

# Association for Academic Language and Learning (AALL) Incorporated

## Rules governing *AALL Inc.*

These rules were adopted on 24 November 2005 after a positive unanimous vote by members at the biennial 'Language and Academic Skills' conference at the Australian National University, Canberra.

Revisions were accepted by a unanimous vote at the 2006 AGM completed on 8 December.

Further revisions were accepted by a unanimous vote at the 2009 AGM on 26 November.

Further revisions were accepted by a unanimous vote at the 2012 AGM on 1 December.

Further revisions were accepted by a unanimous vote at the 2018 AGM on 7 December.

## Part 1: name and mission of the association

### 1: Name

The name of the association shall be the

***Association for Academic Language and Learning Incorporated***,  
hereinafter referred to as ***AALL***.

### 2: Mission and goals

#### Mission:

AALL is committed to promoting and providing academic language and learning development through policies, practices and research that build, enhance and extend teaching and learning opportunities for all students and staff in tertiary education settings.

*The goals* of AALL are to:

- facilitate communication and collaboration among AALL members and to provide a forum for the discussion of policy, practice and research, especially through channels such as ***unilearn*** and the association's state-based affiliates,
- work towards institutional environments which provide the highest quality of learning experiences for all students and for all staff,
- support the development of core, disciplinary academic and professional skills and attributes in all tertiary education students,
- foster the recognition of the academic nature of the work of language and learning development through individual and collaborative research within and across tertiary institutions nationally and internationally,
- promote quality, diversity, internationalisation and flexibility in language and learning development,

- use publications and conferences to inform the wider academic community about the philosophies and practices of language and learning development in tertiary education, and
- act as a lobbying body on issues relevant to AALL members.

## **Part 2: membership**

### **3: membership qualifications**

(a) AALL has two categories of membership:

(i) Member

Any person who is interested in the mission and goals of AALL who submits a completed membership form and pays prescribed membership fees can become a member. The association treasurer must on payment of the membership fees enter, within 28 days, the member's name in a register of members and, on the name being so entered the person becomes a member of the association.

(ii) Honorary Life Member

Any person who is interested in the mission and goals of AALL and who is elected to honorary life membership by the executive of AALL. Honorary life members will be elected because they have made a distinguished contribution to tertiary education or because they have served AALL well over a significant period. Honorary life members have voting rights but are not required to pay prescribed fees.

- (b) With the approval of a general meeting, the executive shall have the power to create, and appoint people to honorary positions of distinction other than those provided for under rule 3(a)(ii).
- (c) Failure to pay the prescribed membership fees within a period of three months after the subscription has been due will automatically terminate membership.
- (d) At her/his request and on payment of prescribed fees and any money owed to the association, any person whose membership has been automatically terminated may be reinstated.
- (e) A person ceases to be a member of the association if the member dies, or resigns membership, or is expelled from the association. If a member of the association ceases to be a member, the treasurer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **4: register of members**

- (a) The treasurer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (b) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (c) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

### **5: membership fees**

A member of the association must, on admission to membership and on the anniversary of their admission to membership in each subsequent year if they wish to continue to be a member, pay to the association an annual membership fee of \$2 or, if some other amount is determined by the executive, that other amount. Annual membership fees shall be determined by the executive in accordance with AALL's needs and ratified at the annual

general meeting.

## **6: members' liabilities**

The liability of a member of the association 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 5.

## **7: disciplining of members**

- (a) A complaint may be made to the committee by any person that a member of the association:
  - (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (ii) has persistently and willfully acted in a manner prejudicial to the interests of the association.
- (b) On receiving such a complaint, the committee:
  - (i) must cause notice of the complaint to be served on the member concerned; and
  - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (c) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (d) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 8.
- (e) The expulsion or suspension does not take effect:
  - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (ii) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 8(e), whichever is the later.

## **8: right of appeal of disciplined members**

- (a) A member may appeal to the association in general meeting against a resolution of the committee under rule 7, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under clause (a), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of the association convened under clause (c):
  - (i) no business other than the question of the appeal is to be transacted, and
  - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (e) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **Part 3: organisational structure, executive committee and officers of AALL**

#### **9: powers of the executive committee**

- (a) The committee is to be called the executive committee, hereinafter referred to as 'the executive', of the association and, subject to the *Act*, and these rules and to any resolution passed by the association in general meeting:
- (i) is to control and manage the affairs of the association, and
  - (ii) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
  - (iii) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (b) The executive shall have the power to establish, support and encourage sub-committees and/or interest groups within AALL. The executive will also have the power to dissolve such groups for actions carried out in AALL's name which are contrary to the mission and goals of the association or the association's good standing; all such decisions must be ratified at the next general meeting.

