



Association of Teachers of English to Speakers of Other Languages



# CONSTITUTION

ASSOCIATION OF TEACHERS OF ENGLISH  
TO SPEAKERS OF OTHER LANGUAGES –  
AUSTRALIAN CAPITAL TERRITORY  
(ATESOL ACT) INCORPORATED

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## **1. NAME**

The name of the organisation is 'Association of Teachers of English to Speakers of Other Languages – Australian Capital Territory, Incorporated', hereinafter called ATESOL ACT

## **2. AIMS**

- 2.1 Within the Australian Capital Territory and surrounding districts, ATESOL ACT will aim to:
  - 2.1.1 bring together all those interested in the teaching of English to speakers of other languages at all levels of education: preschool, primary, secondary and adult;
  - 2.1.2 provide support, representation and advocacy at the territory and national level, for educators and support staff of students for whom Standard Australian English is an additional language, in pursuit of quality education.

## **3. OBJECTIVES**

- 3.1 ATESOL ACT shall have the following objectives:
  - 3.1.1 to act as a peak body in the Australian Capital Territory to 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;
  - 3.1.2 to assist members to develop and maintain professional skills and knowledge of the teaching of English as an additional language and related fields through courses, seminars, workshops and conferences;
  - 3.1.3 to encourage in the community an awareness of the needs of the English as an additional language learner and the role of teachers of English to speakers of other languages in meeting those needs;
  - 3.1.4 to foster links with the national body, the Australian Council of TESOL Associations (ACTA) and other professional Associations who have Teaching English to Speakers of Other Languages (TESOL) as a major focus, or who recognise and support the aims of TESOL but who may have other areas of major focus.

## **4. MEMBERSHIP**

### **4.1 Membership Eligibility**

- 4.1.1 Membership shall be unlimited in number and may consist of individual, institutional or honorary life member.

- 4.1.2 Membership of ATESOL ACT shall be conferred upon application and payment of the annual fee.
- 4.1.3 All persons, whether professionally qualified, experienced, training in teaching English to speakers of other languages or interested in supporting EALD learners may apply for individual membership. Provision for individual membership categories may be decided by the Committee, with fees determined at the Annual General Meeting.
- 4.1.4 Institutional membership shall be open to any professional bodies which support the aims of ATESOL ACT and pay the prescribed annual fee. Institutional members are entitled to nominate one (1) voting delegate who shall have all the rights of an individual member, excluding holding an executive position. Such nomination is to be in writing to the Secretary of the Committee. An institutional member may revoke in writing, the appointment of its delegate, and appoint another delegate in his/her place.
- 4.1.5 Honorary life membership may be conferred on individuals in recognition of services to ATESOL ACT. Nominations must be made in writing to the Committee and seconded by two (2) members. Such honorary life membership shall be conferred by simple majority vote in a secret ballot at a General meeting. An honorary life member shall have all the privileges of an individual member without the requirement to pay the annual membership fee.
- 4.1.6 The Committee of ATESOL ACT has at all times the discretion to accept or reject any application for membership of the Association.
- 4.1.7 *Membership is valid for the calendar year in which the fees were paid and up to the completion of the Annual General Meeting held in the following year.*

## **4.2 Membership Fees**

- 4.2.1 The membership fees shall be determined annually at the Annual General Meeting, including the provision for individual membership categories.

## **4.3 Discipline of Members and Rights of Appeal**

- 4.3.1 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 ATESOL ACT Inc.
- 4.3.2 ATESOL ACT in general meeting, may by resolution, subject to the Act, section 50, remove any member of the Association from membership of the Association before the end of the member's term of membership.

#### **4.4 Cessation of Membership**

4.4.1. Membership shall cease upon resignation in writing delivered to ATESOL ACT or failure to renew membership.

4.4.2. There shall be no refund of membership fees.

### **5. THE COMMITTEE – Nominations and Elections**

**5.1. The Committee shall consist of the Executive being the President, Vice President, Secretary and Treasurer, and no less than 3 Committee members.**

#### **5.2. Nomination and Election**

5.2.1. All Committee positions shall be declared vacant at the AGM.

5.2.2. Office bearers of the Committee shall be elected for 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) members of ATESOL ACT.

5.2.3 If no written nominations are received for a particular position, nominations may be taken from those in attendance provided the nominee is present. Such nominations shall be seconded, and agreed to by the nominee.

5.2.4. If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

5.2.4. If the numbers of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held, unless otherwise determined by the members present.

5.2.5. All nominees must be financial members of ATESOL ACT Inc.

#### **5.3 Resignations and Vacancies**

5.3.1. A resigning Committee member shall do so in writing.

5.3.2. In the event of a vacancy in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, until the next Annual General Meeting. Any casual vacancy within the Executive Committee shall be filled by a member appointed by the Committee. This appointee shall retire at the next AGM.

