



The Modern Language Teachers' Association of Queensland Inc.

Affiliated with the Australian and International Federations of Modern Language Teachers' Associations (AFMLTA & FIPLV)

PO Box 3727

South Brisbane BC

QLD 4101

ABN 11 338 967 805

CONSTITUTION

(RULES ADOPTED FROM THE DATE OF INCORPORATION)

20th February 2002

22nd February 2003

6th June 2005

12 March 2011

NAME

1. The name of the incorporated association shall be the Modern Language Teachers' Association of Queensland Inc.

OBJECTS

2. The objects for which the Association is established are:
 - (a) To foster close links among all concerned with the teaching and/or learning of languages other than English;
 - (b) To foster high standards in the teaching and learning of languages other than English;
 - (c) To foster the development of teachers of languages other than English;
 - (d) To facilitate the dissemination of knowledge of current practice and research into the teaching and learning of languages other than English ;
 - (e) To conduct conferences, seminars, forums and workshops on various aspects of the teaching and learning of languages other than English
 - (f) To publish a newsletter and newsbrief of interest and value to the practising teachers of languages other than English
 - (g) to promote and facilitate a range of student-centred activities, including, but not limited to, competitions and immersion days .

POWERS

3. The Powers of the Association are:
 - (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Modern Language Teachers' Association of Queensland";
 - (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of clause 28 (10);

- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debenture or other securities of the Association, or in or about the Association or promotion of the Association or in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the Object of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantee or indemnities for the payment of money or the performance of contracts or obligation by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or over-draft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory note, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchaser and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-clause (4);

- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscription or otherwise;
- (18) To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their member to an extent at least as great as that imposed upon the Association under or by virtue of clause 28(10);
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated association with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purpose;
- (23) To establish and dissolve Branches of the Association within the state of Queensland. Once established, Branches shall be governed by the appropriate sections in the Working Rules of the Association.
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERS

4.

- (1) The membership of the Association shall consist of the following classes of members:
 - (a) Ordinary members
 - (b) Student members
 - (c) Life members
 - (d) Corporate members
 - (e) Overseas members
- (2)
 - (a) Ordinary membership of the Association shall be open to persons with an interest in Languages other than English at any level.
 - (b) Student membership of the Association shall be open to persons who are enrolled as full-time students of educational institutions.
 - (c) Life membership of the Association may be conferred upon members who have made an outstanding contribution to the development of the Association.
 - (d) Corporate membership of the Association shall be open to commercial or other business entities other than schools.
 - (e) Overseas membership shall be open to ordinary members who reside overseas.
- (3) The number of members of each class of membership shall be unlimited.

MEMBERSHIP

- 5.
- (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the day of incorporation agrees in writing to become a member of the Association shall be admitted by the Executive Committee to the same class of membership of the Association as that member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription.
 - (2) Every applicant for Ordinary membership, Student membership, Corporate membership or Overseas membership of the Association (other than ordinary members or student members of the unincorporated Association referred to in sub-clause [1]) shall make application for membership in writing signed by the applicant in such form as the Executive Committee from time to time prescribes.
 - (3) Every nomination for life membership of the Association in respect of persons (other than honorary members or life members of the unincorporated Association referred to in sub-clause [1]) shall be made by one financial member of the Association and seconded by two financial members. The nomination shall be made in writing signed by the proposer and the two seconders and shall be in such form as the Executive Committee from time to time prescribes.

MEMBERSHIP FEES

- 6.
- (1) The membership fees for each class of membership other than life membership shall be such sum as the members shall from time to time at any general meeting so determine.
 - (2) The membership fees for each class of membership other than life membership all be payable at such time and in such manner as the Executive Committee shall from time to time determine.
 - (3) There are to be no membership fees for life membership.

ADMISSION AND REJECTION OF MEMBERS

- 7.
- (1) At the next meeting of the Executive Committee after the receipt of any application and the fee applicable for Ordinary membership, Student membership, Corporate membership or Overseas membership of the Association, such application shall be considered by the Executive Committee, which shall thereupon determine upon the admission or rejection of the applicant.
 - (2) Upon the rejection of an application for Ordinary membership, Student membership, Corporate membership or Overseas membership, the secretary shall forthwith give the applicant notice in writing of such rejection.
 - (3) Nominations for life membership of the Association may be received by the Secretary at any time up to and including such closing date as the Executive Committee may from time to time prescribe. Manner of nominations for life membership of the Association shall be described, from time to time, in the Working Rules.
 - (4) At the next meeting of the Executive Committee after the closing date for nominations for life membership of the Association, any nominations received shall be considered by the Executive Committee which shall thereupon determine upon the admission of any persons nominated who in the opinion of the Executive Committee merit admission to life membership.
 - (5) Upon a member's admission to a particular class of membership (and payment of membership fees due) the Executive Committee shall cause to be issued to that member a membership receipt for the current year. The membership receipt shall be issued annually on receipt of the appropriate fee and membership application.

