



ASSOCIATION FOR
ACADEMIC
LANGUAGE AND
LEARNING

**Association for Academic Language and Learning
(AALL) Incorporated**

Constitution and Objects

20 November 2020

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Part 1 Name and objects 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 Objects – mission and goals

(a) **Mission**

AALL is a professional association committed to representing and supporting tertiary academic language and learning educators in Australia, and others with an active interest in the field. AALL aims to provide members with opportunities to extend their professional networks and to enhance their practice through discussion, professional development, presentations, publications and research.

(b) **Goals** - The goals of AALL are to:

1. encourage discussion, exchange information, share good practice and hold meetings and conferences on the diverse activities of academic language and learning in tertiary education in Australia,
2. facilitate networks between academic language and learning educators, services and associate bodies in tertiary education nationally and internationally,
3. identify, describe, analyse and discuss aspects of academic language and learning theory and practice through relevant research, professional development, publications and resources relating to learning and teaching and students' experience of tertiary education,
4. promote evidence-based practice and publish scholarly research via the association's Journal of Academic Language and Learning,
5. inform and advise the public, tertiary institutions and government bodies on academic language and learning development practices, quality assurance mechanisms and related policies, and
6. promote quality, diversity, internationalisation and flexibility in language and learning development.

Part 2 Membership

3 Membership qualifications

(a) AALL has two categories of membership:

(i) **Member**

Any person who expresses interest in the mission and goals of AALL, agrees to the terms and conditions of AALL membership, submits a completed membership form and pays prescribed membership fees can become a member. These steps are normally completed via an online membership portal. Upon electronic submission of payment, the person's name is automatically entered into a register of members, and the person is notified that their membership with the association has commenced.

(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 committee of AALL, hereinafter referred to as "the executive". 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 clause 3(a)(ii).
 - (c) Failure to pay the prescribed membership fees by the date set for membership expiry (normally, upon the anniversary of the previous payment) will automatically terminate membership.
 - (d) Payment on or before the expiry date will result in a membership renewal set to commence on the expiry date; payment after this expiry date will result in a new membership being generated, set to commence on the date of payment.
 - (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, a delegated executive member 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) An automated register of members is maintained in the online portal, and specifies the name and email address of each person who is a member of the association together with the date on which the person became a member.
- (b) A back up electronic copy of the register (convertible to hard copy) is maintained on the shared drive, and is accessible to the executive, solely for the purposes of sending notices of meetings, events, resources, opportunities, membership notifications and other announcements relating to the association's mission and goals to other members. It is not to be distributed to others, except as might be required to comply with the Act.

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 clause 5.

7 Resolution of disputes

- (a) A dispute between a member and another member (in their capacity as members of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justices Act 1983.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (c) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

8 Disciplining of members

- (a) A complaint may be made to the executive by any person that a member of the association:
 - (i) has persistently refused or neglected to comply with a provision or provisions of this constitution or the association's code of conduct, or

- (ii) has persistently and willfully acted in a manner prejudicial to the interests of the association.
- (b) The executive may refuse to deal with the complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the executive decides to deal with the complaint, the executive:
 - (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 executive in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The executive 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 and that the expulsion or suspension is warranted in the circumstances.
- (e) If the executive 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 executive for having taken that action and of the member's right of appeal under clause 9.
- (f) 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 clause 9(e), whichever is the later.

9 Right of appeal of disciplined members

- (a) A member may appeal to the association in general meeting against a resolution of the executive under clause 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 executive 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 executive 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 Executive, sub-committees, working parties and interest groups

10 Powers of the executive

- (a) The executive of the association, subject to the *Act*, and this constitution 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 this constitution 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 executive 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, working groups and 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.

11 Constitution and membership of the executive

- (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 executive to section 21 of the *Act*, the executive is to consist of:
 - (i) the office-bearers of the association, and
 - (ii) up to, but not exceeding, 19 additional elected and co-opted executive 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 (6 years), 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
 - (v) the public officer
- (e) Additional roles taken on by state and territory representatives and/or other members co-opted to the executive for this purpose shall include:
 - (i) journal editor lead,
 - (ii) conference convenor lead and
 - (iii) website development lead.
- (f) Additional roles taken on by state and territory representatives and/or other members co-opted to the executive for this purpose may also include:
 - (iv) social media lead,
 - (v) national events coordination lead,
 - (vi) memberships and public relations lead,
 - (vii) email list and newsletters lead,
 - (viii) professional development and recognition lead,
 - (ix) research development lead, and
 - (x) external partnerships lead, etc.
- (g) In addition, it is recommended that the incoming executive seek to co-opt to the executive:
 - (xi) one or two senior counsel(s) with prior AALL executive experience.
- (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 executive, the executive may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (k) Outgoing members of the executive will assist and mentor incoming members of the executive for a period of 3 months following the election of new office bearers and other roles. They will maintain a centralised electronic copy of guidance notes and records for the roles that they fill, and make these available to incoming executive members upon their election.

