

APPLIED LINGUISTICS ASSOCIATION OF AUSTRALIA

CONSTITUTION

Article I: NAME AND AIMS

1. **Name.** The name of this association shall be the Applied Linguistics Association of Australia Incorporated (henceforth the Association or ALAA).
2. **Incorporation.** The Association is a non-profit association incorporated with the NSW Office of Fair Trading according to the Associations Incorporation Act 2009 (henceforth ‘the Act’) and Associations Incorporation Regulation 2010 (henceforth ‘the Regulation’).¹
3. **Aims.** The aims of ALAA are to provide leadership in applied linguistics in Australia, to stimulate teaching, learning, research, scholarship and the dissemination of information and research in this field, to hold an annual conference in which members of this professional community may meet, to cooperate with groups interested in or relevant to applied linguistics, to advocate on behalf of this professional community to government and other bodies regarding language and related issues, and to produce a journal reflecting these aims.
4. **Affiliation.** ALAA is an affiliate of the International Association of Applied Linguistics (AILA).

Article II: MEMBERSHIP & SUBSCRIPTION FEES

1. **Members.** Members of the Association shall be persons or institutions interested in and contributing to the advancement of applied linguistics as a scholarly discipline and professional field, and who are in good standing with annual membership dues (see Article II, 5 below) or exempted from such dues as honorary life members.
2. **Application for membership.** New members shall join by application as detailed on the ALAA website and by payment of the annual subscription.
3. **Commencement of membership.** As soon as possible after payment of the annual subscription, the Association Secretary shall ensure that person’s or institution’s name is entered in the register of Association members (see Article II 11 below) and, on the name being so entered, the person or institution becomes a member of the Association.

¹ For full information regarding what incorporation entails, go to:
http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations.html Note the link to ‘Association forms.’

4. **Subscriptions.** The amount of annual membership subscription shall be determined at the AGM and shown on the Association website.
5. **Due date.** The subscription shall fall due on the first day of the calendar year. The payment of such annual dues shall define Association members in good standing.
6. **Membership categories.** The AGM may from time to time establish or revise designated membership categories, fees and associated benefits. These categories, fees and benefits shall be specified in the Association's Working Rules and listed on the Association's website.
7. **Cessation of membership.** A person ceases to be a member of the Association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the Association, or
 - (d) fails to pay the annual membership fee by the end of the financial year in which it is due.
8. **Reinstatement of membership.** In the case of Article II 7(d) above, membership shall be resumed when the subscription for the financial year then current is paid.
9. **Resignation from membership.** A member of the Association may resign from membership of the Association by first giving to the Association Secretary written notice of at least one month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member. (See also Article II 12 below).
10. **Rights, privileges and obligations.** The rights, privileges or obligations which a person has by reason of being a member of the Association:
 - (a) are not capable of being transferred or transmitted to another person, and
 - (b) terminate on cessation of the person's membership.
11. **Members' Register.** The Public Officer of the Association shall hold and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association.
12. In every case where a member ceases to hold membership (as per Article II 7 above), the Public Officer shall ensure that the member is removed from the register of members.
13. The register of members shall be kept in New South Wales at the Association's official address.
14. The register of members shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

15. On application to the Secretary, a member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
16. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information shall not be made available for inspection.
17. A member shall not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person an Association newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
18. **Members' liability.** The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Article II, 5 above.

