

LANGUAGES AND CULTURES NETWORK FOR AUSTRALIAN UNIVERSITIES INCORPORATED

Rules of the Incorporated Association as amended by Special Resolution on 2 October 2019

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LANGUAGES AND CULTURES NETWORK FOR AUSTRALIAN UNIVERSITIES INCORPORATED

Rules of the Incorporated Association

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is "Languages and Cultures Network for Australian Universities Incorporated".

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purposes

The purposes of the association are to pursue the aims, foster the principles and engage in the activities described in Appendix 1.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

biennial Colloquium means the Association's national languages colloquium to be convened approximately every two years;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;

Colloquium AGM means an annual general meeting of the Association convened during a biennial Colloquium as provided in rule 29 provided that, if no biennial Colloquium is convened in the period in which the second annual meeting following the previous Colloquium AGM is to be held, then that second annual meeting shall nonetheless be a Colloquium AGM;

Committee means the Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 22(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 21;

disciplinary subcommittee means the subcommittee appointed under rule 19;

eligible person means any person eligible to serve as a committee member in accordance with rule 48;

financial year means the 12 month period specified in rule 3;

general meeting means a general 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;

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Who is eligible to be a member

Any person or institution answering to the criteria set out in rule 9 is eligible for membership.

9. Application for membership

- (1) There shall be three (3) classes of full membership—
 - (a) individual membership, which shall be open to individuals currently employed with a tertiary institution in Australia for the purposes of undertaking teaching and/or research in languages and cultures; or who are current tertiary students of languages and cultures; or who have tertiary qualifications in languages and cultures but are not in full time employment;
 - (b) university membership, which shall be open to universities, schools, centres or other institutions or bodies which undertake or promote teaching and research in languages and cultures; and which confers individual membership rights on the languages staff of that institution who are named in the agreement struck between the institution and the Association; and
 - (b) life membership which shall be determined by resolution of the Committee, confirmed by a simple majority at the Annual General Meeting, and conferred upon an individual deemed to have rendered outstanding service to the Association.
 - (2) There shall be two (2) classes of membership which do not confer voting rights—
 - (a) institutional partnership, which shall be open to bodies other than universities, such as associations or institutions which undertake or promote teaching and research in languages and cultures, and which involves a mutually agreed arrangement of benefit to the Association and the institutional partner.
 - (b) associate membership, which shall be open to individuals who are not employed with a tertiary institution in Australia, but who have in the opinion of the Committee contributed significantly to teaching and/or research in languages and cultures.
 - (3) To apply to become a member of the Association, a person must submit an application in the form set out in Appendix 2 and state that the person—
 - (a) wishes to become a member of the Association; and
-

- (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (4) The application—
- (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(1).

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the President and Secretary, on behalf of the Committee, determine whether to accept or reject the application.
- (2) The Secretary must notify the applicant in writing of the decision as soon as practicable after the decision is made.
- (3) If the application is rejected, the Treasurer must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11. New membership

- (1) If an application for membership is approved—
 - (a) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Secretary notifies the person of the acceptance of their membership; or
 - (b) the person pays the joining fee.

12. Annual subscription and fee on joining

- (1) The Committee may from time to time determine:
 - (a) the joining fee; and
 - (b) the annual subscription fee for the following financial year.
- (2) The Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) The rights under rule 13 (including the right to vote) of a full member who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting in writing or by email to the Secretary; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 73; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) more than 10 business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

14. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

15. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person 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 of members.

16. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 72(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17. Register of members

- (1) The Secretary must keep and maintain a register of members 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) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

18. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

19. Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

20. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

- (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) 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.

22. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) 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—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present (either in person or by proxy given in the form of Appendix 3) must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) The decision is upheld if not less than half of the members who are present in person, or by proxy, vote in favour of the decision.

Division 3—Grievance procedure

24. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) 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.

25. 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.

26. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

27. Mediation process

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

28. 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.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29. Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year and, if a biennial Colloquium is to be held within that 5 month period, the annual general meeting must be convened during the biennial Colloquium.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) in the case of a Colloquium AGM to elect the members of the Committee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree.

31. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee 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.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

32. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and

- (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 33(4).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

33. Proxies

- (1) A member may appoint a proxy to vote and speak on his or her behalf at a general meeting.
- (2) The notice appointing the proxy must be:
 - (a) for a meeting of the Association convened for the purposes of rule 22, in the form set out in Appendix 3; or
 - (b) in any other case, in the form set out in Appendix 4.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) Notice of a general meeting given to a member under rule 32 must—
 - (a) state that the member may appoint a proxy for the meeting; and
 - (b) include a copy of the requisite form for the appointment of a proxy.
- (5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

34. Use of technology

- (1) A member or a member's proxy not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that person and all others participating in the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member or a member's proxy participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if that person votes at the meeting, is taken to have voted in person.

35. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of the greater of (a) 5 members or (b) 10% of all members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement

time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 31.

- (i) in any other case—the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) 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.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

36. Adjournment of general meeting

- (1) 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.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) 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 32.

37. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) 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.

- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.
- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

38. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (1) (a) to remove a committee member from office ;
- (2) (b) to alter these Rules, including changing the name or any of the purposes of the Association.

39. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40. Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 33(5); and
 - (c) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and

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

PART 5—COMMITTEE

Division 1—Powers of Committee

41. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee 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.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

42. Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

43. Composition of Committee

- (1) The Committee shall consist of—
 - (a) not less than three and not more than 8 committee members elected in accordance with rule 50;
 - (b) such additional eligible persons of the Association (if any) as the Committee may appoint under rule 54; and
 - (c) if he or she is an eligible person and agrees to act, the immediate past President of the Association.
 - (2) The officers of the Association shall consist of:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) a Treasurer;
-

- (e) a Publications Editor; and
 - (f) a Web Officer,
- who shall be appointed by the Committee from amongst its number.
- (3) A committee member may simultaneously hold more than one office.
 - (4) Nothing in this rule shall affect or qualify the operation of subrule 50(1).

44. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

45. President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

46. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 68(3), all books, documents and securities of the Association in accordance with rules 70 and 73; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 10 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

48. Who is eligible to be a Committee member

A person is eligible to serve as a committee member if the person—

- (a) is 18 years or over; and
- (b) is a member or holds a current appointment from a university member in the form set out in Appendix 5.

49. Positions to be declared vacant

- (1) This rule applies to—
-

- (a) the first Colloquium AGM of the Association after 2013; or
 - (b) all subsequent Colloquium AGM's.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant (effective as at the conclusion of the meeting) and hold elections for those positions in accordance with rules 50 to 51.

50. Election of committee members

- (1) The first members of the Committee shall be:
- (a) John Hajek (President);
 - (b) Kerry Dunne (Vice-President);
 - (c) Anya Woods (Treasurer and Secretary); and
 - (d) Marko Pavlyshyn, Colin Nettelbeck, Kent Anderson, Lynne Li and Joseph Lo Bianco —

and they shall, subject to these rules, hold office until the conclusion of the first Colloquium AGM after 2013.

- (2) The election of committee members shall take place at a Colloquium AGM.
- (3) Nominations by candidates for election as members of the Committee must be—
- (a) in writing and stipulate contact details of candidates including email address; and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Colloquium AGM at which the election is to occur.
- (4) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Colloquium AGM.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (6) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (7) The ballot for the election of committee members must be conducted at the Colloquium AGM in accordance with rule 51.

51. Ballot

- (1) If a ballot is required for the election a committee member, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a candidate for election.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
- (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) The voter must write on the ballot paper the name of each candidate for whom they wish to vote and must not write the names of more candidates than the number to be elected.
- (7) Ballot papers that do not comply with subrule (6) are not to be counted.
- (8) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (9) The returning officer must declare elected, the candidates who received the most votes.
- (10) If the returning officer is unable to declare the result of an election under subrule (9) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (9) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

52. Term of office

- (1) Subject to subrule (3) and rule 53, each committee member and each officer of the Association, apart from those mandated by subrule 50(1), holds office as such until his or her position becomes vacant at the conclusion of the Colloquium AGM next after the date of his or her election, co-option or appointment (as the case may be).
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible person to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- (6) Subject to these rules, an immediate past President who is a committee member by reason only of rule 43(1)(c) shall hold office until such time as he or she is no longer the immediate past President.
- (7) No committee member who has served two consecutive terms as President shall normally be eligible to be appointed President for or during the ensuing term.

53. Vacation of office

- (1) A committee member may resign from the Committee or as an officer by written notice addressed to the Committee.

- (2) A person ceases to be a committee member and an officer (as the case may be) if he or she—
 - (a) ceases to be an eligible person; or
 - (b) otherwise ceases to be a committee member by operation of section 78 of the Act.

