

Rules

The Victorian Association for the Teaching of English Inc.

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1. PRELIMINARY

1.1 Name

The name of the incorporated association is “The Victorian Association for the Teaching of English Inc.”.

1.2 Principal Purpose

The Principal Purpose for which the Association is established is to advance the teaching and learning of English in Victoria. To this end the Association is committed to developing, implementing, and advocating for, policies and practices that enhance that purpose.

1.3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

1.4 Definitions

In these Rules:

“**AATE**” means the Australian Association for the Teaching of English Inc (ABN - 80 009 808 468).

“**AATE Delegate**” means the delegate that serves as an intermediary between VATE (as the state body) and AATE (as the national body).

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

“**Annual Membership fee**” means the fee (if any) determined by the Council pursuant to rule 3.7.

“**Association**” means the association named in rule 1.1.

“**Chairperson**” of a general meeting or Council meeting, means the person chairing the meeting as required under rule 5.5.

“**Council**” means the body having management of the business of the Association.

“**Council meeting**” means a meeting of the Council held in accordance with these Rules.

“**Council Member**” means a Member of the Council elected or appointed under rule 5.10.

“**disciplinary appeal meeting**” means a meeting of the Members of the Association convened under rule 3.16(c).

“**disciplinary meeting**” means a meeting of the disciplinary subcommittee convened for the purposes of rule 3.15.

“**disciplinary subcommittee**” means the subcommittee appointed under rule 3.13.

“**general meeting**” means a meeting of the Members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.

“**Honorary Life Member**” means a Member recorded as an Honorary Life Member in the Register.

“**Individual Member**” means a Member recorded as an Individual Member in the Register.

“**Joining fee**” means the fee (if any) determined by the Council pursuant to rule 3.7.

“**Member**” means a Member of the Association (including voting Members and non-voting Members).

“**Member entitled to vote**” means a Member who is entitled to vote at a general meeting and be a Council Member in accordance with Schedule 2.

“**Office Bearer**” means the President, Vice President and Treasurer appointed in accordance with rule 5.11.

“**office holder**” will have the same meaning given to that term in the Act.

“**Organisation**” means an unincorporated or incorporated body.

“**Organisational Member**” means a Member recorded as an Organisational Member in the Register.

“**Organisational Representative**” means the person authorised to represent an Organisational Member.

“**person**” means an individual.

“**Pre-service Member (Free)**” means a Member recorded as a Pre-service Member (Free) in the Register.

“**Pre-service Member (Paid)**” means a Member recorded as a Pre-service Member (Paid) in the Register.

“**President**” means the person appointed to the position of President in accordance with rule 5.11.

“**Principal Purpose**” means the purpose set out in rule 1.2.

“**Senior Employee**” means the person employed by VATE as the Senior Employee.

“**Secretary**” means the person appointed to the position of Secretary in accordance with rules 5.11.

“**special resolution**” has the meaning given to that term in the Act and requires a 75 per cent majority vote to pass.

“**the Act**” means the *Associations Incorporation Reform Act 2012 (Vic)*.

“**the Register**” means the Register of Members.

“**the Registrar**” means the Registrar of Incorporated Associations in Victoria.

“**Treasurer**” means the person appointed to the position of Treasurer in accordance with rule 5.11.

“**VATE**” means the Victorian Association for the Teaching of English Inc.

“**Vice President**” means the person appointed to the position of Vice President in accordance with rule 5.11.

1.5 Interpretation

In these Rules, unless expressly provided otherwise, reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments passed under it.

2. POWERS OF THE ASSOCIATION

2.1 Powers of the Association

Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its Principal Purpose.

2.2 Not-for-profit organisation

- (a) The income and property of the Association must be applied solely towards the Principal Purpose.
- (b) No portion of the income or assets of the Association may be paid or transferred directly or indirectly to individual Members by way of profit in their capacity as Members.
- (c) This rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Council Member to the extent permitted by law and these Rules.
- (d) Despite sub-rule 2.2(b) payment may be made in good faith to any Member of the Association:
 - (i) in return for any services actually rendered to the Association;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any Member of the Association at a rate not exceeding the rate for the time being fixed by the Council; and
 - (iv) of reasonable and proper rent for premises demised or let by any Member of the Association.

3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

3.1 General

- (a) The Association must have at least five Members.
- (b) The rights of a Member are not transferable and end when Membership ceases.