Article III: EXECUTIVE OFFICERS

1. All Executive Officers shall be members of the Association in good standing (as per Article II 5 above).
2. **Executive Officers.** The Executive Officers shall consist of the President, the Immediate Past President, the President-Elect (when there is only one Vice-President), one Vice-President, two Vice-Presidents (when there is no President-Elect), the Secretary, the Treasurer, and the Information Officer.
3. **Elected Officers.** The following Executive Officers shall be elected according to the procedures specified in Article VI below: the President-Elect, the Vice-Presidents, the Secretary, the Treasurer, the Editor of the *Australian Review of Applied Linguistics* (ARAL) and the Information Officer.
4. **President Elect.** The President Elect shall automatically become the President at the conclusion of the Annual General Meeting (henceforth 'AGM') subsequent to his/her election as President Elect (i.e. approximately 1 year later).
5. **Immediate Past President.** The outgoing President shall be co-opted as an Executive Officer for the term of twelve months or the next AGM, whichever comes first, and shall have the title Immediate Past President.
6. **Terms of office.** The President shall not normally serve longer than one term (2 years or the period between 3 AGMs) consecutively.
7. The term of office for Vice-Presidents shall be 3 years or the period between 4 AGMs (whichever comes first).

8. The term of office for all Executive Officers except the President Elect and the Vice-Presidents shall be 2 years or the period between 3 AGMs (whichever comes first).
9. Executive Officers, except for the President (see Article III 6 above) shall not normally serve in the same position for more than two terms consecutively.
10. **Resignation of President Elect.** If the President Elect resigns from office before becoming President, the remaining Executive Officers shall elect an interim Vice-President to serve until the next AGM. The current President shall be invited to serve a further year of office, and an election will be held for a new President Elect before the next AGM according to the procedures in Article VI below. If the existing President does not accept to serve for a further year, an election shall be held (as per Article VI) for a President to take office without serving first as President Elect.
11. **Other Resignations.** If any other Executive Officer resigns before the end of their term of office, the position shall be treated as a casual vacancy (as per Article VI 11 below).
12. **The Secretary.** The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Public Officer (see Article IV 3 below) of his or her address (electronic and postal).
13. It is also the duty of the Secretary to keep records of:
 - (a) all appointments of office-bearers and members of the Association's committees, and
 - (b) the names of those present at an Executive Committee meeting, the AGM and any Special General meeting, and
 - (c) all proceedings at Executive Committee meetings and Special General meetings.
14. The Secretary shall also ensure or cause to ensure that:
 - (a) the register of Association members is kept up to date and accurate (see Article II 3, 11, 12 above), and
 - (b) the Executive Committee appoints a Returning Officer to manage election and all other voting procedures that involve all Association members (see Articles IV 19 & 20, VI 2, X 9(c), XI 3 below), and
 - (c) requisitions from members for calling Special General Meetings are brought to the attention of the Executive Committee (see Article VII 6(c) below), and
 - (d) Association members receive timely notification of AGMs and Special General Meetings and all required documentation (as per Article VII 8 & 9 below), and
 - (e) Executive Committee, the AGM and Special General meetings are quorate (see Article IV 12, VII 20 below), and

- (f) procedures relating to complaints and appeals are abided by, as specified in Article X 5, 7 & 9 below, and
 - (g) notification of special resolutions to the NSW Office of Fair Trading as specified in Article XI, 6 below, and
 - (h) the Working Rules are periodically updated to show the due dates for the election of members of the Executive Committee (as per Article III, 4, 5, 6, 7, 8, 9 & 10 above), and
 - (i) the Executive Committee appoints or re-confirms the appointment of the person who is the Association's Public Officer (see Article IV 3 & 5 below), and
 - (j) the Public Officer receives all documents and other information as required by this Constitution and the Act (see Article IV 7 & 8).
15. **The Treasurer.** It is the duty of the Treasurer of the Association to:
- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association, and
 - (c) maintain a record of the Association's financial transactions and position.
16. All other duties of Executive Officers, and any changes to these other duties, shall be as proposed by the Executive Committee, agreed by majority vote at the Association's AGM and described in the Working Rules, which shall be held by the Secretary and posted on the Association's website.