54. Filling casual vacancies and co-option

- (1) The Committee may appoint an eligible person to fill a position on the Committee—
 - (a) or as an officer, that has become vacant under rule 53; or
 - (b) that was not filled by election at the last Colloquium AGM.
- (2) If the position of Secretary becomes vacant, the Committee must appoint an eligible person to the position within 14 days after the vacancy arises.
- (3) The Committee may also appoint no more than four eligible persons to the Committee for any other purposes.
- (4) Rule 52 applies to any committee member appointed by the Committee under subrule (1), (2) or (3).
- (5) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

55. Meetings of Committee

- (1) Subject to this rule, the Committee shall meet at such times and in such place or manner as the President may determine.
- (2) The first committee meeting of each newly-elected Committee shall take place at the venue and conclusion of the Colloquium AGM at which the members of the Committee were elected. The business of the first meeting shall be:
 - (a) to appoint the President, Vice-President, Secretary and Treasurer of the Association;
 - (b) to appoint such other officers of the Association as appropriate; and
 - (c) to co-opt any eligible person to become committee members in accordance with rule 54.
- (3) The President shall convene a committee meeting if requested to do so by not less than one half of the other committee members..

56. Notice of meetings

- (1) Notice of each committee meeting convened by the President must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) The general nature of the business to be conducted must be included in the notice, or otherwise communicated to each committee member no later than 7 days before the date of the meeting.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

57. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 56 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

58. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

59. Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

60. Committee business via email

- (1) Between meetings, the Committee may conduct its business, and determine any questions arising, via email addressed to all committee members.
- (2) An item of business shall not be conducted under this rule, nor a question determined under it, if any committee member objects to that course within 3 days after the first email is sent.
- (3) In respect of any question to be determined under this rule, each committee member is entitled to one vote via email and the question shall not be determined unless and until each committee member has cast his or her vote by email or has by email communicated his or her intention to abstain.

61. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 59) of a majority of the committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting the meeting must be adjourned to a date no later than 28 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 56.

62. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

63. Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered by the Committee must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at any meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (c) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (d) that the member has in common with all, or a substantial proportion of, the members of the Association.

64. Minutes of meeting and email records

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting, and that records are kept of all emails by which business has been conducted and questions determined under rule 60.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 63.

65. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 6 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

66. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

67. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 10 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

68. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

69. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - a) the certification of the financial statements by the Committee;
 - b) the submission of the financial statements to the annual general meeting

- of the Association;
- c) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

70. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

71. Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

72. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email.
- (2) Subrule (1) is subject to rule 57(1).
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

73. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any

other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 17 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be onerous, disruptive, impractical or prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

74. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

75. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.



APPENDIX 1

Statement of purposes of Languages and Cultures Network for Australian Universities Inc

DRAFT as at 15 August 2012

1 Purposes

The purposes of Languages and Cultures Network for Australian Universities Incorporated (**LCNAU**) are to pursue the aims, foster the principles and engage in the activities described in this Statement.

2 Aims

The aims of LCNAU are to facilitate the best possible languages and cultures education and research in Australian universities by:

- (1) supporting and extending development and cooperation across the tertiary sector, between programs, faculties, and universities;
- (2) sharing present and emerging best practice in teaching and learning across Australian universities;
- (3) improving the professional development of languages and cultures academics;
- (4) encouraging and enabling university research on and through languages other than English;
- (5) supporting the languages and cultures teaching and research nexus; and
- (6) providing a national approach and coordinated voice for the advocacy and promotion of languages and cultures education and research within and beyond universities;
- (7) fostering the linguistic capital and cross-cultural competency of the nation; and
- (8) assuming and carrying on the work of the existing unincorporated *Languages and Cultures Network for Australian Universities*.

