

# **CONSTITUTION**

## **THE MODERN LANGUAGE TEACHERS' ASSOCIATION OF WESTERN AUSTRALIA (Inc. 1974)**

### **1. NAME**

The name of the Association shall be The Modern Language Teachers' Association of Western Australia Inc. (MLTAWA), hereafter referred to as the Association, trading as the Language Teachers Western Australia (LTWA).

### **2. OBJECTIVES**

The Association shall have the following objectives:

- To promote the learning and teaching of languages.
- To provide opportunities for the strengthening of networks and professional identity through the exchange of ideas, information and expertise among members.
- To seek improvement in curriculum and assessment provisions of Languages teaching by negotiating with and providing expertise to appropriate groups and institutions.
- To provide political representation for the languages teaching profession.
- To publish and circulate to members information on professional matters.
- To engage in other activities which may seem appropriate to further the aims and objectives of the Association.

### **3. POWERS**

The Association shall have power to do all such things as are necessary, incidental or conducive to the attainment of its objectives.

### **4. NON-PROFIT PURPOSE**

The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association other than for services rendered to the Association in good faith.

### **5. INTERPRETATION**

#### **5.1 Notices**

For the purposes of this Constitution, any notice required to be given to any member shall be deemed to be properly given if emailed to such member at the last known email address recorded in the Association's register of members.

#### **5.2 Voting**

Except where the Constitution specifies otherwise, motions shall be carried by a simple majority. The chairperson shall not have a casting vote and in the event of an equality of votes the motion shall be deemed lost.

5.2.1 The Committee shall be responsible for the interpretation of the Constitution and any rules established for the implementation of the objectives.

5.2.2 No defect in the election of any member of the Committee shall invalidate any act or decision made by the Committee.

### **6. MEMBERSHIP**

6.1 Any person engaged in the Languages Education community in Western Australia is eligible to apply for ORDINARY membership of the Association, and shall, upon completion of the application for membership and payment of the membership fee as determined from time to time, be considered and have all rights as a full member including the right to vote and to hold any office in the Association.

6.2 Persons other than the above, including members of affiliated associations whose participation in the Association is considered of advantage, may be granted ASSOCIATE membership on such terms and conditions as the Committee may decide, but such persons shall not have the right to vote nor to hold office.

- 6.3 Any person who has, in the opinion of the Committee, given meritorious service in the Languages Education community and the activities of the Association may be conferred Honorary Life Membership on the recommendation of the Committee. Life Members' fees are covered by the Association.
- 6.4 A register containing the names of all members with their current address shall be kept by the Secretary or another person appointed for the purpose by the Committee.
- 6.5 A member shall remain a nominal member until written resignation, death, expulsion or authorised removal from the register of members occurs. Failure to pay any annual fee shall not constitute grounds for expulsion, but members who fail to pay membership fees for two months shall have their names removed from the register of members, unless the member informs the president or membership secretary of special leave. A member who has failed to pay the annual subscription by the determined dates in any year shall not be entitled to receive any publication of the Association nor other member benefits.
- 6.6 Membership fees shall be determined by the Annual General Meeting on the recommendation of the Committee.
- 6.7 All members have the right to access the *Members* section of the Association's website, a copy of the Constitution on request and relevant information published from the journal of the Australian Federation of Modern Language Teachers Association.
- 6.8 No member may introduce matters of a party-political or sectarian religious nature into the Association, but this shall in no way limit the Association in seeking to promote its objectives through direct contact with government or religious bodies.

## **7. ORGANISATION**

- 7.1 The Association shall be governed by a Committee elected at the Annual General Meeting and answerable to the members.
- 7.2 The Committee shall consist of the following who shall be elected annually: The Executive
- 7.2.1 a president
  - 7.2.2 a president-elect or immediate past-president
  - 7.2.3 a vice-president
  - 7.2.4 a secretary
  - 7.2.5 a treasurer
- The Committee
- 7.2.6 Up to ten (10) elected committee members.
  - 7.2.7 The immediate past president, for the first year after retiring from office and provided that the past president remains a financial member of the Association.
  - 7.2.8 All positions except for the president and president-elect shall be elected annually. The president-elect shall be elected every three years. The immediate past president's position is assumed automatically by the outgoing president for one year.
  - 7.2.9 After three consecutive terms of office, office-bearers shall not be eligible for re-election to that office for a period of at least two years, except for the president, which has a maximum of two consecutive terms.
  - 7.2.10 Committee members shall be elected for a period of two (2) years, unless decided otherwise by the incumbent committee.
  - 7.2.11 At any AGM, only half of the Committee will be up for re-election under the terms of clause 7.2.10.
- 7.3 The Committee may form such sub-committees as required from time to time. The president and secretary shall be ex-officio members of all such sub-committees, unless the Committee decides to appoint other, appropriate representatives.
- 7.4 Casual vacancies among the officers shall, as far as possible, be filled from within the Committee, and other vacancies filled by cooperation of any financial member.
- 7.5 The Committee shall meet approximately five (5) times during the year and more often if required. With the exception of extraordinary meetings of the Executive, meetings of the Committee shall be open to any member of the Association.
- 7.6 The quorum for meetings of the Committee shall be half the number of members of the Committee plus one. If no quorum is present thirty minutes after the time established for any meeting of the Committee, the meeting shall be adjourned to a time and place which shall