Article IV: EXECUTIVE COMMITTEE

1. **Role.** Subject to the Act and the Regulation (see Article I 2 above), this Constitution and any resolution passed by the Association in the AGM or Special General Meeting, the Executive Committee:
- (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by an AGM or Special General Meeting of members of the Association, and
 - (c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.
2. **Membership.** The Executive Committee is to consist of:
- (a) the Executive Officers of the Association as per Article III 2 above, and
 - (b) the Public Officer if not already an Executive Officer as specified in Article III 2 above, and

- (c) the Editor of the *Australian Review of Applied Linguistics* (ARAL) co-opted by the Executive Committee as they determine, and
 - (d) other Officers co-opted by the Executive Committee as they determine from time to time.
3. **Public Officer.** The Public Officer shall:
- (a) be resident in NSW, as required by the Act (see Article I 2 above), and
 - (b) be nominated by the Executive Committee from among its members or, if the Committee so determines, co-opted from among Association members who reside in NSW, and
 - (c) for the purposes of the Act, act as the official contact for the Association, including taking delivery of documents served on the Association and bringing them to the attention of the Secretary as soon as possible, and
 - (d) ensure that the Executive Committee is kept informed of any matter relating to the duties of the Public Officer.
4. The Public Officer will vacate the position if he or she:
- (a) dies, or
 - (b) resigns in writing to the Executive Committee, or
 - (c) is removed from office by the passing of a resolution at the AGM or Special General Meeting, or
 - (d) becomes bankrupt, or
 - (e) becomes a mentally incapacitated person, or
 - (f) ceases to be a resident of New South Wales, or
 - (g) meets any other circumstances as provided for in the Constitution.
5. If the position of Public Officer becomes vacant, the Executive Committee shall fill the position within 28 days.
6. A new Public Officer shall notify NSW Fair Trading within 28 days of his or her appointment. Notification shall be in the form approved by the NSW Office of Fair Trading.²
7. The Public Officer shall ensure or cause to ensure that:
- (a) the NSW Office of Fair Trading is notified of any change in the Association's official address within 28 days,³ and
 - (b) all Association documents from former Executive Committee members are delivered to new Executive Committee members at the time of or immediately after their election, and

² As of 11 September 2012, this form is 'Notice of Appointment of Public Officer' (Form A9). It can be found at http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations Click on 'Associations Forms' to find A9.

³ Use form A9 as above.

- (c) all Association documents in his or her possession are delivered to the President or, if easier, the Secretary within 14 days of vacating the office of Public Officer.
8. The Public Officer shall keep in his or her custody, or under his or her control, all records, books and other documents relating to the Association, except as otherwise provided by this Constitution. These documents shall include:
 - (a) a register of Executive Committee members, available for inspection by anyone, and
 - (b) a record of any Executive Committee member conflicts of interest, available for inspection by Association members, and
 - (c) all minutes of the proceedings of Executive Committee, AGM and Special General Meetings.
 9. **Voting rights.** The Executive Officers specified in Article IV 2(a) above shall have full voting rights in Executive Committee meetings. The co-opted Committee members specified in Article IV 2(b), (c) & (d) above shall have speaking but not voting rights in Executive Committee meetings.
 10. **Meetings.** Meetings of the Executive Committee shall be held regularly and at least twice each 12 months at times and in places and in modes agreed upon by the Executive Committee. Electronic votes of the Executive Committee may be conducted as agreed by the Committee. Meetings shall normally be called by the President but other Committee members may also call meetings in exceptional circumstances.
 11. **Notice.** Written or electronic notice of Executive Committee meetings should normally be given to each Committee member no later than 14 days prior to that meeting.
 12. **Quorum.** A quorum of the Executive Committee shall be a number greater than half the number of Executive Officers as specified in Article III 2 above.
 13. **President's absence.** In the absence of the Association President from a duly constituted Executive Committee meeting, the members present shall select from among themselves an Acting Chairperson for that meeting.
 14. **Tied votes.** In the event of a tied vote at an Executive Committee meeting, the Chairperson or Acting Chairperson shall exercise a casting vote.
 15. **Casual vacancies.** In the event of a casual vacancy occurring in the membership of the Executive Committee, the Committee may elect a member of the Association (including the Executive Committee) to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the next AGM following the date of the appointment. The election procedure outlined in Article VI below shall then be followed to determine who shall fill this position.
 16. A casual vacancy in the office of a member of the Executive Committee occurs if the member:

- (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under Article IV 17 below, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Executive Committee from 3 consecutive meetings of the Executive Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.
17. **Removal from office.** The Association may by resolution in a ballot of all members remove any member of the Executive Committee from the office of member before the expiration of the member's term of office, and may by resolution appoint another member of the Association to hold that office until the expiration of the term of office of the member so removed.
18. If a member of the Executive Committee to whom a proposed resolution referred to in Article IV 17 above makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Association members, the Secretary or the President shall send a copy of the representations to each member of the Association within 14 days of this request being received.
19. The Executive Committee shall appoint a Returning Officer (as per Article VI 2 below) to conduct voting on this resolution.
20. The Returning Officer shall provide members with:
- (a) 28 days' notice of the closing date for voting on this resolution, and
 - (b) clear and accurate information on the procedure to be followed in voting, and
 - (c) the result of the vote, including the number of votes cast, within 7 days of the closing date.

Article V: OTHER COMMITTEES

1. **Setting up.** The Executive Committee may set up other (sub-)Committees with such membership (including co-opted members) and for such purposes and time periods as it may deem expedient from time to time.

2. **Procedures.** If the function and work of the new (sub-)Committee is determined to be on-going and its time frame open-ended (for example, a Nominations Committee or an awards Committee), the procedures for such (sub-)Committees shall be:
 - (a) agreed by the Executive Committee, and
 - (b) described in the Working Rules, and
 - (c) notified to all Association members in good standing.
3. **Dissolution.** The Executive Committee may also dissolve such (sub-)Committees as it deems appropriate from time to time. Dissolving a (sub-)Committee shall require:
 - (a) a majority vote of the Executive Committee, and
 - (b) notification to all Association members in good standing, including a brief description of the reasons for the (sub-)Committee's dissolution.
4. Questions arising at a meeting of any (sub-)Committee shall be determined by a majority of the votes of members of that committee present at the meeting.
5. Each member present at a meeting of any (sub-)Committee, including the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Article VI: ELECTION PROCEDURES FOR THE EXECUTIVE COMMITTEE

1. Executive Committee positions may be filled by any member of the Association in good standing (as per Article II 5 above) according to the following election procedures.
2. **Returning Officer.** For each election, the Executive Committee shall appoint a Returning Officer from among its members. The Returning Officer may not stand for any vacant position in that election.
3. The Returning Officer shall be responsible for the good conduct of the election as set out in this Constitution and the Working Rules, including:
 - (a) **adherence to the election procedure timeline** in regard to:
 - i. the call for nominations, associated reminders, and the closing date for nominations, and
 - ii. the closing date for voting, and
 - iii. dealing with tied votes (as per Article VI 12 & 13 below), and
 - iv. notification of the result of the election (as per Article VI 14 below).
 - (b) **information provided to members** regarding:
 - i. the call for nominations (as per Article VI 7 below), and
 - ii. the ballot procedure (as per Article VI 9 below), and
 - iii. the closing dates for nominations and voting, and