12 Election of members

- (a) Nominations of candidates for election as state or territory representatives on the executive:
 - (i) must be made in writing by 2 members of the association and accompanied by the written consent of the candidate and an accompanying statement by the nominee in support of their nomination, and
 - (ii) must be called for at least 16 weeks before and 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 executive, 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 executive 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 (normally the secretary) will, within one week of the close of nominations (and at least 9 weeks prior to the AGM) forward appropriate voting instructions and the supporting statements of nominees. The closing date for the election will be at least 6 weeks prior to the annual general meeting.
- (g) Votes must reach the returning officer by 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 at least one other member to verify the count of ballots.
 - (i) In the event of tied votes, the name of the person elected will be determined by lot by the returning officer.
 - (j) Candidates will be notified of the outcome of the election within one week of this, with successful candidates sent information on the next stage of elections for office bearers and other national roles.
- (k) Each new executive will elect, at its first meeting, from its members the office bearers of the association, and will call for nominations for other national roles.

13 Responsibilities of executive members

- (a) Executive members agree to:
 - (i) attend at least two-thirds of executive meetings and actively participate,
 - (ii) communicate with other executive members regularly and promptly,

- (iii) fulfil the functions and responsibilities of their role(s),
- (iv) encourage the active participation of other members in association activities,
- (v) mentor new executive members for 3 months post-completion of their roles,
- (vi) develop and maintain operational and procedural documents for their role, and
- (vii) store these centrally and transfer them to role incumbents, and
- (viii) abide by the provisions of the [Associations Incorporation Act](#), including those concerning use of position and disclosure of interests.

14 President

- (a) The president provides strategic and operational leadership to the executive, supports executive member functions, and is committed to representing the views of the executive as a public spokesperson for the association.
- (b) The president must have been a member of the AALL executive for at least 12 months before being eligible to be elected to this position.
- (c) The president fosters national and international links with professional associations and organisations.
- (d) The president chairs executive meetings, AGMs and office bearer meetings.

15 Vice-president

- (a) The vice-president assists in leading and supporting executive member functions, and acts as president and public spokesperson when the president is absent.
- (b) The vice-president must have been a member of the AALL executive for at least 12 months before being eligible to be elected to this position.
- (c) The vice-president helps to foster national and international links, and chairs meetings as necessary.
- (d) The vice-president oversees AALL grants, including promoting grant rounds, and coordinating review panels, reports, information sessions and feedback processes.

16 Secretary

- (a) The secretary coordinates executive and AGM meeting processes, including establishing dates, preparing agendas, keeping minutes, and calling for and disseminating reports.
- (b) The secretary must have been a member of the AALL executive for at least 12 months before being eligible to be elected to this position.
- (c) The secretary acts as returning officer for state and territory representative elections, and maintains registers of appointments of office-bearers and other executive roles.
- (d) 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.
- (e) The secretary supports the president, vice-president and treasurer in any necessary administrative assistance as required.

17 Treasurer

- (a) The treasurer manages bank accounts, maintains accurate financial records, and coordinates incoming and outgoing payments, so that financial commitments of the association are met.
- (b) The treasurer provides ongoing financial reporting, oversight and advice to the executive, and prepares and presents budgets for approval at the AGM.
- (c) The treasurer attends AALL office bearer and executive meetings.
- (d) The treasurer can be a member of the AALL executive by virtue of being a state or territory representative, or by being coopted from general AALL membership.

18 Public officer

- (a) The public officer ensures [legal reporting requirements](#) are met, is an authorised signatory for AALL, and notifies Fair Trading NSW of AALL official address changes within 28 days.
- (b) The public officer must be over 18 years of age and reside in New South Wales.
- (c) The public officer acts as the central contact for AALL, responds to enquiries received through the association website, and brings items requiring action to the attention of the executive.
- (d) The public officer attends AALL office bearer and executive meetings, and manages access to centralised electronic document storage locations as a means of transferring documents between incoming and outgoing executive members.

19 State and territory representatives

- (a) State and territory representatives organise and run state/territory meetings and events, maintain regular communication with local members, and promote opportunities for local members to actively participate in the association.
- (b) State and territory representatives attend and contribute to executive meetings, regularly report on local activities, and provide state/territory annual reports for the AGM.
- (c) State and territory representatives are pro-active in promoting AALL membership.
- (d) State and territory representatives normally take on one or more national executive leadership roles.

