

Incorporated Association N° 01965C  
ABN 57406846951



# Constitution

---

## **Version history**

- Incorporated 17 November 1989.
- First revision, 2002 based on Model Rules.
- This revision was approved by TCAL members on 22 May 2013, at the meeting scheduled especially for this purpose. The Department of Justice approved this version (20130515 TCAL Constitution) in July 2013.

The constitution review sub-committee included Valda Jennings, John Kelly and Liz Webster.

- Future revisions will be undertaken at least every five (5) years.

## Contents

1. Name	4
2. Aims	4
3. Powers	4
4. Membership	5
5. Termination and Rejection of Membership	6
6. Office Bearers	6
7. Duties of Office Bearers	7
8. Management Committee	8
9. Duties of Management Committee	8
10. General Meetings	9
11. Alterations to the Constitution	10
12. Common Seal	10
13. Inspection of TCAL's Books and Records	10
14. Casual Vacancies in Membership of the Management Committee	10
15. Dissolution	11

## 1. Name

The name of this Incorporated Association is the Tasmanian Council for Adult Literacy Incorporated (TCAL).

1.1 Hereafter, in these Rules, this association is referred to as TCAL.

## 2. Aims

The aim of TCAL is to contribute to the development of adult language, literacy and numeracy. Specifically, TCAL aims to:

- 2.1 Promote co-operation among interested organisations and individuals, both government and non-government
- 2.2 Encourage appropriate study, professional development, research and action
- 2.3 Promote good practice quality in literacy programs and resource development
- 2.4 Advocate for the specialised nature of adult language, literacy and numeracy services
- 2.5 Maintain close association with the Australian Council for Adult Literacy (ACAL) by affiliation, and nomination of a TCAL representative, and
- 2.6 Manage the property and responsibilities of TCAL in an effective and legal manner.

## 3. Powers

TCAL will do all such things that are necessary, incidental or conducive to achieving its aims.

- 3.1 The income and property of TCAL will be applied in good faith to promote its aims.
- 3.2 No portion of the income or property will be paid, transferred, or distributed directly or indirectly to members of TCAL, with the exception of payments approved by the Management Committee for:
  - 3.2.1 Remuneration to any member or employee of TCAL, or to any other person in return for services rendered to TCAL for approved projects or programs
  - 3.2.2 Reimbursement of agreed costs incurred on behalf of TCAL, and
  - 3.2.3 Initiatives as developed, to promote TCAL's aims from time to time.
- 3.3 TCAL has the power to affiliate with other bodies with similar aims.

## 4. Membership

- 4.1 All persons, who are interested in, or involved in the provision of adult language, literacy and numeracy services, are eligible for individual membership of TCAL.
- 4.2 Membership is also open to commercial businesses interested or involved in the provision of adult language, literacy and numeracy services.
  - 4.2.1 The membership categories and fees are determined by the Management Committee annually and approved by TCAL members at the Annual General Meeting.
  - 4.2.2 Benefits for categories of group membership are determined by the Management Committee and approved by TCAL members at the Annual General Meeting.
  - 4.2.3 Commercial business membership entitles that business to nominate one (1) voting delegate to General Meetings, and the Annual General Meeting of TCAL.
- 4.3 Membership is conferred upon application in writing and payment of the prescribed subscription fee.
  - 4.3.1 Provided that the Management Committee has at all times the discretion to accept or reject any application for membership of TCAL.
- 4.4 The financial year and the membership year of TCAL is 1 January to 31 December.
  - 4.4.1 New members joining, in the last quarter of TCAL's financial year, will have their membership carried over until the end of TCAL's next financial year.
- 4.5 Honorary life membership may be conferred on individuals in recognition of services to TCAL.
  - 4.5.1 Such honorary life membership is conferred by simple majority vote at a General Meeting, or an Annual General Meeting of TCAL.
  - 4.5.2 An honorary life member has the right to all the privileges of an ordinary member of TCAL, without payment of the annual subscription fee.
- 4.6 The Management Committee of TCAL will keep a register of members, showing in respect of each member his/her/their name, address, date of commencement of membership, and where relevant, date of termination of membership.
- 4.7 Existing financial members of TCAL are automatically deemed to be members of TCAL upon adoption of this Constitution.
- 4.8 In alignment with the Associations Incorporation Act 1964, Section 27, a TCAL member is not liable to contribute towards the payment of debts and liabilities of TCAL, or the costs, charges and expenses of the winding up of TCAL as an association.

## **5. Termination and Rejection of Membership**

- 5.1 A member may resign from TCAL at any time, by giving notice in writing to the Secretary, and is effective from the date that the notice is received.
- 5.2 The Management Committee of TCAL may terminate the membership of any member, by simple majority vote, if that member:
  - 5.2.1 Is three (3) months or more in arrears of the annual membership subscription fee, or
  - 5.2.2 Conducts himself/herself/themselves in a manner considered detrimental to the aims of this Constitution.
- 5.3 A member whose membership has been rejected, or whose membership has been terminated, may:
  - 5.3.1 Within one (1) month of the date of dispatch of written notification, lodge with the Secretary written notice of intention to appeal against that decision of the Management Committee.
- 5.4 Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary is to convene within three (3) months a General Meeting to determine the appeal.
  - 5.4.1 At any such meeting, both the applicant or member, and the Management Committee have the opportunity to present their case.
  - 5.4.2 The appeal is determined by a simple majority vote in a secret ballot of members present at such a meeting.
- 5.5 There is no refund of fees upon termination of membership for whatever reason.