- iv. the final list of those who have nominated for Committee positions (as per Article VI 9 below), and
 - v. the results of elections (as per Article VI 14 below).
 - (c) **ensuring the good standing as Association members** of those nominated, those nominating others for Executive Committee positions, and those voting (as per Article II 5 above)
 - (d) **instituting** as required:
 - i. a further call for nominations (as per Article VI 10 below), and
 - ii. a ballot (as per Article VI 9 below), and
 - iii. a run-off ballot (as per Article VI 12 & 13 below).
- 4. **Nominations.** Association members in good standing must be nominated by at least one another member in good standing (as per Article II 5 above).
- 5. Nominations for Executive Committee positions shall be seconded by at least one Association member in good standing.
- 6. Nominations for Executive Committee positions shall:
 - (a) be made in a format that has been approved by the Executive Committee, and
 - (b) be in writing (hard copy or electronic), and
 - (c) include the names of the proposer and seconder, and
 - (d) contain verification that the person nominated accepts that nomination, and
 - (e) include brief biographical and mission statements by the person nominated as relevant to the proposed role.
- 7. **Call for Nominations.** The call for nominations shall include at least the following:
 - (a) a list of Executive Committee positions that are due to fall vacant, and
 - (b) the closing date for receipt of nominations, and
 - (c) the address to which nominations are to be sent, and
 - (d) the required nominations format (as per Article VI 6 above).
- 8. **Only one nomination received.** If only one nomination for a vacant position is received by the closing date for nominations, the person nominated shall be taken to be elected.
- 9. **Ballot.** If more than one nomination for a vacant position is received by the closing date for nominations, a ballot shall be held. The Returning Officer shall provide all Association members with at least the following information regarding this ballot:
 - (a) the persons nominated for each contested position, and
 - (b) the names of proposers and seconders, and
 - (c) the biographical and mission statements by the persons nominated, and
 - (d) the closing date for voting, and
 - (e) clear and accurate instructions regarding the voting procedure, and

- (f) verification that:
 - i. the persons nominated have accepted that nomination, and
 - ii. they and those nominating them have good standing as members of the Association.
- 10. **No nominations.** If no nominations are received for a vacant position by the closing date for nominations (as per Article VI 7 (b) above):
 - (a) the Returning Officer shall notify all members of a second call for nominations for that position (as per Article VI 7 above)
 - (b) the due date and time for receipt of nominations shall be the commencement of the AGM
 - (c) if only one nomination for these positions is received by the commencement of the AGM, the person nominated shall be taken to be elected
 - (d) if more than one nomination for any of these positions is received by the commencement of the AGM, a secret ballot for that position shall be conducted at the AGM with no proxy voting permitted.
- 11. **Casual vacancies.** If no further nominations for a vacant position is received by the commencement of the AGM, the vacant positions remaining on the Executive Committee shall be taken to be casual vacancies (see Article IV 15 above).
- 12. **Tied vote.** In the event of a tied vote for any vacant Executive Committee position, other than resulting from Article VI 10(d) above, Association members shall be notified by email and a run-off ballot shall be held no later than 10 days before the AGM.
- 13. In the event of a tied vote for any vacant Executive Committee position resulting from Article VI 10(d) above, Association members shall be notified by email and a run-off ballot shall be held no later than 10 days after the AGM.
- 14. **Announcement of election results.** The election results, including the numbers who voted, shall be announced by the Returning Officer or his/her nominee before or at the AGM and also notified to all Association members by email by the Returning Officer within three days of the AGM or, if Article VI 13 above applies, within three days of the closing date of the ballot.
- 15. **Assumption of office.** With the exception of those elected as the result of a tied vote as per Article VI 13 above or a casual vacancy as per as per Article VI 11 above, newly elected officers of the Executive Committees shall take office at the conclusion of that AGM.
- 16. **Elections for other Committees.** The procedures in Article VI above and in the Working Rules shall apply to elected positions in any other Committee set up by the Executive Committee, unless the Executive Committee specifically determines otherwise.

