

CONSTITUTION
ENGLISH AS A SECOND LANGUAGE EDUCATORS (SA) Inc.

13 August 2011

1. Name

- 1.1 The name of the association is English as a Second Language Educators (SA), Incorporated, hereinafter called 'the Association'.

2. Aim

The Association shall have the following aim:

to provide support and representation for South Australian educators of students for whom Standard Australian English is an additional language, and their support staff, at the state and national level, in pursuit of quality education.

3. Objects

The Association shall have the following objects:

- 3.1 to promote and provide communication and support for members, teachers and support staff of students of English as a second language;
- 3.2 to assist members to develop and maintain professional skills and knowledge of the teaching of English as a second language and related fields through courses, seminars, workshops and conferences;
- 3.3 to develop and support initiatives which address the right of participation by ethnic, indigenous, and linguistic communities in decision making at all levels of education;
- 3.4 to further research and to publish and promote the publication of materials in English as a second language and related fields;
- 3.5 to seek the co-operation of bodies similar to the Association and of education authorities to secure improvement in curricula and in teaching and learning conditions in English as a second language;
- 3.6 to allow for an expression of a common voice on educational matters in the interest of members;
- 3.7 to act as a peak body in South Australia in initiating and responding to communication with education systems, government Ministers, departments and appropriate bodies;
- 3.8 to represent the interests and opinions of the members of the Association;
- 3.9 to award Awards as deemed appropriate to promote the Association and the field of ESL.

4. Powers

- 4.1 The powers of the Association shall be the powers contained in the Associations Incorporation Act 1985 and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary and desirable contract including a contract of employment.
- 4.2 The Association shall have the power to affiliate with other bodies with similar objects.

5. Interpretation

In this Constitution unless the contrary intention appears:

"Committee" means the Committee of Management of the Association elected in accordance with this Constitution;

"Financial Year" means the year ending on 31st May;

"Annual General Meeting" means a mandatory general meeting of members convened in accordance with this Constitution;

"General Meeting" means a general meeting of members convened in accordance with this Constitution;

"Member" means a financial member of the Association;

"The Act" means the Associations Incorporation Act, 1985;

"The Regulations" means regulations under the Act.

"The chair of the meeting" is appointed at the start of the meeting by the committee members present.

6. Membership

- 6.1 Membership shall be unlimited in numbers and may consist of individual, institutional and honorary life members.
- 6.2 All persons whether professionally qualified, experienced, training in TESL or interested in supporting ESL learners may apply for individual membership.
- 6.3 Institutional membership shall be open to organisations which have expressed support for the objects of the Association. Institutional members may nominate one voting delegate to General Meetings of the Association.
- 6.4 Honorary life membership may be conferred on individuals in recognition of services to the Association. 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 a full member of the Association without payment of the annual subscription.

- 6.5 Membership shall be conferred upon application in writing and payment of the prescribed subscription fee.
- 6.6 The subscription fee for members shall be fixed annually at the Annual General Meeting and shall be payable in advance.
- 6.7 New members joining in the last quarter of the financial year shall have their membership carried over until the end of the next financial year.
- 6.8 Membership may be suspended by a two thirds (2/3) majority vote at a General Meeting.
- 6.8.1 Any suspended member or member organisation may on not less than two weeks' written notice require the suspension to be reconsidered at one subsequent General Meeting;
- 6.8.2 The Association shall not be obliged to accept the renewal of membership of a suspended member or member organisation when renewal next falls due.
- 6.9 Membership shall cease upon:
- 6.9.1 resignation in writing delivered to the Association;
- 6.9.2 failure to renew membership within three months of expiry.
- 6.10 There shall be no refund of subscription fees.

7. Management

- 7.1 Management of the Association shall be vested in the Committee of not less than 5 members nor more than 13 members who shall be elected at the Annual General Meeting and who shall hold office until the conclusion of the Annual General Meeting following their election or appointment.
- 7.2 The Office Bearers of the Association shall be the President, Vice-President, Treasurer and Secretary who may be either:
- elected at the Annual General Meeting prior to the election of the remainder of the Committee members
- or
- nominated as committee members at the Annual General Meeting and elected to their position at the next Committee meeting by the Committee members by majority vote.
- 7.3 The President, Vice-President, Treasurer, Secretary shall not be eligible for re-election to the same position after a period of seven (7) consecutive years in the position. Ordinary members of the Committee shall be eligible for re-election.
- 7.4 The appointment of ordinary members on the Committee is sought from all ESL employment sectors and systems.
- 7.5 The Committee shall meet as often as may be required to conduct the business of the Association.