#### **10: constitution and membership**

- (a) The size of the executive will not exceed 24 members and will include at least 16 members (to be two from each state and territory) elected by the members of the association and a maximum of 8 co-opted members. Members of the AALL executive will be representative of tertiary institutions across Australian states and territories. Subject in the case of the first members of the committee to section 21 of the *Act*, the committee is to consist of:
- (i) the office-bearers of the association, and
  - (ii) up to, but not exceeding, 20 additional elected and co-opted committee members
- (b) Co-opted members of the executive shall be members of the executive from the time of their co-option until the next election for the executive.
- (c) No member of AALL shall be eligible to stand for election, or to be co-opted, to the executive if this would result in the member being continuously on the executive for more than three consecutive periods of office, unless at a general meeting this provision is expressly waived with respect to a particular individual.
- (d) The office-bearers of the association are to be:
- (i) the president,
  - (ii) the vice-president
  - (iii) the treasurer
  - (iv) the secretary.
- (e) The co-opted committee members include
- (i) immediate past and future conference convenors,
  - (ii) other officers appointed by the executive to address specific functions, and
  - (iii) officers appointed to carry responsibility for AALL publications. Officers appointed to carry responsibility for all publications undertaken in AALL's name should be co-opted to the executive at least until the executive meeting following the election of a new executive, at which time it would be expected that their co-option would be extended, and
- (f) When deciding how to fill co-opted positions on the executive, the executive should take into account achieving a balanced representation of interests and groups within the association.

- (g) Notwithstanding the above, the annual AALL conference convenor should normally be appointed as an ex-officio member of the executive eighteen months prior to the conference they are to convene, and remain a member of the executive until such time as the business of that conference is concluded
- (h) Ex-officio and co-opted members of the executive shall have similar powers and responsibilities to other members of the executive.
- (i) The term of office of all elected members of the executive shall be two years. Elections for the executive will be held in every alternate year.
- (j) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (k) Outgoing members of the executive should attend the first part of the executive meeting immediately following the election, for the purposes of transferring responsibilities to the new executive.

## **11: election of members**

- (a) Nominations of candidates for election as state or territory representatives on the committee:
  - (i) must be made in writing by 2 members of the association and accompanied by the written consent of the candidate, and
  - (ii) must be delivered to the secretary of the association at least 10 weeks before the date fixed for the holding of the annual general meeting at which the term of the current executive is due to expire.
- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations for the vacant positions are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) If the number of nominations for any state or territory exceeds the number of vacancies for that state or territory, the returning officer will, after the close of nominations, forward at least four weeks before the closing date for the election, appropriate voting papers to all members in each relevant state or territory. The closing date for the election will be three weeks prior to the annual general meeting. Competing nominees will be asked to provide a statement in support of their election which will be forwarded with the voting papers.
- (g) Votes must reach the returning officer no later than one week after the closing date for the election and bear a date-mark prior to midnight on that date. Votes received after this time or bearing a later date-mark will be ineligible.
- (h) The president shall appoint a tellers committee comprising the returning officer plus two or more members to count the ballots.
- (i) In the event of tied votes, the name of the person elected will be determined by lot by the returning officer.
- (j) Each new executive committee will elect from its members the office bearers of the association, a returning officer, and a public officer.

## **12: secretary**

- (a) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (b) It is the duty of the secretary to keep minutes of:
  - (i) all appointments of office-bearers and members of the committee,
  - (ii) the names of members of the committee present at a committee meeting or a general meeting, and
  - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **13: treasurer**

It is the duty of the treasurer of the association to ensure:

- (i) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (ii) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

### **14: casual vacancies**

- (a) For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member dies, ceases to be a member of the association, resigns the office, becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or is absent without the consent of the committee from all meetings of the committee held during a period of 6 months or is removed from office by a majority decision of the executive because of actions contrary to the mission and goals of the association or the association's good standing.
- (b) In the event of a vacancy in the membership of the executive, the executive may appoint a member of the association to fill the vacancy and the member so appointed shall hold office until the next election, subject to these rules, and subject to confirmation by the general meeting following date of the appointment.

