

# The Modern Language Teachers' Association of Queensland Inc.

Affiliated with the Australian and International Federations of Modern Language Teachers' Associations (AFMLTA & FIPLPV)

PO Box 5050  
Alexandra Hills  
QLD 4101  
ABN 11 338 967 805

## CONSTITUTION

(RULES ADOPTED FROM THE DATE OF INCORPORATION)

20 February 2002

22 February 2003

6 June 2005

12 March 2011

19 March 2014

21 March 2024

### NAME

1. The name of the incorporated association is the Modern Language Teachers' Association of Queensland Inc. (the Association). Also known as *Languages Teachers QLD*.

### OBJECTS

2. The objects of the Association are:
  - (a) To foster close links among all concerned with the teaching and/or learning of languages other than English, hereafter called *Languages*;
  - (b) To foster high standards in the teaching and learning of Languages;
  - (c) To facilitate the dissemination of knowledge of current practice and research into the teaching and learning of Languages;
  - (d) To foster the development of teachers of Languages;
  - (e) To conduct conferences, seminars, webinars, forums and workshops on various aspects of teaching and learning Languages;
  - (f) To publish items of interest and value to teachers of Languages;
  - (g) To promote and facilitate a range of student-centered activities, including, but not limited to, competitions and immersion days.

### POWERS

3.
  - (a) The association has the powers of an individual.
  - (b) The association may, for example:
    - (i) enter into contracts; and
    - (ii) acquire, hold, deal with and dispose of property; and
    - (iii) make charges for services and facilities it supplies; and
    - (iv) do other things necessary or convenient to be done in carrying out its affairs; and
    - (v) establish and dissolve Branches of the Association within the state of Queensland. Once established, Branches shall be governed by the appropriate sections in the Working Rules of the Association
    - (vi) subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support

with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of clause 25 (10 );

#### CLASSES OF MEMBERS

4.

- (1) The membership of the Association consists of:
  - (a) Ordinary members
  - (b) Associate members
  - (c) Life members
  - (d) Corporate members
  - (e) Overseas members
- (2)
  - (a) Ordinary membership of the Association is open to persons with an interest in Languages at any level.
  - (b) Associate membership of the Association is open to persons who are enrolled as full-time students of educational institutions or persons who have retired from teaching.
  - (c) Life membership of the Association may be conferred upon members who have made an outstanding contribution to the development of the Association.
  - (d) Corporate membership of the Association is open to commercial or other business entities other than schools.
  - (e) Overseas membership shall be open to ordinary members who reside overseas.
- (3) The number of members of each class of membership shall be unlimited.

#### MEMBERSHIP

5.

- (1) Every applicant for Ordinary, Associate, Corporate or Overseas membership of the Association applies for membership in such form as the Executive Committee from time to time determines (which includes a notice that the association has public liability insurance). Having paid the appropriate fee, applicants are granted membership for the calendar year.
- (2) At the next executive meeting the list of new members is reviewed, and if a majority of the executive committee vote to reject a membership application, the Secretary will give the applicant written notice of the decision.
- (3) Every nomination for life membership of the Association shall be made by one financial member of the Association and seconded by two financial members. The nomination shall be made in writing signed by the proposer and the two seconders and shall be in such form as the Executive Committee from time to time determines.

#### MEMBERSHIP FEES

6.

- (1) The membership fees, other than life membership, shall be determined from time to time at any general meeting.
- (2) The membership fees shall all be payable at such time and in such manner as the Executive Committee shall from time to time determine.
- (3) There are no membership fees for life membership.

#### TERMINATION OF MEMBERSHIP

7.

- (1) A member may resign from the Association at any time by giving notice in writing to the Membership Registrar, who will inform the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice, and it takes effect on that date.
- (2) If a member
  - (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any of the provisions of these Rules; or
  - (iii) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Executive Committee shall consider whether their membership shall be terminated;
  - (iv) has membership fees in arrears for more than two months, their membership is terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting their case and if the Executive Committee resolves to terminate their membership the Secretary shall give written notice of the decision.

#### APPEAL AGAINST TERMINATION OF MEMBERSHIP

8.

