

Constitution of the Modern Languages Teachers Association of South Australia incorporated

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Definitions

In these rules, unless the contrary intention appears:

The Act	means the Association Incorporation Act 1985.
MLTASA inc.	means Modern Language Teachers' Association of South Australia Incorporated
Books	includes any register, document or other record of information and any accounts or accounting records, however compiled, recorded or stored.
Committee	the controlling body of the MLTASA inc.
Financial Year	the period between consecutive Annual General Meetings.
Languages	refers to Languages other than English.
Meeting	means a general meeting of members of the MLTASA inc. convened in accordance with these rules.
Member	means a person or body who is operating under the rules of the MLTASA inc. as a member of the MLTASA inc.
Officer	<p>a) a person who is</p> <ol style="list-style-type: none"> 1) a member of the committee of the MLTASA inc. 2) secretary or treasurer of the MLTASA inc.; or 3) any other person, by whatever name called, who is concerned, or takes part, in the management of the affairs of the MLTASA inc. <p>b) the public officer of the MLTASA inc.; or</p> <p>c) the holder of any other office established by the rules of the MLTASA inc. (except a patron or the holder of some other honorary office that confers no right to participate in the management of the affairs of the MLTASA inc.)</p>
Regulations	means the Associations Regulations, 1985.
Simple majority	means fifty percent plus one.

1. Name

The name of the organisation shall be:

Modern Language Teachers Association of South Australia incorporated, abbreviated as MLTASA inc.

2. Object

The object of the MLTASA inc. shall be to promote the study and teaching of languages in South Australia.

3. Functions

The functions of the MLTASA inc shall include the following:

- a) to promote and foster the teaching and learning of languages in South Australia
- b) to support the professional development of teachers of languages
- c) to encourage developments in pedagogy and curricula (including the use of modern technology) for the teaching and learning of languages (in South Australia) that ensures the high quality of all programmes
- d) to advise on and influence the nature and content of language policy and language education policy in South Australia
- e) to foster the exchange of ideas and information on current practice and research into the teaching and learning of languages
- f) to foster research in relation to the teaching and learning of languages
- g) to encourage teachers of languages in the development and maintenance of their language proficiency and teaching practice
- h) to encourage reciprocal/exchange visits by students and/or teachers of languages within South Australia, from other states within Australia and overseas
- i) to encourage South Australian language learners to visit the countries of the language they are learning and to encourage reciprocal visits from those regions and countries of students who can interact with students in South Australia
- j) to represent the common interests of South Australian language teachers at state and national conferences and other meetings, including international conferences.
- k) to develop and maintain an association website or other suitable electronic facility. (To promote languages and to provide information to language teachers) This website will replace the publishing of a regular newsletter
- l) to support the provision of resource services for language teachers in South Australia
- m) to produce other publications as determined from time to time by the governing body of the MLTASA inc. or as outlined in the Constitution and /or Working Rules
- n) to engage in such other activities as may from time to time be determined by the governing body of the MLTASA inc. and are in accord with the object of the MLTASA inc.

4. Members and Affiliated Associations

- 1) Any person, school or body engaged in or interested in the teaching and learning of languages shall be eligible for membership.
- 2) Other associations may, by decision of the Annual General Meeting, be admitted as affiliated associations of the MLTASA inc. provided they meet all the following criteria:
 - a) an affiliated association must subscribe to the object and functions of the MLTASA inc. and agree to abide by its rules and constitutionally made decisions
 - b) it must demonstrate its viability as a state professional association
 - c) its members must be financial members of the member association and representatives on the MLTASA inc. Committee must be financial members of the MLTASA inc.

5. Membership Dues

- 1) The membership dues paid to the MLTASA inc. by its members shall be determined by the Committee of the MLTASA inc and ratified at the Annual General Meeting of the MLTASA inc. and should, at the discretion of the Annual General Meeting, reflect the rise and fall in the CPI since the last Annual General Meeting.
- 2) Affiliated associations shall not be required to pay dues other than those paid by individual members as members of the MLTASA inc., but they are required to cover any expenses they incur as independent associations.

6. The Committee

- 1) The affairs of the MLTASA inc. shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the MLTASA inc., and are not by the Act or by these rules required to be done by the MLTASA inc. in the Annual General Meeting.
- 2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the MLTASA inc., including a Public Officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 3) The elected Committee of the MLTASA inc. shall comprise:
 - A President
 - A Vice-President
 - A President-Elect/Immediate Past President
 - A Secretary
 - A Membership Secretary
 - A Treasurer
 - A Publications Editor
 - Any persons wishing to support the MLTASA inc. who are financial members of the Association

In addition, one person selected by each language specific association (always providing that the persons selected shall be financial members of the Association) shall represent their respective groups at the MLTASA inc. Committee meetings.