### **6 Roles and Responsibilities of the Executive**

#### **6.1 The President of ATESOL ACT shall:**

6.1.1 preside at all General Meetings and Committee meetings except that in the absence of the President, or at the request of the

President or of a majority of the meeting another member may be elected as that meeting's chairperson;

- 6.1.2 ex-officio be a member of all working groups;
- 6.1.3 encourage full balanced participation in meetings by all members and shall decide on matters of order;
- 6.1.4 represent the Association and act as spokesperson unless an alternative spokesperson has been appointed by the Committee or a General Meeting;
- 6.1.5 present a written Annual Report of the activities of the Association to the Annual General Meeting.

**6.2 The Vice-President of ATESOL ACT shall:**

- 6.2.1 assume the duties of the President when the President is absent.

**6.3 The Secretary of ATESOL ACT shall ensure that:**

- 6.3.1 Minutes of the resolutions and proceedings of each Annual General Meeting, General Meeting and Committee Meeting are kept, and files of correspondence and other ATESOL ACT documents are maintained;
- 6.3.2 the names of persons present at meetings are recorded;
- 6.3.3 motions are dealt with as directed by the Committee;
- 6.3.4 members are notified of all General Meetings and other events held for the general membership in accordance with this Constitution;
- 6.3.5 a copy of the minutes of each Committee Meeting is sent to all Committee members;
- 6.3.6 an agenda is prepared, in consultation with the Chairperson, for each Annual General Meeting, General Meeting and Committee Meeting;
- 6.3.7 a register of members is kept and maintained in which shall be entered each member's full name, address, date of admission into membership and date of cessation of membership.
- 6.3.8 If the Secretary is not present at a Committee, Annual General Meeting or General Meeting, the Committee appoints another Committee member to undertake the Secretarial duties for that meeting.

**6.4 The Treasurer of ATESOL ACT shall be responsible for:**

- 6.4.1 the collection and receipt of all monies due to the Association and the issuing of official receipts;
- 6.4.2. the deposit, without delay, of all monies collected and received, to the credit of the association in such financial institutions as the Committee may from time to time determine;

- 6.4.3. the payment, without delay, of all accounts which have been authorised for payment by the Committee, shall be by cheque or electronic transfer authorised by two (2) signatories of whom there shall be no more than four (4) appointed by the Committee;
- 6.4.4. keeping current accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of ATE SOL ACT;
- 6.4.5. submitting a financial report to all Committee and General Meetings;
- 6.4.6. making the accounts and financial record books available for inspection by the Auditor appointed under this Constitution; and
- 6.4.7. providing a financial report to the Annual General meeting which will be available to all members.

## **7. Annual General Meeting**

- 7.1 The Annual General Meeting must, subject to the Act, be called on the date and at the place and time that the Committee considers appropriate. The AGM must be held within 5 months after the end of the financial year of the associate.
- 7.2 The financial year of the association ends on 31 December.
- 7.3 The business of the AGM is to:
  - 7.3.1 confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
  - 7.3.2 receive reports from office bearers on the activities of the Association;
  - 7.3.3 hold an election of office bearers;
  - 7.3.4 receive and consider statements of accounts and the reports that are required to be submitted to members under the Act, section 73 (1); and
  - 7.3.5 consider any other business determined by the Executive.
- 7.4 Notice of the AGM shall be provided in writing to members no less than 21 days prior to the date of the AGM.
- 7.5 A quorum consisting of at least ten (10) per cent of financial members.

## **8. General Meeting**

- 8.1. The Committee must, on the requisition in writing of not less than 5% of the total number of members, call a General Meeting with at least two (2) weeks written notice to the general membership. In the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the secretary must give at least 21 days' notice and specify the item for resolution.

- 8.2. At least fourteen (14) days before the date fixed for a General Meeting of the Association the Secretary shall send to each member a copy of the minutes of the previous General Meeting and an agenda stating the place, time and date of meeting and the nature of the business of the forthcoming meeting.
- 8.3. A member desiring to bring any business before a meeting may give notice in writing of that business to the Secretary or President, and that business shall be included in the agenda for the next General Meeting.
- 8.4. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 22 (2).
- 8.5. A quorum consisting of at least ten (10) per cent of financial members including two (2) executive members shall be required to pass any binding decisions.
- 8.6. Disclosure of Interest - No members of the association may vote in respect of any contract or proposed contract in which they have an interest.
- 8.7. Voting and Decisions
  - 8.7.1 Voting rights shall be limited to financial members who are present at the General Meeting.
  - 8.7.2 Decisions made by the Committee 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 a tied vote, the Chairperson shall be entitled to a second casting vote. A majority vote is deemed to be 50% +1.
  - 8.7.3 .Voting shall be by show of hands.
  - 8.7.4 The meeting may, by show of hands, require any other vote to be by secret ballot.

