

## 1. OBJECTS

The Australian Systemic Functional Linguistics Association (ASFLA) is a not-for-profit charitable association operating for public educational, cultural, technological and social justice benefit with the following objects:

- 1.1. To promote scholarship and research in Systemic Functional Linguistics, its applications and related fields;
- 1.2. To disseminate the results of research in Systemic Functional Linguistics, its applications and related fields through publications such as journals, books or any other means;
- 1.3. To organise an annual national conference around Systemic Functional linguistic theory, its applications and related fields, where:
  - 1.3.1. The only general exception to this will occur in those years where the International Systemic Functional Linguistics Association Congress is held in Australia; and
  - 1.3.2. As far as possible, the Conference venue rotates, ensuring that members in different parts of Australia have access to the Conference; and
  - 1.3.3. The annual conference may be cancelled or postponed within a normal conference year only in exceptional circumstances, and with the ratification of the Committee, consisting of the Executive and elected members. Where a member does not respond within a week, this will be taken as an abstention.
- 1.4. To support projects for public benefit aimed at advancing education and public debate by creating courses, programs, summer schools, building and maintaining scholarly collections and archives, and any other appropriate activities which extend knowledge of Systemic Functional Linguistics, its applications and related fields including but not limited to students, scholars, researchers, teachers, policy makers and other professionals, and the general public.
- 1.5. To support meetings/conferences/workshops and other outreach initiatives related to Systemic Functional Linguistics, its applications and related fields as these are organised in different parts of the country and internationally.
- 1.6. To maintain the relationship with the International Systemic Functional Linguistics Association and to establish collaborative relations with any other professional body or group with related interests.

## 2. LOCATION OF OFFICE AND PUBLIC OFFICER

For the purposes of incorporation and other regulatory requirements, the office of ASFLA and the Public Officer will be based in New South Wales.

## 3. MEMBERSHIP OF THE ASSOCIATION

- 3.1. Membership will be open to any interested person.
- 3.2. Individuals living outside Australia will be accepted as members.
- 3.3. Membership fees will be determined at the discretion of the AGM.
- 3.4. A person is taken to be a member of ASFLA if the person was a member of ASFLA immediately before the adoption of this constitution or before the registration of the incorporated association.
- 3.5. The Committee may determine the form of application for membership.
- 3.6. A person ceases to be a member of the association if the person:
  - 3.6.1. dies, or
  - 3.6.2. resigns membership, or
  - 3.6.3. is expelled from the association, or
  - 3.6.4. fails to pay the membership fee as determined by the Committee.

#### **4. REGISTER OF MEMBERS**

- 4.1. The Vice President must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person becomes a member.
- 4.2. The register of members must be kept in New South Wales at the association's official address, being the address of the Public Officer.
- 4.3. The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 4.4. 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.
- 4.5. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - 4.5.1. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association; or
  - 4.5.2. any other purpose necessary to comply with a requirement of relevant Acts and Regulations.

#### **5. LIABILITIES OF MEMBERS**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association.

#### **6. DISPUTES AND DISCIPLINING OF MEMBERS**

- 6.1. A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 6.2. If a complaint is made to the committee by any person that a member of the association has refused or neglected to comply with a provision or provisions of this constitution, or has wilfully acted in a manner prejudicial to the interests of the association, the Committee may:
  - 6.2.1. refuse to deal with the complaint if it believes it to be trivial or vexatious in nature; or
  - 6.2.2. if the Committee decides to deal with it, apply the process outlined in the *Model Constitution* Cl. 11 and 12 under the *Associations Incorporations Act 2009*.

#### **7. GENERAL MEETINGS OF THE ASSOCIATION**

- 7.1. The Association must hold its first annual general meeting (AGM) within 18 months after its registration as an incorporated association.
- 7.2. The association must hold its annual general meetings at the Conference of that year, or if there is no conference in a given year, within 6 months of the end of association's financial year.
- 7.3. The quorum of a general meeting (Annual or Special) will be 15 members.
- 7.4. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include:
  - 7.4.1. A confirmation of the minutes of the previous AGM and of any special general meeting held since that AGM;

- 7.4.2. Reception of reports from the President, Secretary and the Treasurer;
- 7.4.3. The elections of office bearers of the association whose term has expired as well as any casual vacancies.
- 7.5. A motion made at the AGM will be considered passed if a positive vote is recorded by a simple majority of the members present.
- 7.6. At a general meeting, each member present has one vote only, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 7.7. The Committee may, whenever it thinks fit, convene a special general meeting of the association.
- 7.8. The Committee must, within one month of the written requisition of at least five percent of the total number of members, convene a special general meeting of the association.
- 7.9. 14 days' notice to members is required for a general meeting unless a special resolution of the association is proposed in which case 21 days' notice is required and the special resolution must be included.
- 7.10. A special resolution is required for:
  - 7.10.1. changing the association's name;
  - 7.10.2. changing the association's objects;
  - 7.10.3. changing the association's constitution;
  - 7.10.4. amalgamating with another incorporated association;
  - 7.10.5. voluntarily winding up or cancelling the registered association and distributing property.
- 7.11. A special resolution requires approval by at least 75% of eligible votes cast.
- 7.12. Any special resolution to modify or dissolve the Constitution must come from the Committee or from at least half the current members.
- 7.13. The association may hold postal or electronic ballots as the Committee determines.
- 7.14. Proxy voting must not be undertaken at or in respect of a general meeting.