3.2 Membership categories

- (a) There are six categories of Membership, as set out in Schedule 2.
- (b) The voting rights and Annual Membership fee applicable to each Membership category are set out in Schedule 2.
- (c) The Council may, by unanimous resolution, eliminate an existing Membership category or create new Membership categories.

3.3 Organisational Representative

- (a) An Organisational Member must appoint an individual as its Organisational Representative. The appointment may be a standing one.
- (b) The Primary Contact for an Organisational Member (as listed in the Register) is deemed to be the Organisational Representative unless and until the Organisational Member submits a completed "Appointment of an Organisational Representative" form to the Secretary.
- (c) The appointment may set out restrictions on the Organisational Representative's powers.
- (d) The appointment may be made by reference to a position held.
- (e) An Organisational Member may appoint more than one Organisational Representative but only one Organisational Representative:
 - (i) may exercise the body's powers as a Member entitled to vote at any one time; and
 - (ii) may be counted for the purposes of determining a quorum at a general meeting.
- (f) An Organisational Representative appointed under this rule may exercise, on the Organisational Member's behalf, any and all of the powers that the body could exercise as a Member entitled to vote, unless the appointment specifies otherwise.
- (g) An Organisational Representative who is also a Member entitled to vote in their own right, may exercise one vote only.

3.4 Who is eligible to be a Member

- (a) Any person or organisation is eligible for Membership provided they:

- (i) support the Principal Purpose of the Association;
 - (ii) agree to comply with these Rules;
 - (iii) agree to comply with the Association's Code of Conduct as amended from time to time; and
 - (iv) in the case of a person:
 - (A) is engaged in the teaching of English or have an expressed interest and/or involvement with English as a teaching subject; and
 - (B) meet any additional criteria set out in Schedule 2 and applicable to the individual's Membership category; and
 - (v) in the case of an Organisational Member, are a school, university, tertiary institution or other educational institution, library or other corporation or association that has a specific interest in the teaching of English.
- (b) The Council may, by unanimous resolution, amend the eligibility criteria for a Membership category set out in Schedule 2.

3.5 Application for Membership

- (a) Applications for Membership must be made in the form and manner (if any) prescribed by the Council from time to time and submitted to the Secretary.
- (b) An application for Membership must specify the category of Membership to which the applicant wishes to be admitted and be accompanied by the Joining fee or Annual Membership fee (if any).
- (c) The Council may at its own discretion accept or reject an application for Membership and is not bound to give reasons for its decision.

3.6 New Membership

- (a) A person or organisation becomes a Member of the Association and, subject to rule 3.7(c), is entitled to exercise their rights of Membership from the date on which the person or organisation pays the Annual Membership fee.
- (b) If the Council approves an application for Membership, the Secretary must record the details of the Member in the Register as soon as practicable.

3.7 Annual Membership fee and Joining fee

- (a) The Joining fee and Annual Membership fee is the relevant amount determined by the Council from time to time (if any).
- (b) Annual Membership fees and Joining fees are not refundable.

- (c) Any new Individual or Organisational Member that joins after the start of a financial year must, for that financial year, pay a Joining fee equal to the full Annual Membership fee.
- (d) The Annual Membership fee is for the period 1 January to 31 December.
- (e) The rights of a Member (including the right to vote) who has not paid the Annual Membership fee by the due date (being 14 days from the date in the invoice) are suspended until the Annual Membership fee is paid.
- (f) The liability of a Member 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 sub-rules 3.7(a) and 3.7(c).

3.8 General rights of Members

- (a) All Members of the Association have the right to:
 - (i) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (ii) submit items of business for consideration at a general meeting;
 - (iii) attend and be heard at general meetings;
 - (iv) have access to the minutes of general meetings and other documents of the Association as provided under rule 7.3(a); and
 - (v) inspect the Register as provided in rule 7.4.
- (b) All Members of the Association, except a Pre-service Member (Free), have the right to vote and apply to be a Council Member provided the Member:
 - (i) is an Individual Member or an Organisational Representative;
 - (ii) has paid the Annual Membership fee (save Honorary Life Members); and
 - (iii) has not had their Membership rights suspended for any reason.

3.9 Ceasing Membership

- (a) Membership ceases on resignation, expulsion or death.
- (b) If a person or organisation ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register.

