shall be provided in writing to member associations no less than 21 days prior to the date of the AGM

10.6 A quorum for an AGM shall be two-thirds of the ACTA Councillors or their proxies representing at least 4 of the state and territory member associations.

## **11. GENERAL MEETINGS**

11.1. The Council may, whenever it considers appropriate, call a general meeting or special meeting of the association.

11.2. The Council must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.

11.3. The Secretary must notify members in writing of the time and date and any notice of motion of a general meeting or special meeting at least 14 days before the date.

11.4. A quorum of members entitled to vote must be present at the meeting. A quorum shall be two thirds of the ACTA Councillors or their proxies representing at least 4 of the state and territory member associations.

11.5. The President shall preside at all general meetings of the Council. If the President is absent, the members of the Executive shall elect any of their number to preside as Chair of the meeting.

## **12. ACTA INTERNATIONAL TESOL CONFERENCE**

12.1. An International TESOL Conference shall be convened regularly in various member states and territories and shall be presided over by the host member state or territory and the ACTA President and Council. The purpose of the International TESOL Conference is to promote the recognition, study, research and development of TESOL; to establish and maintain links with other organisations at regional, state, national and international level and to maintain and seek to improve professional standards in the field of TESOL.

12.2. The Conference will be held at a time and place that allows access to maximum number of ACTA Councillors and members of State/Territory Associations.

## **13. CHANGE OF CONSTITUTION**



The ACTA Constitution may be changed by a special resolution at a general meeting of the Council and in accordance with the Act.

#### **14. MEMBER LIABILITIES**

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of winding up the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by section 4.

#### **15. FINANCIAL YEAR**

Financial Year means the year ending 30 November.

#### **16. AUDIT**

- 16.1. The auditor or auditors shall be appointed at a Council meeting. They shall examine all accounts, vouchers, receipts, books, annually and furnish an audited report thereon to the Council.
- 16.2. Audit shall be conducted at regular intervals of not more than twelve (12) months.
- 16.3. An auditor shall not be a member or closely related to a member of the Executive.
- 16.4. Auditing must be such as fulfils the statutory obligations of Incorporation, under the Act and Regulations and copies of the audited accounts must be presented to the Treasurer in a format and within the statutory time allotted so that they may be sent to A.C.T. Registrar and will comply with the Registrar's requirements for incorporated bodies under the ACT and Regulations.

#### **17. DISSOLUTION**

- 17.1 The Executive shall have no power to dissolve ACTA except following ballot of each of the member associations, where two thirds of the member associations vote for its dissolution.
- 17.2 If in the event of dissolution or winding-up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institution having objects similar to the objects of the Association and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members.

#### **18. PUBLIC OFFICER**

- 18.1. The Executive shall appoint a Public Officer of the association.
- 18.2. The Public Officer may hold any other office on the Council.

18.3. The Public Officer must be a resident of the ACT.

## **19. SEAL**

- 19.1. The Common Seal of the Association must be kept in the custody of the Secretary.
- 19.2. The Common Seal must not be affixed to any instrument except by the authority of the Council and the affixing of the Common seal shall be attested by the signatories of two other members of the Council.

## **20. CUSTODY OF BOOKS AND DOCUMENT**

Subject to the Act, the regulation and these rules the Secretary must keep in his or her custody or under her or his control all records, books, and other documents relating to the association.

## **21. INSPECTION OF BOOKS**

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by an ACTA Councillor or a member association at any reasonable hour.

**APPENDIX**

**FORM OF APPOINTMENT OF PROXY**

I, .....

(full name)

of .....

(address)

a member of .....

(name of incorporated association)

appoint

.....

(full name of proxy)

of .....

(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

..... and

at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....

(Signature of member appointing proxy)

(\*To be inserted if desired.)

Date .....

Note A proxy vote may not be given to a person who is not a member of the association.