An affiliated group (other than one acting as a Language Specific Association and including any language advisory body) may send an observer to the Committee Meeting. The Committee Meeting may approve the attendance of other observers at its meetings. Observers shall not be entitled to vote and may participate in debate only if specifically invited by the Committee to do so.

- 4) The quorum for meetings of the Committee shall be a simple majority of the elected members.
- 5) Each member of the Committee shall have one vote only even if the member fulfils more than one role on the Committee.
- 6) Motions to the Committee meeting may be proposed by any member of the Committee.

7. **Office Bearers**

- 1) The AGM shall elect a President-Elect every two years, who shall hold office for one year until the AGM of that year, to be followed by two years as President and one year as Immediate Past President.
- 2) The AGM shall elect a Vice President, Secretary, Membership Secretary, Treasurer Newsletter Editor and Web Master every two years.
- 3) Only a financial member or honorary Life Member of the MLTASA inc. may hold an MLTASA inc. office.
- 4) The Annual General Meeting may choose to combine offices or to appoint one person to fill two or more offices. Where the duties of the office-bearers are not hereinafter defined, they shall be determined by the Annual General Meeting, or between its meetings, by the Committee of the MLTASA inc.
- 5) Any appointment other than by election to a new or otherwise unfilled office shall be made by the Committee of the MLTASA inc. after calling for nominations and only for the period up to the next Annual General Meeting of the MLTASA inc., at which time an election for the position shall be held.
- 6) The term of office bearers (other than President Elect) shall run from the date of the election to the date of the AGM held closest to 24 months from the date of election. They shall be eligible for re-election. After three consecutive terms of office, office bearers shall not be eligible for re-election to that office for a period of at least two years.
- 7) In the event of failure to appoint an office bearer, a temporary vacancy will be deemed to have occurred. In such circumstances the committee shall have the power to call for nominations and appoint a person to fill such a vacancy until the next AGM at which time a normal election shall be held.
- 8) In the event of an office bearer being unable to carry out appointed duties through resignation, death, illness, absence or any other cause the same arrangements shall apply.
- 9) Members shall be eligible to stand for election if a member of the MLTASA inc. has nominated him/her by delivering the nomination of that person to the Secretary of the MLTASA inc. prior to or at the AGM. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 10) If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the Annual General Meeting, and the chairperson shall declare such persons duly elected as committee members.

8 **Duties of Office Bearers**

- 1) The **President** shall preside at meetings of the Committee, ensure that business is conducted in accordance with the Constitution and the normal rules of meeting procedure. The President shall have a casting vote but not a deliberative vote unless appointed as a representative of a Language Specific Association. The President may delegate the duty of presiding at meetings to any member of the committee at his/her discretion.

- 2) The **President-Elect** or **Immediate Past President** shall preside at meetings of the Committee in the absence of the President and shall in such cases be subject to the same provision governing voting powers as apply to the President. The President-Elect or Immediate Past President shall carry out other duties as outlined in the Working Rules.
- 3) The **Vice-President** shall preside at meetings of the Committee in the absence of the President and President-Elect or Immediate Past President and shall in such cases be subject to the same provision governing voting powers as apply to the President. The President-Elect or Immediate Past President shall carry out other duties as outlined in the Working Rules.
- 4) The **Secretary** shall, in consultation with the other office-bearers:
 - a) administer the day-to-day business of the MLTASA inc. and its correspondence, files and records
 - b) under the direction of the President, call meetings of the Committee, prepare and circulate agenda and maintain the minutes
 - c) circulate to all affiliated associations such information and material as would further the objects of the MLTASA inc.

From time to time, secretarial assistance may be needed and shall be negotiated as appropriate.

- 5) The **Treasurer** shall
 - a) open and manage bank accounts in the name of the MLTASA inc., receive and pay into such accounts all moneys received on behalf of the MLTASA inc., and issue receipts therefor and disburse moneys in respect of all just debts and commitments of the MLTASA inc
 - b) keep proper records and books of account and submit at the AGM a statement of receipts and expenditure
 - c) ensure that such records are duly audited prior to the AGM
 - d) provide financial reports to each meeting of the Committee
 - e) submit for approval to the AGM a notional budget for the ensuing year
 - f) maintain an assets register of equipment purchased for or by the MLTASA inc
- 6) The duties of the **Publications Editor** and **Web Master** shall be as specified in the Working Rules. All **Office Bearers** will carry out additional duties as outlined in **The Working Rules**.