be notified to all members of the Committee. If there is no quorum at the subsequent meeting, then these members present shall transact business as if a quorum were present.

#### 7.7 Roles of the Executive of the Association:

7.7.1 The President has ultimate responsibility for carrying out all decisions of the Committee and complies with the Constitution, signs or delegates the signature of all instruments, documents and correspondence on behalf of the Association; presides over Committee, annual, ordinary and special general meetings; represents or delegates Association representation before other bodies and undertakes other duties as determined by the Committee.

7.7.2 The President Elect or Immediate Past President assists the President in their duties; and undertakes other duties as required by the Committee.

7.7.3 Vice-president assists the president in the above duties; substitutes for the President as required; and undertakes other duties as required by the Committee.

7.7.4 Secretary manages correspondence; establishes and maintains general correspondence files; circulates a written record of correspondence inward and outward for Committee meetings; keeps, publishes and authenticates minutes of Committee, annual and special general meetings; and other duties as required by the Committee.

7.7.5 Treasurer protects members' funds from misuse and misappropriation; ensures that members' funds are used as directed by the Committee; establishes and maintains a general funds account and such other accounts as may be decided upon by the Committee; presents itemised income statements to each regular meeting of the Committee; and, undertakes other duties as required by the Committee.

7.7.6 The Executive and other committee members shall pass on to their successors all correspondence, minutes of meetings, books of account or other documents, privileges, goods or property received during their term of office.

7.7.7 The Executive shall constitute an emergency sub-committee to deal with and decide on any urgent matter, and any decisions reached shall be reported to the next Committee meeting.

7.7.8 The Executive may enact, amend or repeal roles such as are considered necessary for the administration of the Association's affairs. 7.7.9 The Role Definitions of the Executive and Committee are to be found in the Association's Working Rules, which are to be read in conjunction with this Constitution, to which they are subordinate.

### 8. GENERAL MEETINGS

8.1 All meetings of the MLTAWA may be held face-to-face, electronically or by phone or a combination of these.

8.2 An Annual General Meeting shall be held each year during the month of November. A minimum of fifteen days' notice of the Annual General Meeting shall be sent to each member, giving the time and place of the meeting, together with the agenda. Business to be transacted shall include:

8.2.1 consideration and adoption, modification or rejection of reports from the president, treasurer and others, as appropriate; 8.2.2 election of executive officers and other committee members; 8.2.3 business submitted by the Committee of which notice has been placed on the agenda;

8.2.4 business submitted in writing by any member not less than ten days prior to the meeting; and

8.2.5 other business arising at the meeting itself.

8.3 A quorum shall consist of five (5) percent of financial members of the Association. If, after thirty minutes, no quorum is present the meeting shall adjourn to a time and place to be fixed by those present. If, at the subsequent meeting, no quorum is present after thirty minutes, then those members present shall proceed as if a quorum is present.

8.4 Ordinary General Meetings shall be held as decided by Committee: the time, place and agenda to be determined by the Committee and notified to all members.

8.5 An Extraordinary or Special General Meeting shall be held upon the secretary receiving a written petition signed by at least fifteen members. The petition shall state clearly the

objectives and business of the proposed meeting. The date, time and place of the meeting shall be fixed by the secretary to take place within twenty-eight days after receipt of the petition. Notice shall be sent to all financial members not less than ten days before the date of the meeting. The quorum shall be the same as the Annual General Meeting. No other business shall be transacted at the meeting.