## **9. Committee Meeting**

- 9.1 There shall be at least four (4) Committee meetings per year.
- 9.2 The Secretary shall give at least seven (7) days' notice in writing to the Committee specifying the place, the day and hour of the meetings and the nature of the business to be dealt with at the meetings.
- 9.3 Four (4) members of the Committee including two executive shall constitute a quorum.
- 9.4 The President or in the absence of the President, the Vice President shall preside at each Committee Meeting. If both are absent from the meeting, the members shall elect one of their number to preside at the meeting.
- 9.5 The President or four other members of the Committee shall have the power to call a Committee meeting.

- 9.6 Subject to any resolution passed by the Association in a General Meeting, the funds of the Association must be used for the objects of the Association in a way that the Committee decides.
- 9.7 The Committee shall have the authority to establish and operate a bank or building society account and to authorise payments on behalf of ATESOL ACT. The account shall have no more than four (4) signatories appointed by the Committee. All accounts which have been authorised for payment by the Committee, shall be paid by cheque or electronic transfer authorised by two (2) of the signatures appointed by the Committee.
- 9.8 Working Groups - Ad-hoc working groups may be formed to deal with special interests. The Committee may co-opt members to be part of the working groups.
- 9.9 Disclosure of Interest - No members of the Association may vote in respect of any contract or proposed contract in which they have an interest.
- 9.10 Voting and Decisions
- 9.10.1 Voting rights shall be limited to financial members who are present at the committee meeting.
- 9.10.2 Decisions made by the Committee 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 a tied vote, the Chairperson shall be entitled to a second casting vote. A majority vote is deemed to be 50% +1.
- 9.10.3 Voting shall be by show of hands except that any contested elections shall be decided by secret ballot.
- 9.10.4 The meeting may, by show of hands, require any other vote to be by secret ballot.

## **10. Member Liability**

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.

## **11. Funds**

- 11.1. The Association derives its finances mostly through membership fees and bank interest. The Association may generate funds through its activities (e.g. Professional development workshops). These funds should be used for the benefit of ATESOL ACT Inc. and its members, in keeping with the aims and objectives of the Association.
- 11.2. The Funds shall be used in pursuance of the aims of the Association, in such a manner as the committee determines.

- 11.3 Any expenditure shall be authorised by vote of the Committee.
- 11.4. The signatures and/or electronic signatures of two Executive Committee members shall be required in order to withdraw funds from the Association's account(s); there shall be no more than four (4) signatories appointed by the Committee.

## **12. Auditor**

- 12.1 An Auditor shall be appointed by the Committee to submit audited accounts as legally required.
- 12.2 The Auditor shall have access to the books and accounts of the Association and shall be entitled to proper explanations thereon by the officers of the Association.
- 12.3 An auditor shall not be a member or closely related to a member of the Committee.
- 12.4 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.
- 12.5. The Auditor shall submit a report on the balance sheets and statements of income and expenditure.

## **13. Public Officer**

The Committee shall appoint a Public Officer, a resident of the ACT, who shall notify the Registrar General of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Committee.

## **14. Dissolution of the Group**

- 14.1 ATESOL ACT Inc. may be dissolved at a General Meeting called for this purpose where three-quarters of the members present at the meeting vote for its dissolution.
- 14.2 If any funds remain after the payment and collection of debts, the remaining funds shall be transferred to some other institution having objectives similar to the objects of the Association and whose Memorandum of Association or Constitution shall prohibit the distribution of its or the income and property among its or their members.

## **15 Amendment to the Constitution**

- 15.1. The ATESOL ACT Constitution may be changed by a special resolution at a General Meeting of the Committee and in accordance with the ACT Associations Incorporation Act 1991.
- 15.2. A proposed amendment to the Constitution may be submitted in writing at any time to the Secretary.
- 15.3. All financial members shall be notified in writing of any such proposed amendment(s) with at least 21 days' notice being given if a general meeting is called to consider any such amendment(s).
- 15.4. At this General meeting the proposed amendment(s) shall be submitted to a vote, and shall be carried by a two thirds majority of financial members present, provided a quorum has been formed.

## **16. Common Seal**

- 16.1. The common seal of the Association must be kept in the custody of the secretary.
- 16.2. The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures of 2 members of the Committee.

## **17. Custody of Books and Documents**

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 ATESOL ACT.

## **18. 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 a member of the Association at any reasonable hour.