



ADULT LEARNING AUSTRALIA LIMITED

CONSTITUTION

Adult Learning Australia
National Office
Office 1, Henderson House, 45 Moreland Street
Footscray, Vic, 3011

ADULT LEARNING AUSTRALIA LIMITED

C O N S T I T U T I O N

NAME

1. The name is '**ADULT LEARNING AUSTRALIA LIMITED**'.

DEFINITIONS

2. 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.

MISSION

3. Equitable access to lifelong and lifewide learning for all Australians.

OBJECTIVES

4. 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
 - d) to celebrate the joy of learning throughout the adult years.

MEMBERSHIP

5. ***Qualification for Membership***

- a) All persons and bodies who subscribe to the objectives of ALA shall be eligible for admission to membership of the Company.
- b) There shall be two broad classes of member
 - a. individual members
 - b. organisational members
- c) The various categories of membership within these classes may involve a differential subscription rate, levels of service received, and voting entitlement.

- d) Each member, whether individual or organisational shall be entitled to one vote at elections, provided they have been a registered member for 30 days or more prior to the closing date of the vote.

6 ***Application for Membership***

- a) Upon subscribing to the objectives of ALA and upon payment of the appropriate annual subscription, the applicant shall become a member of the Company.
- b) The Company may exclude any organisation from Membership or Associateship for any reason that the Board deems sufficient.
- c) Anyone who wishes to appeal against a decision refusing membership may do so at the next General Meeting of the Association.
- d) Notice of any such appeal shall be given to the CEO not less than 42 days before the general meeting at which it will be heard and notice thereof shall be sent to all Members at least 28 days before such meeting.

7 ***Subscription for Membership***

The Board may admit members on such terms and at such annual subscription fees as shall be determined by the Board from time to time.

8 ***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 of the Company.

9 ***Disciplining of Members***

- 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.

10 ***Members' Liability***

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.

11 ***Membership Register***

The Secretary shall keep a register of members containing the names and addresses of all members in such manner as the Board shall direct.

GENERAL MEETINGS

12 ***Holding of Annual General Meetings***

- a) 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.
- b) Each member shall be notified in writing at least four (4) weeks before the Annual General Meeting of the proposed agenda for that meeting.

13 ***Powers of Annual General Meetings***

The Annual General Meeting shall convene for the purpose of presenting annual financial reports, to elect members to the board and to conduct general business.

14 ***Calling of General Meetings***

The Board may, whenever it thinks fit, convene a General Meeting of the Company.

- 15 A General Meeting may be called at four (4) weeks' notice at any time after the Annual General Meeting and up to two (2) months before the next Annual General Meeting by resolution of the Board **or** upon the written request to the Secretary of not less than twelve (12) members.

16 ***Attendance at General Meetings***

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.

17 ***Voting at General Meetings***

- a) Each individual member shall have the right to exercise his/her single vote on each and every question that is put to the vote.
- b) The official representative of each organisational member shall have the right to vote on each and every question that is put to the vote.

- 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.
- d) 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.

18 ***Quorum for General Meetings***

No business shall be conducted at a General Meeting unless a quorum of twelve (12) persons who are eligible to vote at the time when the meeting proceeds to business and who are present throughout the entire meeting.

19 ***Adjournment of General Meetings***

If there are insufficient members present at any General Meeting within thirty (30) minutes of the time at which such meeting shall have been due to commence the President shall adjourn the meeting to a date not more than seven (7) weeks later.

THE BOARD

20 ***Powers of the Board***

- a) 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.
- b) The Board shall be responsible to the Annual General Meeting for the conduct of the affairs of the Association between Annual General Meetings, provided that the Board shall be responsible to any Special General Meeting for the conduct of any matter pertaining to which such Special General Meeting has been called.

21 ***Composition of the Board***

The Board shall consist of not less than nine (9) or more than twelve (12) members as determined by the Board.

Nine (9) members of the Board shall be elected for a three (3) year term subject to the provisions of clause 24. In addition, the Board will have the option to co-opt up to three (3) members at any given time for periods of up to two (2) years each.

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.

No more than three (3) elected members can be based in the same state or territory at any given time.

22 Election of the Board

Members of the Board shall be elected for a nominal three (3) year term on a staggered basis, with the members retiring, or seeking re-election, at the end of their term. One third of the board (3 members) being elected annually in conjunction with that year's Annual General Meeting.

23 Officer Bearers of the Board

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.

24 Terms of Office

The Officer Bearers so elected shall hold office for an annual term from election the first Board meeting following the Next Annual General Meeting.

The President shall not hold office for more than three (3) consecutive terms.

25 Vacancy on the Board

- 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.
- b) A vacancy occurs if a member of the Board:
 - 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.

26 Ordinary Meetings of the Board

The Board shall meet at such times and places as are decided by the President in consultation with the Secretary. At least four (4) weeks' notice of each meeting shall be given to each member of the Board for face-to-face meetings. When the Board meets by teleconference or through other electronic means then each member of the Board shall receive at least one (1) weeks' notice.

- 27 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.

28 Decisions of the Board

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

29 Quorum for the Board Meetings

The quorum at meetings of the Board shall be five (5) including at least one office bearer.

30 Employees of the Association

The Board may appoint such staff or consultants on such terms as it may determine.

ELECTIONS FOR THE BOARD**31 Nominations for Board Members**

The Secretary shall call for nominations for the Board at least six (6) weeks before each Annual General Meeting.

- 32 Any member authorised to vote by the regulations and having been a registered member for 30 days or more may nominate one or more individual members and/or organisational representative/s for election to the Board; and is eligible for nomination to stand for a position as a member of the Board.
- 33 Nominations shall be in writing addressed to the Secretary and received by the Secretary not less than three (3) weeks before each Annual General Meeting.
- 34 Each nomination shall be made by two (2) members of the Company, including the nominee.
- 35 All prospective Board members must know that their first priority in their Board role is to the group they are serving, not the one they are representing.

36 ***Election procedures***

- a) If the number of eligible nominations received is less than or equal to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
- b) If the number of eligible nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- c) The ballot for the election of members of the Board shall be conducted in such usual and proper manner as the Board may direct.
- d) If any elected position remains unfilled after the completion of the election, the Board shall fill any remaining vacancy by co-opting an eligible person to fill the vacancy until the next Board member election.

37 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.

38 ***Financial year***

The financial year of the Association shall be January 1 to December 31.

39 ***Amendments to this Constitution***

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 vote by at least three quarters of those members entitled to vote and voting whether personally or by postal vote.

40 ***Winding up***

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 similar or in part similar to the objectives of the Company and which shall also prohibit the distribution to its or their members.

41 ***Regulations***

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.

42 ***Funds – Source***

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.

43 ***Funds – Management***

- a) The income and property of the Company, 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 Company.
- b) 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.