



Rules of Association

The Victorian Association for the Teaching of English Incorporated

Rules of Association

1. Name

The name of the incorporated association is The Victorian Association for the Teaching of English Incorporated. (In these rules called "the Association").

2. Definitions

(a) In these Rules unless the contrary intention appears-

"Council" means the Council of the Association;
"financial year" means the year ending on 31st December;

"general meeting" means the general meeting of members convened in accordance with Rule 11;
"member" means a member of the Association;
"ordinary member of the Council" means a member of the Council who is not an officer of the Association under Rule 25;

"the Act" means the Associations Incorporation Act 1981, (as amended);

"the Regulations" means regulations under the Act;

"person" includes an institution, corporation, or association; and

"Executive Officer" means person appointed by Council on such terms as Council from time to time may decide.

"Accounts Officer" means the person holding the office of Accounts Officer or similar office of the Association from time to time.

(b) In these Rules a reference to the Secretary of the Association is a reference-

(i) where a person holds office under these Rules as Secretary of the Association - to that person; and

(ii) in any other case, to the public officer of the Association.

(c) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Associations Incorporation Act, 1981 (as amended) as in force from time to time

3. Membership

The following persons, institutes, and corporations shall be entitled to apply for membership of the Association and members shall be divided into the following categories-

(a) Persons engaged in the teaching of English or any other persons with an expressed interest and/or involvement with English as a teaching subject ("ordinary members").

(b) Prospective teachers of English who are undertaking an accredited pre-service education course ("student members").

(c) Schools, universities, tertiary colleges, and other educational institutions; libraries and other corporations or associations with a specific interest in the teaching of English ("institutional

(d) Persons determined by the Council to be granted membership for extraordinary services to the Association or the teaching of English ("honorary members").

(e) Persons who, having retired as teachers of English, wish to remain members of the Association ("associate members").

(f) Persons to be granted membership on such special grounds as may be determined by the Council ("special members").

4. Application for Membership

a) A person who applies and is qualified for membership as provided in these Rules is eligible to be a member of the Association on completion of the application form (using a form of transmission as in Rule 35) and payment of the annual subscription payable under these Rules .

(b) An application for membership of the Association-

(i) shall be made in writing or electronically on the form set out in Appendix 1 of these Rules; and

(ii) shall be lodged with the Executive Officer of the Association.

(c) A member shall nominate which is the preferred address for the receipt of Notices.

(d) On payment of the annual subscription as prescribed by Council from time to time, the Executive Officer shall forthwith enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

(e) A right, privilege, or obligation of a person by reason of his/her membership of the Association-

(i) is not capable of being transferred or transmitted to another person;

(ii) terminates upon the cessation of his/her membership whether by death or resignation or otherwise.

(f) An honorary member shall not apply for membership or be liable to pay the annual subscription.

5. Annual Subscription

The annual subscription is set annually by the Council and is payable on or before the last day of February in each year.

6. Register of Members

(a) The Secretary shall keep and maintain, or shall make provision for the keeping and maintenance of, a register of members containing-

(i) the name, address and category of membership of each member, and

(ii) the date on which each member's name was

entered in the register.

(b) The register shall be available for inspection free of charge by any member upon request.

(c) A member may make a copy of entries in the register.

7. Resignation of a Member

(a) A member of the Association who has paid all moneys due and payable by him/her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his/her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

(b) Upon the expiration of a notice given under sub-rule (a) the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

8. Expulsion of a Member

(a) Subject to these rules, the Council may by resolution expel a member from the Association if the Council is of the opinion that the member has been guilty of conduct prejudicial to the interests of the Association.

(b) A resolution of the Council under sub-rule (a)-
(i) does not take effect unless the Council at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-rule (c) confirms the resolution in accordance with this rule; and
(ii) where the member exercises a right of appeal to the Association under this rule does not take effect unless the Association confirms the resolution in accordance with this rule.