3.10 Resigning as a Member

- (a) A Member may resign by notice in writing given to the Association.
- (b) A Member is taken to have resigned if:

- (i) the Member's Annual Membership fee is more than 12 months in arrears; and
- (ii) the Secretary has made a written request to the Member to make payment, with no response from the Member.

3.11 Register

The Secretary must keep and maintain a Register that includes:

- (a) for each current Member:
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) the Membership category; and
 - (v) any other information determined by the Council; and
- (b) for each former Member, the Member's name and date of ceasing to be a Member only.

Division 2 - Disciplinary action

3.12 Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Division.

3.13 Disciplinary subcommittee

- (a) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The Members of the disciplinary subcommittee:
 - (i) may be Council Members, Members of the Association or anyone else; but
 - (ii) must not be biased against, or in favour of, the Member concerned.
- (c) The Council may have regard to any matter it considers relevant in determining whether there are sufficient grounds for taking disciplinary action, including but not limited to:
 - (i) non-compliance with these Rules;
 - (ii) conduct which is prejudicial to the Association; and
 - (iii) conduct which is inconsistent with the Principal Purpose of the Association.

3.14 Notice to Member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - (i) stating that the Association proposes to take disciplinary action against the Member;
 - (ii) stating the grounds for the proposed disciplinary action;
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (“the disciplinary meeting”); and
 - (iv) advising the Member that they may do one or both of the following:
 - (A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (v) setting out the Member’s appeal rights under rule 3.16.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

3.15 Decision of subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must:
 - (i) give the Member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.
- (b) After complying with sub-rule 3.15(a), the disciplinary subcommittee may:
 - (i) take no further action against the Member; or
 - (ii) subject to sub-rule 3.15(c):
 - (A) reprimand the Member; or
 - (B) suspend the Membership rights of the Member for a specified period; or
 - (C) expel the Member from the Association.
- (c) The disciplinary subcommittee cannot fine the Member.
- (d) The suspension of Membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

3.16 Appeal rights

- (a) A person whose Membership rights have been suspended or who has been expelled from the Association or reprimanded under rule 3.15 may give notice to the effect that they wish to appeal against the suspension or expulsion or reprimand.
- (b) The notice must be in writing and given:
 - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel or reprimand the person is taken; or
 - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under sub-rule 3.16(b), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) state:
 - (A) the name of the person against whom the disciplinary action has been taken; and
 - (B) the grounds for taking that action; and
 - (C) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel or reprimand the person should be upheld or revoked.

3.17 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting:
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the Council must state the grounds for suspending or expelling or reprimanding the Member and the reasons for taking that action; and
 - (iii) the person whose Membership has been suspended or who has been expelled or reprimanded must be given an opportunity to be heard.
- (b) After complying with sub-rule 3.17(a), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend, expel or reprimand the person should be upheld or revoked.
- (c) A Member entitled to vote cannot vote by proxy at the meeting.

- (d) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

3.18 Application of grievance procedure

- (a) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (i) a Member and another Member;
 - (ii) a Member and the Council; and
 - (iii) a Member and the Association.
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

3.19 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

3.20 Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.19, the parties must within 10 days:
 - (i) notify the Council of the dispute;
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member - a person appointed by the Council; or
 - (B) if the dispute is between a Member and the Council or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Council may be a Member or former Member of the Association but in any case must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

3.21 Mediation process

- (a) The mediator to the dispute, in conducting the mediation, must:
 - (i) give each party an opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

3.22 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4. GENERAL MEETINGS OF THE ASSOCIATION

4.1 Annual general meetings

- (a) The Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (b) The Council may determine the date, time and place of the annual general meeting.
- (c) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to receive and consider:
 - (A) the annual report of the Council on the activities of the Association during the preceding financial year; and
 - (B) the financial statements of the Association for the preceding financial year submitted by the Council in accordance with Part 7 of the Act.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

4.2 Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Council may convene a special general meeting whenever it thinks fit.

4.3 Special general meeting held at request of Members

- (a) The Council must convene a special general meeting if a request to do so is made in accordance with sub-rule 4.3(b) by at least ten per cent of the total number of Members entitled to vote.
- (b) A request for a special general meeting must:
 - (i) be in writing;
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed;
 - (iii) include the names and signatures of the Members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Council does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by Members under sub-rule 4.3(c):
 - (i) must be held within three months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the Members convening a special general meeting under sub-rule 4.3(c).