- 7.6 The quorum shall be any five (5) members of the Committee, including two (2) office bearers. If a quorum is not present, those present may make decisions which shall be ratified by a quorum at the next meeting.
- 7.7 The President or four other members of the Committee shall have the power to call a Committee meeting.
- 7.8 Notice of Committee meetings shall be given at the previous meeting or by three working days notice by such means as shall be ratified by the Committee.
- 7.9 An Office Bearer or member of the Committee shall cease to hold such office upon:
- 7.9.1 resignation in writing;
 - 7.9.2 suspension as a member of the Association;
 - 7.9.3 absence for three (3) consecutive Committee meetings without explanation acceptable to the Committee.
- 7.10 Vacancies arising in the Committee may be filled by the Committee for the unexpired remainder of the term of office:
- 7.10.1 in the case of Office Bearers by the appointment of one of its members in an acting position;
 - 7.10.2 in the case of ordinary members by co-opting a member of the Association, provided that where possible the replacement shall come from the same employment sector as the previous occupant.
- 7.11 The Committee may function validly despite any vacancies so long as its number is not reduced below the quorum.
- 7.12 The Association may delegate its administrative duties such as maintaining membership details or financial records to a paid administrator/s following in-principle approval by majority vote of the members at a General Meeting and the usual approval processes of the Committee.

8. Sub-committees

- 8.1 The Committee may appoint sub-committees for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.
- 8.2 Membership of sub-committees may be drawn from members of the Committee, other members of the Association or non-members with special expertise. Members of each sub-committee shall have voting rights only within the sub-committee to which they have been appointed or elected.
- 8.3 The Editor and the members of the Editorial Committee shall be drawn from members of the Association.

9. Funds and Assets

- 9.1 The funds of the Association shall be derived from annual subscriptions, entrance fees, donations and such other services as the Committee determines provided that the Association obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.
- 9.2 The assets and income of the Association shall be applied solely in promotion of its objects and in the exercise of its powers. No portion shall be distributed directly or indirectly to its members except as *bone fide* compensation for services rendered or expenses incurred on behalf of the Association.

10. Annual General Meetings

- 10.1 The Association shall in each calendar year convene an Annual General Meeting which shall be specified as such in the notice convening it.
- 10.2 The Annual General Meeting should be held on such a day as the Committee determines, within four (4) months of the end of the Association's financial year, and at least twenty-one (21) days notice of the meeting shall be given to members.
- 10.3 The quorum for Annual General Meetings shall be ten percent (10%) of the registered membership of the Association.
- 10.4 The ordinary business of the Annual General Meeting shall be:
 - 10.4.1 to confirm the Minutes of the previous Annual General Meeting;
 - 10.4.2 to receive the President's report upon the proceedings and activities of the Association during the preceding financial year;
 - 10.4.3 to receive the Treasurer's report and the audited financial statements for the previous financial year;
 - 10.4.4 to elect or re-elect the members of the Committee nominated in accordance with this Constitution;
 - 10.4.5 to conduct any other business which has been placed on the agenda before the commencement of the meeting.
- 10.5 Where an AGM is cancelled or adjourned, the rescheduled meeting shall be advertised, with an agenda, with at least 14 days notice.

11. General Meetings

- 11.1 By majority vote of the Committee, General Meetings may be held in addition to the Annual General Meeting.
- 11.2 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.
- 11.3 Business other than that set out in the agenda may be introduced at any General Meeting after advertised business has been dealt with.

- 11.4 A member desiring to bring any business before a meeting may give notice of that business to the Secretary or President, and that business shall be included in the agenda for the next General Meeting.
- 11.5 The quorum for all General Meetings shall be ten percent (10%) of the registered membership of the Association.
- 11.6 Where a General Meeting is cancelled or adjourned, the rescheduled meeting shall be advertised, with an agenda, with at least 14 days notice.

