

*Constitution of  
Literacy Network  
(Manly-Warringah) Inc.*

*Dated March 2013*

As amended

**CONSTITUTION**  
**OF**  
**LITERACY NETWORK (Manly-Warringah) Inc.**

(A Community Association for the sharing of Literacy Skills)

**NAME**

- 1 The name of the Association is 'Literacy Network (Manly-Warringah) Inc.'

**INAUGURATION**

- 2 This Constitution shall date from the twenty-sixth day of August one thousand nine hundred and eighty seven.

**INTERPRETATION**

- 3 In this Constitution, unless the context otherwise requires, the following expressions have the meanings hereby assigned to them. That is to say:

'the Association' means Literacy Network (Manly-Warringah) Inc.

'Committee' means the Committee of Management

'committees' includes sub-committees

'adult' means any person who no longer attends formal schooling

**OBJECTS**

- 4 The objects of Literacy Network (Manly-Warringah) Inc. are:
- 1 To bring together adults wishing to work on their reading, writing and numeracy with tutors willing to assist.
  - 2 To enable and to encourage all members to utilise literacy skills for personal and community development.
  - 3 To enable and to encourage students to share responsibility for the decision-making and running of the Association.
  - 4 To organise group learning and social activities as desired by the members.
  - 5 To continually upgrade knowledge and expertise in the development of literacy and numeracy skills in the context of adult education.

- 6 To maintain close liaison with relevant educational institutions and community organisations.
- 7 To promote community awareness of the problems caused by lack of literacy and numeracy and of the help available.
- 8 To operate a central office meeting room and resource centre for all members.
- 9 To raise funds and to seek public and private support in carrying out these objectives.

### **MEMBERSHIP**

- 5
  - a Students, Voluntary Tutors, the Co-ordinators and others actively supporting and participating in the Association shall be Ordinary Members of Literacy Network (Manly-Warringah) Inc.
  - b The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
  - c If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
  - d Membership shall commence on and from the first day of July in each year.
  - e Honorary Membership may be conferred upon any person who has rendered a special service to Literacy Network (Manly-Warringah) Inc. or who subscribes or donates financially to its aims and objectives or possesses such other qualifications as may be acceptable to the Committee. Honorary Membership shall be of such duration as the Committee may determine.

### **DISCIPLINING OF MEMBERS**

- 6
  - a Where the Committee is of the opinion that a member of the Association –
    - (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
    - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association

the Committee may by resolution –

    - (iii) expel the member from the Association, or
    - (iv) suspend the member from membership of the Association for a specified period.
  - b A resolution of the Committee under clause a is of no effect unless the Committee at a meeting held not earlier than fourteen (14) days and not

later than twenty-eight (28) days after service on the member of a notice under clause c confirms the resolution in accordance with this rule.

- c Where the Committee passes a resolution under clause a the secretary shall as soon as practicable cause a notice in writing to be served on the member –
  - (i) setting out the resolution of the Committee and the grounds on which it is based
  - (ii) stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice
  - (iii) stating the date place and time of that meeting, and
  - (iv) informing the member that the member may do either or both of the following –
    - (a) attend and speak at that meeting
    - (b) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- d At a meeting of the Committee held as referred to in clause c, the Committee shall –
  - (i) give the member an opportunity to make oral representations
  - (ii) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting and
  - (iii) by resolution determine whether to confirm or revoke the resolution.
- e Where the Committee confirms a resolution under clause d the secretary shall within seven (7) days after that confirmation by notice in writing inform the member of the fact and of the member's right of appeal under rule 7.
- f A resolution confirmed by the Committee under clause d does not take effect –
  - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within the period, or
  - (ii) where within that period the member exercises the right of appeal unless and until the Association confirms the resolution pursuant to rule 7d.

#### **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 7 a A member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under rule 6d within seven (7) days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- b Upon receipt of a notice from the member under clause a the secretary shall notify the Committee which shall convene a general meeting of the

Association to be held within twenty-one (21) after the date on which the secretary received the notice.

- c At a meeting of the Association convened under clause b –
  - (i) no business other than the question of the appeal shall be transacted
  - (ii) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing or both, and
  - (iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- d If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution the resolution is confirmed.