### **15: removal of member**

- (a) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation 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 the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **16: meetings and quorum**

- (a) The committee must meet at least once in each period of 12 months at such place and time as the committee may determine.
- (b) The executive shall meet at such times and places as are decided by the executive provided at least four weeks' notice of each meeting shall be given to each member of the executive. The quorum for executive meetings shall be at least half the total number of

executive positions. Decisions of the executive may be taken by voice, show of hands, ballot, postal or electronic vote of its members.

- (c) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (d) Notice of a meeting given under clause (b) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) No business is to be transacted by the committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (f) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (g) At a meeting of the committee:
  - (i) the president or, in the president's absence, the vice-president is to preside, or
  - (ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

#### **17: delegation by committee to sub-committee and/or interest group**

- (a) The executive shall have the power to establish sub-committees and/or interest groups of the association. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the committee by the *Act* or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee and/or interest group under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee and/or interest group in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the committee may continue to exercise any function delegated, in accordance with the rules of the association.
- (e) Any act or thing done or suffered by a sub-committee and/or interest group acting under this delegation has the same force and effect as it would have if it had been done or suffered by the executive.
- (f) The executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) All members of a sub-committee and/or interest group must be financial members of the association.
- (h) A sub-committee and/or interest group will regularly report on its activities to its members and the executive.

#### **18: voting and decisions**

- (a) Questions arising at a meeting of the committee or of any sub-committee and/or interest group appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee and/or interest group present at the meeting.

- (b) Each member present at a meeting of the committee or of any sub-committee and/or interest group appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to rule 16(b), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee and/or interest group.

## **Part 4: general meeting**

### **19: annual general meetings – holding of**

- (a) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (b) The association must hold its first annual general meeting:
  - (i) within the period of 18 months after its incorporation under the *Act*, and
  - (ii) within the period of 6 months after the expiration of the first financial year of the association.
- (c) Clauses (a) and (b) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the *Act*.

### **20: annual general meetings – calling of and business at**

- (a) The annual general meeting of the association is, subject to the *Act* and to rule 19, to be convened on such date and at such place and time as the committee thinks fit. Normally, AALL will hold a general meeting (GM) during the biennial conference or, as decided by the executive.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (ii) to receive from the committee reports on the activities of the association during the preceding financial year,
  - (iii) to receive and consider the statement of income and expenditure and assets and liabilities which is required to be submitted to members under section 26(6) of the *Act*.
  - (iv) approve the budget
  - (v) approve and alter the rules, given sufficient notice of the meeting.

### **21: special general meetings – calling of**

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (b) The committee must, on the requisition of at least 5 per cent of the total number of members, convene a special general meeting.
- (c) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting, and
  - (ii) must be signed by the members making the requisition, and
  - (iii) must be lodged with the secretary, and

- (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within 2 months after that date, or within such a period as would allow a ballot to be taken on changes to the rules where this is the intention of the petitioners, on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

## **22: notice**

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a **special resolution** of the association, the secretary must, **at least 21 days before** the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 20(b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **23: procedure**

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Twenty-five members or 25% of the total membership of AALL, whichever shall be the lesser number, present in person (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.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of members, is to be dissolved, and
  - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

## **24: presiding member**

- (a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

- (b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **25: adjournment**

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **26: making of decisions**

- (a) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 10 members present in person.
- (c) If a poll is demanded at a general meeting, the poll must be taken;
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **27: special resolution**

A resolution of the association is a special resolution:

- (i) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (ii) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (i), if the resolution is passed in a manner specified by the Commissioner.

## **28: voting**

- (a) On any question arising at a general meeting of the association a member has one vote only.
- (b) All votes must be given personally or by postal or electronic vote.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, other than the amount of

the annual subscription payable in respect of the then current year.

- (e) At any general meeting the members present may refer any of the business to the membership as a whole by way of a postal or electronic vote. In such cases a summary of the discussion at the general meeting shall be included with all materials sent to members for a vote. A motion requesting a postal or electronic vote is subsidiary and may be made and voted on while a principal motion is pending.
- (f) In the event of such a vote being decided upon, the ballot paper will be distributed within one month; the closing date for voting will be no more than one month after the distribution of ballot papers; two weeks shall be allowed for the receipt of votes which must bear a date-mark no later than midnight on the closing date for voting. Votes received after this time shall be ineligible. The result shall be reported to members within two weeks.