## **6. Office Bearers**

Office Bearers of TCAL are the President, the Vice-President, the Secretary, the Treasurer and the Australian Council for Adult Literacy (ACAL) Representative.

- 6.1 The five (5) Office Bearers are elected at the Annual General Meeting, and hold office for twelve (12) months, or until the next Annual General Meeting of TCAL.
- 6.2 The Office Bearers are eligible for re-election at the following Annual General Meeting.
  - 6.2.1 No Office Bearer can be re-elected to the same position for a fourth (4<sup>th</sup>) consecutive year.
- 6.3 The Secretary is the Public Officer for TCAL.

## 7. Duties of Office Bearers

- 7.1 The President will:
  - 7.1.1 Advance the aims of TCAL
  - 7.1.2 Preside at all General Meetings, and all meetings of the Management Committee, except as otherwise provided for in this Constitution
  - 7.1.3 Preside at the Annual General Meeting, except for the conducting of the elections held at that meeting
  - 7.1.4 Be replaced solely for the purpose of conducting TCAL elections at the Annual General Meeting, by a member of the Management Committee, and
  - 7.1.5 Present a written Annual Report of the activities of TCAL to the Annual General Meeting.
- 7.2 The Vice-President will:
  - 7.2.1 Preside at all General Meetings and all meetings of the Management Committee in the absence of the President, and
  - 7.2.2 Assist the President in the performance of the aims of TCAL.
- 7.3 The Secretary will:
  - 7.3.1 Call meetings of the Management Committee, General Meetings and the Annual General Meeting, when directed to do so by the Management Committee in accordance with the Constitution
  - 7.3.2 Attend all meetings
  - 7.3.3 Prepare the agenda then record and distribute accurate minutes of all meetings
  - 7.3.4 Be responsible for the custody of the books, journals, and all documents and records whatsoever belonging to TCAL, excluding financial records
  - 7.3.5 Conduct correspondence as directed by the Management Committee from time to time, and .
  - 7.3.6 Maintain up-to-date records of TCAL membership.
- 7.4 The Treasurer will:
  - 7.4.1 Pay into the the TCAL account, all monies and cheques received on behalf of TCAL
  - 7.4.2 Keep proper records of all monies received or expended by or on behalf of TCAL, and of all matters pertaining to such receipts, funds, liabilities and transactions of TCAL
  - 7.4.3 Provide the Secretary, in writing, the details and the membership forms of new or renewed members, within one (1) month of receiving payment from the new or renewed member
  - 7.4.4 Prepare and report statements of accounts at Management Committee meetings, and
  - 7.4.5 Prepare a statement of accounts for TCAL's financial year, setting out the assets and liabilities of TCAL the Council and submit such accounts and balance sheets to the Annual General Meeting.
- 7.5 The Australian Council for Adult Literacy (ACAL) Representative will maintain close association with the Australian Council for Adult Literacy for the purpose of representing TCAL's views on adult language, literacy and numeracy issues.

## **8. Management Committee**

The Management Committee will:

- 8.1 Comprise the five (5) Office Bearers (President, Vice-president, Secretary, Treasurer and ACAL Representative), and a maximum of eight (8) members of TCAL
- 8.2 Be responsible for the general management of TCAL
- 8.3 Be elected by TCAL members at the Annual General Meeting, for a period of one (1) year, or until the next Annual General Meeting
- 8.4 Appoint a member to fill any Management Committee vacancy which may occur during the year, for the unexpired remainder of the term of election
- 8.5 Meet at least six (6) times each year, but preferably on a monthly basis
- 8.6 Constitute a quorum comprising two (2) Office Bearers and four (4) Management Committee members
- 8.7 Arrive at decisions by a majority vote of members present
- 8.8 Have the power to appoint Sub-committees for specific purposes, including the:
  - 8.8.1 Right of the President to be an ex-officio member of any Sub-committee
  - 8.8.2 Right to review or revoke any actions of the Sub-committee and its Office Bearers
  - 8.8.3 Right to restrict the Sub-committee's powers to making recommendations only to the Management Committee
- 8.9 Have the power to co-opt individuals to fill casual vacancies on the Management Committee, and
- 8.10 Not be held responsible for the actions and/or public statements of opinion by individual members of TCAL, unless the Management Committee has formally approved such actions and opinions.

