

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.

3 Not for profit

- 3.1 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.

4 Powers

- 4.1 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:
- 4.1.1 remuneration to any officer or employee of the Council or to any other person in return for services rendered to the Council.
 - 4.1.2 reimbursement of agreed costs incurred on behalf of the Council.
 - 4.1.3 other initiatives as developed to promote the objects of the Council from time to time.
- 4.2 The Council shall have the power to affiliate with other bodies with similar objects.

5 Membership

- 5.1 The membership of the Council may consist of individual, institutional and honorary life members.
- 5.2 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.
- 5.3 Membership shall also be open to institutions interested or involved in the provision of adult literacy services. An organisational membership fee will be 2 x individual membership and entitles the organisation to 2 discounts to the WAALC conference. Institutional members may nominate one voting delegate to General Meetings of the Council.
- 5.4 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.
- 5.5 An honorary life member shall have all the privileges of an ordinary member of the Council without payment of the annual subscription. Honorary life members are eligible to vote at the General Meetings of the Council.

- 5.6 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.
- 5.7 The subscription fee for members shall be payable in advance and shall be fixed annually at the Annual General Meeting.
- 5.8 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.
- 5.9 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.
- 5.10 Existing financial members of the Western Australian Adult Literacy Council shall automatically be deemed members of the Council upon adoption of this constitution.

6 Termination of membership

- 6.1 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.
- 6.2 For a period of one year after a person's membership ends, the Secretary must keep a record of:
 - 6.2.1 the date on which a person ceases to be a Member under rule 6.1 or 6.3; and
 - 6.2.2 the reason why the person ceases to be a Member.
- 6.3 The Executive Committee of the Council may terminate the membership of any member by simple majority vote if that member:
 - 6.3.1 is three months or more in arrears of payment of the annual membership subscription or
 - 6.3.2 conducts him/herself in a manner considered detrimental to the character or interests of the Council.
- 6.4 The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member. The Secretary must, not less than 28 days before the Committee Meeting referred to in rule 6.4, give written notice to the Member:
 - 6.4.1 of the proposed suspension or expulsion and the grounds on which it is based;
 - 6.4.2 of the date, place and time of the Committee Meeting;
 - 6.4.3 that the Member, or the Member's representative, may attend the Committee Meeting; and
 - 6.4.4 that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- 6.5 At the Committee Meeting referred to in rule 6.4 the Committee must:
 - 6.5.1 give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - 6.5.2 give due consideration to any written statement submitted by the Member; and
 - 6.5.3 determine whether or not the Member should be:
 - 6.5.3.1 expelled from the Association; or

- 6.5.3.2 suspended from membership, and if so, the period that the Member should be suspended from membership.
- 6.6 A person whose application for membership has been rejected or whose membership has been terminated may within one month of the date of dispatch of written notification thereof, lodge with the secretary written notice of intention to appeal against the decision of the Executive Committee.
- 6.7 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.
- 6.8 There shall be no refund of fees upon termination of membership for whatever reason.

7 Office Bearers

- 7.1 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.

8 Duties of office bearers

- 8.1 The Chairperson shall:
 - 8.1.1 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.
 - 8.1.2 ensure that the minutes of a General Meeting or a Committee Meeting are reviewed and signed as correct.
 - 8.1.3 present a written Annual Report of the activities of the Council to the Annual General Meeting.
- 8.2 The Vice Chairperson shall:
 - 8.2.1 preside at all general meetings and all meetings of the Executive Committee in the absence of the Chairperson.
 - 8.2.2 assist the Chairperson in the performance of the goals and objectives of the Council.
- 8.3 The Honorary Secretary shall:
 - 8.3.1 co-ordinate the correspondence of the Council.
 - 8.3.2 consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings including preparing the notices of meetings and of the business to be conducted at each meeting.
 - 8.3.3 keep full and correct minutes of Committee meetings and General Meetings.
 - 8.3.4 maintain a register of Members, entering a person's name in the register within 28 days after the person becomes a member.
 - 8.3.5 maintain the record of Committee members.
 - 8.3.6 ensure safe custody of the books, journals, and all documents whatsoever belonging to the Council and make these available for inspection by the auditor and any member of the Council.