## **9. ELECTIONS AND VOTING**

- 9.1 Any financial member may nominate any other financial member to any position. All nominations shall be in writing, be seconded by another financial member and bear the acceptance of the nominee.
- 9.2 Elections shall be conducted by a returning officer appointed by the meeting concerned after nominations are known. The returning officer shall normally not be a candidate for office.
- 9.3 Where the number of nominations is equal to or less than the number of persons to be elected to a position, the returning officer shall declare the person or persons elected.
- 9.4 Where the number of nominations is greater than the number of persons to be elected to that position, the returning officer shall conduct a secret ballot.
- 9.5 The voting system and the method of counting shall be determined by the Committee prior to the annual general meeting. If there are candidates with the same number of votes, then run-off ballots shall be conducted.

## **10. RESIGNATION, REMOVAL FROM OFFICE AND DISCIPLINE**

- 10.1 A Committee member may resign by giving at least two weeks written notice to the secretary. A Committee member who fails to attend three consecutive meetings of the Committee without apology or reasonable excuse shall be deemed to have resigned and shall be notified to that effect.
- 10.2 A Committee member may be removed from office by a two-thirds majority vote at an extraordinary general meeting.
- 10.3 Upon a complaint being made in writing that a member has acted against the interests of the Association, the Committee shall investigate the complaint by calling the complainant before the Committee to substantiate and prove the case. The member against whom the complaint has been made shall be notified of the details of the complaint and requested to attend the same meeting to hear the complaint and to answer the same. The Committee shall then determine what action shall be taken to deal with the complaint.
- 10.4 Any member against whom disciplinary action has been taken by the Committee has the right to appeal to the next Annual General Meeting. Until then, the Committee may decide upon appropriate interim action relating to the complaint. The member shall give notice of intention to appeal within fourteen days of the Committee's decision. Notice shall be in writing.
- 10.5 The Committee shall ignore and take no action on any complaint relating to any matter occurring six months or more prior to the date of receipt of the complaint.
- 10.6 Disciplinary action by the Committee shall not preclude a member's further liability.

## **11. FINANCIAL PROCEDURES**

- 11.1 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 11.2 The financial year of the Association shall be from November 1 in any year to October 31 in the following year.
- 11.3 Income and expenditure shall be fully tabulated according to accepted bookkeeping standards.
- 11.4 Special funds accounts may be established and maintained by the treasurer when so empowered by the Committee.
- 11.5 An annual financial statement shall be presented at the Annual General Meeting.
- 11.6 All transfers shall be authorised by two officers.
- 11.7 Maximum provision for petty cash for various purposes shall be determined by the Committee and may be automatically replenished without further reference to the Committee.

11.8 All other payments shall be authorised either:

11.8.1 under the general terms of written instructions of the Committee and provided to the treasurer, specifying the type of routine payments which may be made without further reference to the Committee or

11.8.2 by specific resolution of the Committee.

11.9 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

11.10 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.

11.11 The books of the Association must be retained for at least 7 years.

## **12. INSPECTION OF RECORDS AND DOCUMENTS**

A member may at any reasonable time, having given reasonable notice, inspect without charge the books, documents, records, financial documents and minutes of all Committee and General meetings of the Association. The member must not use or disclose information in a record or document except for a purpose that is directly connected with the affairs of the Association.

## **13. AMENDMENT OF THE CONSTITUTION**

13.1 Any financial member may propose in writing any amendment to the constitution. If approved by the Committee by a 75% majority, the amendment shall be submitted to the next Annual General Meeting or a Special General Meeting for ratification.

13.2 Amendments to this constitution shall not take effect until ratified by a 75% majority at the Annual General Meeting or a Special General Meeting.

13.3 No amendment to the constitution submitted for ratification may be altered in substance at the meeting.

## **14. COMMON SEAL**

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

## **15. DISSOLUTION AND DISPOSAL OF ASSETS**

15.1 The Association may be dissolved or wound up by a special resolution passed by a 75% majority vote of members present at a general meeting convened for the purpose. Notice of such a general meeting shall be given not less than twenty-one days prior to the date of the meeting.

15.2 If upon the dissolution or winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed among the members of the Association. It shall be given to some other non-profit organisation or institution having objectives wholly or partly similar to those of the Association. Determination of the body to which the remaining property of the Association shall be given shall be made by the general meeting which resolves on the dissolution.

## **16. AFFILIATION**

16.1 The Association may affiliate with any organisation in furthering its objectives.

16.2 Rules for affiliation with the Association by other organisations shall be made by the Committee.

16.3 Single Language Associations without their own constitution will follow the constitution of the MLTAWA.