



AGENDA

- 1) Welcome
- 2) Apologies
- 3) Minutes of the previous Annual General Meeting
- 4) President’s Report
- 5) Treasurer’s Report and Presentation of Financial Reports
 - i. Financial Reports
 - ii. Proposed motion to appoint ALA auditor
That ALA Appoint Joe Boyar of Boyar Partners to be the auditor for the 2015 Financial Year
- 6) CEO’s Report
- 7) Notice of Election of Board Members
- 8) General Business
 - i. Proposed motions to amend the ALA Constitution
 - i. That ALA make the following amendments to its Constitution relating to company status, language and clarity.

Clause			
2.	<p>DEFINITIONS In this Constitution: ‘THE ACT’ means the Associations Incorporation Act 1991 (ACT). This constitution is based on the model rules contained in the Act. The model rules apply in the absence of specific mention to any matter in this constitution. ‘THE ASSOCIATION’ means ‘Adult Learning Australia Limited’. ‘MEMBER’ means ‘a member qualifying for membership pursuant to Clause 5 of the Constitution’. ‘BOARD’ means ‘the Committee which manages the affairs of Adult Learning Australia Incorporated between General Meetings’. ‘REGULATIONS’ refer to those regulations drawn up by the Board of Adult Learning Australia and made pursuant to this Constitution.</p>	Be changed to read:	<p>DEFINITIONS In this Constitution: ‘ALA’ means ‘Adult Learning Australia Limited’. ‘THE COMPANY’ means ‘Adult Learning Australia Limited’. ‘MEMBER’ means ‘a member qualifying for membership pursuant to Clause 5 of the Constitution’. ‘BOARD’ means ‘the Directors of the Company acting as a board’. ‘REGULATIONS’ refer to those regulations drawn up by the Board of Adult Learning Australia and made pursuant to this Constitution.</p>
4.	<p>OBJECTS The objects of the Association shall be: a) to advocate and promote accessible and quality learning for adults b) to research and advance innovative approaches to adult learning c) to develop and influence policy on adult learning</p>	Be changed to read:	<p>OBJECTIVES The objectives of the Company shall be: a) to advocate and promote accessible and quality learning for adults b) to research and advance innovative approaches to adult learning c) to develop and influence policy on adult learning</p>

	d) to celebrate the joy of learning throughout the adult years.		d) to celebrate the joy of learning throughout the adult years.
5.a)	All persons and bodies who subscribe to the objects of the Association shall be eligible for admission to membership of the Association.	Be changed to read:	All persons and bodies who subscribe to the objectives of ALA shall be eligible for admission to membership of the Company.
5.d)	However, in no case shall any organisational member be entitled through its official representatives to more than two (2) votes.	Be changed to read:	Each member, whether individual or organizational shall be entitled to one vote at elections
6.a)	Applications for membership shall be made in writing and shall be endorsed by the Board. Upon payment of the appropriate annual subscription the accepted applicant shall become a member of the Association.	Be changed to read:	Upon subscribing to the objectives of ALA and upon payment of the appropriate annual subscription, the applicant shall become a member of the Company.
8.	CESSATION OF MEMBERSHIP A person ceases to be a member of the Association if the person- a) dies or, in the case of a body corporate, is wound up b) resigns from membership of the Association c) is expelled from the Association d) fails to renew membership of the Association.	Be changed to read:	CESSATION OF MEMBERSHIP A person ceases to be a member of the Company if the person- a) dies or, in the case of a body corporate, is wound up b) resigns from membership of the Company c) is expelled from the Company d) fails to renew membership or pay annual subscription fees of the Company.
9.	<i>Disciplining of Members</i> a) When a member is considered to have acted in a manner contrary to the values and objects of the Association, the procedure for discipline shall be determined by the Board. b) Any member who wishes to appeal against a decision expelling them from membership or otherwise disciplining them may do so at the next General Meeting of the Association.	Be changed to read:	<i>Disciplinary Proceedings</i> a) When a member is considered to have acted in a manner contrary to the values and objectives of the Company, the procedure for discipline shall be determined by the Board. b) Any member who wishes to appeal against a decision expelling them from membership or otherwise disciplining them may do so at the next General Meeting of the Company.
12.	<i>Members' Liability</i> The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.	Be changed to read:	<i>Members Liability</i> The liability of the members of the Company is limited. Each member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Company contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the amount outstanding in respect of their current membership fees or \$10.00, whichever is higher
14.a)	The Annual General Meeting shall be held as soon as practicable after the end of the Association's financial year and in compliance with the Act.	Be changed to read:	The Annual General Meeting shall be held as soon as practicable after the end of the Company's financial year and in compliance with relevant legislation
16.	The Board may, whenever it thinks fit, convene a General Meeting of the Association.	Be changed to read:	The Board may, whenever it thinks fit, convene a General Meeting of the Company
19.b)	The official representative of each	Be	The official representative of each

