

CONSTITUTION

Preamble

The Australian Council for Adult Literacy was established in Adelaide on 28th October, 1976 by the Working Party on Adult Literacy of the 1976 National Conference of the Australian Association of Adult Education. The Working Party considered that there was an urgent need to promote nation-wide action to assist adults with inadequate levels of literacy, and it saw the establishment of the Council as a necessary step to this end.

1. NAME

The name of the Council shall be The Australian Council for Adult Literacy Incorporated.

2. PURPOSE

The purpose of the Council is to contribute to the development of adult literacy, numeracy and basic education by promoting co-operation among interested organisations and individuals both governmental and non-governmental, and by undertaking and encouraging appropriate study, research and action.

POWERS

The Council shall not be maintained for the purpose of trading or securing any pecuniary profit to any member of the Council and no remuneration shall be paid to any member of the Council except as provided herein.

3. MEMBERSHIP

- (a) Any person interested and/or involved in the provision of adult literacy services shall be eligible for full membership of Council and any interested organisation shall be eligible for organisational membership of Council, provided that the Executive have at all times the discretion to accept or reject any application for membership of the Council.
- (b) A State or Territory adult literacy council shall be eligible for affiliated membership of Council, provided that the Executive have at all times the discretion to accept or reject any application for membership of the Council.
- (c) The Executive shall have a record made and kept of all members of the Council. The Executive Committee shall have power to fix and vary any subscription for members from time to time and to make rules for ensuring the collection thereof.

4. FEES AND SUBSCRIPTIONS

- (i) a member of the Association shall upon admission to a membership category, pay to the Association the then current membership fee for that category as determined by the Committee from time to time;
- (ii) a member of the Association of whatever category, shall, in addition to the amount of the admission fee referred to in Clause 4(i) above, pay the Association the then current annual category subscription fee as determined by the Committee from time to time.

5. PATRON

The Council may elect a patron at its A.G.M. The election of a Patron shall be on the nomination of the Executive and reviewed annually.

6. OFFICERS

Officers of the Council shall be the President, Vice President (to be based in a state or territory different from that of the President), Honorary Secretary, Honorary Treasurer, provided that the Secretary of the Council may also be appointed Treasurer.

The officers shall be elected at the Annual General Meeting and hold office for 12 months from the date of that meeting and shall be eligible for re-election at the following Annual General Meeting.

7. DUTIES OF THE OFFICERS

The President shall preside at all general meetings except as otherwise provided in this constitution and all meetings of the Executive Committee except as provided in this constitution. The Vice President shall deputize for the President when necessary.

Honorary Secretary

The Honorary Secretary shall:

- (i) call meetings of the Executive Committee and of the Council when directed so to do by the President in accordance with the constitution
- (ii) attend all meetings
- (iii) be responsible for the custody of the books, journals and all documents whatsoever belonging to the Council
- (iv) make available all books of the Council for inspection by any member of the Executive Committee and auditors
- (v) conduct correspondence and perform such other duties as the Executive Committee may from time to time direct
- (vi) record accurate minutes of all meetings.

Honorary Treasurer

The Honorary Treasurer shall:

- (i) pay into the account of the group, all moneys and cheques received on behalf of the Council.
- (ii) keep proper records of all moneys received or expended by or on behalf of the Council, and of all matters pertaining to such receipts, funds, liabilities and transactions of the Council.
- (iii) prepare a duly audited statement of accounts for each year sheet for that setting out of the assets and liabilities of the Council. Such accounts and balance sheet shall be submitted to the Annual General Meeting.

8. EXECUTIVE COMMITTEE

- (a) There shall be an Executive Committee, herein referred to as the "Executive", which shall consist of the Officers of Council and not more than eight other members of the Council, who shall be representative of each of the States and mainland Territories in which the Council has members, elected by the Annual General Meeting of Council to hold office until the next Annual General Meeting, and being eligible for re-election, except that, where a State or Territory adult literacy council is an affiliated member the State or Territory representative shall be appointed by that council, and the Secretary notified in writing prior to the Annual General Meeting.

In addition the Immediate Past President shall be a member of the Executive Committee until the Annual General Meeting following completion of his or her term of office.

The Executive may co-opt up to 4 full voting members for a period up to the life of that Executive.

- (b) A member not present at an Annual General Meeting of Council shall not be nominated as the executive member for a State or Territory unless he or she has advised the Secretary in writing, prior to the election, of his or her willingness to be nominated as the executive member for that State or Territory.

If after the Annual General Meeting a State or Territory representative position has not been filled, the Executive may appoint an executive member for and from that State or Territory.

- (c) If the State delegate from an affiliated Council cannot attend an executive meeting that Council may appoint a substitute for that particular meeting.
- (d) The Executive shall be responsible for the general management of the Council and shall provide the administration and control of the affairs and property of the Council.

