



Promoting literacy for life

Queensland Council for Adult Literacy Inc.

Constitution

Revised February 2016

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QUEENSLAND COUNCIL FOR ADULT LITERACY INC.

CONSTITUTION

1. NAME

The name of the organisation shall be Queensland Council for Adult Literacy Inc., referred to as QCAL throughout the rest of this document.

2. AIM

The aim of QCAL is to support the improvement of literacy and numeracy amongst adults in Queensland.

3. OBJECTIVES

The objectives of QCAL are:

- a) To give state leadership and advice to a range of bodies, such as government, industry, commerce and unions;
- b) To advocate on a national and state level for adult literacy and numeracy to be included in policy statements and curricula;
- c) To promote fair and equal access to resources for adult literacy learners throughout Queensland;
- d) To promote quality provision of programs, professional development, research and curriculum development;
- e) To publish a newsletter, *Write On*, and on-line news updates, and maintain a website; and
- f) To provide seminars and workshops for adult literacy teachers, tutors and volunteer tutors.

4. MEMBERSHIP

- a) Any person supporting the aims of QCAL may become a member by submitting the form available from the QCAL website or from the QCAL secretary, and paying the annual membership fee, which is set each year at the Annual General Meeting.
- b) Honorary Life Members may be elected at an AGM in recognition of outstanding service to QCAL. Honorary Life Members have the same rights as other members but do not pay membership fees.
- c) Membership renewals for all new members shall fall due a full 12 months after date of joining. Renewals of members who joined before 2014 shall remain due on 1 July each year. QCAL's financial year shall remain 1 July to 30 June.

- d) Each member will be sent an automatic reminder through the QCAL website one (1) month before the due date for renewal, and then another reminder one (1) week before renewal date. If the membership fee has not been paid on or before the due date, another email will be sent to inform the person that membership has lapsed and to invite renewal. These details shall be used only for the conduct of QCAL business and shall be available to committee members for that purpose only. Members' details will not be released to any person outside the committee without written permission from the individual/s concerned.
- e) An accurate register of all members, including Honorary Life Members, and their contact details shall be kept and updated automatically on the QCAL website (www.qcal.org.au).
- f) Members shall have the right to inspect all records and documents of QCAL, except for personal details of other members. (See 4(d) above)
- g) A member may resign from QCAL at any time by giving notice in writing to the Secretary. The resignation shall take effect on the date on which the Secretary receives the notice or on a later date if specified in the notice.
- h) A membership may be terminated by QCAL at a Special Meeting called for the purpose. (See below 6(d) for rules governing Special Meetings.)

5. COMMITTEE

- a) The Committee shall consist of an Executive and additional Committee members, all of whom shall be financial members of QCAL.
- b) The Executive shall be elected at the AGM and consist of:
 - President
 - Vice-President
 - Secretary
 - Treasurer.
- c) Additional Committee members may also be elected at the AGM or co-opted later as required. These additional committee members shall assist the Executive in QCAL business and might take responsibility for such areas as:
 - ACAL Representative
 - Write-on & e-News Editor
 - Membership Secretary
 - Website Manager
 - PD Co-ordinator
 - Representative for Regional Members

- d) The appointment of such additional members shall be minuted.
- e) A single individual may fill more than one position, except for President-Treasurer. (Other combinations are acceptable; e.g., President-Secretary.) However, an individual holding two positions shall have one vote only and be counted as one for the purpose of calculating the number needed for a quorum.
- f) If any member of the Committee resigns or is absent without reasonable excuse from three (3) consecutive Committee Meetings, a replacement may be appointed by the Committee at the following Committee Meeting. The absent committee member shall be notified in writing of the change.
- g) The Committee has a responsibility to ensure that expenditure from QCAL does not exceed income and should aim to make adequate provision for future financial needs.
- h) The committee shall manage all property of QCAL and keep an accurate record of the items and their whereabouts.

6. MEETINGS

a) All meetings

- I. Only financial members are permitted to vote.
- II. The secretary shall keep accurate minutes of all meetings.
- III. The minutes will be signed by the chairperson of the meeting after they have been verified as accurate by the subsequent meeting.
- IV. If any member is unable to be present at a meeting, then he/she may appoint a proxy (using the format in Appendix A), or attend via remote conferencing technology if suitable technology is available. Members using remote conferencing technology or proxy will be deemed as present at the meeting for the purposes of the quorum.
- V. If a quorum is not reached at any meeting, then the meeting shall be reconvened within one calendar month and the same notice shall be given as for the original meeting. (See clauses (b) (iii), (c) (iv) and (d) (iv)). The quorum at the reconvened meeting shall be the number of people present.
- VI. At the AGM and Special Meetings the President or chairperson shall have a casting vote and at Committee Meetings both a deliberative and a casting vote.

b) Annual General Meeting (See also 6(a) All Meetings above.)

- I. The Annual General Meeting shall be held not later than October each year.

- II. At least fourteen (14) days' notice of the AGM shall be given in writing to all financial members and Life Members. Notice may also appear on the QCAL website.
 - III. Minutes of the previous AGM shall be distributed to all members with the notice of the AGM.
 - IV. A quorum at the AGM shall be double the number of Executive, plus one.
 - V. The Annual Report shall be presented by the President or Secretary.
 - VI. An annual financial statement for the preceding financial year shall be presented by the Treasurer.
- (Note: If QCAL's revenue and assets exceed \$20,000 in any year, an audited account will be needed and an auditor will need to be appointed at an AGM or Special Meeting.)
- VII. Members of the Executive shall be elected and other members of the Committee may be elected. Nominations on the form in Appendix B shall be accepted in writing both before and at the meeting.
 - VIII. Membership fees shall be set.
 - IX. Decisions on motions presented at the AGM shall be by a simple majority of those present.

c) Committee Meetings (See also 6(a) All Meetings above.)