TERMINATION OF MEMBERSHIP

- 8.
- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
 - (2) If a member
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) has membership fees in arrears for a period of two months or more; or
 - (iv) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Executive Committee shall consider whether his or her membership shall be terminated.
 - (3) The member concerned shall be given a full and fair opportunity of presenting his or her case and if the Executive Committee resolves to terminate his or her membership it shall instruct the Secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.
- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his or her intention to appeal against the decision of the Executive Committee.
 - (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him or her of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his or her case and the Executive Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
 - (3) Where a person whose application is rejected, does not appeal against the decision of the Executive Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

- 10.
- (1) The Executive Committee shall cause a Register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Association and the dates of their admission.
 - (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particular as the Executive Committee or the members at any general meeting may require from time to time.
 - (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

MEMBERSHIP OF EXECUTIVE

- 11.
- (1) The Executive Committee of the Association shall consist of:
 - (a) a President, Vice-President, Secretary, Treasurer, Membership Registrar, Assistant Secretary, Journal Editor, LinQ Editor, Liaison Officer, and In-Service Officer, all of whom shall be ordinary members of the Association;
 - (b) a representative appointed or elected by each Branch

- (c) up to five other members elected by the members of the Association;
- (d) such additional members as the members of the Association at any general meeting may from time to time elect or appoint.

(2) At the Annual General Meeting of the Association, all the members of the Executive Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

(3) The election of officers and other members of the Executive Committee shall take place in the following manner:

- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Executive Committee;
- (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary up to and including the date of the Annual General Meeting at which the election is to take place;
- (c) A list of the candidates' names with the proposers and seconds' names shall be available for perusal by members at the place appointed for the Annual General Meeting immediately prior to the time set down for the commencement of the Annual General Meeting;
- (d) If, at the commencement of the Annual General Meeting, there are an insufficient number of candidates nominated, further nominations may be taken from the floor of the meeting;
- (c) Balloting list shall be prepared (if necessary) containing the name of the Candidate nominated in accordance with part (b) of this sub-rule followed by the names of any candidates nominated under part (d) of this sub-rule in the order in which their nominations were received;
- (d) Voting shall be by secret ballot, and each member present at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

12. Any member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a general meeting.

VACANCIES ON EXECUTIVE

- 13.
- (1) In the event that not all positions on the Executive Committee are filled at the Annual General Meeting or in the event of casual vacancies occurring between Annual General Meetings, the Executive Committee shall have power at any time to appoint members of the Association to fill such vacancies until the next Annual General Meeting.
 - (2) The continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Executive Committee, the continuing member or members may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a general meeting of the Association but for no other purpose.

FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 14.
- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Executive Committee -
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and

- (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Executive Committee may exercise all the powers of the Association -
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt liability or obligation of the Association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the Association may from time to time determine.

MEETINGS OF THE EXECUTIVE COMMITTEE

- 15.
- (1) The Executive Committee shall meet at least once in every two calendar months to exercise its functions. The Executive Committee may designate up to four meetings of Executive per year as Teleconference meetings in which Branch representatives may participate.
 - (2) A special meeting of the Executive Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Executive Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
 - (3) At every meeting of the Executive Committee a simple majority of a number equal to the number of members elected and/or appointed to the Executive Committee as at the close of the last general meeting of the members, shall constitute a quorum, with the exception of branch representatives who shall not be including in the number required for a quorum due to the distances required for travel. Where a member of the executive committee holds multiple roles, they are counted as one for the purposes of establishing the number of members on the executive committee and the number necessary for a quorum for a meeting of the Executive Committee.
 - (4) Subject as previously provided in this rule, the Executive Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
 - (5) A member of the Executive Committee shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising thereout, and if he or she does vote shall not be counted.
 - (6) Not less than seven days notice shall be given by the Secretary to members of the Executive Committee of any special meeting of the Executive Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
 - (7) The President shall preside as Chairperson at every meeting of the Executive Committee, or if there is no President, or if the President is not present at the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
 - (8) If within half an hour from the time appointed for the commencement of a meeting of the Executive Committee a quorum is not present, the meeting, if convened upon the requisition of members of

the Executive Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

16.
 - (1) The Executive Committee may delegate any of its powers to a standing-committee consisting of such members of the Association as the Executive Committee thinks fit. Any standing-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
 - (2) The Executive Committee may appoint a member of any standing-committee to be the Convenor of that sub-committee. Where no Convenor is appointed by the Executive Committee, the standing-committee may elect a convenor of its meetings. If no such convenor is appointed or elected, or if at any meeting the convenor is not present within thirty minutes after the time appointed for holding the meeting, the member present may choose one of their number to be Convenor of the meeting.
 - (3) A standing-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of vote of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
17. All acts done by any meeting of the Executive Committee or of a standing-committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that the members of the Executive Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.
18. A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Committee.