4.4 Notice of general meetings

- (a) The Secretary (or, in the case of a special general meeting convened under rule 4.3(c), the Members convening the meeting) must give to each Member of the Association:
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting;
 - (iii) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a special resolution; and

- (iv) comply with rule 4.5(e).
- (c) A Member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next general meeting after the receipt of the notice.
- (d) This rule does not apply to a disciplinary appeal meeting.

4.5 Proxies

- (a) A Member entitled to vote may appoint another Member entitled to vote as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Member in any matter as they see fit.
- (d) Even where the Council has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) Notice of a general meeting given to a Member under rule 4.4 must:
 - (i) state that the Member may appoint another Member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Council has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy provided in a manner other than in person is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

4.6 Use of technology

- (a) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Member entitled to vote participating in a general meeting as permitted under sub-rule 4.6(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

4.7 Quorum at general meetings

- (a) No business may be conducted at a general meeting unless a quorum of Members is present.
- (b) The quorum for a general meeting is the presence (in person, by proxy or as allowed under rule 4.6) of twelve Members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (i) in the case of a meeting convened by, or at the request of, Members under rule 4.3 - the meeting must be dissolved;
 - (ii) in any other case:
 - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 4.7(c)(ii), the Members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

4.8 Adjournment of general meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting sub-rule 4.8(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 4.4.

4.9 Voting at general meeting

- (a) On any question arising at a general meeting:
 - (i) subject to sub-rule 4.9(c), each Member who is entitled to vote has one vote;

- (ii) Members entitled to vote may vote personally, via the use of technology or by proxy; and
 - (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or “casting” vote.
 - (c) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
 - (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 3.17.

4.10 Determining whether resolution carried

- (a) Subject to sub-rule 4.10(b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and

an entry to that effect in the minutes of the meeting is proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by one or more Members on any question:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

4.11 Minutes of general meeting

- (a) The Council must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the financial statements submitted to the Members in accordance with rule 4.1(d)(ii)(B);

- (ii) the certificate signed by two Council Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

4.12 Regulation of the meetings

- (a) The Chairperson has discretion to regulate the conduct of general meetings, subject to any resolution of the Members at the meeting.
- (b) The Chairperson of a general meeting should provide a reasonable opportunity for Members to ask questions of the Council, and any of the Council Members. In all cases, the Chairperson should have regard to the following in determining what is reasonable:
 - (i) the purpose of the meeting;
 - (ii) the time available at the meeting, and the need to ensure that there is sufficient time allocated to conduct the business included in the notice of meeting;
 - (iii) the desirability of the meeting closing on-time;
 - (iv) the relevance of the questions being asked to the business included in the notice of the meeting;
 - (v) the relevance of the questions being asked to the meeting as a whole and whether the matters being raised could be more appropriately addressed in another forum;
 - (vi) the most appropriate person/s or entities to whom the questions should be addressed;
 - (vii) the desirability of ensuring that Members have an adequate opportunity to raise concerns about the governance of the Association; and
 - (viii) any other matter considered relevant by the Chairperson.

5. COUNCIL

Division 1 - Powers of Council

5.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of a Council.
- (b) The Council may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the Members of the Association.

5.2 Delegation

- (a) The Council may delegate any of its powers and functions.
- (b) The Council may revoke a delegation wholly or in part.
- (c) The Council may establish subcommittees consisting of such persons with such terms of reference it considers appropriate.

Division 2 - Composition of Council and duties of Members

5.3 Composition of Council

- (a) The Council will consist of the following:
 - (i) three Office Bearer positions, comprising:
 - (A) a President;
 - (B) a Vice President; and
 - (C) a Treasurer;
 - (ii) an AATE Delegate; and
 - (iii) up to six ordinary Council Member positions.
- (b) An Office Bearer may be the AATE Delegate.
- (c) The Senior Employee may, in an ex-officio capacity, attend and speak at Council meetings but cannot vote.
- (d) Pursuant to rule 5.6(a) the Secretary has a right to attend and speak at Council meetings but cannot vote unless the Secretary is also a Council Member.
- (e) The Council Members will be elected under Rule 5.10.
- (f) The annual general meeting may by resolution increase the number of ordinary Member positions on the Council for the following year.