- (1) A person whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Executive Committee.
- (2) Upon receipt of a notification of intention to appeal against termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Executive Committee or those members thereof who terminated the membership subsequently shall likewise have the opportunity of presenting their case. The appeal shall be determined by the vote of the members present at such meeting.

#### REGISTER OF MEMBERS

9.

- (1) The Executive Committee shall cause a Register to be kept containing the names and contact details of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particular as the Executive Committee or the members at any general meeting may from time to time determine.

- (3) The Register shall be open for inspection, at reasonable times, by any member who had previously applied to the Secretary for such inspection. The Executive Committee may, however, withhold information (other than members' full names) if it is believed that disclosure of the information would put members at risk of harm.

#### MEMBERSHIP OF EXECUTIVE

10.

- (1) The Executive Committee of the Association shall consist of:
  - (a) a President; President-Elect or Immediate Past President; Vice-President; Secretary; Treasurer; Membership Registrar; Journal Editor; Webmaster and Professional Learning Officer, all of whom shall be ordinary members of the Association;
  - (b) a representative appointed or elected by each Branch and network;
  - (c) up to five other members elected by the members of the Association;
  - (d) such additional members as the members of the Association at any general meeting may from time to time elect or appoint.
- (2) The Annual General Meeting of the Association shall elect a President Elect, who shall hold office for one year from the Annual General Meeting in the year of election, to be followed by two years an initial term as President.
- (3) Prior to the call for Executive nominations for election at the Annual General Meeting of the Association that is in the second year of the President's term, the President advises if they will preside for a further one year. The President can advise in the following year of a final one-year term. There will be a maximum continuous term of four years for the Presidency.
- (4) At the Annual General Meeting of the Association, all the members of the Executive Committee, with the exception of the President, shall retire from office, but shall be eligible upon nomination for re-election.
- (5) The election of officers and other members of the Executive Committee shall take place in the following manner:
  - (a) Any two members of the Association may nominate any other member to serve as an officer or other member of the Executive Committee;
  - (b) The nomination, which shall be in writing and signed by the member and the proposer and seconder, shall be lodged with the Secretary up to and including the date of the Annual General Meeting at which the election is to take place;
  - (c) A list of the candidates' names with the proposers and seconds' names shall be available for perusal by members prior to the commencement of the Annual General Meeting;
  - (d) If, at the commencement of the Annual General Meeting, there are an insufficient number of candidates nominated, further nominations may be taken from the floor of the meeting;
  - (e) A balloting list shall be prepared (if necessary) containing the name of the Candidate nominated in accordance with part (b) of this sub-rule followed by the names of any candidates nominated under part (d) of this sub-rule in the order in which their nominations were received;
  - (f) Voting shall be by secret ballot, and each financial member present at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

11.

Any member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Secretary and such resignation shall

take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date. Any member of the Executive Committee may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

#### VACANCIES ON EXECUTIVE

12.

- (1) If all positions on the Executive Committee are not filled at the Annual General Meeting or in the event of casual vacancies occurring between Annual General Meetings, the Executive Committee shall have power at any time to appoint members of the Association to fill such vacancies until the next Annual General Meeting.
- (2) Continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Executive Committee, the continuing member or members may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a general meeting of the Association but for no other purpose.

#### FUNCTIONS OF THE EXECUTIVE COMMITTEE

13.

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Executive Committee -
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Executive Committee may exercise all the powers of the Association:
  - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt liability or obligation of the Association, and to provide and pay off any such securities; and
  - (c) to invest in such manner as the members of the Association may from time to time determine.

## MEETINGS OF THE EXECUTIVE COMMITTEE

14.

- (1) The Executive Committee shall meet at least once in every two calendar months to exercise its functions. The Executive Committee may utilise digital technology to facilitate Executive Committee member participation in either in-person or virtual mode.
- (2) A special meeting of the Executive Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Executive Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Executive Committee a simple majority of a number equal to the number of members elected and/or appointed to the Executive Committee as at the close of the last general meeting of the members, shall constitute a quorum. Where a member of the Executive Committee holds multiple roles, they are counted as one for the purposes of establishing the number of members on the Executive Committee and the number necessary for a quorum for a meeting of the Executive Committee.
- (4) Subject as previously provided in this rule, the Executive Committee may meet and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Executive Committee shall declare any actual or perceived conflict of interest, including, but not limited to, any contract or business dealing with the Association in which they hold an interest, or any matter arising thereout, and shall not vote, and if that member does vote, that vote shall not be counted.
- (6) Not less than seven days' notice shall be given by the Secretary to members of the Executive Committee of any special meeting of the Executive Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairperson at every meeting of the Executive Committee, or if there is no President, or if the President is not present at the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a meeting of the Executive Committee a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee, shall lapse. In any other case it shall stand adjourned to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

15.