- I. Committee meetings shall be held not less frequently than once every three months.
- II. A schedule of meeting dates shall be established each year by the Committee.
- III. The Treasurer shall present a written financial statement to each Committee Meeting.
- IV. A quorum for Committee Meetings shall be a simple majority of Committee Members.
- V. Decisions on motions presented at the Committee meetings shall be by a simple majority of those present.

d) Special Meetings (See also 6(a) All Meetings above.)

- I. A Special Meeting may be called at any time by the Committee.
- II. A Special Meeting must be called within four (4) weeks of a written request being received from ten (10) or more members of QCAL
- III. All financial members must be given fourteen (14) clear days' notice in writing of a Special Meeting and of the business to be discussed at the Meeting.

- IV. A quorum at the Special Meeting shall be double the number of Executive, plus one, or two thirds (2/3) of the number who signed the original request, whichever is greater.
- V. To pass a motion requires a two thirds (2/3) majority of those present at the meeting.
- VI. If the business of the Special Meeting consists of a motion of no confidence in a member, then the member who is the subject of such a motion must be given notice in writing. The person must be given the right of reply, either at the Special Meeting in person, via remote conferencing technology or in writing to that meeting.

If the motion is passed, the Secretary shall advise the person in writing.

If the person is a member of the Executive, then an election to fill the position shall be held at that or a subsequent Special Meeting.

7. FINANCE & PROPERTY

- a) The Treasurer shall open bank accounts and invest money not immediately required, as directed by the Committee.
- b) The Treasurer shall be responsible for ensuring:
 - I. the keeping of up-to-date financial records
 - II. the payment of salaries to employees, tax and workers' compensation insurance for employees and the issuing and payment of accounts.
- c) The signatories on all accounts shall be the President, Vice-President, Secretary and Treasurer or any other member of the Committee as authorised at a Committee meeting. Any two of these signatories shall sign financial transactions.
- d) If the need arises and funds permit, the committee may decide that QCAL will employ an administrative assistant. The administrative assistant shall not be a voting member of the Committee but may be a voting member of QCAL if he/she pays the normal membership fees.
- e) The income and property of QCAL shall be applied solely towards the promotion of the objects of QCAL. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to members of QCAL. However, nothing shall prevent the payment in good faith of remuneration to any officer or employee of QCAL or to any other person, in return for services rendered to QCAL. Receipts or an invoice must be provided to the treasurer before payment is made.
- f) QCAL may purchase, take on lease, or in exchange, hire or acquire and maintain any real or personal property and any rights and privileges related to that property.

- g) QCAL may erect, improve, repair, demolish or rebuild any buildings or other structures in accordance with Queensland laws and regulations.
- h) QCAL may sell, exchange, lease, mortgage, hire, dispose of, turn into account or otherwise deal with, all or part of the real and personal property of QCAL.
- i) QCAL may become affiliated with, subscribe to, withdraw or retire from, any other body whose objectives are similar to those of QCAL.
- j) The committee shall ensure the safe custody of books, documents, instruments of title and securities of the association.

8. AMENDMENTS TO THE CONSITUTION

Amendments to the Constitution can be made only at a Special Meeting called for that purpose. However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive, Office of Fair Trading, Department of Justice and Attorney-General)

9. COMMON SEAL

The Common Seal of QCAL shall be kept in the care of the Secretary. The Seal shall not be used or affixed to any deed or other document, except in accordance with a resolution of the QCAL Committee and in the presence of the President or Vice-president and two other members of the QCAL Committee, both of whom shall subscribe their names as witnesses.

10. DISSOLUTION

- a. QCAL shall be dissolved by a two thirds (2/3) majority of those present at a Special Meeting called for that purpose.
- b. If, upon dissolution of QCAL, after the satisfaction of all debts and liabilities, there remains any property whatsoever, this property shall be disposed of as follows:
 - I. Wherever possible, equipment or property acquired through Government grants shall be disposed of as directed by the Department/s from which the grant/s came.
 - II. Other assets shall be distributed, as decided by the Special Meeting which passed the resolution to dissolve, to other organisation/s with similar aims and objective to those of QCAL, providing the rules of any recipient organisation prohibit the distribution of income or assets to its members.
 - III. No assets shall be distributed to members of QCAL.

Appendix A

QCAL: Appointment of Proxy

I, [Type name here]....., am unable to attend the QCAL AGM/
Special Meeting/ Committee Meeting on..... [Type date].

I appoint [Name of person]..... as my proxy for this meeting and for
any adjournment of the meeting.

Type here any specific instructions you wish to give to your proxy.

.....
.....

Signature: [Sign here].....

Date: [Type date of signature].....

Appendix B

Nomination for Position on the QCAL Committee

Nominations are called for the following positions. Candidates, nominators and seconders must be current financial members of QCAL.

President

Vice-President

Secretary

Treasurer

Additional Committee Members

I nominate [Type name of proposed candidate]
for the position of [Type position here]

Proposed by: [Type name of proposer]

Signature: [Proposer sign here]

Seconded by: [Type name of seconder]

Signature: [Secunder sign here].....

I accept the nomination above:

Signature: [Candidate sign here]

Date: [Date of signature]