12. Voting

- 12.1 Each financial member and each honorary member shall have one vote each.
- 12.2 In the case of institutional membership, that institution is entitled to one vote.
- 12.3 Where a member is an individual member and representing an institutional member, that member has two votes.
- 12.4 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a casting vote.
- 12.5 Voting shall be by show of hands except that:
 - 12.5.1 any contested elections shall be decided by secret ballot;
 - 12.5.2 the meeting may by show of hands require any other vote to be by secret ballot.
- 12.6 Only financial members are entitled to vote at any General Meeting.
- 12.7 Each member eligible to vote shall be entitled to appoint a proxy by written notice, signed and dated and given to the Secretary.

13. Nominations of Candidates for Election as a Member of the Committee

- 13.1 Nominations of candidates for election as a member of the Committee shall be made in writing by at least one (1) member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) only if the candidate will not be present at the AGM.
- 13.2 If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 13.3 If the numbers of nominations exceeds the number of vacancies to be filled, a ballot shall be held, unless otherwise determined by the members present.

14. President

The President of the Association shall:

- 14.1 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;
- 14.2 *ex officio* be a member of all subcommittees;
- 14.3 encourage full balanced participation in meetings by all members and shall decide on matters of order;
- 14.4 represent the Association and act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting.

15. Vice-President

- 15.1 The Vice-President of the Association shall assume the duties of the President when the President is absent.

16. Secretary

The Secretary of the Association shall ensure that:

- 16.1 Minutes of the resolutions and proceedings of each General Meeting and Committee meeting are kept in books provided for that purpose, and that files of correspondence and other Association documents are maintained;
- 16.2 the names of persons present at meetings are recorded;
- 16.3 motions are dealt with as directed by the Committee;
- 16.4 members are notified of all General Meetings and other events held for the general membership in accordance with this Constitution;
- 16.5 a copy of the minutes of each Committee Meeting is sent to all Committee members;
- 16.6 an agenda is prepared, in consultation with the Chairperson, for each General Meeting and Committee meeting;
- 16.7 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;
- 16.8 If the Secretary is not present at a Committee of General Meeting, the Committee needs to appoint someone to undertake the Secretarial duties for that meeting.

17. Treasurer

The Treasurer of the Association shall be responsible for:

- 17.1 the collection and receipt of all monies due to the Association and the issue of official receipts;

- 17.2 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;
- 17.3 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 one (1) signatory of whom there shall be no more than three (3) appointed by the Committee;
- 17.4 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 the Association;
- 17.5 submitting a financial report to all General Meetings and Committee meetings;
- 17.6 making the accounts and financial record books available for inspection by the Auditor appointed under this Constitution.
- 17.7 The Treasurer shall provide a financial report to the AGM which will also be posted on the Association website and / or forwarded to each member.

18. Public Officer

- 18.1 The Committee shall appoint a Public Officer who shall notify the Corporate Affairs Commission 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.

19. Auditor

- 19.1 An Auditor shall be appointed by the Committee each year.
- 19.2 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.
- 19.3 The Auditor shall be a member of a recognised accountancy society but shall not be a member or employee of the Association.
- 19.4 The Auditor shall submit a report on the balance sheets and statements of income and expenditure.

20. Seal

- 20.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 20.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature of two (2) members of the Committee or one (1) member of the Committee and the Public Officer of the Association.

21. Alterations of Constitution

- 21.1 This Constitution may, in accordance with the Associations Incorporation Act 1985, be amended, rescinded or added to by a resolution of the Association at a General Meeting.
- 21.2 The Association shall circulate the terms of the resolution to all members at least fourteen (14) days before the date fixed for the General Meeting.

22. Circumstances Not Provided For

If any circumstances shall arise as to which this Constitution is silent, or is incapable of taking effect or being implemented according to its strict provisions, the Management Committee shall have the power to determine what action may be taken to best give effect to the objects of the Association and to ensure its efficient administration, and every act of the Management Committee *bone fide* resolved upon pursuant to this clause shall be as valid and effectual as if specifically authorised herein. Such determinations of action are to be presented for ratification at a General Meeting.

23. Dissolution of the Association

- 23.1 The Association may be wound up voluntarily in accordance with the Act, with consent of three-fourths (3/4) of those members present at an extraordinary meeting of members called specifically for that purpose.
- 23.2 If the Association shall be wound up in accordance with the provisions of the Association Incorporated Act 1985, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in accordance with Section 43 of the Act.