

CONSTITUTION OF THE WESTRALIAN ASSOCIATION OF TEACHERS OF ENGLISH TO SPEAKERS OF OTHER LANGUAGES Incorporated.

1 NAME

The name of the association shall be Westralian Association of Teachers of English to Speakers of Other Languages Incorporated, known as WATESOL Inc. in these rules called "the Association".

2 OBJECTS

The Association shall have the following objects;

- 2.1 to foster the study or TESOL in Western Australia.
- 2.2 to improve teaching methods in TESOL by:
 - 2.2.1 providing opportunities for discussion and sharing of experiences among members.
 - 2.2.2 the reading and discussion of papers on various matters relating to language teaching.
- 2.3 to seek the co-operation of bodies similar to the Association and of educational authorities to secure:
 - 2.3.1 improvement in curricula in TESOL.
 - 2.3.2 improvement in teaching conditions in TESOL.
 - 2.3.3 a library of TESOL text books and periodicals, and a clearing house so that members may have access to standard works and the latest thought on the pedagogy of their subject.
- 2.4 to hold seminars, workshops and conferences and provide opportunities for professional development.
- 2.5 to ensure that adequate provision is made for all clientele in need of ESL/EFL assistance.

3 POWERS

- 3.1 the association shall have the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.
- 3.2 the income and property of the Association shall be applied solely toward the promotion of the objects of the Association
- 3.3 No portion of the income or property shall be paid, transferred or distributed directly or indirectly to members of the Association, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any person other than a member in return for services rendered to the Association
- 3.4 .the Association shall have the power to affiliate with other bodies with similar objects.

4 MEMBERSHIP

- 4.1 the membership of the Association may consist of individual (full or associate), institutional and honorary life members.
- 4.2 all persons who are professionally qualified or experienced in the teaching of English to Speakers of Other Languages may apply for full membership. Full members are entitled to one vote at any general meeting.
- 4.3 all persons who subscribe to the objects of the Association and are not qualified or experienced in TESOL may apply for associate membership. Associate members are not entitled to vote at any general meeting.
- 4.4 membership shall also be open to institutions interested or involved in the provision of literacy services. Institutional members may nominate one voting delegate to General Meetings of the Association.
- 4.5 honorary life membership may be conferred on individuals in recognition of services to the Association. Such honorary life membership shall be conferred by simple majority vote in a secret ballot at a General Meeting.

- 4.6 an honorary life member shall have all the privileges of a full member of the Association without payment of the annual subscription.
- 4.7 membership shall be conferred upon application in writing and payment of the prescribed subscription fee, provided that the Committee of the Association has at all times the discretion to accept or reject any application for membership of the Association.
- 4.8 the subscription fee for members shall be fixed annually at the annual General Meeting and shall be payable in advance.
- 4.9 new members joining in the last quarter of the financial year of the Association shall have their membership carried over until the end of the next financial year.
- 4.10 all members shall receive a copy of the constitution and any copy of the newsletter of the Association as may be produced from time to time.

5 TERMINATION OF MEMBERSHIP

- 5.1 A member may resign from the Association at any time by giving notice in writing to the secretary, such resignation to be effective from the date of receipt of the notice.
- 5.2 the committee of the Association may terminate the membership of any member by simple majority vote if that member:
 - 5.2.1 is three months or more in arrears of payment of the annual membership subscription or
 - 5.2.2 conducts him/herself in a manner considered detrimental to the character of interests of the Association.
- 5.3 a person whose application for membership has been rejected or whose membership has been terminated may within one month of the date of dispatch of written notification thereof, lodge with the secretary written notice of intention to appeal against the decision of the committee.
- 5.4 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene within three months a general meeting to determine the appeal. At any such meeting both the applicant or member and the committee shall have the opportunity to present their case. The appeal shall be determined by a simple majority of a secret ballot of members present at such meeting.
- 5.5 there shall be no refund of fees upon termination of membership for whatever reason.

6 OFFICE BEARERS

Office bearers of the Association shall be the President, Vice-President, Honorary Secretary and Honorary treasurer. They shall be elected from full members, at the Annual General Meeting and hold office for 12 months from the date of that meeting and shall be eligible for re-election at the following Annual General Meeting.

7 DUTIES OF OFFICE BEARERS

- 7.1 the President shall:
 - 7.1.1 preside at all general meetings except as otherwise provided in this constitution and all meetings of the Committee except as otherwise provided in this constitution.
 - 7.1.2 present a written Annual Report of the activities of the Association to the Annual General Meeting.
- 7.2 the Vice President shall:
 - 7.2.1 assume the duties of the President in his/her absence.

- 7.3 the Honorary Secretary shall:
- 7.3.1 call meetings of the Committee and of the Association when directed so to do by the Committee in accordance with the Constitution.
 - 7.3.2 attend all meetings, or specifically appoint a proxy
 - 7.3.3 be responsible for the custody of the books, journals and all documents whatsoever belonging to the Association.
 - 7.3.4 make available all books of the Association for inspection by the auditor and any member of the Association.
 - 7.3.5 conduct correspondence and perform such other duties as the Committee may from time to time direct.
 - 7.3.6 record accurate minutes of all meetings.
 - 7.3.7 keep a register of members showing in respect of each member his/her name, address, date of commencement of membership and, where relevant, date of termination of membership.
- 7.4 the Honorary Treasurer shall:
- 7.4.1 pay into the account of the Association, all moneys and cheques received on behalf of the Association.
 - 7.4.2 prepare a duly audited statement of accounts for each financial year setting out the assets and liabilities of the Association. Such account and balance sheets shall be submitted to the Annual General Meeting.
 - 7.4.3 to keep proper records of all moneys received or expended by or on behalf of the Association, and of all matters pertaining to such receipts, fund, liabilities and transactions of the Association.