### **MANAGEMENT AND OFFICE-BEARERS**

- 8 a The management of the Association shall be vested in the Committee of Management consisting of a President, Honorary Secretary, Honorary Treasurer and a maximum of five (5) other members. Where practicable the Committee shall comprise of a balanced representation of the several groups from which the overall membership of the Association is drawn. The President shall ex officio be member of any sub-committees.
- b The Committee of Management shall be elected each year at the Annual General Meeting.
- c Nominations for office may be made in writing or verbally at the Annual General Meeting and voting shall be in such form as determined by the meeting at the time. Where two or more candidates for office receive an equal number of votes the election is to be determined by lot.
- d When the nominee for any office is not present at the meeting the nomination shall be valid only if prior consent of the nominee to stand for such office has been obtained. The consent of the nominee may be indicated either verbally or in writing.
- e Vacation of Office: The office of a member of the Committee of Management shall become vacant –
  - (i) upon his or her decease
  - (ii) if he or she becomes bankrupt or makes any arrangement with his/her creditors generally
  - (iii) if he or she becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
  - (iv) if he/she resigns from office by notice in writing to the Association
  - (v) if he/she is absent for more than six months without leave of the Committee from meetings of the Committee held during that period
  - (vi) if he/she ceases to be a member of the Association
  - (vii) upon a resolution being passed by a two-thirds (2/3rds) majority of members present at a properly constituted general meeting especially called for the purpose to remove him/her from office
  - (viii) if he/she holds any office of profit under the Association

- (ix) if he/she is directly or indirectly interested in any proposed contract with the Association.
- f Any casual vacancy on Committee may be filled by the Committee and any member appointed to fill such vacancy shall hold office until the next Annual General Meeting.
- g The Committee shall be empowered as it sees fit to set an annual membership subscription payable in advance and shall be such amount as the Committee may from time to time determine. The Association in general meeting may revoke or vary the amount of annual subscription set by the Committee.
- h Generally the Committee shall be empowered to do all such lawful acts and things as it may deem necessary to further the interests and to attain the aims and objectives of the Association.
- i The Co-ordinator/s shall be adult educator/s experienced in community literacy programs. The duties of the Co-ordinator/s are –
  - (i) To interview assess and counsel prospective students and to assist in formulating their literacy goals
  - (ii) To train prospective tutors and in conjunction with them decide on their suitability
  - (iii) To provide on-going training in the form of workshops and tutorials
  - (iv) To match individual students with tutors as suitably as possible and set up learning partnerships
  - (v) To provide on-going professional guidance and support for each partnership throughout the learning program
  - (vi) To monitor progress and to help formulate future goals and at the appropriate time to refer the student to group tuition or further education
  - (vii) To carry out such other tasks as may be prescribed by the Committee of Management from time to time.

## **MEETINGS**

- 9 a The Annual Meeting and election of officers of Literacy Network (Manly-Warringah) Inc. shall be held within ninety (90) days of the close of the Association's financial year at such time and place as shall be arranged by the Committee. At least fourteen (14) days clear notice shall be given to members of any Annual General Meeting together with advice as to any Special Business to be dealt with at such meeting.
- b An Extraordinary General Meeting may be convened by the Committee on giving twenty-one (21) days clear notice to members stating the time and place and any Special Business or the general nature of the Special Business to be dealt with at such meeting.
- c Special or Extraordinary General Meetings - Special or Extraordinary General Meetings shall be convened by the Secretary upon the written request of not less than five per centum (5%) in number of

the members of the Association and shall be held within a period of one month from the date of receipt of the request.

Special/Extraordinary General Meetings may also be convened by any two (2) members of the Management Committee at any time provided always that due and proper notice is served upon the members as in 7b.

- d A quorum for an Annual General Meeting or an Extraordinary General Meeting shall be ten (10) members personally present.
- e A quorum for a meeting of the Committee shall be three (3) members of the Committee personally present.