- (1) The Executive Committee may delegate any of its powers to a standing-committee consisting of such members of the Association as the Executive Committee thinks fit. Any standing-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
- (2) The Executive Committee may appoint a member of any standing-committee to be the Convenor of that sub-committee. Where no Convenor is appointed by the Executive Committee, the standing-committee may elect a convenor of its meetings. If no such convenor is appointed or elected, or if at any meeting the convenor is not present within

thirty minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Convenor of the meeting.

- (3) A standing-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of vote of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
16. All acts done by any meeting of the Executive Committee or of a standing-committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that the members of the Executive Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.
17. A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Committee.

#### ANNUAL GENERAL MEETING

18.
  - (1) The Annual General Meeting shall be held within three months of the close of the Association's financial year in accordance with clause 25 (10).
  - (2) The business to be transacted at every Annual General Meeting shall be
    - (a) the receiving of the Executive Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
    - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
    - (c) the election of members of the Executive Committee; and
    - (d) the appointment of an auditor; and
    - (e) presentation of Branch Reports including Branch financial statements.

#### SPECIAL GENERAL MEETING

19. The Secretary shall convene a special general meeting:
  - (a) when directed to do so by the Executive Committee; or
  - (b) on the requisition in writing signed by not fewer than five members of the Executive Committee. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or

- (c) on being given a notice in writing of an intention to appeal against the decision of the Executive Committee to reject an application for membership or to terminate the membership of any person.

20.

- (1) At any special general meeting the number of members required to constitute a quorum shall be more than the number of members presently on the Executive Committee.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule "member" shall not include a member who has appointed a proxy to vote on their behalf.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members of the Association shall lapse. In any other case it shall stand adjourned to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### GENERAL MEETING

21.

- (1) The Secretary shall convene all general meetings of the Association by giving not fewer than seven days' notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given all be determined by the Executive Committee. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Executive Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

22. Unless otherwise provided by these Rules, at every general meeting

- (1) the President shall preside as Chairperson, or if there is no President, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or are unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be the Chairperson of the meeting;
- (2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present either in person or by digital technology;

- (4) every financial member present or by digital technology shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote;
- (5) voting shall be by show of hands, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) a member may vote in person or by proxy and on a show of hands, every member present in person shall have one vote or in a secret ballot every member present in person or by proxy shall have one vote;
- (7) the instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy shall be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) the instrument appointing a proxy shall be the form in the Working Rules as determined from time to time by the Executive Committee.

#### WORKING RULES

23. The Executive Committee may from time to time make, amend or repeal Working Rules, not inconsistent with these Rules, for the internal management of the Association and any working rule may be set aside by a general meeting of members.

#### ALTERATION OF RULES

24. Subject to the provision of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. No such amendment, rescission or addition shall be valid unless it is registered with the appropriate government authority for not-for-profit associations.

#### FUNDS AND ACCOUNTS

25.
  - (1) The financial year of the Association shall close on 31 December in each year.
  - (2) The funds of the Association shall be banked in the name of the Association in such bank as the Executive Committee may from time to time determine.
  - (3) Proper accounts shall be kept and maintained either in written or digital form in the English language showing correctly the financial affairs of the Association and the Particulars usually shown in books of a like nature.
  - (4) All moneys shall be banked as soon as practicable after receipt thereof.
  - (5) All amounts shall be paid by bank transfer approved by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Executive Committee.
  - (6) All expenditure shall be approved or ratified at a meeting of the Executive Committee.

- (7) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (8) All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (9) An annual report and an audited financial report shall be submitted by each Branch to the Executive Committee of the Association no later than 2 weeks prior to the Annual General Meeting.
- (10) The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### DOCUMENTS

26. The Executive Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### DISTRIBUTION OF SURPLUS ASSETS

27. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 25 (10), such institution or institutions to be determined by the members of the Association.

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