	organisational member shall have the right to exercise that organisation's voting entitlement on each and every question that is put to the vote.	changed to read:	organisational member shall have the right to vote on each and every question that is put to the vote.
22.a)	The Board shall control and manage the affairs of the Association and has the power to perform all such functions as appear to be necessary for the proper management of the affairs of the Association.	Be changed to read:	The Board shall be responsible for the management of the business and affairs of ALA. The Board may exercise its powers and do all such acts and things as its Constitution allows. In particular, but without derogating from the general powers conferred in this Constitution, the Board shall have power from time to time to make such Regulations not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of ALA and to amend or rescind from time to time any such Regulations.
23. Para 3	The initial number of Board members and the names of the initial Board members shall be determined in writing by the subscribers to ASIC Form 201 "Application for registration of an Australian Company."	Be deleted	
25.	Transition Clause For the first election following the Association becoming a Public Company Limited By Guarantee, the following transition provisions shall apply: (a) Nine (9) Board members shall be elected: three (3) for a three year-term; three (3) for a two- year term and three (3) for a one- year term. (b) The allocation of the elected Board members to the above mentioned terms of office shall be determined on the following basis: i. The three (3) who receive the greatest number of votes shall be allocated to the three-year term; ii. The three (3) who receive the next greatest number of votes shall be allocated to the two-year term; and iii. The three (3) who receive the next greatest number of votes shall be allocated to the one-year term. Thereafter the election of the Board shall be governed by clause 24.	Be deleted	
26.	The Officer Bearers of the Board shall be President, Secretary, Vice-President and Treasurer. The Officer Bearers shall be elected annually at the first Board meeting following the Association's Annual General Meeting. In the absence of the President the Vice-President shall act as President. In the absence of both the President and the Vice-President the Board shall elect one of its members to act as President.	Be changed to read	The Officer Bearers of the Board shall be President, Secretary, Vice-President and Treasurer. The Officer Bearers shall be elected annually at the first Board meeting following the Company's Annual General Meeting. In the absence of the President the Vice-President shall act as President. In the absence of both the President and the Vice-President the Board shall elect one of its members to act as President.