#### **METHOD OF VOTING**

- 10 a Except as may be expressly stated elsewhere in this Constitution the conduct of meetings debate and procedures shall be in accordance with established parliamentary rules and practices under the Westminster System.
- b Each member personally present at any meeting shall be entitled to one vote except that the Chairperson shall have the right to exercise a casting vote in addition to the vote to which he/she may be entitled as an ordinary member.
- c All motions except as may be expressly provided elsewhere in this Constitution shall be decided by a simple majority.
- d The form of voting at any meeting shall be determined by the meeting at the time that is to say 'on the voices' or by show of hands or by ballot. Voting by proxy is specifically precluded.

#### **PUBLIC UTTERANCE**

- 11 No member of Literacy Network (Manly-Warringah) Inc. shall at any time connect the name of the Association with any public utterance he/she may make without the prior expressed approval of the Committee.

#### **FINANCIAL YEAR**

- 12 The financial year of the Association shall commence on the first day of July and end on the last day of June in each year.

#### **FUNDS AND PROPERTY**

- 13 a The funds and property of the Association shall be under the sole control of the Committee of Management who shall designate the bank or banks or other institution for the repository of monies and the places and methods of holding storage and safe-keeping of the Association's property.
- b All monies received on behalf of the Association shall be deposited at bank within ten (10) days of receipt in an account in the name of the Association.
- c Subject to any resolution passed by the Association in General Meeting

the funds of the Association are to be used in pursuance of the objectives of of the Association in such manner as the Committee determines and be recorded in the Minutes.

- d Expenditures are to be made by cheque drawn on the account or accounts of the Association and the authorised signatories thereto shall be the President, Secretary, Honorary Treasurer, and Co-Ordinator/s. Two (2) signatures of the aforementioned shall be required to operate accounts on behalf of the Association.
- e The Committee may set up discontinue or transfer such separate funds and controls as it may deem necessary to ensure proper use and protection of the funds of the Association. No investment shall be made other than with an accredited bank, building society, credit union, or in government guaranteed ventures or bonds.
- f The Honorary Treasurer shall keep proper books of account to record all monies received and expended by the Association and shall submit a report of accounts to the Committee at each Committee Meeting and at each General Meeting.
- g Inspection of books etc
  - (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
    - a records, books and other financial documents of the association,
    - b this constitution,
    - c minutes of all committee meetings and general meetings of the association.
  - (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

### **MEMBERS LIABILITIES**

- 14 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost charges and expenses of the winding up of the Association is limited to the amount if any unpaid by the member in respect of membership of the Association as required by rule 8g.

### **COMMON SEAL**

- 15
  - a The Common Seal of the Association shall be kept in the custody of the Public Officer.
  - b The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or Honorary Secretary.

## **ALTERATION TO THE CONSTITUTION**

- 16 a The Constitution of Literacy Network (Manly-Warringah) Inc. may be altered or amended only by a resolution passed by a two-thirds (2/3rds) majority of members present and voting in an Annual General Meeting or an Extraordinary General Meeting provided that the Minister of the Crown for the time being administering the Associations Incorporations Act 2009 shall be notified and such amendment shall not be effective unless the Minister has signalled his/her approval to such amendment being made.
- b Alterations or amendments to the Constitution may be moved only at an Annual General Meeting or Extraordinary General Meeting after –
- (i) A Notice of Motion of the proposed Amendment has been notified to the Honorary Secretary in writing.
  - (ii) All members have received twenty-one (21) days clear notice in writing detailing the time date and place of the Annual General Meeting or an Extraordinary General Meeting together with advice of the Notice of Motion to amend the Constitution.

## **DISSOLUTION**

- 17 a The Association shall be dissolved in the event of the membership totalling less than ten (10) persons or upon the vote of a three-fourths (3/4ths) majority of members present at a Special/Extraordinary General Meeting convened to consider such a question.
- b If at any time the Association be wound up or dissolved upon a resolution being passed in accordance with clause a of this Rule any surplus funds or property after the satisfaction of all debts and liabilities shall not be paid to nor distributed amongst the members or former members of the Association or any of them but shall be given unconditionally to a New South Wales community educational organisation as may be decided upon at the time or at a subsequent Special/Extraordinary General Meeting may decide to be used or disposed of at the sole discretion of and for the sole benefit of such body provided always that such organisation is a registered or exempted charity within the said State of New South Wales and that charity shall be referred to under Section 78(1)(a) of the Income Assessment Act.

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