(c) Where the Council passes a resolution under sub-rule (a) the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing-

- (i) setting out the resolution of the Council and the grounds on which it is based;
- (ii) stating that the member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (iii) stating the date, place and time of the meeting;
- (iv) informing the member that he/she may do one or more of the following-

*attend that meeting,

** give to the Council before the date of that meeting a written statement seeking the revocation of the resolution, and/or

*** not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he/she wishes to appeal to the Association in general meeting against the resolution.

(d) At a meeting of the Council held in accordance with sub-rule (b), the Council-

- (i) shall give to the member an opportunity to be heard;

- (ii) shall give due consideration to any written statement submitted by the member; and
- (iii) shall by resolution determine whether to confirm or to revoke the resolution.

(e) Where the secretary received a notice under sub-rule (c) he/she shall notify the Council and the Council shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

(f) At a general meeting of the Association convened under sub-rule (e)-

- (i) no business other than the question of the appeal shall be transacted;
- (ii) the Council may place before the meeting details of the grounds of the resolution and the reasons for the passing of the resolution;
- (iii) the member shall be given an opportunity to be heard; and
- (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(g) If at the general meeting-

- (i) two-thirds of the members vote in person or by proxy in favor of the confirmation of the resolution, the resolution is confirmed; and
- (ii) in any other case, the resolution is revoked.

9. Disputes and Mediation for Members.

(a) The grievance procedure set out in this Rule applies to disputes under these Rules between-

- (i) a member and another member, or
- (ii) a member and the Association.

(b) The parties to the dispute shall meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.

(d) The mediator shall be-

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement:
 - * in the case of a dispute between a member and another member
 - a person appointed by the Council of the Association;
 - * in the case of a dispute between a member and the Association
 - a person who is a mediator.

(e) A member of the Association can be a mediator.

(f) The mediator cannot be a member who is a party to the dispute.

(g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(h) The mediator, in conducting the mediation, shall-

- (i) give the parties to the mediation process every opportunity to be heard; and

- (ii) allow due consideration by all parties of any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10. Annual General Meetings

- (a) The Association shall in each calendar year convene an annual general meeting of its members.
- (b) The annual general meeting shall be held on such days as the Council determines.
- (c) The annual general meeting shall be specified as such in the notice convening it.
- (d) The ordinary business of the annual general meeting shall be-
 - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (ii) to receive from the Council the audited financial statements from the preceding financial year;
 - (iii) to appoint an auditor for the association;
 - (iv) to receive a report from the President concerning the activities of the Association over the previous twelve month period;
 - (v) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act; and
 - (vi) to consider any other business.
- (e) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (f) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

11. Special General Meetings

All general meetings other than the annual general meeting shall be called special general meetings.

- (a) The Council may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-rule, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (b) The Council shall, on the requisition in writing of members representing not less than 5% of the total number of members convene a special general meeting of the Association.
- (c) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

(d) If the Council does not cause a special general meeting to be held within six weeks after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held no later than 3 months after that date.

(e) Notwithstanding anything contained in the Rules, it shall not be necessary for notice of any general meeting to be given to or served upon any member who, by virtue of Rule 15 hereof, has no voting rights. The provisions of this rule shall not preclude such non-voting members from being given any information as to general meetings in such manner as the Council may determine or from attending any general meeting.

(f) A special meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

12. Notice of Meeting

(a) The Secretary shall, at least 14 days before the date fixed for holding a general meeting of the Association cause to be sent to each member of the Association entitled to vote at his/her address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Notice shall be sent as set out in Rule 35.

(b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(c) A member desiring to bring any business before a meeting may give notice of that business by facsimile transmission, electronic transmission or in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13. Proceedings at Meetings

(a) All business that is transacted at a special meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

(b) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

(c) Twelve members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(d) If within half an hour after the appointed time for the commencement of the general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

14. Presiding at General Meetings

(a) The President, or in his/her absence, the Vice-President shall preside as Chairperson at each general meeting of the Association.