- 8.3.7 conduct correspondence and perform such other duties as the Executive Committee may from time to time direct.
- 8.4 The Honorary Treasurer shall:
 - 8.4.1 pay into the account of the Council all moneys and cheques received on behalf of the Council.
 - 8.4.2 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.
 - 8.4.3 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.

9 Executive Committee

- 9.1 The Executive Committee shall consist of the Office Bearers and a maximum of eight committee members of the Council.
- 9.2 To be eligible for election to the Committee an individual must:
 - 9.2.1 Be a member of the Council.
 - 9.2.2 Make a written submission prior to the start of the Annual General Meeting that is signed by two Council members willing to stand as a nominator and a supporter.
 - 9.2.3 Sign a declaration that they are:
 - 9.2.3.1 not bankrupt nor are their affairs under insolvency law.
 - 9.2.3.2 have not been convicted of an indictable offence in relation to the formation or management of a body corporate in the last 5 years.
 - 9.2.3.3 have not been convicted of an offence involving fraud or dishonesty punishable by at least 3 months imprisonment in the last 5 years.
 - 9.2.3.4 have not been convicted of an offence under the Act where a person has allowed an association to operate while insolvent in the last 5 years.
- 9.3 The Executive Committee shall be responsible for the general management of the Council.
- 9.4 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.
- 9.5 The Executive Committee may appoint a member to fill any Executive Committee vacancy that may occur during the year, for the unexpired remainder of the term of election.
- 9.6 The Executive Committee shall meet at least three times each year.
- 9.7 Five members of the Executive Committee including two office bearers and 3 committee members shall constitute a quorum.
- 9.8 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.

- 9.9 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.
- 9.10 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.

10 Obligations and Responsibilities of the Executive Committee Members

- 10.1 The Committee must take all reasonable steps to ensure the Council complies with its obligations under the Act and these Rules.
- 10.2 Responsibilities of Committee Members
- 10.2.1 A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 10.2.2 A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Council and for a proper purpose.
- 10.2.3 A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
- 10.2.3.1 gain an advantage for himself or herself or another person; or
- 10.2.3.2 cause detriment to the Council.
- 10.2.4 A Committee Member or former Committee member must not improperly use his or her position to:
- 10.2.4.1 gain an advantage for himself or herself or another person; or
- 10.2.4.2 cause detriment to the Council.
- 10.3 A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
- 10.3.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
- 10.3.2 disclose the nature and extent of the interest at the next General Meeting of the Association; and
- 10.3.3 not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- 10.4 Rule 10.3 does not apply in respect of a material personal interest that:
- 10.4.1 exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
- 10.4.2 the Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- 10.5 The Secretary must record every disclosure made by a Committee Member under rule 10.3 in the minutes of the Committee Meeting at which the disclosure is made.

- 10.6 No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Council unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

11 Duties of the Executive Committee

- 11.1 The Executive Committee shall:
- 11.1.1 make rules and by-laws consistent with this constitution for the regulation of its own proceedings and for defining the powers of subcommittees or office bearers of the Council and for the government of the Council generally. Such rules and by-laws shall be recorded as minutes.
 - 11.1.2 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.
 - 11.1.3 do all such things as are necessary to carry out the objects of the Council.
- 11.2 The Executive Committee may pay a Committee Member's travelling and other expenses as properly incurred:
- 11.2.1 in attending Committee Meetings or sub-committee meetings;
 - 11.2.2 in attending any General Meetings of the Association; and
 - 11.2.3 in connection with the Association's business.
- 11.3 Committee Members must not receive any remuneration for their services as Committee Members other than as described at rule 11.2.

