

Constitution of the Western Australian Adult Literacy Council Incorporated

Association # A0824174E

1. Name:

- 1.1 The name of the association shall be Western Australian Adult Literacy Council Incorporated, in these rules called 'the Council'.

2. Object:

- 2.1 The object of the Council is to contribute to the development of adult literacy and numeracy by promoting co-operation among interested organisations and individuals both government and non-government, by undertaking and encouraging appropriate study, research and action, and by doing all such things as may pertain to the attainment of that object.
- 2.2 The income and property of the Council shall be applied solely towards the promotion of the objects or purposes of the Council and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Council, except in good faith in the promotion of those objects and purposes.

3. Powers:

- 3.1 The Council shall have the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Council. Payments may be approved by the Executive Committee for:
 - 3.1.1 Remuneration to any officer or employee of the Council or to any other person in return for services rendered to the Council.
 - 3.1.2 Reimbursement of agreed costs incurred on behalf of the Council.
 - 3.1.3 Other initiatives as developed to promote the objects of the Council from time to time.
- 3.2 The Council shall have the power to affiliate with other bodies with similar objects.

4. Membership:

- 4.1. The membership of the Council may consist of individual, institutional and honorary life members.
- 4.2. All persons who are interested or involved in the provision of adult literacy and numeracy services shall be eligible for individual membership of the Council.
- 4.3. Membership shall also be open to institutions interested or involved in the provision of adult literacy service. An organisational membership fee will be 2 x individual membership and entitles the organisation to two newsletters and 2 discounts to the WAALC conference. Institutional members may nominate one voting delegate to General Meetings of the Council.

- 4.4. Honorary life membership may be conferred on individuals in recognition of services to the Council. Such honorary life membership shall be conferred by simple majority vote in a secret ballot at a General Meeting of the Council.
- 4.5. An honorary life member shall have all the privileges of an ordinary member of the Council without payment of the annual subscription.
- 4.6. Membership shall be conferred upon application in writing and payment of the prescribed subscription fee, provided that the Executive Committee of the Council has at all times the discretion to accept or reject any application for membership of the Council.
- 4.7. The subscription fee for members shall be payable in advance and shall be fixed annually at the Annual General Meeting.
- 4.8. New members joining in the last quarter of the financial year of the Council shall have their membership carried over until the end of the next financial year of the Council.
- 4.9. The Executive Committee of the Council shall keep a register of members showing in respect of each member his/her name, address, date of commencement of membership and, where relevant, date of termination of membership.
- 4.10. Existing financial members of the Western Australian Adult Literacy Council shall automatically be deemed members of the Council upon adoption of this constitution.

5. Termination of membership:

- 5.1. A member may resign from the council at any time by giving notice in writing to the secretary, such resignation to be effective from the date of receipt of the notice.
- 5.2. The Executive Committee of the Council may terminate the membership of any member by simple majority vote if that member
 - 5.2.1 Is three months or more in arrears of payment of the annual membership subscription or
 - 5.2.2 Conducts him/herself in a manner considered detrimental to the character or interests of the Council.
- 5.3. A person whose application for membership has been rejected or whose membership has been terminated may within one month of the date of despatch of written notification thereof, lodge with the secretary written notice of intention to appeal against the decision of the Executive Committee.
- 5.4. Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene within three months a general meeting to determine the appeal. At any such meeting both the applicant or member and the Executive Committee shall have the opportunity to present their case. The appeal shall be determined by a simple majority vote in a secret ballot of members present at such meeting.

- 5.5. There shall be no refund of fees upon termination of membership for whatever reason.

6. Office Bearers:

Office bearers of the Council shall be the Chairperson, Vice Chairperson, Honorary Secretary and Honorary Treasurer. They shall be elected at the Annual General Meeting and hold office for 12 months from the date of that meeting and shall be eligible for re-election at the following Annual General Meeting.

7. Duties of office bearers:

- 7.1 The Chairperson shall:
- 7.1.1 Preside at all general meetings except as otherwise provided in this constitution and all meetings of the Executive Committee except as otherwise provided in this constitution.
 - 7.1.2 Present a written Annual Report of the activities of the Council to the Annual General Meeting.
- 7.2 The Vice Chairperson shall:
- 7.2.1 Preside at all general meetings and all meetings of the Executive Committee in the absence of the Chairperson.
 - 7.2.2 Assist the Chairperson in the performance of the goals and objectives of the Council.
- 7.3 The Honorary Secretary shall:
- 7.3.1 Call meetings of the Executive Committee and of the Council when directed so to do by the Executive Committee in accordance with the constitution.
 - 7.3.2 Attend all meetings.
 - 7.3.3 Be responsible for the custody of the books, journals, and all documents whatsoever belonging to the Council.
 - 7.3.4 Make available all books of the Council for inspection by the auditor and any member of the Council.
 - 7.3.5 Conduct correspondence and perform such other duties as the Executive Committee may from time to time direct.
 - 7.3.6 Record accurate minutes of all meetings.
- 7.4 The Honorary Treasurer shall:
- 7.4.1 Pay into the account of the Council all moneys and cheques received on behalf of the Council.
 - 7.4.2 Keep proper records of all moneys received or expended by or on behalf of the Council, and of all matters pertaining to such receipts, fund, liabilities and transactions of the Council.
 - 7.4.3 Prepare a statement of accounts for each financial year setting out the assets and liabilities of the Council. Such accounts and balance sheet shall be submitted to the Annual General Meeting.