9. POWERS OF THE EXECUTIVE

The Executive shall have power without prejudice to the powers conferred by this constitution to:

- (a) buy, take on lease or otherwise acquire any real or personal property for the purposes of the Council.
- (b) sell or otherwise dispose of any real or personal property of the Council.
- (c) all or any portion of the real or personal property of the Council for such term or terms of such rent or rents, and generally upon or subject to such terms conditions and agreements as may be deemed desirable and accept surrenders of leases and the vacation of tenancies.
- (d) arrange for the supply of all articles, books, periodicals and things considered necessary for the purposes of the Council.
- (e) attend generally to all matters affecting the welfare of the Council.
- (f) authorise bank signatories who shall consist of the Honorary Secretary and Honorary Treasurer and any one of the Executive whom the Executive shall determine, except that where the Honorary Secretary and Honorary Treasurer are the same person, any two members of the Executive in addition to the Honorary Secretary shall be appointed signatories.
- (g) enter into any contracts for services or contract of service with any person whom a majority of the Executive shall deem necessary or desirable to employ or contract with and the Executive shall possess the power to fix the salaries or remuneration honorariums or consideration and to fix the duties', obligations and terms of employment of all persons employed or contracted with pursuant to this clause. And the Executive shall have the power to dismiss all or any paid officers or servants of the Council.
- (h) appoint a member to fill an Executive vacancy which may occur during the year.

- (i) make rules and by-laws consistent with this constitution for the regulation of its own proceedings and for defining the respective powers of sub-committees or officers of the Council and for the government of the Council generally. Such rules and by-laws shall be recorded as minutes.
- (j) do all such things as are necessary to carry out the objects of the Council.

10. SUB-COMMITTEES

The Executive shall have power to appoint sub-committees for specific purposes. The President shall be ex-officio a member of all sub-committees and at least one other executive member shall be a member of each sub-committee. The Executive shall at all times retain the right to review or revoke any actions of its sub-committees or officers and any sub-committees shall possess only the power of recommendation to the Executive.

11. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (a) The Executive Committee may meet providing at least seven(7) days notice is given to each Executive Committee member, for the despatch of business and adjourn and otherwise regulate its meetings as the Executive Committee thinks fit; provided that it meets at least three(3) times each calendar year.
- (b) The President may at any time and the Secretary shall on the requisition in writing of two(2) members of the Executive Committee convene a meeting of the Executive Committee.
- (c) The President shall preside as Chairman of all meetings of the Executive Committee.
- (d) If the President is absent from any meeting, the members of the Executive Committee present shall elect one of their number to preside as Chairman at the meeting.
- (e) At a meeting of the Executive Committee three(3) members including 2 officers present in person shall constitute a quorum. No business shall be transacted at any such meeting unless a quorum is present at the time the meeting proceeds to business.
- (f) Questions arising at a meeting of the Executive Committee present and voting and any such decision shall for all purposes be deemed to be a decision of the Executive Committee. In the case of an equality of votes the Chairman of the meeting shall have a second or calling vote.
- (g) Subject to these Rules the procedure to be followed at a meeting of the Executive Committee shall be as the Executive Committee shall decide.
- (h) All acts done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment or election of any such member of the Executive Committee or that there was a vacancy in the office of member of the Executive Committee or that any of them were disqualified, be as valid as if the defect, vacancy or disqualification did not exist and the Executive Committee was fully and properly constituted.

12. GENERAL MEETINGS – ANNUAL AND SPECIAL

- (a) The Annual General Meeting shall be held after at least 21 days written notice of the meeting and the business to be discussed has been provided to the members, and the A.G.M. shall:
 - (i) confirm the minutes of the previous Annual General Meeting and of Special General Meetings, if any;
 - (ii) receive and adopt the annual report of the Executive;
 - (iii) receive and adopt the audited statement of receipts and payments and balance sheet for the previous financial year;
 - (iv) elect the officers and Executive Committee members for the ensuing year;
 - (v) appoint an auditor;
 - (vi) accept or reject, conditionally or otherwise, any recommendation for affiliation with any other body or Council;
 - (vii) elect delegates to other bodies which the Council may be affiliated;
 - (viii) transact other business of which at least fourteen(14) days notices has been given.
- (b) Special General Meetings may be called by the President or at the request of at least five(5) members of the Council provided that at least fourteen(14) days written notice is given to all members and the business to be discussed is detailed in this notice.
- (c) The President of the Council shall preside at all general meetings of the Council. If the Chairman shall be absent or unwilling to act as Chairman of a general meeting the members present at the meetings shall appoint one of their number to be Chairman.
- (d) Seven members present(including at least two officers) shall conduct a quorum at an Annual General Meeting or Special General Meeting.

13. VOTING

- (a) At all general meetings, officers present shall each have one vote.
- (b) At all Executive Committee meetings, committee members present shall each have one vote.
- (c) At all Executive Committee meetings, and General Meetings, the President shall be entitled to a casting vote where there is an equality of votes on any question.
- (d) All resolutions of Council at General Meetings or in Committee shall, except for special resolutions, be decided by simple majority.
- (e) The method of voting for election shall be decided at the Annual General Meeting.