(b) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

15. Voting Rights of Members

(a) Each ordinary member, student member, associate member, or honorary member shall be entitled to one vote at each annual election of Council and at each general meeting of the Association.

(b) Institutional and special members shall have no voting rights.

16. Adjournment of Meetings

(a) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

b) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

c) Except as provided in sub-rules (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.

17. Manner of Determining whether Resolution Carried

A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, then-

(a) a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular

majority or lost, and

(b) an entry to that effect in the Minute Book of the Association -

is evidence of the fact, without proof of the particular proportion of the votes cast in favour of or against the resolution.

18. Votes

(a) Upon any question arising at a general meeting of the Association, a member shall have one vote only.

(b) All votes shall be given personally or by proxy.

(c) In the case of any equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

19. Poll at General Meetings

(a) At a meeting a poll on any question can be demanded by not less than three members. If a poll is demanded it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

20. Loss of Voting Rights

A member is not entitled to vote at any general meeting unless all moneys due and payable by him/her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

21. Proxies

(a) Each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(b) The notice appointing the proxy shall be in the form set out in Appendix 2.

22. Council

(a) The affairs of the Association shall be managed by the Council of the Association constituted as provided in Rule 23.

(b) The Council-

(i) shall control and manage the business and affairs of the Association;

(ii) may, subject to these Rules, the Regulations and the Act, exercise all such powers and

functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(iii) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.

23. Members of the Council

(a) Subject to Section 23 of the Act, the Council shall consist of-

- (i) the officers of the Association;
- (ii) 11 ordinary members and
- (iii) the Executive Officer, as an ex-officio non-voting member.

(b) Each ordinary member of the Council shall, subject to these Rules, hold office until the October Council meeting two years after the date of his/her election but is eligible for re-election.

(c) In the event of a casual vacancy occurring in the office of an ordinary member of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the next Council election.

24. Election of Members of the Council

(a) The Council of the Association shall be elected bi-annually in September to hold office from October for two years.

(b) (i) Election for membership of Council shall be by secret postal ballot of all members entitled to vote. **Election** shall be by simple majority.

(ii) The Executive Officer shall be the returning officer and the votes shall be counted by two electoral officers appointed by the Council; neither of these shall be members of the Association.

(iii) Nominations for Council shall be called not less than twelve weeks prior to the date of the election and shall close not less than eight weeks prior to the date of the election. Such nominations shall be submitted in writing. Each voting member of the Association is entitled to nominate himself/herself to stand for election to Council

(iv) Ballot papers shall be distributed no less than four weeks prior to the date of election. Each voting member shall be supplied with two envelopes - an outer envelope on which to write his/her name and signature so that his/her eligibility to vote can be determined, and an inner envelope in which the ballot paper can be sealed.

(v) The result of the election shall be declared by the Executive Officer as soon as possible after the election and no later than September 30 in each election year.

(vi) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and Council may appoint further members up to the

number of positions on the Council.

(c) The Council has the power to co-opt up to two members to Council; such co-opted members shall have no voting rights at Council meetings.

(d) Council members (with the exception of the Executive Officer and any co-opted members) shall have equal voting rights, with the President having the casting vote.

25. Officers of the Association

(a) The officers of the Association shall be:

- (i) a President
- (ii) a Vice-President
- (iii) a Treasurer
- (iv) a Secretary.

(b) (i) The Council shall elect in October in an election year from among its members the officers of the Association.

(ii) The election of the officers of the Association shall take place at a meeting of the Council to be held not later than October 15. Until the election of the President, the Executive Officer shall chair the meeting.

(iii) Election of the officers of the Association shall be by secret ballot of the members of the Council. Election shall be by simple majority. In the case of a tied vote for officers other than President, the President shall have the casting vote.

(c) Each officer of the Association shall hold office until the October Council meeting in an election year but is eligible for re-election.

(d) In the event of a casual vacancy in any office referred to in sub-rule (a), the Council may appoint one of its members to the vacant office and the member so appointed may continue in office until the October Council meeting in an election year.