Article VII: MEETINGS

1. **Annual Conference.** An annual conference of the Association shall be held at a time and in a place designated by the Executive Committee.
2. **Annual General Meeting (AGM).** Within the annual conference, an AGM of the Association shall be convened.
3. **AGM Business.** The business of the AGM shall be as follows:
 - (a) to confirm the minutes of the immediately preceding AGM, and
 - (b) to receive from the President, Treasurer, ARAL Editor, the Returning Officer and any other Executive Committee members as required in the Working Rules or otherwise requested by the meeting, reports on the activities for which they are responsible since the previous AGM, and
 - (c) to receive and consider a financial statement relating to the Association's finances since the previous AGM, and
 - (d) to receive a report on the results of the election procedures as specified in Article VI above, and
 - (e) to receive and consider any other statement which is required to be submitted to members under the Act or this Constitution, and
 - (f) to receive nominations for and vote on vacant Executive Committee positions for which nominations have not previously been received, as specified in Article VI 10 above, and
 - (g) the discussion of any agenda item or motion duly submitted, and
 - (h) the transaction of any such business as the Executive Committee may have arranged or as the meeting shall resolve.
4. **Special General Meetings.** The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting is a general meeting of the Association other than the Annual General Meeting.
5. The Executive Committee must, on the requisition in writing of at least 10 members in good standing, convene a Special General Meeting of the Association.
6. A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must have written authorisation (electronic or hard copy) by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form (electronic or hard copy), each authorised by one or more of the members making the requisition.
7. If the Executive Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the

requisition may convene a Special General Meeting to be held not later than 3 months after that date.

8. **Notification of members.** The Secretary shall ensure or cause to ensure that Association members:
 - (a) are notified at least 14 days prior to the AGM of the date, time and place of the AGM, and
 - (b) are sent a draft agenda for the AGM, and
 - (c) are invited to submit further agenda items if they so desire.
9. If items are added to the agenda notified under Article VII 8(b) above, the Secretary shall ensure that every effort is made to notify members of these agenda items.
10. A Special General Meeting must be convened as nearly as is practicable in the same manner as described in Article VII 8 & 9 above, with the exception of meetings called under Article VII 5 above, in which case Article VII 6 above and Article VII 11 below apply.
11. A Special General Meeting convened by a member or members as referred to in Article VII 5 above shall deal only with business for which it is called, which shall be clearly stated in the requisition, together with the terms of any motion which the requisitioners propose to put to the Special General Meeting.
12. **Chairing meetings.** The AGM and any Special General Meeting shall be chaired by the President, or a Vice President or the President Elect if the President is unable to be present.
13. If the President and a Vice President/President Elect are absent or unwilling to act in the AGM or Special General Meeting, the Association members present must elect one of their number to preside as Chairperson at the meeting.
14. **Voting.** Decisions at the AGM or a Special General Meeting shall be by simple majority of those members present.
15. A member is not entitled to vote at the AGM or Special General Meeting of the Association unless all money due and payable by the member to the Association has been paid, including the annual subscription (see Article II 5 above).
16. A question arising at the AGM or Special General Meeting of the Association is to be determined:
 - (a) normally by a show of hands; however,
 - (b) if — on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot — a written ballot;
 - (c) if the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.
17. On any question arising at the AGM or a Special General Meeting, an Association member has one vote only.

18. Proxy voting shall not be undertaken at or in respect of a meeting.
19. In the event of a tied vote, the Chairperson shall have a second or casting vote. The Chairperson's decision on the result of any vote shall be final.
20. **Quorum.** No item of business shall be transacted at the AGM or a Special General Meeting unless a quorum of Association members is present during the time the meeting is considering that item.
21. Twelve Association members present constitute a quorum for the transaction of the business at the AGM or a Special General Meeting.
22. If within half an hour after the appointed time for the commencement of the AGM or Special General Meeting, a quorum is not present:
 - (a) if the meeting is the AGM, it is to stand adjourned to a later time before midnight on the day that the annual conference concludes (see Article VII 2 above), or
 - (b) if the meeting has been convened on the requisition of members, it is to be dissolved
 - (c) if the meeting is a Special General Meeting convened by the Executive Committee, those members of the Committee present at that meeting shall decide whether to adjourn, continue or dissolve the meeting.
23. **Adjournments.** If the AGM is adjourned, the Association Secretary must immediately give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting.
24. If at the adjourned AGM a quorum is not present within half an hour after the time appointed for the commencement of that meeting, the members present (being at least 6) are to constitute a quorum.
25. The Chairperson of an AGM or Special General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
26. If an AGM or Special General Meeting is adjourned for 5 days or more, the Secretary must give written notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
27. **Attendance at meetings.** All meetings of the Association and of its constituent bodies shall be open to all Association members, unless the Executive Committee determines otherwise in the case of a particular meeting. Non-members of the Association may attend meetings, including the AGM, but may be excluded by majority vote of Association members present. Non-members shall have speaking rights but not voting rights at all meetings, including the AGM.