A special resolution is a resolution whether by General Meeting or in Committee, requiring the approval of more than a two-thirds majority of those members present and voting.

14. MINUTES

Accurate minutes shall be kept of all general meetings and shall be available for examination by any member. No resolution of a previous general meeting shall be rescinded unless fourteen(14) days notice of motion to rescind is given in writing to members.

15. FINANCE

- (a) The Executive Committee shall cause to be kept proper books of account in which full, true and complete records of the transactions of the Council shall be recorded.
- (b) The Honorary Treasurer shall receive all moneys and issue receipts for same and shall submit a financial -statement at each Executive Meeting.
- (c) The Executive Committee shall take the necessary steps to open a bank account in the name of the Council and all moneys received shall be paid into this account forthwith. All accounts rendered to the Council shall be authorised and passed for payment by the Executive Committee.

16. AUDIT

As soon as practical after the 30th day of June in each year(and also whenever requested by the President of the Council) the accounts of the Council shall be audited and the auditor shall report thereon to the Executive or the Council.

Subject to Clause 8 of the constitution no part or parts of the assets of the Council shall be given or transferred in any way to any member or members of the Council except that payments in good faith may be made to a member of the Council for goods supplied in the ordinary way of business or for any reasonable out of pocket expenses incurred by a member of the Council acting with the authority of the Executive.

17. ALTERATIONS TO THE CONSTITUTION

- (a) Alterations to this constitution may be made by special resolution at a general meeting of the Council.
- (b) The Public Officer shall, within one month after an alteration of:
 - (i) the objects or purposes of the Council;
 - (ii) the rules of the Council; or
 - (iii) any trusts relating to the Council, file with the Registrar notice of the alteration, a copy of any instrument evidencing the alteration and a statutory declaration made by the public officer declaring that that copy is a true copy of the instrument of which it purports to be a copy and, in the case of an alteration of the objects, purposes or rules of the Council, that the alteration is authorised, and was made in the manner provided, by the rules of the Council.

18. PUBLIC OFFICER

- (a) The Executive shall from time to time appoint any person other than the auditor to be the Public Officer of the Council and may revoke such appointment.
- (b) The office of Public Officer becomes vacant if the person holding that office -
 - dies;
 - becomes bankrupt, applies to take the benefit of a law for the relief of bankrupt or insolvent debtors or compounds with his creditors;
 - becomes of unsound mind;
 - resigns his/her office by writing under his/her hand addressed to the committee of the Council; or
 - ceases to be a resident of the Territory.
 The Public Officer may, subject to the rules of the Council, hold any other office in the Council. The Public Officer must be resident in the A.C.T.

19. SEAL

(1) The Common Seal of the Council shall be kept in the custody of the secretary. 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 signatures of either of the two members of the Committee or of one member of the Committee and of the Public Officer of the Council.

20. WINDING UP

Subject to the next succeeding Sub-section, where, upon the winding up or dissolution of the Council, there remains any surplus assets, those assets shall not be paid to or distributed to the members of the Council but shall, pursuant to either a special resolution of the former Association or an Order of a Judge of the Supreme Court, be paid to or transferred to an organisation which:-

- (a) has objects and purposes similar to those of the Council and prohibits the distribution of its income and property amongst its members to an extent at least as great as does the Council amongst its members; and
- (b) shall be approved by a special resolution of the Council.

Where no organisation is approved by a special resolution of the kind referred to in the last preceding Sub-section, a Judge of the Supreme Court shall make an Order for the surplus assets of the Council to be paid to or transferred to an organisation of the kind referred to in the last preceding Sub-section as the Court considers fit.

21. LIABILITIES OF MEMBERS ON WINDING UP

The liability of a member 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 Rule(4).

22. DISCIPLINING OF MEMBERS AND RIGHT OF APPEAL OF DISCIPLINED MEMBER

The relevant provisions of the Model Rules relating to the disciplining of members and the right of appeal of disciplined members as enacted and varied from time to time pursuant to Regulation 15 of the Associations Incorporation Regulations shall be deemed incorporated as provisions of this the constitution of the Australian Council for Adult Literacy Incorporated.

23. ALTERATIONS TO THE CONSTITUTION

- (a) alterations to this constitution may be made by a special resolution at a general meeting of the Council;
- (b) the Public Officer shall, within one(1) month after an alteration of:-
 - (i) the objects or purposes of the Council;
 - (ii) the rules of the Council; or
 - (iii) any trusts relating to the Council, file with the Registrar Notice of the Alteration, a copy of any instrument evidencing the alteration and a Statutory Declaration made by the Public Officer declaring that the copy is a true copy of the instrument of which it purports to be a copy and, in the case of an alteration of the objects, purposes or rules of the Council, that the alteration is authorised, and was made in the manner provided, by the rules of the Council.