8. Executive Committee:

- 8.1. The Executive Committee shall consist of the Office Bearers and a maximum of eight committee members of the Council.
- 8.2. The Executive Committee shall be responsible for the general management of the Council.
- 8.3. Members of the Executive Committee shall be elected by the Council at the Annual General Meeting for a period of one year or until the next Annual General Meeting.
- 8.4. The Executive Committee may appoint a member to fill any Executive Committee vacancy which may occur during the year, for the unexpired remainder of the term of election.
- 8.5. The Executive Committee shall meet at least three times each year.
- 8.6. Five members of the Executive Committee including two office bearers and 3 committee members shall constitute a quorum.
- 8.7. Decisions of the Executive Committee at a face-to-face meeting shall be arrived at by majority vote. In the event of an even division, the chairperson may exercise the casting vote. Committee members actively participating in the meeting via communication technology are deemed present at face to face meetings.
- 8.8. The Executive Committee shall have the power to co-opt individuals and/or to appoint sub-committees for specific purposes. The Chairperson shall be ex-officio a member of all sub-committees. The Executive Committee shall at all times retain the right to review or revoke any actions of its sub-committees or office bearers and any sub-committee shall possess only the power of recommendation to the Executive Committee.
- 8.9. The Executive Committee shall not be held responsible for the actions and/or public statement of opinion by individual members of the Council unless such actions and opinions have been formally approved by the Executive Committee.

9. Duties of the Executive Committee

- 9.1 The Executive Committee shall:
 - 9.1.1. Make rules and by-laws consistent with this constitution for the regulation of its own proceedings and for defining the powers of sub-committees or office bearers of the Council and for the government of the Council generally. Such rules and by-laws shall be recorded as minutes.
 - 9.1.2. Authorise bank signatories who shall consist of the Honorary Treasurer and any two of the other members of Council. Any two signatories shall be required to authorise all bank transactions.
 - 9.1.3. Do all such things as are necessary to carry out the objects of the Council.

10. General Meetings

- 10.1. Written notice of all General Meetings of not more than 28 days and not less than 7 days shall be distributed to all members of the Council.
- 10.2. Financial members, including institutional members, shall each be entitled to one vote at any General Meeting at which they are present.
- 10.3. A member (in this rule called “the appointing member”) may appoint in writing another member who is natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member, at any general meeting. Such proxies count towards the required quorum.
- 10.4. Voting shall be by show of hands except that:
 - 10.3.1. Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
 - 10.3.2. The meeting may by show of hands require any other vote to be by secret ballot.
 - 10.3.3. In the event of an even division, the chairperson may exercise a casting vote.
- 10.5. A quorum at any General Meeting shall be 8 members or two thirds of the members of the Council, whichever is less, of whom 4 shall be members of the Executive Committee
- 10.6. If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting, then a majority of members present may decide to cancel the meeting or adjourn it for a period not exceeding 14 days.
- 10.7. A special General Meeting shall be called by the secretary within 28 days of receipt of a directive from the Executive Committee, or a written request of 3 executive committee members, or 4 members of the Council specifying the business to be conducted at the meeting, provided that at least 7 days notice in writing is given to all members and the business to be conducted is detailed in this notice.
- 10.8. The Annual General Meeting shall be held once in each calendar year, within 4 months of the end of the financial year on 30th June.
- 10.9. The business of the Annual General Meeting shall be:
 - 10.9.1 To receive and adopt the Chairperson’s report for the previous financial year.
 - 10.9.2 To receive and adopt the Treasurer’s report and the financial statements for the previous financial year.
 - 10.9.3 To elect office bearers and the Executive Committee members for the ensuing year who must consent to nomination in writing or in person.
 - 10.9.4 To appoint a qualified auditor if required.
 - 10.9.5 To accept or reject, conditionally or otherwise, any recommendation for affiliation with any other body or association and to elect delegates to other bodies to which the Council may be affiliated.
 - 10.9.6 To conduct any other business placed on the agenda before the commencement of the meeting.

11. Alterations to the constitution

- 11.1. Any alteration to this constitution is to be made by special resolution at a General Meeting and must be passed by a majority of 75% of members present and eligible to vote at the meeting.
- 11.2. Written notice of not less than 14 days of the proposed alteration must be given to all members.

12. Common Seal:

The common seal of the Council engraved with the name of the Council shall be kept in the care of the Chairperson. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Executive Committee and in the presence of the Chairperson and two members of the Executive Committee both of whom shall subscribe their names as witnesses.

13. Dissolution

- 13.1. The Council may be dissolved voluntarily by special resolution if passed by not less than 75% of members present and entitled to vote at a General Meeting called for that purpose of which no less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.
- 13.2. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members or former members. The surplus property must be given or transferred to another association incorporated under the act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

14. Inspection of records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

15. Casual vacancies in membership of Committee

- 15.1. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member
 - 15.1.1. dies;
 - 15.1.2. resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
 - 15.1.3. is convicted of an offence under the Act;
 - 15.1.4. is permanently incapacitated by mental or physical ill-health;

- 15.1.5. is absent from more than 3 consecutive Committee meetings; or 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings, of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- 15.1.6. ceases to be a member of the Association; or
- 15.1.7. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.