3 Principles

- (1) LCNAU embraces the principle of collegiality, and fosters coordinated communication among University languages and cultures academic staff – sessional, contractual and tenured, junior and senior.
 - (2) LCNAU embraces the principles of diversity and inclusion, and the responsibility of promoting and defending them throughout the tertiary sector: it stands in particular for the recognition of the strategic importance of linguistic and cultural diversity within individual institutions and for Australia as a nation. It acknowledges the value of each individual language and culture, and it promotes the greatest possible availability, in Australian universities of a wide range of Australian, Asian, European and World languages. It believes that all students in Australian universities should be able to include the study of languages and cultures in their tertiary experience.
 - (3) LCNAU embraces the principles that tertiary languages and cultures programs constitute a distinctive and important academic discipline and that continuing research is an inalienable dimension of the maintenance and development of the discipline in Australian universities.
 - (4) LCNAU embraces the principle that languages and culture programs, because of their own inherent interdisciplinary, are well-placed to engage in broad interdisciplinary teaching and research across universities.
 - (5) LCNAU embraces the principle of coherence, in languages programs, of language and culture. It fosters systematic review, reflection and monitoring of improvements in program design and pedagogy for university languages programs, and provides a nation-wide focus for continuous sharing of good practice.
 - (6) LCNAU embraces the principle that student pathways to in-depth study of languages and cultures should be readily available, including through in-country study, so that students can attain high levels of expertise of their field of study, including through higher research degrees; and that students at university should be able to build on knowledge of languages and cultures acquired at school /and or at home.
 - (7) LCNAU embraces the principle of collaboration with language and culture programs in schools and with teacher education institutions, particularly in relation to policy work and program articulation.
-

- (8) LCNAU embraces the principles of outreach to other organizations and networks involved in languages and cultures, in order to share information, experience of good practice, new developments and research.

4 Activities

The activities of LCNAU shall include:

- (1) staging of a biennial national languages Colloquium;
- (2) development and maintenance of a website to facilitate collaboration between members, to provide information to the general public, and to act as a clearing house for research, professional development and pedagogical practice and innovation;
- (3) initiation and oversight of virtual cluster groups to facilitate collaborative research and sector-wide communication;
- (4) initiation of research projects which will advance the sector;
- (5) disbursement of seed funding to support external research projects which will advance the sector;
- (6) publication of scholarly articles, Colloquium proceedings, reports, media releases, government submissions and press articles, as required;
- (7) publication of regular updates to members via a periodic newsletter, the LCNAU website and other social media, as appropriate; and
- (8) active engagement with the media, the government, universities, institutions, other relevant organisations and the public to support and promote languages and cultures education, and on matters of policy, in line with the Aims and Principles of LCNAU.

APPENDIX 2
Application for membership of
Languages and Cultures Network for Australian Universities Inc

(Individual membership)

I, _____, of _____
(*name and occupation*) (address)

desire to become a member of Languages and Cultures Network For Australian Universities Inc.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force. Notices may be sent to me by email at (*email address*).

Signature of Applicant

Date

(University membership)

The _____, of _____
(*Name of institution*) (address)

('*the institution*') desires to become a member of Languages and Cultures Network For Australian Universities Inc.

In the event of its admission as a member, the institution agrees to be bound by the rules of the Association for the time being in force. Notices may be sent to the institution by email at

(*email address*),

marked to the attention of (*name*).

Signature of Applicant

Date

APPENDIX 3

Form of Appointment of Proxy for Disciplinary Appeal Meeting

I

(name)

of

(address)

appoint

(name of proxy holder)

of

(address of proxy holder)

as my proxy to speak and vote on my behalf at the appeal to the general meeting of the Association convened under rule 23, to be held on—

(date of meeting)

and at any adjournment of that meeting.

Subject to the direction(s) (if any) set out below, my proxy may vote on my behalf as he/she thinks fit.

*My proxy is to vote to *uphold / *revoke the decision to suspend or expel the member to whom the meeting relates.

Signed

Date

*Delete if not applicable

APPENDIX 4

Form of Appointment of Proxy

I,

(name),

of

(address),

being a member of Languages and Cultures Network for Australian Universities Incorporated appoint

(name of proxy holder)

of

(address of proxy holder)

as my proxy to speak and vote on my behalf at the *annual/*special general meeting of the
Association to be held on—

(date of meeting)

and at any adjournment of that meeting.

Subject to the direction(s) (if any) set out below, my proxy may vote on my behalf as he/she thinks fit.

*My proxy is to vote *in favour of/*against the following resolution: [*insert details of resolution*]

Signed

Date

*Delete if not applicable

APPENDIX 5

Form of Appointment for election to Committee (university membership only)

The

(name of institution)

of

(address)

being a member of Languages and Cultures Network for Australian Universities Incorporated appoint

(name of proxy holder)

of

(address of proxy holder)

as my representative to serve on the committee of the Association.

This appointment will remain in force until *it is revoked / *[insert date] or earlier revocation.

Signed

Date

*Delete if not applicable