5.4 General duties

- (a) As soon as practicable after being elected or appointed to the Council, each Council Member must become familiar with these Rules, the Council Handbook and the responsibilities as employer.
- (b) The Act imposes duties on office holders, which office holders should be aware of and comply with.
- (c) In addition to the duties imposed by the Act, the Association must comply with its duties under the ACNC Legislation, so far as the ACNC Legislation applies.

5.5 President and Vice President

- (a) Subject to sub-rule 5.5(b), the President or, in the President's absence, the Vice President is the Chairperson for any general meetings and for any Council meetings.
- (b) If the President and the Vice President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (i) in the case of a general meeting - a Member, entitled to vote, elected by the other Members entitled to vote and present; or
 - (ii) in the case of a Council meeting - a Council Member elected by the other Council Members present.

5.6 Secretary and Treasurer

- (a) The Secretary is entitled to attend and speak at Council meetings but cannot vote unless the Secretary is also a Council Member.
- (b) The position of Secretary must not remain vacant for any period exceeding 14 days.
- (c) A person cannot be appointed to the position of Secretary unless the person:
 - (i) consents to being appointed as Secretary; and
 - (ii) is resident in Australia.
- (d) The Secretary must:
 - (i) maintain the Register in accordance with rule 3.11;
 - (ii) make appropriate arrangements for the custody of all other books, documents and securities of the Association; and
 - (iii) perform any other duty or function imposed on the Secretary by these Rules.
- (e) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.
- (f) The Secretary may resign by written notice addressed to the Council.
- (g) A person ceases to be the Secretary if they:
 - (i) resign;
 - (ii) cease to reside in Australia;
 - (iii) are removed by resolution of the Council; or
 - (iv) fail to attend three consecutive Council meetings (other than urgent Council meetings) without the consent of the Council.
- (h) The Treasurer must:

- (i) arrange for the collection and receipt of all moneys due to the Association and arrange for all payments authorised by the Association to be made;
- (ii) ensure that the financial records of the Association are kept in accordance with the Act;
- (iii) coordinate the preparation of the financial statements of the Association and their certification by the Council prior to their submission to the annual general meeting of the Council; and
- (iv) ensure that at least one other Council Member has access to the accounts and financial records of the Association.

Division 3 - Election of Council Members and tenure of office

5.7 Who is eligible to be a Council Member

- (a) A person is eligible to be elected as a Council Member if the person supports the Principal Purpose and:
 - (i) is a Member entitled to vote or Organisational Representative of the Association;
 - (ii) is 18 years or over; and
 - (iii) is not disqualified:
 - (A) from managing a corporation by the *Corporations Act 2001* (Cth); or
 - (B) from being a Council Member by the ACNC Commissioner under the provisions of the ACNC Legislation.
- (b) Sub-rule 5.7(a)(iii):
 - (i) will only apply if the Association is registered with the ACNC, and the ACNC Legislation operates to disqualify the person; and
 - (ii) in any event, will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.
- (c) The Secretary is responsible for identifying whether a person is disqualified under this Rule, to the extent applicable. The Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, elected as a Council Member; and
 - (ii) must obtain a declaration from each Council Member to the effect that they are not disqualified under this rule, and that they will notify the Secretary as soon as possible in the event that they become disqualified.

5.8 Positions to be declared vacant

- (a) This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (b) The Chairperson of the meeting must declare which positions on the Council are vacant pursuant to these Rules (if any) and hold elections for those positions in accordance with these Rules where necessary.

5.9 Nominations

- (a) Nominations for Council must be called bi-annually by written notice to all Members entitled to vote not less than twelve weeks prior to the date of the election.
- (b) Nominations must be submitted in writing and must be accompanied by a short written statement in support of their election.
- (c) Nominations close not less than eight weeks prior to the date of the election.
- (d) An eligible Member of the Association may:
 - (i) nominate themselves; or
 - (ii) with the Member's consent, be nominated by another Member entitled to vote.

5.10 Bi-annual election of Council Members

- (a) Council Members are to be elected bi-annually and will be announced bi-annually at the annual general meeting.
- (b) Election of Council Members must be completed by May 31 of the election year.
- (c) If the number of Members nominated for the position of Council Member is less than or equal to the number to be elected, the returning officer must declare each of those Members to be elected to the position.
- (d) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 5.11.

5.11 Ballot for bi-annual election of Council Members

- (a) If a ballot is required, a Senior Employee must be appointed as returning officer to conduct the ballot.
- (b) The returning officer must not be a person nominated for a position or a Member of the Association.
- (c) The election must be by secret ballot of all Members entitled to vote.
- (d) Before the ballot is conducted, each candidate may submit a short written statement in support of their election.