12 General Meetings

- 12.1 Written notice of the Annual General Meeting of not more than 28 days and not less than 14 days shall be distributed to all members of the Council.
- 12.2 Financial members, including institutional members, and honorary life members shall each be entitled to one vote at any General Meeting at which they are present.
- 12.3 A member (in this rule called "the appointing member") may appoint in writing another member who is a 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.
- 12.4 Voting shall be by show of hands except that:
- 12.4.1 any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
 - 12.4.2 the meeting may by show of hands require any other vote to be by secret ballot.
 - 12.4.3 in the event of an even division, the chairperson may exercise a casting vote.
- 12.5 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.
- 12.6 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.

- 12.7 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 or 10% of the Council, whichever is greater, specifying the business to be conducted at the meeting, provided that at least 21 days notice in writing is given to all members and the business to be conducted is detailed in this notice.
- 12.8 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.
- 12.9 The business of the Annual General Meeting shall be:
- 12.9.1 to receive and adopt the Chairperson's report for the previous financial year.
 - 12.9.2 to receive and adopt the Treasurer's report and the financial statements for the previous financial year.
 - 12.9.3 to elect office bearers and the Executive Committee members for the ensuing year who must consent to nomination in writing or in person.
 - 12.9.4 to appoint a qualified auditor if required.
 - 12.9.5 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.
 - 12.9.6 to conduct any other business placed on the agenda before the commencement of the meeting.

13 Rules of the Council

- 13.1 A copy of the Constitution shall be made available to every member of the Council.
- 13.2 The Council's financial year is from 1 July to 30 June.
- 13.3 The Council does not have a Common Seal.

14 Alterations to the Constitution

- 14.1 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.
- 14.2 Written notice of not less than 21 days of the proposed alteration must be given to all members.

15 Dissolution

- 15.1 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 28 days written notice including notice of the proposed dissolution has been given to all members.
- 15.2 If upon the winding up or dissolution of the Council 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 incorporated association 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.

16 Inspection of records, etc. of the Council

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

17 Casual vacancies in membership of Committee

- 17.1 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member
- 17.1.1 dies;
 - 17.1.2 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;
 - 17.1.3 is convicted of an offence under the Act;
 - 17.1.4 is permanently incapacitated by mental or physical ill-health;
 - 17.1.5 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;
 - 17.1.6 ceases to be a member of the Council; or
 - 17.1.7 is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

18 Resolving Disputes

- 18.1 Disputes Arising under the Constitution applies to:
- 18.1.1 disputes between Members; and
 - 18.1.2 disputes between the Council and one or more Members that arise under the rules or relate to the rules of the Council.
 - 18.1.3 In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- 18.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 18.3 If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- 18.4 The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 18.3 for the Committee to determine the dispute.
- 18.5 At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- 18.6 The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within 7 days after the Committee Meeting referred to in rule 18.4
- 18.7 If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

19 Mediation

- 19.1 This rule applies where a person is dissatisfied with a decision made by the Committee under rule 18; or where a dispute arises between a Member or more than one Member and the Council and any party to the dispute elects not to have the matter determined by the Committee.
- 19.2 Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rules 6.3 - 6.7 in respect of the proposed suspension or expulsion has been completed.
- 19.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 18.2, or a party to the dispute is dissatisfied with a decision made by the Committee under rule 18.4 a party to a dispute may:
- 19.3.1 provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - 19.3.2 agree to, or request the appointment of, a mediator.
 - 19.3.3 the party, or parties requesting the mediation must pay the costs of the mediation.
- 19.4 The mediator must be a person chosen by agreement between the parties; or in the absence of agreement:
- 19.4.1 if the dispute is between a Member and another Member – a person appointed by the Committee; or
 - 19.4.2 if the dispute is between a Member or more than one Member and the Council, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- 19.5 A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 19.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 19.7 The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- 19.8 The mediator, in conducting the mediation, must:
- 19.8.1 give the parties to the mediation process every opportunity to be heard;
 - 19.8.2 allow all parties to consider any written statement submitted by any party; and
 - 19.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 19.9 The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

20 Inability to Resolve Disputes

- 20.1 If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.