## **Part 5: miscellaneous**

### **29: funds – source**

- (a) The funds of the association are to be derived from annual membership fees, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (b) All money received by the association must be deposited as soon as practicable and without deduction into association accounts. The association is to maintain an account or accounts at a bank, credit union or building association and/or similar financial institutions that are properly authorised.
- (c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (d) AALL may receive grants and other monies and may deposit and expend these according to terms laid down by the donor and acceptable to the executive.

### **30: funds – management**

- (a) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (b) All revenue received by AALL shall be used entirely for the work of AALL. Such funds shall be used to further the mission and goals of AALL.
- (c) All payments made by electronic funds transfer must be electronically authorised by any 2 of the members of the committee, members of the association, or employees of the association who have been authorised to do so by the committee.  
In addition, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of the members of the committee, members of the association, or employees of the association who have been authorised to do so by the committee.
- (d) No part of the income of AALL shall be paid to any member of AALL, except that the executive and others may be reimbursed for necessary expenses incurred in carrying out AALL business. Employees shall be fairly and reasonably compensated for services in carrying out AALL responsibilities.
- (e) A copy of the budget as recommended by the executive Committee shall be distributed at or before the general meeting for discussion and approval at that meeting.
- (f) The executive shall have the power to return monies to sub-committees and/or interest groups. Such monies shall be spent only in accordance with the provisions of rule 30.
- (g) The executive shall recommend procedures for the management of the biennial conference, sub-committee and/or interest group finances and will require the production of

financial reports at appropriate times determined by the executive. Neither AALL nor the executive will be responsible for financial commitments of any member or groups of members unless prior approval of the commitment has been given by the executive.

### **31: alteration of objects and rules**

- (a) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association. *Amendments to the rules may be initiated in any of the following ways:*
  - (i) the executive may formulate a proposal
  - (ii) the president may appoint a special committee to formulate a proposal
  - (iii) any ten members of AALL may formulate and submit a proposal
- (b) Irrespective of how they are initiated, proposed amendments to the rules must be submitted by the executive to the membership at large; the executive may choose to attach a recommendation for or against the changes. Proposed amendments to the rules not initiated by the executive shall be submitted to the membership in their original form and shall not be amended by the executive.
- (c) The rules shall be amended at a general meeting by a voice, show of hands, or ballot vote.
- (d) Three months' notice of the proposed amendments must be given before the ballot is taken.
- (e) The adoption of amendments to the rules is by an affirmative vote by at least three quarters of those members voting.
- (f) An amendment to the rules shall become effective immediately it is adopted, unless an alternative date has been set as part of the proposed amendment and has been accepted through the process outlined above.

### **32: common seal**

- (a) The common seal of the association must be kept in the custody of the public officer.
- (b) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

### **33: custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **34: inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

### **35: service of notices**

- (a) For the purpose of these rules, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally, or
  - (ii) by sending it by pre-paid post to the address of the person, or
  - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **36: biennial conference**

- (a) A biennial conference shall be held to further the mission and goals of AALL, unless exceptional circumstances acknowledged and confirmed by a general meeting prevent this from occurring.
- (b) The executive shall ratify the appointment of a conference convenor and give guidance for the organisation and presentation of the conference. The conference convenor will, for the duration of a period determined by the executive, be an ex-officio member of the executive. The powers of the conference convenor will be determined by the executive and will be invoked and revoked by the executive for the elective arrangement of successive conferences.

### **37: publications**

- (a) As an essential component in the furthering of AALL's mission and goals, a range of publications, including a refereed scholarly journal, will be produced.
- (b) The executive shall appoint such officers as it sees fit to take responsibility for the development and management of AALL publications.

### **38: dissolution of AALL**

- (a) The executive shall have no power to dissolve AALL except by a ballot of all members in accordance with this rule.
- (b) Proposals for the dissolution of AALL shall conform to the rules for changes to the rules. At least three months' notice must be given, and an affirmative vote of at least three quarters of all members shall be required for such a dissolution. Any member unable to be present at a general meeting called to consider the dissolution of AALL may request a postal vote on the issue.
- (c) In the event of dissolution, assets remaining (after satisfying all debts and liabilities) shall not be paid or distributed to the members of the association but shall be distributed to an organisation that has been approved by the Commissioner of Taxation for the purposes of Item 110 Schedule 1 Sales Tax (Exemptions and Classifications) Act. All records shall be dealt with in such a manner as the general meeting resolving on dissolution decides.