

CONSTITUTION OF THE NSW ADULT LITERACY COUNCIL INC

1.0 NAME

- 1.1 The name of the Association shall be the New South Wales Adult Literacy Council Incorporated (referred to in these rules as the Association).

2.0 STATEMENT OF PURPOSES

- 2.1 To provide an organisation open to all workers, students and other interested people in the field of adult literacy, numeracy and basic education, in order to foster work in these areas.
- 2.2 To promote a general awareness and an understanding of the problems of adult literacy, numeracy and basic education and of the available resources facilities and techniques of adult literacy, numeracy and basic education programs.
- 2.3 To provide support for literacy, numeracy and basic education workers and students throughout the state.
- 2.4 To promote research, publications and education in the field adult literacy, numeracy and basic education.
- 2.5 To conduct seminars and workshops for literacy, numeracy and basic education workers and students.
- 2.6 To exert an influence on decisions about adult literacy, numeracy and basic education made by policy and funding authorities.
- 2.7 To produce a regular newsletter or journal.
- 2.8 To represent NSW adult literacy, numeracy and basic education interests on the Australian Council for Adult Literacy Inc.
- 2.9 To promote quality in literacy, numeracy and basic education programs and resources in the light of current research and practice.
- 2.10 To actively encourage the development of varied services and techniques in the fields of adult literacy, numeracy and

basic education.

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- 2.11 To co-operate with other groups with similar aims and objectives.
- 2.12 To promote co-operation between the various bodies and individuals providing adult literacy, numeracy and basic education.
- 2.13 To support the international campaign towards a literate society.
- 2.14 To apply all income and properties of the Association solely towards the activities and objectives of the Association.

3.0 MEMBERSHIP

- 3.1 Subject to these rules the members of the Association shall be comprised of the members of the Association immediately prior to incorporation together with such people and organisations as the Committee admits to membership.
- 3.2 Membership shall generally be open to persons interested in adult literacy, numeracy and basic education. Such persons may, if they wish, represent organisations.
- 3.3 Applications for membership shall be made in writing, signed by the applicant and shall be in such form and contain such requirements as the officers of the Committee from time to time prescribes.
- 3.4 As soon as practicable after the receipt of an application for membership, it shall be considered by the officers of the Committee which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant, provided always that any help which the Association has to offer shall be available without discrimination to all who are in need of assistance or who are interested in adult literacy, numeracy and basic education.

- 3.5 The members of the Association shall consist of ordinary members and honorary members.
- 3.6 Honorary membership may be extended to persons qualified to render, or who may have rendered special services to the Association.

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- 3.7 Any appointment to honorary membership shall be made by the officers of the Committee of the Association.
- 3.8 Members shall pay such fees as are determined by the Association at a general meeting.
- 3.9 A financial member at any material time is a member who is not indebted to the Association in respect of any annual subscription or levy or any payment whatsoever.
- 3.10 Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any Annual or Special General Meeting of the Association.
- 3.11 A register of members shall be kept by the Association showing in respect of each member his/her name, address and date of commencement of membership. Provision for noting the date of cessation of membership shall also be contained in the register.
- 3.12 Membership shall be deemed to be lapsed upon resignation, suspension or failure to pay outstanding membership fees within three months of the due date.
- 3.13 Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall conclude on December 31st.

4.0 MEMBERS' LIABILITY:

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5.0 DISCIPLINING MEMBERS:

A member may be suspended immediately from membership privileges of the Association by the officers of the Committee if, in the opinion of the Committee, the conduct of such member is detrimental to the best interests of the Association.

The member must be offered the opportunity of explaining her/his conduct either verbally or in writing to the Committee within fourteen calendar days. The Committee may then expel the member forthwith without giving any reason.

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5.0 Cont.

An expelled member has the right to call within 28 calendar days a Special General Meeting to put his/her case for re-instatement.

Such Special General Meeting is held within a period of one month from the date of receipt of the request for a Special General Meeting by the expelled member.

At such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his/her conduct verbally or in writing at the option of such member.

The voting at such Special General Meeting shall be by secret ballot. A majority decision shall be sufficient to reinstate the expelled member.

6.0 MANAGEMENT

- 6.1 The Association shall have its affairs controlled and managed by the office bearers and other members known as the Executive Committee.
- 5.2 No member of the Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except repayment of out of pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for money lent to the Association and reasonable and proper rent for premises let to the Association.
- 6.3 Unless and until the Committee shall otherwise determine, the office bearers shall consist of a President, a Vice-President, a Secretary and Treasurer. There shall be at least eight other members of the Committee including an elected delegate to the Australian Council for Adult Literacy. Committee members should reflect the range of providers as far as is possible.
- 6.4 The office-bearers and other members of the Committee shall be elected at each Annual General Meeting. Nominations for the office-bearers and other members of the committee shall be lodged with the Secretary not less than seven days before the Annual General Meeting.
- 6.5 Any casual vacancy occurring among the office-bearers may be filled by the Committee and the person so appointed shall hold office for the unexpired term of the member so replaced.
- 6.6 Each member of the Committee shall hold office from the date of their election or appointment until the next Annual

General Meeting.

- 6.7 Retiring Committee members are eligible for re-election.
- 6.8 The Committee shall meet as often and as necessary to conduct the business of the Association and not less than three times in each twelve month period.
- 6.9 The quorum for the meetings of the committee shall be one half of the number of Committee members elected at the previous Annual General Meeting.
- 6.10 Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon. The President and Secretary may at any time summon a meeting of the Committee on request of any two members.
- 6.11 A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from all meetings of the Committee held during a period of 6 months without approval of the Committee; insolvency; becomes of unsound mind or a person whose estate or person is liable to be dealt with under the mental health laws; death.
- 6.12 The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act for the purpose of increasing the number of the Committee numbers from amongst the members but for no other purpose.
- 6.13 If a quorum is not present at a meeting of the Committee no business may be transacted. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved and adjourned to the same place, at the same hour of the same day in the following week. At

such adjourned meeting if a quorum is not present within half an hour the meeting shall be dissolved.