9 **Liaison Officer**

Each affiliated association shall, as a condition of membership of the MLTASA inc., appoint a representative to the Committee. As far as possible, that representative will be the current President of the affiliated association. That delegate shall become the **MLTASA inc. Liaison Officer** for that affiliated association. The duties of the **Liaison Officer** shall be specified in the Working Rules.

10 **Temporary Vacancies**

A temporary or casual vacancy arises where an office-bearer is unable to carry out his or her appointed duties for reasons outlined in Clause 7 or where an office-bearer stands aside or is ordered to stand aside during his or her term of office.

A temporary vacancy shall be filled by the Committee by the appointment of a temporary replacement in accordance with the procedures laid down in Clause 7.

11 Misconduct or Alleged Misconduct

In the event of an office-bearer

- a) becoming the subject of an official enquiry by an employing authority upon an allegation of misconduct; or
- b) being charged with a criminal offence arising out of or related to his or her professional duties

that office-bearer must offer to stand aside from his or her office with the MLTASA inc. while ever the official enquiry or criminal charge is pending.

In the event that an office-bearer fails, refuses or neglects to offer to stand aside as required by the preceding paragraph, the AGM, or between its meetings the Committee, may order the office-bearer to stand aside. If the office-bearer who is the subject of the enquiry or charge is the person empowered to call meetings, then another member of the Committee may call an Extraordinary Special General meeting for the purpose of determining the appropriate action.

If as a result of an official enquiry an office-bearer is found guilty of misconduct or convicted of a criminal offence as set out above, the AGM or, between its meetings the Committee, may terminate the office-bearer's appointment and declare a casual vacancy in the position.

No person who is the subject of an official enquiry by an employing authority upon allegations of misconduct or who is charged with a criminal offence arising out of or related to his or her professional duty is eligible for election as an office-bearer of the MLTASA inc. whilst the enquiry or charge is pending.

12 Recognition of Services

The Committee may award an Honorary Life Membership in recognition of services to language teaching and/or to the MLTASA inc.

13 Bank Account

The Treasurer may, with the approval of the AGM or Committee, open bank accounts in the name of the MLTASA inc. The signatories to these accounts shall be the Treasurer or President or Secretary, any one to sign.

No other accounts may be established in the name of the MLTASA inc.

14 Auditor

The Committee shall appoint each year an auditor who at least once in each financial year shall examine the books of account of the MLTASA inc. and the statement of receipts and expenditure and provide a certificate as to their correctness prior to the AGM.

15 Financial Year

The financial year of the MLTASA inc. shall be that period of time between Annual General Meetings.

16 Meetings of the Annual General Meeting and the General Committee

All those eligible to attend meetings of the AGM the General Committee shall receive notice of meetings according to the following schedule for advance notice:

- a) AGM or General Meeting: at least **fourteen days'** notice
- b) Notice of a meeting at which a **special resolution** is to be proposed shall be given at least **fourteen days prior** to the date of the meeting
- c) Committee: as early as practicable

The AGM shall take place at such times and places as may be mutually agreed upon by the Committee but shall in any case meet not less frequently than once in every year except that a scheduled AGM meeting may be deferred for up to 12 months by a $\frac{3}{4}$ majority vote of members in a postal vote.

The date and place of the next AGM shall be determined by the Committee.

The Committee shall meet as required by the business of the MLTASA inc.

17 Quorum

For meetings of the AGM and Special General Meetings at least 10% of the membership including a simple majority of the elected members of the committee shall form a quorum.

18 Voting

Except as otherwise specified in the Constitution or Working Rules, motion at meetings of the AGM or Committee shall be passed by a simple majority of members present and voting or registering their votes in writing and received by the Secretary before the commencement of the meeting. A person who is both an MLTASA inc. officer and a liaison officer of an affiliated association is entitled to one vote only.

The AGM or Committee may resolve to hold a postal ballot on any issue. Unless otherwise specified in the constitution or Working Rules, such issues will be resolved by a simple majority of those eligible members voting by the specified closing date for the ballot.

19 International Affiliations

The MLTASA inc. shall be a member of the FIPLV through its association with the AFMLTA inc.