8 COMMITTEE

- 8.1 the Committee shall consist of the Office Bearers and not less than three other full members of the Association.
- 8.2 the committee shall be responsible for the general management of the Association and shall undertake to uphold the objects of the Association which obligation shall be incumbent upon them at all times.
- 8.3 members of the Committee shall be elected by the Association at the Annual General Meeting for a period of one year or until the next Annual General Meeting.
- 8.4 the Committee may appoint a member to fill any Committee vacancy which may occur during the year, for the unexpired remainder of the term of election.
- 8.5 the Committee shall meet at least six times a year.
- 8.6 four members of the Committee including two Office Bearers shall constitute a quorum.
- 8.7 decisions of the Committee shall be arrived at by majority vote. In the event of an even division the chairperson may exercise a casting vote.
- 8.8 the Committee shall have the power to appoint sub-committees for specific purposes. The President shall be ex officio a member of all sub-committees.

The committee shall at all times retain the right to review or revoke any actions of its sub-committee or office bearers and any sub-committee shall possess only the power of recommendation to the Committee.

- 8.9 the Committee shall not be held responsible for the actions and/or public statement of opinion by individual members of the Association unless such actions and opinions have been formally approved by the Committee.
- 8.10 the Committee may by a majority vote declare any elected position vacant upon failure of its incumbent to perform the duties thereof.
- 8.11 any correspondence, minutes of meetings, information and other documents, privileges or goods or property received by any of the office bearers by virtue of the office shall be passed on to his/her successor.
- 8.12 the Committee shall have the power to co-opt two full members of the Association who shall have full General Meeting.
- 8.13 if a Committee member is absent from three consecutive meetings, then that member may be asked to step down from the committee.

9 DUTIES OF THE COMMITTEE

- 9.1 the Committee shall;
 - 9.1.1 make rules consistent with this constitution for the regulation of its own proceedings and for defining the powers of sub-committees or office bearers of the Association and for the government of the Association generally. Such rules shall be recorded as minutes.
 - 9.1.2 authorise bank signatories who shall consist of the Honorary Treasurer, Honorary Secretary and President. Any two signatories shall be required to sign all bank transactions.

10 GENERAL MEETINGS

- 10.1 General Meetings, which shall also include the Annual General Meeting, shall be held not less than four times in each financial year to further the objects of the Association.
- 10.2 written notice of:
 - 10.2.1 all general Meetings shall be distributed to all members of the Association not less than 7 days before the date of the meeting.
 - 10.2.2 the Annual General Meeting shall be distributed to all members of the Association not less than 14 days before the date of the meeting.
- 10.3 those members eligible to vote shall each be entitled to one vote at any General Meeting at which they are present.
- 10.4 Voting shall be by show of hands except that:
 - 10.4.1 any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
 - 10.4.2 the meeting may by how of hands require any other vote to be by secret ballot
 - 10.4.3 in the event of an even division the chair person may exercise a casting vote.
- 10.5 the presence of fifteen percent of the total number of members eligible to vote shall be deemed to constitute a quorum at a General Meeting. Four (4) shall be members of the Committee.
- 10.6 if at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to cancel the meeting or adjourn it for a period not exceeding 14 days.
- 10.7 an Extraordinary General Meeting may be called by any member by securing the signatures of ten per cent of the members or not less than fifteen members (whichever is greater) to a petition outlining the matter proposed for consideration at such meetings and may submit it to the Committee which in turn

shall submit it at the General Meeting held for that purpose within twenty-eight (28) days of the petition. No other business shall be transacted at the Extraordinary General Meeting.

10.8 the Annual General Meeting shall be held one in each calendar year.

10.9 the business of the Annual General Meeting shall be:

10.9.1 to receive and adopt the President's report for the previous financial year.

10.9.2 to receive and adopt the Treasurer's report and the audited financial statements for the previous financial year. The financial year shall date from the preceding Annual General Meeting.

10.9.3 to elect the office bearers and Committee members for the ensuing year, who must consent to nomination in writing or in person.

10.9.4 to appoint a qualified auditor.

10.9.5 to accept or reject, conditionally or otherwise, any recommendation for affiliation with any other body or association.

10.9.6 to elect delegated to other bodies to which the Association may be affiliated.

10.9.7 to conduct any other business placed on the agenda before the commencement of the meeting.

11 ALTERATIONS TO THE CONSTITUTION

11.1 any alteration to this constitution must be passed by a 75% majority vote at a General Meeting.

11.2 written notice of not less than 14 days of the proposed alteration must be given in writing to all members.

12 COMMON SEAL

The common seal of the Association engraved with the name of the Association shall be kept in the care of the President. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Committee and in the presence of the President and two members of the Committee both of whom shall subscribe their names as witnesses.

13 DISSOLUTION

13.1 the Association may be dissolved by approval of not less than three quarters of the members present and voting at a General Meeting call for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.

13.2 if upon the dissolution of winding-up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Association. It shall be given to some other association, institutions or body having objects similar, wholly or in part, to the objects of the Association, provided that the association, institution or body shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred to some charitable object, which association, institution, body or object shall be determined by the members of the Association at the time of dissolution or winding-up. In default of any such resolution, such payment, transfer or distribution shall be determined by a Judge of the District Court.