## **8. STRUCTURE OF THE ASSOCIATION AND THE COMMITTEE**

- 8.1. The Association will be run by a Committee consisting of the Executive and at least three (3) elected members, representing the various states and territories, each of whom is to be elected at the AGM.
- 8.2. The Executive and the elected committee members are the office bearers of the Association.
- 8.3. The Executive will consist of the following officers:
  - 8.3.1. President
  - 8.3.2. Vice President
  - 8.3.3. Secretary
  - 8.3.4. Treasurer
  - 8.3.5. Communications Officer
  - 8.3.6. Public Officer
- 8.4. The Public Officer must reside in New South Wales.
- 8.5. Ex-officio members of the Committee (non-office bearers, non-voting) will be the immediate past President, the present Conference chair and the upcoming Conference Chair.
- 8.6. The elected Committee will as far as possible consist of at least one representative from each Australian State and Territory.
- 8.7. Other committee members may from time to time be co-opted by the Executive Committee.
- 8.8. Duties of the Committee include:
  - 8.8.1. coordinating the activities of the Association;

- 8.8.2. setting the venue of up-coming Conferences;
- 8.8.3. administering the assets of the Association;
- 8.8.4. convening the AGM at the annual Conference;
- 8.9. Powers of the committee include:
  - 8.9.1. controlling and managing the affairs of the association; and
  - 8.9.2. performing all acts and doing all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association; and
  - 8.9.3. exercising all functions other than those required by this constitution to be exercised by a general meeting of members.
- 8.10. Terms of Committee members:
  - 8.10.1. The Executive and elected Committee members will be elected for three years.
  - 8.10.2. The maximum number of consecutive terms for which the President may hold office is two, totalling six years.
  - 8.10.3. There is no maximum number of consecutive terms for which Committee members other than the President may hold office.
  - 8.10.4. A committee member may hold up to two offices (other than both the offices of President and Vice-president)
- 8.11. Committee meetings:
  - 8.11.1. The Committee will meet at least annually prior to the AGM.
  - 8.11.2. The Executive will maintain contact during the year dealing with any issues and or emergencies as they arise.
  - 8.11.3. Additional meetings of the Executive or the Committee may be convened by the President or any member of the Committee.
  - 8.11.4. Oral or written notice of a meeting of the Committee must be given to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for holding the meeting.
  - 8.11.5. Any three members of the Committee, at least two of whom must be from the Executive, constitute a quorum.
  - 8.11.6. No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned until another agreed time.
- 8.12. Elections for new Committee members:
  - 8.12.1. Elections will be held every three years.
  - 8.12.2. Any Office Bearer who was an Office Bearer immediately before the adoption of this constitution or before the incorporation of the registered association will be taken as an office bearer until the completion of their term or they otherwise leave office.
  - 8.12.3. Nominations must be made in writing with the signatories of two members and the written consent of the nominee.
  - 8.12.4. The nomination must be delivered to the Executive before the annual AGM of the election year.
  - 8.12.5. If there are insufficient nominations, then nominations may be made at the AGM of the election year from the floor.
  - 8.12.6. If there is more than one nomination for any office, a ballot will be prepared by the Executive.
  - 8.12.7. A person taking up the position of an Office Bearer of the association must be a member of the association.
- 8.13. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so

appointed is to hold office, subject to this constitution, until the next annual general meeting following the date of the appointment.

8.14. A casual vacancy in the office of a member of the Committee occurs if the member:

- 8.14.1. dies; or
- 8.14.2. ceases to be a member of the association; or
- 8.14.3. is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- 8.14.4. resigns office by notice in writing given to the Secretary; or
- 8.14.5. is removed from office under clause 8.15;
- 8.14.6. or becomes a mentally incapacitated person; or
- 8.14.7. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
- 8.14.8. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

8.15. The association in a general meeting may by resolution remove any member of the Committee from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of the Office Bearer so removed.

## 9. SUB-COMMITTEES

9.1. The Committee may set up permanent and ad hoc sub-committees as needed. It will be open to the Executive on the advice of the Committee or the AGM to create any sub-committees needed. For special projects, it will be open to sub-committees to co-opt additional members from outside the existing Committee structure.

## 10. FINANCES

- 10.1. The funds of the association are derived from annual subscriptions by members, entrance fees to events, donations, grants and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- 10.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 10.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 10.4. Funds are to be used solely in pursuance of the objects of the association.
- 10.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by an authorised signatory, and all payments must be made by the Treasurer or other approved Committee member.
- 10.6. All records, books and other documents relating to the association must be kept in New South Wales at the association's official address in the custody of the Public Officer or in the custody of a member of the association as the Committee determines.
- 10.7. The following documents must be open for inspection, free of charge, by a member of the association at any reasonable hour:
  - 10.7.1. records, books and other financial documents of the association;
  - 10.7.2. this constitution;
  - 10.7.3. minutes of all committee and general meetings of the association.
- 10.8. The committee may refuse to permit a member to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.
- 10.9. The financial year of the association is:

- 10.9.1. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- 10.9.2. each period of 12 months after the expiration of the previous financial year of the association commencing on 1 July and ending on the following 30 June.

## **11. WINDING UP OF THE ASSOCIATION**

- 11.1. Subject to the *Incorporated Associations Act 2009* and Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 11.2. In the above clause, a reference to the surplus property of the association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

## **12. INTERPRETATION**

- 12.1. If this constitution fails to address a matter in full, the provision in the *Model Constitution* within the *Incorporated Associations Act 2009* for that matter is taken to form part of the association's constitution.