26. Executive Committee

(a) Management of the Association between Council meetings shall be vested in an Executive Committee consisting of the Vice-President (who shall be Chairperson), Secretary, Treasurer, and three Council members elected by Council.

(b) Decisions of the Executive Committee shall be subject to ratification by Council.

(c) The President shall be ex officio a member of Executive Committee, and any other Committees established by the Council.

(d) The Executive Officer shall be ex officio a member of Executive Committee, without voting rights.

27. Vacancies

For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Council becomes vacant if the officer or member-

- (a) ceases to be a member of the Association;
- (b) becomes bankrupt or of an unsound mind;
- (c) resigns his/her office by notice in writing given to the secretary (and in the event of an

officer resigning that officer remains an ordinary member of Council); or
(d) misses three consecutive meetings without application for leave to the Council.

28. Proceedings of Council

(a) The council shall meet at least 10 times each year at such place and times as Council may determine.

(b) Special meetings of the Council may be convened by the President or by any 4 of the members of the Council.

(c) Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

(d) Any 8 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

(e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

(f) At meetings of the Council-

(i) the President or in his/her absence the Vice-President shall preside, or

(ii) if the President and the Vice-President are absent, such one of the remaining members of the Council as may be chosen by the members present shall preside

(g) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined on a show of hands, or (if demanded by a member) by a poll taken in such manner as the person presiding at the meeting may determine.

(h) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(i) Notice of each Council meeting shall be given to each member of Council at least two clear business days before the date of the meeting. Notice shall be given as per Rule 35.

(j) subject to sub-rule (d) the Council may act notwithstanding any vacancy on the Council.

(k) The Council may establish such sub-committees as may be necessary from time to time.

29. Secretary

The Secretary of the Association shall keep, or shall make provision for the keeping of, minutes of the resolutions and proceedings of each general meeting and each Council meeting in books provided for that purpose together with a record

of the names of persons present at Council meetings.

30. Treasurer

(a) The Treasurer of the Association-

(i) shall collect and receive, or shall make provision for the collection and receipt of, all moneys due to the Association and make all payments authorised by the Association; and

(ii) shall keep, or make provision for the keeping of, correct 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.

(b) The accounts and books referred to in sub-rule (a) shall be available for inspection by members.

31. Removal of Member of Council

(a) The Association in general meeting may by resolution remove any member of the Council before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first mentioned member.

(b) Where the member in relation to whom a resolution referred to in sub-rule (a) is proposed makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

32. Cheques /Credit Facilities/Banking

All cheques, credit card accounts, other negotiable instruments and online banking authorities shall be signed or authorized (as the case may be) by any one of-

- President
- Treasurer
- Vice-President
- Secretary
- Executive Officer
- Accounts Officer

33. Seal:

(a) The Common Seal of the Association shall be kept in the custody of the Secretary.

(b) The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures of two officers of the Association.

34. Alteration of Rules and Statement of Purposes

These Rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

35. Notices

(a) A notice may be served by or on behalf of the Association upon any member by sending it to the address nominated for notices as shown in the register of members.

(b) Any notice that is required to be given to a member by or on behalf of the association under these Rules may be given by:

(i) delivering the notice to the member personally; or

(ii) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

(iii) facsimile transmission, if the member has requested that the notice be given to him/her in this manner; or

(iv) electronic transmission, if the member has requested that the notice be given to him/her in this manner.

36. Winding up or Cancellation

In the event of the winding up or the cancellation of the incorporation of the Association, its assets (as defined in the Act) shall only be transferred to, or divided amongst a person, corporate body, association, or other organisation which is exempt from the payment of Australian Income Tax.

37. Custody of Records

Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control, all books, documents and securities of the Association.

38. Funds

The funds of the Association shall be derived from annual subscriptions, donations, and such other sources as the Council determines and all such funds from whatever source shall be used solely for the objects and purposes of the association.