20 Senior counsels

- (a) Senior counsels mentor and support new incoming executive members, lead and contribute to working parties as relevant, and assist with key executive functions as appropriate.
- (b) Senior counsels must have been a member of the AALL executive for at least 2 years before being eligible to be nominated to this position.
- (c) Senior counsels attend executive meetings and AGMS.

21 Leads of sub-committees, working parties and interest groups

- (a) Leads of sub-committees, working parties and interest groups are normally drawn from existing executive members in the first instance, but may also be co-opted to the executive for this purpose. Each Lead is both a member of the executive, and also the chair of their own sub-committee, working party or interest group which has practical aims as well as a strategic national focus.
- (b) Examples of leads of sub-committees are given in sub-clauses 11(e) and 11 (f). Examples of interest groups that the executive may establish and sponsor are those focusing on aspects of ALL practice, e.g. digital and online learning practices lead, STEM practices lead, etc. Working parties may vary in nature, and are formed to enact a particular task (e.g. to assist in reviewing grants) and disbanded when the task is complete.
- (c) Leads of sub-committees, interest groups and working parties attend executive meetings and AGMS, and provide annual reports on their activities.
- (d) Leads are responsible for developing aims that support the AALL mission and goals, having these approved by the executive, establishing and promoting mechanisms whereby other members can join and contribute, and for keeping other members of the executive informed of activities.

22 Delegation by executive to sub-committee, working groups and/or interest group

- (a) The executive shall have the power to establish sub-committees, working groups and/or interest groups of the association. The executive may, by instrument in writing, delegate to one or more sub-committees, working groups and/or interest groups (consisting of such member or members of

the association as the executive thinks fit) the exercise of such of the functions of the executive as are specified in the instrument, other than:

- (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the executive by the *Act* or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee, working group and/or interest group under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee, working group 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 clause, the executive may continue to exercise any function delegated, in accordance with the constitution of the association.
 - (e) Any act or thing done or suffered by a sub-committee, working group 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 clause.
 - (g) All members of a sub-committee, working group and/or interest group must be financial members of the association.
 - (h) A sub-committee, working group and/or interest group will regularly report on its activities to its members and the executive.

23 Casual vacancies

- (a) For the purposes of this constitution, a casual vacancy in the office of a member of the executive 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 executive from more than one-third of the meetings of the executive held during a period of 12 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 this constitution, and subject to confirmation by the general meeting following date of the appointment.

25 Removal of executive member

- (a) The association in general meeting may by resolution remove any member of the executive 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 executive 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.

25 Meetings and quorum

- (a) The executive must meet at least four times in each period of 12 months at such place and time as the executive may determine.
- (b) A schedule of formal business meeting dates and times are normally confirmed at the first executive meeting of the year, and executive members provided at least 2 weeks written notice of any subsequent changes. A call for agenda items is normally sent out 10 days prior to formal business meetings with agendas circulated at least 3 days prior to these. 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 executive may be convened by the president or by any member of the executive.
- (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 executive members present at the meeting unanimously agree to treat as urgent business.
- (e) If a meeting is un-quorate, discussions can be held in line with the meeting agenda, but resolutions must be endorsed by the next quorate executive meeting.
- (f) At a meeting of the executive:
 - (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 executive as may be chosen by the members present at the meeting is to preside.
- (h) An executive meeting may be held at 2 or more venues using any technology approved by the executive that gives each member of the executive a reasonable opportunity to participate. An executive member who participates in an executive meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted at the meeting.

26 Voting and decisions

- (a) Questions arising at a meeting of the executive or of any sub-committee, working group and/or interest group appointed by the executive are to be determined by a majority of the votes of members of the executive or sub-committee, working group and/or interest group present at the meeting.
- (b) Each member present at a meeting of the executive or of any sub-committee, working group and/or interest group appointed by the executive (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 sub-clause 25(b), the executive may act despite any vacancy on the executive.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the executive or by a sub-committee appointed by the executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive or sub-committee, working group and/or interest group.

Part 4 General meeting

27 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*.

