



Statement of the Purposes and Rules  
of the  
Victorian Adult Literacy and Basic Education Council Incorporated

Approved by the VALBEC Annual General Meeting, May 7, 2003

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**Statement of the Purposes and Rules of the  
Victorian Adult Literacy And Basic Education Council Incorporated  
Incorporation No. AOO 130 71K**

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## 1. Name

The name of the organisation shall be The Victorian Adult Literacy and Basic Education Council Incorporated. (*in these Rules called "the Council"*).

## 2. Statement of Purposes

- 2.1 To provide an organization open to all workers, students and other interested people in the field of adult literacy, numeracy and basic education, in order
- 2.2 To foster work in these areas.
- 2.3 To publicize the existence of adult literacy programs.
- 2.4 To provide support for literacy workers and students throughout the state.
- 2.5 To promote research, publications and education in the field of adult literacy.
- 2.6 To conduct seminars and workshops for literacy co-ordinators, tutors and students.
- 2.7 To exert an influence on decisions about adult literacy made by policy and funding authorities.
- 2.8 To produce a regular newsletter or journal.
- 2.9 To represent Victorian adult literacy interests on the Australian Council for Adult Literacy Inc.
- 2.10 To promote public understanding and awareness of the needs and difficulties of adults with low literacy skills.
- 2.12 To promote quality in literacy programs and resources in the light of current research and practice.
- 2.13 To accept from any national, state, local or educational bodies or private sources, any property or monies placed at the disposal of the Council.
- 2.14 To co-operate with other groups with similar aims and objectives.
- 2.15 To use the funds of the Council as deemed appropriate by a monthly Committee meeting or Annual General Meeting.
- 2.16 To apply all income and properties of the Council solely towards the activities and objectives of the Council.

## 3. Definitions

- 3.1 In these Rules, unless the contrary intention appears -
  - "**Act**" means the Associations Incorporation Act 1981;
  - "**committee**" means the committee of management of the Council;
  - "**financial year**" means the year ending on 30 December;
  - "**general meeting**" means a general meeting of members convened in accordance with rule 11.
  - "**institutional member**" means a member who is an organisation, business or institution
  - "**member**" means a member of the Council;
  - "**ordinary member of the committee**" means a member of the committee who is not an officer of the Council under Rule 17;
  - "**Regulations**" means regulations under the Act;
  - "**relevant documents**" has the same meaning as in the Act.
- 3.2 In these Rules, a reference to the Secretary of an Council is a reference-
  - (a) if a person holds office under these Rules as Secretary of the Council - to that person; and
  - (b) in any other case, to the public officer of the Council.

## 4. Alteration of the Rules

These Rules and the statement of purposes of the Council must not be altered except in accordance with the Act at a duly constituted general meeting.

## 5. Membership, Entry Fees and Subscriptions

Membership shall be open to all those who have a bona fide interest in adult literacy and pay an annual

subscription and may be terminated by resignation.

The amount of the annual subscription shall be determined by the elected committee.

## **6. Register of Members**

- 6.1 The Secretary must keep and maintain a register of members containing-
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- 6.2 The register is available for inspection free of charge by any member upon request.
- 6.3 A member may make a copy of entries in the register.

## **7. Resignation and Expulsion of Member**

- 7.1 A member of the Council who has paid all moneys due and payable by him to the Council may resign from the Council by first giving one months notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 7.2 Upon the expiration of a notice given under sub-clause 7.1, the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 7.3 Subject to these rules, the Committee may by resolution:
  - (a) expel a member from the Council;
  - (b) suspend a member from membership of the Council for specified period; or
  - (c) fine a member in accordance with The Regulations, if the Committee is of the opinion that the member -
    - (i) has refused or neglected to comply with these rules; or
    - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.
- 7.4 A resolution of the Committee under sub-clause 7.3:
  - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause 7.5 confirms the resolution in accordance with the clause.
  - (b) where the member exercises a right of appeal to the Council under this clause does not take effect unless the Council confirms the resolution in accordance with the clause.
- 7.5 Where the Committee passes a resolution under sub-clause 7.3, the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
    - (iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he or she wishes to appeal to the Council in general meeting against the resolution.
- 7.6 At a meeting held in accordance with sub-clause 7.4, the Committee:
  - (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.

- 7.7 Where the secretary receives a notice under sub-clause 7.5, he shall notify the Committee and the committee shall convene a general meeting of the Council to be held within 21 days after the date on which the secretary received the notice.
- 7.8 At a general meeting of the Council convened under sub-clause 7.7:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9 If at the general meeting:
- (a) two-thirds of-the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

## **8. Annual General Meeting**

- 8.1 The Council shall in each calendar year convene an Annual General Meeting of its members.
- 8.2 The Annual General Meeting shall be held on such day as the Committee determines.
- 8.3 (a) The Annual General Meeting shall be specified as such in the notice convening it.  
(b) Notice of the Annual General Meeting must be sent at least 10 days beforehand.
- 8.4 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive an Annual Report from the Committee and an Annual Report from the Executive Officer(s).
  - (c) to receive a financial report of the affairs of the Council duly audited and showing all receipts, expenditures, assets and liabilities for the last financial year.
  - (d) to elect:
    - (i) Members to the Committee
    - (ii) Public Officer
  - (e) to determine custody of the Common Seal
- 8.5 (a) All members have full voting rights.  
(b) An institutional member may nominate, in writing, an ordinary member to cast one vote on its behalf.
- 8.6 The President shall not conduct the business of the Annual General Meeting unless a quorum of twelve (12) members, including at least three (3) of the Executive are present.
- 8.7 All meetings shall be chaired by the President or by the President's appointee.
- 8.8 In the event of a disagreement, a majority vote shall prevail, the chairperson having a second or casting vote in the event of an even division.
- 8.9 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **9. Special General Meetings**

- 9.1 In addition to the annual general meeting, any other general meeting may be held in the same year.
- 9.2 All general meetings other than the annual general meeting are special general meetings.
- 9.3 The committee may, whenever it thinks fit, convene a special general meeting of the Council.