- (e) Candidates' names and statements may be published on the VATE website.
- (f) Ballot papers must be distributed no less than four weeks prior to the date of the election.
- (g) Each Member entitled to vote or their proxy must be supplied with two envelopes:
 - (i) an outer envelope on which to write their name and signature so that their eligibility to vote can be confirmed; and
 - (ii) an inner envelope in which the ballot paper can be sealed.
- (h) The votes must be counted by two electoral officers appointed by the outgoing Council. Electoral officers must not be Members of the Association.
- (i) The candidates who receive the most votes are to be declared elected by the returning officer as soon as practicable after the election and no later than 31 May in each election year.
- (j) If the returning officer is unable to declare the result of an election under rule 5.10 because two or more candidates received equal votes, the returning officer must:
 - (i) conduct a further election for the position to decide which of those candidates is to be elected; or
 - (ii) with the agreement of those candidates, decide by lot (including toss of a coin, drawing straws or drawing a name out of a hat) which of them is to be re-elected.

5.12 Appointment of Office Bearers

- (a) At the first Council meeting of the new bi-annually elected Council, the Council will appoint, by simple majority from among its Members, the following Office Bearer positions:
 - (i) A President;
 - (ii) A Vice President; and
 - (iii) A Treasurer.
- (b) The Council must appoint a Secretary. The Secretary may be, but is not required to be, a Council Member.
- (c) The Council must appoint an AATE Delegate.
- (d) On their election, the new President may take over as Chairperson of the meeting.
- (e) Prior to this meeting, each candidate must email the Senior Employee of the meeting their nomination(s) and must submit a short, written statement in support of their appointment.

5.13 Term of office

- (a) Subject to rules 5.13(c) and 5.14, a Council Member holds office until the second annual general meeting following their appointment.
- (b) A Council Member may be re-elected.
- (c) A general meeting of the Association may:
 - (i) by special resolution remove a Council Member from office; and
 - (ii) elect a person to fill the vacant position in accordance with this Division.
- (d) A Member who is the subject of a proposed special resolution under sub-rule 5.13(c)(i) may make representations in writing to the Council (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- (e) The Council may give a copy of the representations to each Member of the Association or, if they are not so given, the Council Member may require that they be read out at the meeting at which the special resolution is to be proposed.

5.14 Vacation of office

- (a) A Council Member may resign from the Council by written notice addressed to the Council.
- (b) A person ceases to be a Council Member if they:
 - (i) resign;
 - (ii) are removed from office by special resolution;
 - (iii) cease to meet the eligibility requirements in sub-rule 5.7(a);
 - (iv) fail to attend three consecutive Council meetings (other than urgent Council meetings) without leave of absence under rule 5.24;
 - (v) are convicted of an indictable offence; or
 - (vi) otherwise cease to be a Council Member by operation of section 78 of the Act.

5.15 Filling casual vacancies

- (a) The Council may appoint an eligible Member of the Association to fill a position on the Council that:
 - (i) has become vacant under rule 5.14; or
 - (ii) was not filled by election at the last annual general meeting.

- (b) A person appointed by the Council under this rule will hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment.
- (c) A Council Member appointed under the 5.15(a) will not be taken into account in determining the number of Council Members who are to retire at the annual general meeting.
- (d) The Council may continue to act despite any vacancy in its Membership.

Division 4 - Meetings of Council

5.16 Meetings of Council

- (a) The Council must meet at least four times in each year at the dates, times and places determined by the Council.
- (b) Notice of each Council meeting must be given to each Council Member, in such manner as the Council considers appropriate.
- (c) The Council may regulate its meetings as it sees fit.

5.17 Notice of meeting

- (a) Notice of each Council meeting must be provided to each Council Member at least 7 days prior to the meeting.
- (b) Notice may be given of more than one meeting at the same time.
- (c) The Notice must state the date, time and place of the meeting.
- (d) If a special Council meeting is convened, the notice must be included the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

5.18 Urgent meetings

- (a) Urgent meetings may be held without provided notice pursuant to 5.17 if as much notice as practical is given to each Council Member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened

5.19 Use of technology

- (a) A Council Member who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that Council Member and the Council Members present at the meeting to clearly and simultaneously communicate with each other.