28.	<p>a) In the event of a casual vacancy on the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office for the balance of the term, subject to these rules, and subject to confirmation by the Annual General Meeting following the date of the appointment.</p> <p>b) A vacancy occurs if a member of the Board:</p> <ul style="list-style-type: none"> i) dies ii) ceases to be a member of the Association iii) resigns the office iv) is removed from office v) becomes insolvent under the Corporations Law vi) suffers from mental or physical incapacity vii) is absent without the consent of the Board from more than three consecutive meetings of the Board. 	Be changed to read	<p>a) In the event of a casual vacancy on the Board, the Board may appoint a member of the Company to fill the vacancy and the member so appointed shall hold office for the balance of the term.</p> <p>b) A vacancy occurs if a member of the Board:</p> <ul style="list-style-type: none"> i) dies ii) ceases to be a member of the Company iii) resigns the office iv) is expelled from the organisation v) becomes insolvent under the Corporations Law vi) suffers from mental or physical incapacity vii) is absent without the consent of the Board from more than three consecutive meetings of the Board.
38.	Each nomination shall be made by two (2) members of the Association and such nomination shall contain the consent of the nominee to the nomination.	Be changed to read	Each nomination shall be made by two (2) members of the Company, including the nominee.
40.	The counting of votes in the election of the members of the Board shall be conducted according to the principles of proportional representation (as described in Ordinance No. 10A, 1959, of the New South Wales Local Government Act, 1919). However, a voter need not have written a number against the name of every candidate, and where, on a count or transfer, it is found that, on a voting paper, there is no candidate next in the order of the voter's preference, then that voting paper shall be set aside as exhausted.	Be changed to read	The counting of votes in the election of the members of the Board shall be conducted according to the principles of proportional representation (as described by the Australian Electoral Commission). However, a voter need not have written a number against the name of every candidate, and where, on a count or transfer, it is found that, on a voting paper, there is no candidate next in the order of the voter's preference, then that voting paper shall be set aside as exhausted.
42.	The Constitution shall not be altered except by special resolution passed and confirmed by the Association in an Annual General Meeting or by a Special General Meeting in the following manner. The mover of the proposed resolution shall give three (3) weeks' notice thereof in writing to the Secretary who shall set out such proposed resolution in full in the notice convening such meeting. Such resolution shall not pass unless there is an affirmative note by at least three quarters of those members entitled to vote and voting whether personally or by postal vote.	Be changed to read	The Constitution shall not be altered except by special resolution passed and confirmed by the Company in an Annual General Meeting or by a Special General Meeting in the following manner. The mover of the proposed resolution shall give three (3) weeks' notice thereof in writing to the Secretary who shall set out such proposed resolution in full in the notice convening such meeting. Such resolution shall not pass unless there is an affirmative note by at least three quarters of those members entitled to vote and voting whether personally or by postal vote.
43.	<p><i>Winding up the Association</i></p> <p>If upon the dissolution or the winding up of the Association there remains, after the satisfaction of all debts and liabilities any assets whatsoever, the same shall not be paid or distributed to the members of the Association but shall be distributed to an organisation that meets the requirements of</p>	Be changed to read:	<p><i>Winding up</i></p> <p>If upon the winding up or dissolution of the Company any property remains, after the satisfaction of all its debts and liabilities, that property shall not be paid to or distributed among the members of the Company but shall be given up or transferred to some other institution or institutions having objectives</p>

	Section 92 of the Associations Incorporation Act 1991 (as amended).		similar or in part similar to the objectives of the Company and which shall also prohibit the distribution to its or their members.
44.	The Common Seal of the Association shall be kept in the custody of the Secretary or his or her nominee. The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signature to two (2) members of the Board or a staff delegate.	Be deleted	Delete clause.
45.	The Board shall have the power to make regulations for the promotion of the principles and objects of the Association and for the proper conduct of its business, provided that no regulation shall be repugnant to this constitution. The Board may revoke or amend any regulation. The decision of the Board on the construction or interpretation of any regulation shall be conclusive and binding on all members of the Association, unless and until such decision shall be over-ruled by an Annual General Meeting or by a Special General Meeting.	Be changed to read	The Board shall have the power to make Regulations for the promotion of the principles and objectives of the Company and for the proper conduct of its business, provided that no regulation shall contradict this constitution. The Board may revoke or amend any regulation. The decision of the Board on the construction or interpretation of any regulation shall be conclusive and binding on all members of the Company, unless and until such decision shall be over-ruled by an Annual General Meeting or by a Special General Meeting.
46.	The funds of the Association shall be derived from annual subscriptions of members, grants from government, sponsorships, donation and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Board determines. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's Bank Account.	Be changed to read:	The funds of the Company shall be derived from annual subscriptions of members, grants from government, sponsorships, donation and, such other sources as the Board determines. All money received by the Company shall be deposited as soon as practicable and without deduction to the credit of the Company's Bank Account.
47.a)	The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.	Be changed to read	The income and property of the Company, however derived, shall be applied solely towards the promotion of the objectives of the Company and no portion thereof shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or expenses incurred on behalf of the Company
47.b)	All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Board or employees of the association, being members of the Board or employees authorised to do so by the Board.	Be changed to read:	The Board shall determine who shall be entitled to sign or endorse on the Company's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
48.	Subject to the ACT Associations Incorporation Act 1991 and this Constitution, the Secretary shall keep in his or her custody or under his or her control at a place in the Australian Capital Territory all records, books and other documents relating to the Association.	Be deleted	
49.	The records, books, and other documents of the Association shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of the Association at any reasonable hour.	Be deleted	

ii. That ALA make the following amendments to its Constitution to reflect its updated mission:

Clause			
3.	MISSION To advance a learning society.	Be changed to read:	MISSION Equitable access to lifelong and lifewide learning for all Australians

iii. That ALA make the following amendments to its Constitution to clarify membership categories:

10.	Life Members Life membership is for the life of the person nominated, unless expelled. The Association may, on the unanimous recommendation of the Board, grant life membership to any member who has rendered exceptional service to the Association and who is considered worthy of this tribute and recognition. A life member has all the rights of a member. Membership fees are waived.	Be deleted.	
11.	Honorary Members Honorary members are appointed by resolution of the Board and shall be entitled to receive such services as may be determined by the Board from time to time but shall not be entitled to vote at any meeting or in any election or referendum.	Be deleted.	

iv. That ALA make the following amendments to its Constitution to clarify the voting rights of individuals within Organisational Members.

18.	Attendance at General Meetings shall be open to all individual members and the official representatives of organisational members.	Be changed to read:	Attendance at General Meetings shall be open to all individual members and all staff, board representatives or volunteers of member organisations. However, only official representatives of organisational members shall have voting rights.
19.c)	Such official representatives shall be authorised in writing by their organisation to attend and vote at the General Meeting. This authority shall be lodged with the Association before the meeting begins.	Be changed to read:	At point of membership, organisational members will identify their official representative who will have the power to vote on behalf of the organisation. The official representative may allow a proxy to vote in his / her place. Permission should be provided in writing before the start of the General Meeting.

v. That ALA make the following amendments to its Constitution to ensure that the ALA Board is continually refreshed and is representative of the whole of Australia.

23.		Be appended with	The maximum continuous period a member can remain on the board will be three (3) consecutive terms, or nine (9) years, whichever is the longer.
23.		Be appended with	No more than three (3) elected members can be based in the same state or territory at any given time.

- vi. That ALA make the following amendment to its Constitution to speed up the time in which members can take action if a problem arises.

30.	The Secretary shall call a meeting within seven (7) days of having received a request in writing of five (5) or more members of the Board, provided that at least four (4) weeks' written notice of such meeting shall be given and that the meeting be held within six (6) weeks of the request being made.	Be changed to read:	The Secretary shall call a meeting within seven (7) days of having received a request in writing of five (5) or more members of the Board, provided that at least two (2) weeks' written notice of such meeting shall be given and that the meeting be held within four (4) weeks of the request being made.
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- vii. That ALA make the following amendment to its Constitution to improve governance.

32.	The quorum at meetings of the Board shall be five (5).	Be changed to read:	The quorum at meetings of the Board shall be five (5) including at least one office bearer.
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- viii. That ALA make the following amendments to its constitution to remove references to past practices that no longer occur.

50., 51., 52., 53., 54., 55.	<p>SUB-GROUPS INCLUDING BRANCHES, CHAPTERS, NETWORKS, INTEREST GROUPS Formation of Sub-Groups Sub-groups of the Association may be formed by the members resident in a defined geographic region or with a common interest in a defined area or activity of adult learning upon approval of the Board.</p> <p>Funding of Sub-Groups The Board may provide such funds from the General Account for the support of such sub-groups as it considers appropriate.</p> <p>Governance of Sub-Groups Branches, Groups or Networks of the Association thus formed shall, within six (6) months of their establishment, adopt the model regulations established by the Board for the operation of such sub-groups. In the event of any failure of a sub-group to agree to these regulations, the matter shall be resolved by the Board.</p> <p>Compatibility of Sub-Groups Each sub-group shall be free to design its own activities provided that no action or activity shall be repugnant to this Constitution, the objects and regulations of the Association and its sub-groups.</p> <p>Disbandment of Sub-Groups a) The Board shall have the power, where it considers a sub-group is no longer viable, or where it considers the sub-group has acted in ways contrary to the interests of the Association, to dissolve or suspend the sub-group. b) Any member who wished to appeal against any such decision of the Board may do so at the next General Meeting of the Association.</p> <p>The Council</p>	Be deleted	
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	<p>In conjunction with the Annual General Meeting of the Association there shall be held a meeting made up of representatives from the various sub-groupings within the Association. This body, known as the Council of Adult Learning Australia, will provide advice on broad matters of concern to the Adult Learning Australia Board. A set of regulations to govern the membership and mode of operation of the Council shall be developed by the Board.</p>		
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9) Meeting Closed