## **9. Duties of Management Committee**

The Management Committee will:

- 9.1 Make and record rules, policies, procedures and processes consistent with this Constitution
- 9.2 Define the governance of TCAL generally
- 9.3 Define the powers of Sub-committees
- 9.4 Authorise bank signatories, who will consist of the Treasurer, and three (3) other members of the Management Committee, of which any two (2) are required to sign all bank withdrawals
- 9.5 Do all things that are necessary to carry out the aims of TCAL, and
- 9.6 Be inclusive of all members statewide.



## 10. General Meetings

- 10.1 The Secretary is to forward written notice of all General Meetings to all members, not more than twenty-eight (28) days, and not less than seven (7) days in advance.
  - 10.1.1 The notice is to specify the time, date and place of the meeting as well as the business to be conducted.
- 10.2 Financial members are entitled to one (1) vote at any meeting at which they are present.
- 10.3 Voting is to be by a show of hands, or in the case of a teleconference or any other voice calls, voting is to be by voice, except for:
  - 10.3.1 Any contested election at an Annual General Meeting or a General Meeting that has resulted in a secret ballot, or
  - 10.3.2 The President as chairperson exercising a casting vote in the event of an even division.
- 10.4 A quorum at any General Meeting is eight (8) members, or two-thirds (2/3) of the members of TCAL, whichever is less, of whom four (4) will be members of the Management Committee.
- 10.5 If at any General Meeting there is no quorum within thirty (30) minutes of the appointed time of the meeting, then a majority of members present may decide to cancel the meeting or adjourn it for a period not exceeding fourteen (14) days.
- 10.6 The Annual General Meeting will be held on a date not more than three (3) months after the completion of TCAL's financial year.
- 10.7 The business of the Annual General Meeting is to:
  - 10.7.1 Receive and adopt the minutes of the previous Annual General Meeting
  - 10.7.2 Receive and adopt the President's report for the previous year
  - 10.7.3 Receive and adopt the Treasurer's report and the financial statements for the previous financial year
  - 10.7.4 Elect Office Bearers, and the Management Committee members for the ensuing year, wherein candidates must consent to nomination in writing or in person
  - 10.7.5 Appoint a qualified auditor if needed, or in the case of audit exemption, appoint a qualified book keeper
  - 10.7.6 Accept or reject, conditionally or otherwise, any recommendation for affiliation with any other body or association, and to elect delegates to other bodies to which TCAL may be affiliated, and
  - 10.7.7 Conduct any other business placed on the agenda before the commencement of the meeting.
- 10.8 A TCAL member can at any time, request that a general meeting be called for the special purpose of appointing an auditor or seeking audit exemption.

## **11. Alterations to the Constitution**

- 11.1 Any alterations to this Constitution must be passed by a 75% majority vote at a General Meeting.
- 11.2 Written notice of not less than fourteen (14) days of the proposed alterations must be forwarded to all members.

## **12. Common Seal**

- 12.1 The Common Seal of TCAL is a rubber stamp, inscribed with 'Tasmanian Council for Adult Literacy' encircling the word 'Seal' of the Council, and kept in the care of the President or the Public Officer in agreement with all five (5) Office Bearers.
- 12.2 The Seal will not be used or affixed to any deed or other document except pursuant to the resolution of the Management Committee.
- 12.3 The Seal will be used or affixed in the presence of the President and two (2) members of the Management Committee, both of whom will subscribe their names as witnesses.

## **13. Inspection of TCAL's Books and Records**

A member may, at a reasonable time, inspect without charge the books, documents, records and securities of TCAL.

## **14. Casual Vacancies in Membership of the Management Committee**

- 14.1 A casual vacancy occurs of a Management Committee position, and that position becomes vacant, if the committee member:
  - 14.1.2 Resigns by notice in writing to the President, or, if the Management Committee member is the President, to the Vice-President, and that resignation is accepted by resolution of the Management Committee
  - 14.1.3 Is convicted of an offence under the Associations Incorporation Act 1964, and its subsequent amendments
  - 14.1.4 Is permanently incapacitated by mental or physical ill-health
  - 14.1.5 Ceases to be a member of TCAL
  - 14.1.6 Is absent for more than three (3) Management Committee meetings in the same TCAL financial year, without tendering an apology to the person presiding at each of those meetings, and the Management Committee has resolved to declare that position vacant
  - 14.1.7 Is the subject of a resolution passed by a General Meeting of the members terminating his or her appointment as a Management Committee member, or
  - 14.1.8 Dies.

## 15. Dissolution

- 15.1 TCAL may be dissolved by approval of not less than 75% of members present and voting at a General Meeting.
  - 15.1.1 This General Meeting is to be called specifically for such a purpose and vote.
  - 15.1.2 No less than one (1) calendar month's written notice has to be forwarded to all members, giving details of proposed dissolution.
- 15.2 If upon winding up of dissolution of TCAL, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among members or former members.
  - 15.2.1 Any surplus property must be given or transferred to another Incorporated Association, which has similar aims or objects.
  - 15.2.2 Such an Association must not conduct actions for the purposes of profit or gain to its individual members.
  - 15.2.3 Such an Association will be determined by resolution of the outgoing Management Committee.

---

End