28. **Inspection of Minutes.** Verified minutes of the AGM and any Special General Meeting shall be posted on the Association's website according to the timeline no later than 8 weeks after that meeting.
29. **Verification of Minutes.** Minutes of proceedings at the AGM or Special General Meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
30. **Responsibility for opinions.** The Association shall assume no responsibility for statements of opinion expressed by participants in its annual conference or in such other conferences and meetings as it may sponsor.

Article VIII: FINANCES

1. **Financial Year.** The financial year shall be as specified in the Working Rules.
2. **Source.** The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by Association members in an AGM or Special General Meeting, such other sources as the Executive Committee determines.
3. **Use.** The capital and income of the Association shall be applied solely to support the objects of the Association; and no part thereof shall be distributed among members with the exception of scholarships and awards approved by the Association. Any expenditures incurred by ALAA operating activities should be authorised by the President or, in the absence of the President, the President Elect or the Vice-President, and the Treasurer.
4. **Lodgement.** All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
5. **Receipts.** The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
6. **Signatures.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Executive Officers, being authorised to do so by the Executive Committee.
7. **Audit.** The Auditor shall conduct an audit at the end of the financial year, and also at such other times as the Executive Committee may request, and may also conduct interim audits at his or her own discretion.
8. **Inspection of Documents.** The records, books and other financial documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.
9. A member of the Association may obtain a copy of any of the documents referred to in Article VIII 8 above on payment of a fee of not more than \$1 for each page copied.

Article IX: RESOLUTION OF DISPUTES

1. **Failure to resolve a dispute.** When a dispute cannot otherwise be resolved between a member and another member (in their capacity as members) of the Association, or between a member or members and the Association, the dispute shall be referred to the Executive Committee, who will institute an independent mediation process.
2. If a dispute is not resolved by mediation within 4 months of the referral to the Executive Committee, the dispute is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
3. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
4. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

Article X: DISCIPLINING OF MEMBERS

1. **Complaints against a member.** A complaint may be made to the Executive Committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
2. The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
3. If the Executive Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
4. **Expulsion and suspension.** The Executive Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
5. **Notice of expulsion/suspension.** If the Executive Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Article X 7 and 8 below.

6. **Effect.** The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Article X 9 below, whichever is the later.
7. **Notice of Appeal.** A member may appeal to the Association against a resolution of the Executive Committee under Article X 4 above, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
8. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
9. **Dealing with an Appeal.** On receipt of a notice from a member under Article X 7 above, the Secretary must notify the Executive Committee. The Committee will nominate an Executive Officer who is not involved or connected with the complaint or dispute or, failing that, a member of the Association in good standing, who, within 28 days after the Secretary received the notice, shall:
 - (a) notify all Association members of the complaint, and
 - (b) set out the main issues relating to the complaint, including the member's Notice of Appeal (as per Article X 7 & 8 above) and a statement by the Executive Committee of its reasons for expelling/suspending the member, and
 - (c) ensure that a Returning Officer is appointed to organise a secret electronic ballot on the question of whether the resolution (as per Article X 4 above) should be confirmed or revoked.
10. The appeal is to be determined by a simple majority of votes cast by members of the Association in good standing.