- (b) For the purposes of this Part, a Council Member participating in a Council meeting as permitted under sub-rule 5.19(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

5.20 Quorum

- (a) No business may be conducted at a Council meeting unless a quorum is present.
- (b) The quorum for a Council meeting is the presence (in person or as allowed under rule 5.17) of a majority of the Council Members holding office.

5.21 Voting

- (a) On any question arising at a Council meeting, each Council Member present at the meeting has one vote.
- (b) A motion is carried if a majority of Council Members present at the meeting vote in favour of the motion.
- (c) If votes are divided equally on a question, the Chairperson of the meeting has a second or "casting" vote.

5.22 Minutes of meeting

- (a) The Council must ensure that minutes are taken and kept of each Council meeting.
- (b) The minutes must record the following:
 - (i) the names of the Members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any material personal interests disclosed in accordance with the Act and the ACNC Legislation.

5.23 Validity

Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Council or sub-committee.

5.24 Leave of absence

The Council may grant a Council Member leave of absence from Council meetings for a period not exceeding three meetings.

5.25 Conflict of interest

- (a) A Council Member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:
 - (i) to the Council - as soon as the Council Member becomes aware of the interest; and
 - (ii) to the Members - at the next general meeting.
- (b) The Council Member:
 - (i) must not be present while the matter is being considered at the Council meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the Council Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Council Member has in common with all, or a substantial proportion of, the Members.

5.26 Executive Committee

- (a) Between Council meetings, the Association is managed by the Executive Committee which comprises:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the Secretary; and
 - (iv) the Treasurer.
- (b) The Senior Employee may, in an ex-officio capacity, attend and be heard at Executive Committee meetings, but cannot vote.
- (c) 7 days' notice must be provided to all Executive Committee Members, the Senior Employee and the Secretary and must comply with the notice requirements as set out in rule 5.17.
- (d) Urgent meetings may be held so long as the notice meets the requirements set out in rule 5.18.
- (e) A quorum for an Executive Committee meeting is the presence (in person or by the use of technology) of a majority of the Executive Committee Members holding office.
- (f) On any question arising at an Executive Committee meeting:
 - (i) each Executive Committee Member has one vote;

- (ii) a motion is carried if a majority of Executive Committee Members present at the meeting vote in favour of the motion; and
 - (iii) if votes are divided equally on a question; the Chairperson of the meeting has a second or “casting” vote.
- (g) The Executive Committee must:
- (i) ensure that minutes are taken and kept of each Executive Committee meeting; and
 - (ii) circulate the minutes to each Council Member.

6. FINANCIAL MATTERS

6.1 Source of funds

The funds of the Association may be derived from Joining fees, Annual Membership fees, donations, fundraising activities, grants, interest and any other sources approved by the Council.

6.2 Management of funds

- (a) The Council may approve expenditure on behalf of the Association.
- (b) The Council may authorise the expenditure of funds on behalf of the Association without requiring approval from the Council for each item on which the funds are expended.
- (c) The Council must ensure that systems and procedures for the management of the Association’s funds are appropriate for its size and circumstances, and the complexity of its financial affairs.

6.3 Financial records

- (a) The Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act and ACNC Legislation.
- (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

6.4 Financial statements

- (a) For each financial year, the Council must ensure that:
 - (i) the requirements under the Act relating to the financial statements of the Association are met; and
 - (ii) the requirements of the ACNC Legislation are met.
- (b) Without limiting sub-rule 6.4(a), those requirements include:

- (i) the preparation of the financial statements;
- (ii) if required, the review or auditing of the financial statements;
- (iii) the certification of the financial statements by the Council;
- (iv) the submission of the financial statements to the annual general meeting of the Association; and
- (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

7. GENERAL MATTERS

7.1 Common seal

The Association does not have a common seal.

7.2 Registered address

The registered address of the Association may be determined from time to time by resolution of the Council.

7.3 Notice requirements

- (a) Any written notice required to be given to a Member or Council Member under these Rules may be given:
 - (i) by handing the notice to a Member or Council Member;
 - (ii) by sending the notice by post;
 - (iii) by leaving the notice at the address recorded in the Register (if any); or
 - (iv) by any other means consented to by the Member or Council Member as the case may be.
- (b) Any written notice required to be given to the Association may be given:
 - (i) by handing the notice to a Member of the Council;
 - (ii) by sending the notice by post to the registered address;
 - (iii) by leaving the notice at the registered address; or
 - (iv) by email to the email address of the Association or the Secretary.