- 6.14 Questions arising at any meeting of the Committee shall be decided by a majority of the votes of all those present. In the case of an equality of votes the President of the meeting shall have a second or casting vote.

7.0 GENERAL MEETINGS

- 7.1 An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within 18 months of incorporation).

- 7.2 The Committee may, whenever it thinks fit, convene a special general meeting of the Association. A special meeting must be convened by the Committee within one month or receiving a written request to do so from at least five per cent of the membership of the Association.

- 7.3 At least fourteen days notice (see 15) of all general meetings and notice of motions to be discussed shall be given to members. Notice shall be given by post or by such other means as the Committee may decide. In the case of general meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least 21 days before the meeting.

- 7.4 In the case of the Annual General Meeting the following business shall be transacted:

- (i) confirmation of the minutes of the last Annual General Meeting and any recent special general meetings;
- (ii) receipt of the Committee's report upon the activities of the Association in the last financial year;
- (iii) election of office-bearers and other members of the Committee.

7.4 (Cont.)

- (iv) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's:
- income and expenditure;
 - assets and liabilities;
 - mortgages, charges and other securities
 - trust properties

7.5 The quorum for a general meeting shall be five members present in person. No business shall be transacted unless a quorum is present. If a quorum is not present within half an hour the meeting shall be dissolved and stand adjourned to the same day and time and place the following week.

7.6 Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by a special resolution where a three-quarter majority is required.

7.7 All votes shall be given personally and there shall be no voting by proxy.

7.8 In the case of an equality of votes the person appointed to the Presidency for the general meeting shall have a second or casting vote.

7.9 Nominations of candidates for election as office-bearers or other Committee members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.

8.0 OFFICE-BEARERS

8.1 The President of the Committee shall preside as President at every general meeting, but if he/she is not present within 15 minutes of the time appointed for the meeting or is unwilling to act, then the members present shall elect one of their number to be President, a simple majority sufficing.



- 8.2 The President may, with the consent of any meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.3 The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence. These records shall be available for the inspection of any member and be left in the custody of the Secretary. All minutes are to be signed by the President.
- 8.4 The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made by a petty cash system or by a cheque signed by the two signatories authorised by the Committee. Receipts for money received will be issued promptly. Major or unusual expenditure shall be authorised in advance by the Committee or a general meeting. Details of all account approvals are to be entered in the minutes book.
- 9.0 **AUDIT:**
- The auditor/s shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members of the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months. An auditor shall not be a member or closely related to a member of the Committee.
- 10.0 **DELEGATION OF THE COMMITTEE:**
- The Committee may delegate any of its powers, duties or functions to any sub-committee/s formed by the committee

for such purpose or purposes and consisting of such members of the Committee and/or such other persons as the Committee thinks fit. The Committee may vary or revoke any such delegated powers, functions or duties. The President and Deputy President shall be ex-officio members of every sub-committee appointed by the Committee.

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11.0 SPECIAL RESOLUTIONS

11.1 A special resolution must be passed by a general meeting of the Association to effect the following changes:

- (i) a change of the Association's name
- (ii) a change of the Association's rules
- (iii) a change of the Association's objects
- (iv) an amalgamation with another Incorporated Association
- (v) to voluntarily wind up the Association and distribute its property
- (vi) to apply for registration as a Company or Co-operative

11.2 A special resolution shall be passed in the following manner:

- (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution
- (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting
- (iii) a quorum must be present at the meeting
- (iv) at least three-quarters of those present must vote in favour of the resolution
- (v) in situation where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

12.0 THE PUBLIC OFFICER:

12.1 The Committee shall ensure that a person is appointed as Public Officer.



12.2 The first Public Officer shall be the person who completed the application for incorporation of the Association.

12.3 The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

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12.4 The Public Officer shall be deemed to have vacated their position in the following circumstances:

- (i) death
- (ii) resignation
- (iii) removal by the Committee or at a general meeting
- (iv) bankruptcy or financial insolvency
- (v) mental illness
- (vi) residency outside New South Wales

12.5 When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.

12.6 The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:

- (i) appointment (within fourteen days)
- (ii) a change of residential address (within fourteen days)
- (iii) a change in the Association's objects or rules (within one month)
- (iv) a change in the membership of the committee (within

Meeting. The Secretary shall send a copy of the nomination to the current auditor at least 7 days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if he so wishes, be heard at such Annual General Meeting.

14.8 Where the current auditor submits his/her resignation, or notifies the Secretary of his/her intention not to seek re-election as auditor, paragraph (vii) above shall not apply.

14.9 Where the statement of objects or these rules are amended such amendments shall be of no effect unless the Minister of the Crown for the time being administering the Charitable Collections Act 1934, has been notified of the amendment and has signified his/her approval to such amendment being made. (See 11 Special Resolutions)

14.10 Any special resolution passed for the purpose of determining how surplus property is to be distributed on winding up must provide that the property be given to a registered or exempt charity or charities with similar objects approved for the purpose of Section 78 (1) of the Income Tax Assessment Act.

15.0 MISCELLANEOUS

15.1 The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any such insurance which may be required by law or regarded necessary by the Association.

15.2 The funds of the Association shall be derived from the fees of