Article XI: SPECIAL RESOLUTIONS

1. Special resolutions shall be required to:
 - (a) change the Association's name (as specified in Article I 1 above), or
 - (b) change the Association's aims (as specified in Article I 3 above), or
 - (c) change the Association's Constitution, or
 - (d) amalgamate with another registered Association, or
 - (e) apply to transfer or terminate incorporation, or
 - (f) voluntarily wind up or cancel the Association and distribute property, or
 - (g) any other situations specified in the Constitution that require a special resolution.
2. A special resolution shall be proposed by the Executive Committee and passed by a secret ballot of all members in good standing.

3. The Executive Committee shall nominate a Returning Officer who will be responsible for the good conduct of the ballot, including:
 - (a) providing members with a statement agreed by the Executive Committee on the reasons for the special resolution, and
 - (b) an invitation to any member who wishes to contest the special resolution, or any part thereof, to submit their reasons no later than 21 days after the date the above statement has been sent to members, and
 - (c) providing members with any submissions from members as per Article XI 3(b) above, and
 - (d) referring the resolution to the Executive Committee for revision if the Committee so decides and a further statement if the Committee so desires, and
 - (e) setting a closing date for voting on the resolution as determined in Article XI 3(d), and
 - (f) providing members with clear and accurate information on the closing date for voting and the voting procedure, and
 - (g) ensuring or causing to ensure that only members in good standing vote, and
 - (h) ensuring or causing to ensure that the provisions in Article XI 4 are met.
4. For a special resolution to be passed:
 - (a) at least 10 per cent of members in good standing must vote in the ballot, and
 - (b) support from at least 75 per cent of the votes cast is required.
5. The result of the vote shall be notified by email to Association members by the Returning Officer no later than 7 days after votes are counted, and the Secretary shall enter the result into the Association's minute book.
6. An application to the Director-General⁴ for registration of a change in the Association's name, aims or Constitution in accordance with section 10 of the Act, shall be made by the Secretary of the Association within 28 days of the Special Resolution being passed.

Article XII: AMENDMENTS TO THE CONSTITUTION

1. Changes to the Association's Constitution may be proposed by the Executive Committee or the AGM or by a petition of at least 10 per cent of Association members in good standing and submitted to the Secretary.
2. Any amendment to the Constitution proposed in accordance with Article XI 1 above shall be reviewed by an *ad hoc* committee set up by the Executive Committee. This committee may include members of the Executive Committee and

⁴ The 'Director-General' is the Director-General of the Department of Services, Technology and Administration or whomever is specified on the website of the NSW Office of Fair Trading. Go to http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations.html and click on 'Associations forms' for the required notification procedure.

at least one Association member in good standing who is not an Executive Committee member. The *ad hoc* committee shall:

- (a) consider the need for and appropriateness of the proposed amendments in consultation with those who proposed it, and
 - (b) recommend to the Executive Committee on whether the proposed amendments, and any other matter relevant to amending the Constitution, should be put to the membership for voting.
3. The Executive Committee shall then consider the *ad hoc* committee's recommendations and decide whether to put the amendment(s) to the membership for voting.
 4. Any amendment that is approved by the Executive Committee in accord with Article XII 3 above shall be submitted to the full membership in good standing for approval by means of a ballot in accord with the provisions in Article XI 2-4 above.
 5. The Secretary of the Association shall apply to the Director-General as per Article XI 6 above.

Article XIII: RULES AND INTERPRETATIONS

1. For all other matters, the Rules of the Association shall be the Working Rules of the Association or, failing that, the Model Rules for the incorporation of Associations, according to the Association Incorporation Act, 1984-Regulation 1994, Clause 8, of the NSW Department of Fair Trading.
2. The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.
3. This Constitution or any subsequently amended Constitution shall be posted on the Association's website.
4. The Association's Working Rules shall also be posted on the Association's website.