7.4 Inspection of books and records

- (a) Members cannot have access to the financial records, books, securities and any other document of the Association, including minutes of Council meetings, unless otherwise permitted by these Rules, law, or the Council.
- (b) Members may on request inspect:

- (i) the Register;
 - (ii) the minutes of general meetings; and
 - (iii) these Rules
- subject to sub-rules 7.4(c), 7.4(d), and 7.4(e).
- (c) The Secretary may refuse to allow a Member to inspect the Register if permitted by the Act.
 - (d) Members must not:
 - (i) use information obtained about another person from the Register to contact or send materials to the other person; or
 - (ii) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the other person; unless

the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.
 - (e) If the Association provides access to these Rules on the Association's website or the ACNC website, the Council will be deemed to have allowed a Member to inspect and copy these Rules, unless the Member informs the Association that they are unable to access the Rules on either website.
 - (f) A Member must be given a copy of these Rules and minutes of general meetings within one month of the Association receiving a request by the Member and the Member paying any fee prescribed by the Council.

7.5 Winding up and cancellation

- (a) The Association may be wound up in accordance with the Act.
- (b) Where on the winding up of the Association or dissolution of the Association, there is a surplus of assets after satisfying all the Association's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to a Member in their capacity as Members; and
 - (ii) will be given or transferred to an entity or entities (the recipient) which:
 - (A) are charitable at law; and
 - (B) have similar objects to those of the Association as described in these Rules; and
 - (C) prohibit the distribution of profit or gain to its Members in their capacity as Members.
- (c) The identity of the recipient will be decided by the Members by ordinary resolution on or before the time of any winding up or dissolution. If the

Members fail to decide, the identity of the recipient will be determined by application to the Supreme Court in the State of incorporation.

7.6 Alteration of Rules

These Rules must not be altered except in accordance with the Act.

8. TRANSITIONAL PROVISIONS

The clauses in this Part apply notwithstanding anything to the contrary in this Constitution.

8.1 Members

The Members immediately following the adoption of these Rules will be those Members listed on the Register at the time of adoption.

8.2 Council Members

- (a) The Council Members immediately following the adoption of these Rules will be those in office at the time of adoption.
- (b) Council Members appointed prior to the adoption of these Rules may complete their term of office under the previous Rules. Time served prior to the adoption of these Rules will be taken into account for the purposes of clause 5.13 .

SCHEDULE 1

PROXY FORM

Votes may be given personally or by proxy and every proxy will be appointed in writing under the hand of the appointor in the form or to the effect following:

The Victorian Association for the Teaching of English Inc.:

I of..... as a Member entitled to vote of The Victorian Association for the Teaching of English Inc, hereby appoint to vote on all matters on my behalf at:

the general meeting of The Victorian Association for the Teaching of English Inc. to be held on theday of.....20..... and at any adjournment.

Optional: This form is to be used as follows for the resolutions listed below:

in favour of / against	detail of proposed resolution

Dated this day of20

Witness..... (Signature)

Appointor..... (Signature)

SCHEDULE 2

MEMBERSHIP CATEGORIES

CATEGORY	ELIGIBILITY CRITERIA	VOTING RIGHTS	ELIGIBLE FOR COUNCIL	ANNUAL MEMBERSHIP FEE
Individual Member	An individual who works more than 0.6 (FTE).	Yes	Yes	Payable
Honorary Life Member	An individual who is deemed by Council to have provided exemplary services to the Association or to the teaching of English.	Yes	Yes	Exempt
Pre-service Member (Paid)	An individual who is a prospective teacher of English undertaking an accredited initial teacher education program.	Yes	Yes	Payable
Pre-service Member (Free)	An individual who is a prospective teacher of English undertaking an accredited initial teacher education program.	No	No	Exempt
Concession Member	An individual who: <ul style="list-style-type: none"> (a) works less than 0.6 (FTE); (b) is a casual relief teacher; (c) is on parental leave and wishes to remain a Member of the Association; or (d) is a retired teacher of English or an English educator and wishes to remain a Member of the Association. 	Yes	Yes	Payable
Organisational Member	A school, university, tertiary institution or other educational institution, library or other corporation or association that has a specific interest in the teaching of English.	Yes (via its Organisational Representative)	Yes (via its Organisational Representative)	Payable