## **10. Special Business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## **11. Notice of General Meetings**

- 11.1 The Secretary of the Council, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Council, must cause to be sent to each member of the Council, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 11.2 Notice may be sent-
  - (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- 11.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 11.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **12. Quorum at General Meetings**

- 12.1 No item of business may be conducted at a general meeting unless a quorum of 12 members entitled under these Rules to vote, including 3 members of the Executive shall be present.
- 12.2 If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 12.3 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present, being not less than 5, shall be a quorum.

## **13. Presiding at General Meetings**

- 13.1 The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Council.
- 13.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **14. Adjournment of Meetings**

- 14.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 14.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 14.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 11.
- 14.4 Except as provided in sub-rule 14.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **15. Voting at General Meetings**

- 15.1 Upon any question arising at a general meeting of the Council, a member has one vote only.
- 15.2 All votes must be given personally and member are not entitled to vote by proxy. Any resolution put to a General Meeting will be carried by a three-quarters majority vote of members present at the meeting.
- 15.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 15.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the

member to the Council have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **16. Committee of Management**

16.1 The affairs of the Council shall be managed by the committee of management.

16.2 The committee-

- (a) shall control and manage the business and affairs of the Council; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Council; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Council.

16.3 The committee shall consist of-

- (a) the officers of the Council; and
- (b) at least four (4) ordinary members - each of whom shall be elected at the annual general meeting of the Council in each year.

## **17. Office Holders**

17.1 The officers of the Council shall be-

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.

17.2 The provisions of rule 19, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule 17.1

17.3 Each officer of the Council shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

17.4 In the event of a casual vacancy in any office referred to in sub-rule 17.1, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **18. Ordinary Members of the Committee**

18.1 Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

18.2 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Council to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **19. Election of Officers and Ordinary Committee Members**

19.1 Nominations of candidates for election of officers of the Council or as ordinary members of the committee must be made in writing, signed by two members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).

19.2 A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.

19.3 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 annual general meeting.

19.4 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.

19.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

19.6 The ballot for the election of officers and ordinary members of the committee must be

conducted at the annual general meeting in such manner as the committee may direct.

## **20. Vacancies**

The office of an officer of the Council, or of an ordinary member of the committee, becomes vacant if the officer or member-

- (a) ceases to be a member of the Council; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

## **21. Meetings of the Committee**

21.1 The committee must meet at least 3 times in each year at such place and such times as the committee may determine.

21.2 Special meetings of the committee may be convened by the President or by any 4 members of the committee.

## **22. Notice of Committee Meetings**

22.1 Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

22.2 Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **23. Quorum for Committee Meetings**

23.1 Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

23.2 No business may be conducted unless a quorum is present.

23.3 If within half of hour of the time appointed for the meeting a quorum is not present-

- (i) in the case of a special meeting- the meeting lapses;
- (ii) in any other case- the meeting shall stand adjourned and reconvene at another agreed time.

23.4 The committee may act notwithstanding any vacancy on the committee.

## **24. Presiding at Committee Meetings**

At meetings of the committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **25. Voting at Committee Meetings**

25.1 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

25.2 Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **26. Removal of Committee Member**

26.1 The Council in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

26.2 A member who is the subject of a proposed resolution referred to in sub-rule 26.1 may make representations in writing to the Secretary or President of the Council (not exceeding a reasonable length) and may request that the representations be provided to the members of the Council.

- 26.3 The Secretary or the President may give a copy of the representations to each member of the Council or, if they are not so given, the member may require that they be read out at the meeting.

## **27. Minutes of Meetings**

The Secretary of the Council must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

## **28. Funds**

- 28.1 The Treasurer of the Council must-
- (a) collect and receive all moneys due to the Council and make all payments authorised by the Council; and
  - (b) keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.
- 28.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.  
All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by two members of the committee.
- 28.3 The funds of the Council shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

## **29. Seal**

- 29.1 The common seal of the Council must be kept in the custody of the Secretary.
- 29.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Council.

## **30. Notice**

Any notice that is required to be given to a member, by on behalf of the Council, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

## **31. Custody and Inspection of Books and Records**

- 31.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Council.
- 31.2 All accounts, books, securities and any other relevant documents of the Council must be available for inspection free of charge by any member upon request.
- 31.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Council.

## **33. Winding Up**

- 33.1 In the event of the winding up of the Council, all assets, properties and monies, after the discharge of all due and legal liabilities, shall be distributed to a Society(s) having like objects to the Council.
- 33.2 Such bodies to which such funds and/or properties are to be handed over shall be decided upon at the last meeting of the Council by all members entitled to vote.
- 33.3 This Statement now takes the place of the former constitution.

### **34. Disputes and mediation**

- 34.1 The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
  - (b) a member and the Association.
- 34.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 34.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 34.4 The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- 34.5 A member of the Association can be a mediator.
- 34.6 The mediator cannot be a member who is a party to the dispute.
- 34.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 34.8 The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- 34.9 The mediator must not determine the dispute.
- 34.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

### **35. Model Rules**

The rules of the association are to be read in conjunction with the Model Rules.