Unless otherwise determined by the AGM, the MLTASA inc. shall not affiliate with any other international professional association.

20 Application of Funds

In conformity with the provisions of the Federal Income Tax Assessment Acts concerning charitable, religious and public educational institutions, all the funds of the MLTASA inc. shall be devoted solely to the fulfilment of the object and functions set out in the Constitution. No member or any relative of a member shall receive any financial benefits therefrom provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the MLTASA inc. or to the MLTASA inc. of reasonable and proper rental for premises let by any member of the MLTASA inc. In the event of the dissolution of the MLTASA inc., any funds remaining after its legal commitments have been met shall be transferred to an association or associations with similar aims and objectives. Honoraria may be paid at the discretion of the Committee to selected people asked to carry out specific tasks.

20A Trust Funds

In the administration of the MLTASA inc. and in the exercise of the powers, authorities and discretions conferred by the constitution or by law, the MLTASA inc. has the following powers to

- a) raise funds by subscriptions, donations, grants, loans or otherwise for the purpose of the MLTASA inc.; invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions, carry out any condition imposed on any gift which may be accepted
- b) constitute special charitable trusts for any particular purpose of the MLTASA inc., act as a trustee of any such special trust, whether constituted by the MLTASA inc. or otherwise

The powers set out in Clause 20A of the Constitution are in addition to the powers, authorities and discretions vested in it by any other provision of this Constitution, or by law and are not to limit and are not to be limited by, or to be construed so as to limit or be limited by, the powers, authorities and discretions otherwise by the constitution or by law vested in the MLTASA inc.

21 Non-discrimination Clause

No policies, practices, procedures or statements made by or on behalf of the MLTASA inc. shall discriminate on the grounds of age, race, language, religion, disability, marital status, gender or sexual orientation.

No person shall be excluded from holding office or disadvantaged in seeking office in the MLTASA inc. on the grounds of age, race, language, religion, disability, marital status, gender or sexual orientation.

It is recommended that within the context of the effective operation of the MLTASA inc., affiliated associations take account of the non-discrimination intent of this clause when nominating persons for election to offices of the MLTASA inc. or as liaison officers on the Committee and when instructing liaison officers how to vote.

22 Amendments to Constitution

This Constitution may be altered by a two-thirds majority of (a) members present at a Special General meeting or at the AGM or registering their votes by mail received in writing by the Secretary before the date for such a meeting, or of (b) all members voting in a postal ballot.

Notice of proposed motions for amendment of the Constitution shall be sent in writing to the Secretary not less than 4 clear weeks prior to the date set for such meeting or for the postal ballot. The Secretary shall circulate to all members the text of all proposed amendments not less than fourteen days in advance of the meeting or postal ballot.

No motions shall be accepted at the AGM or Special General Meeting for the amendment of those motions to amend the Constitution that have previously been circulated to members. However, the AGM or Special General Meeting may request the Committee to conduct a postal ballot on a subsequent motion to amend the Constitution.

Motions to the AGM or Special General Meeting may be proposed by the Committee, by one or more affiliated associations, or by two individual members.

23 Dissolution

The MLTASA inc. may be dissolved only by a three-fourths majority of members present at a Special General Meeting called to consider a motion of dissolution or recording their votes in writing and received prior to the meeting.

At least twelve (12) weeks clear notice shall be given to the Secretary of the intention to move for the dissolution of the MLTASA inc. and notice of such motion shall be circulated to all members at least nine (9) weeks in advance of the meeting at which it is to be discussed.

In the event of the dissolution of the MLTASA inc., any funds remaining after its legal commitments have been met shall be transferred to an incorporated association or associations with similar aims and objectives.

24 Appendices to the Constitution

The business of the MLTASA inc. shall be conducted in accordance with the Constitution and Working Rules of the MLTASA inc. The Working Rules shall be developed by the Committee.

25 Public Officer

The Committee of the MLTASA inc. shall appoint a Public Officer, who shall be a person at least eighteen years of age resident in South Australia. If the Public Officer ceases (otherwise than temporarily) to be a resident in the State, he/she ceases to be the Public Officer of the Association. If for a period of more than one month the MLTASA inc. has no Public Officer, it shall be guilty of an offence under the Act. The MLTASA inc. shall within one month after any change in the identity or address of its Public Officer give notice to the Commission containing prescribed particulars of the change. Failure to do so is an offence under the Act.