28 Annual general meetings – calling of and business at

- (a) The annual general meeting of the association is, subject to the *Act* and to clause 27, to be convened on such date and at such place and time as the executive thinks fit. Normally, AALL will hold a general meeting (GM) during the biennial conference or as decided by the executive, providing that at least 21 days' notice is given to members of the date, and of any documents and resolutions to be considered at the meeting.
- (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:
 - (i) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) receive from the executive reports on the activities of the association during the preceding financial year, i.e., reports from the president, the vice-president (grants), state and territory representatives, journal editor lead, conference convenor lead, web development lead, and the leads of other sub-committees, working groups and interest groups, as relevant;
 - (iii) 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) discuss and vote on any other motions/resolutions requiring approval at a general meeting, e.g. changes to the constitution, waivers for continued service on the executive, filling of vacant state and territory roles, new honorary life members, etc.;
 - (vi) formally welcome the incoming executive;
 - (vii) formally thank the outgoing executive; and
 - (viii) recognise outstanding contributions of a member(s), as applicable.

29 Special general meetings – calling of

- (a) The executive may, whenever all of the office bearers or at least half of the executive think fit, convene a special general meeting of the association.
- (b) The executive must, on the requisition of at least ten 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 executive 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 constitution 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) For the purposes of sub-clause (c), a requisition may be in electronic form, and a signature may be transmitted, and a requisition may be lodged, by electronic means.

- (e) A special general meeting convened by a member or members as referred to in sub-clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the executive.

30 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 sub-clause 28(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.

31 Procedure

- (a) At a general meeting, no item of business requiring a vote is to be considered fully transacted and confirmed unless a quorum of members entitled under this constitution to vote is present in-person and/or online during the period of 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 (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If a general meeting is unquorate, those present may choose to extend the time for which resolutions are considered for up to a further 21 days, during which online polling can be used to engage other members, or to schedule a new meeting for such purpose, providing that 21 days' notice is given of the rescheduled vote.

32 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.

33 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.

34 Making of decisions

- (a) A question arising at a general meeting of the association is to be determined on a
 - (i) show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the executive may determine, or
 - (ii) if on the motion of the chairperson or if at least 10 members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (b) If the question is to be determined by a show of hands, 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.
- (c) Subclause (b) applies to a method determined by the executive under sub-clause (a)(i) in the same way it applies to a show of hands.
- (d) 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.

35 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 this constitution so to do, vote in person or online 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 this constitution, 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.

36 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. Proxy voting must not be undertaken at or in respect of a general meeting.
- (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.
- (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.

37 Postal or electronic ballots

- (a) The association may hold a postal or electronic ballot (as the executive determines) to determine any issue or proposal (other than an appeal under clause 9).

38 Use of technology at general meetings

- (a) A general meeting may be held at 2 or more venues using any technology approved by the executive that gives each of the association's members a reasonable opportunity to participate.
- (b) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

39 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 executive 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.

40 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 executive determines.
- (b) All revenue received by AALL shall be used entirely for the work of AALL and its administration. Its bank account shall be in credit at all times. 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 authorised signatories. In addition, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 authorised signatories.
- (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, and that the recipients for competitive AALL grants may receive bona fide compensation for services rendered on behalf of the association in completing their competitive grant projects. 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 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, working groups and/or interest groups. Such monies shall be spent only in accordance with the provisions of clause 40.
- (g) The executive shall recommend procedures for the management of the biennial conference, sub-

committee, working group 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.

41 Alteration of objects and constitution

- (a) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association. *Amendments to the constitution 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 constitution 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 constitution 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 constitution shall be amended by a voice, show of hands, or ballot vote at a general meeting of the association of which notice has been given to members no later than 21 days on which the meeting is held, or in a postal or electronic ballot conducted by the association.
- (d) 21 days' notice of the proposed amendments must be given before the ballot is taken.
- (e) The adoption of amendments to the constitution is by an affirmative vote by at least three quarters of those members voting.
- (f) An amendment to the constitution 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.
- (g) An application for registration of a change in the association's constitution is to be made by the public officer or another executive member in accordance with section 10 of the Act.

42 Custody of books

Except as otherwise provided by this constitution, 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.

43 Inspection of books

- (a) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- (i) records, books and other financial documents of the association,
 - (ii) this constitution,
 - (iii) minutes of all executive meetings and general meetings of the association.
- (b) Despite sub-clause (a), the executive may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

44 Service of notices

- (a) For the purpose of this constitution, 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 this constitution, 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.

45 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.

46 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.

47 Dissolution of AALL

- (a) The executive shall have no power to dissolve AALL except by a ballot of all members in accordance with this clause.
- (b) Proposals for the dissolution of AALL shall conform to the clauses for changes to the constitution, except that in this instance, 3 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 an electronic 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.

48 Financial year

The financial year of the association is:

- (a) The period of time commencing on the date of incorporation of the association and ending on the following 30 September; and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 October and ending on the following 30 September.