ANNUAL GENERAL OR GENERAL MEETINGS

19. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Executive Committee may determine.
20.
 - (1) The Annual General Meeting shall be held within three months of the close of the financial year in accordance with clause 28(11).
 - (2) The business to be transacted at every Annual General Meeting shall be
 - (a) the receiving of the Executive Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the Executive Committee; and
 - (d) the appointment of an auditor; and
 - (e) presentation of Branch Reports including audited Branch financial statements.

21. The Secretary shall convene a special general meeting -
- (a) when directed to do so by the Executive Committee; or
 - (b) on the requisition in writing signed by not fewer than five members of the Executive Committee. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - (c) on being given a notice in writing of an intention to appeal against the decision of the Executive Committee to reject an application for membership or to terminate the membership of any person.
- 22.
- (1) At any general meeting the number of members required to constitute a quorum shall be more than the number of members presently on the Executive Committee.
 - (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule "member" shall not include a member who has appointed a proxy to vote on his behalf.
 - (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members of the Association shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
 - (4) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty day or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 23.
- (1) The Secretary shall convene all general meetings of the Association by giving not fewer than seven days notice of any such meeting to the members of the Association.
 - (2) The manner by which such notice shall be given all be determined by the Executive Committee. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Executive Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
24. Unless otherwise provided by these Rules, at every general meeting
- (1) the President shall preside as Chairperson, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be the Chairperson of the meeting;
 - (2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
 - (3) every question, matter or resolution shall be decided by a majority of votes of the members present either in person or by teleconference with Branch locations;
 - (4) every member present or by teleconference link shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his or her annual subscription is more than one month in arrears at the date of the meeting;

- (5) voting shall be by show of hands or a division of members at each teleconference venue, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) a member may vote in person or by proxy and on a show of hands, every member present in person shall have one vote and in a division of members or in a secret ballot every member present in person or by proxy shall have one vote;
- (7) the instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy shall be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) the instrument appointing a proxy shall be in the form prescribed in Addendum 1 or a form as near thereto as circumstances permit:

WORKING RULES

25. The Executive Committee may from time to time make, amend or repeal working rules, not inconsistent with these Rules, for the internal management of the Association and any working rule may be set aside by a general meeting of members

ALTERATION OF RULES

26. Subject to the provision of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: No such amendment, rescission or addition shall be valid unless it is registered with the appropriate government authority for not-for-profit associations.

COMMON SEAL

27. The Executive Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.

FUNDS AND ACCOUNTS

28.
 - (1) The funds of the Association shall be banked in the name of the Association in such bank as the Executive Committee may from time to time direct.
 - (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the Particulars usually shown in books of a like nature.
 - (3) All moneys shall be banked as soon as practicable after receipt thereof.
 - (4) All amounts shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Executive Committee.
 - (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

- (6) The Executive Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a meeting of the Executive Committee.
- (8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (10) An annual report and an audited financial report shall be submitted by each Branch to the Executive Committee of the Association no later than 2 weeks prior to the Annual General Meeting.
- (11) The financial year of the Association shall close on 31 December in each year.
- (12) The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

29. The Executive Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

DISTRIBUTION OF SURPLUS ASSETS

30. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 28(10), such institution or institutions to be determined by the members of the Association.

Addendum

MODERN LANGUAGE TEACHERS ASSOCIATION OF QUEENSLAND INC.

APPOINTMENT OF PROXY

I,....., being a member of the above named Association, hereby appointof.....,as my proxy to vote for me on my behalf at the annual/general/special meeting of the Association, to be held on theday of.....,20...., and at any adjournment thereof.

Subject to the following instructions, my proxy may vote as he or she thinks fit on any matter.

INSTRUCTIONS TO PROXY

A. My votes in respect of the items of business appearing in resolution form on the notice of meeting and referred to in Column A of the following table are as set out in Column B.

Column A	Column B
Item of Business	Vote*
Item No.	For/Against
Item No.	For/Against

(*Delete For or Against as the case may be).

B. OTHER SPECIFIC INSTRUCTIONS (If any):

Signed

- (9) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (10) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every meeting of the Executive Committee and of every general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes for every meeting of the Executive Committee shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding meeting of the Executive Committee verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or Annual General Meeting.