

Please review the changes below. Additions are underlined. Changes are in red and annotated in the right hand column.

NZALT Constitution

I NAME

A. The name of the organization shall be the NEW ZEALAND ASSOCIATION OF LANGUAGE TEACHERS (NZALT) INCORPORATED. Here the term 'language' refers to languages other than English.

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B. NZALT shall be registered as a non-profit organisation with charitable status under the Incorporated Societies Act 1908.

II AIMS

The aims and objects of the Association shall be:

- A. to promote the learning and teaching in New Zealand of languages other than English;
- B. to represent the interests of New Zealand teachers of international and classical languages to Government, and at national and international gatherings and conferences;
- C. ~~to~~ lend support to the activities of all language teacher associations and language teachers in New Zealand, both nationally and regionally, including teachers of international and classical languages, Maori, (insert macron) English to Speakers of Other Languages, and Community Languages.

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III FUNCTIONS

Shall include the following:

- A. acting as a forum where all language teachers can share ideas and experiences relating to the study and teaching of languages;
- B. speaking authoritatively on behalf of members on matters of concern;
- C. acting as a pressure group, and making appropriate representations, on matters of concern to language teachers;
- D. encouraging research into language teaching and learning in New Zealand;
- E. publishing a Journal and Newsletter;
- F. promoting greater interaction in language teaching between Primary, Secondary and Tertiary sectors;
- G. encouraging and, where possible, facilitating travel abroad by language teachers;
- H. encouraging exchange visits by teachers and students of languages to other countries;
- I. other activities as appropriate to further the aims of the Association.

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IV MEMBERSHIP

- A. Membership in the Association shall be open to any persons who subscribe to the aims of the Association and pay their annual subscription.
- B. The following categories of membership and/or subscribers shall apply:
 1. Individual membership:
 - a. Full rate membership applicable to all full-time teachers
 - b. Reduced rate membership: available to students of Colleges of Education and other Tertiary Institution, and part-time, retired or unemployed teachers.
 - c. The NZALT may award a Life Membership of the Association to any member or past member

who is considered to have made an especially valuable contribution to the work of NZALT. Procedures for nomination and election of Life Members are set out in the Working Rules of the Association.

2. New Zealand Language Teacher journal subscriptions, applicable to institutions and libraries in New Zealand and overseas.
3. School membership, applicable to institutions wishing to subscribe four or more teachers. The rate shall be four (4) times the individual rate applicable for the school.

C. Membership rights and entitlements shall be defined in the Working Rules.

V STRUCTURE

- A. National organisation: All members shall belong to the National organisation.
- B. Regional: For administrative purposes the country shall be divided into six Regions, as defined in the Working Rules. Each Region may contain more than one local Association, which may or may not be branches of NZALT, but shall have only one Regional Officer, who may be assisted by sub-regional officers.
- C. The Regional Officer shall be a full member of the National Executive. The task of the Regional Officer shall be to liaise between language groups, individual members, Universities and Colleges in the Region and the National Executive, as detailed in the Working Rules of the Association. Regional Officers shall be elected within their own Region, by ballot should there be more than one nomination, the National Executive to conduct such election annually and the results to be confirmed by the Annual General Meeting of the Association.
- D. Provision is made in the Working Rules for local and national Specific Language Associations to affiliate with NZALT.

VI BIENNIAL CONFERENCE AND GENERAL MEETING

- A. The Association shall hold a Conference every two years, which shall normally be rotated around three areas (North, comprising Auckland and Waikato Regions; Central, comprising Massey and Victoria Regions; and South, comprising Canterbury and Otago/Southland Regions) consecutively. The National Executive will appoint a Conference Convenor who shall be responsible for providing a programme of wide professional interest for members.
- B. Annual General Meeting: During the year of the Biennial Conference, the Conference shall include the Annual General Meeting. In alternate years the Annual General Meeting shall be held at a place appointed by members of the National Executive and communicated to members at least six months before the meeting. The Annual General Meeting shall be open to all members of the Association. The Annual General Meeting shall:
 1. be held no later than 30 September in any year;
 2. receive the Annual Report of the President;
 3. receive the Financial Report from the Hon. Treasurer;
 4. vote on constitutional amendments;
 5. receive the results of the election of executive officers;
 6. appoint the Hon. Auditor who shall hold office until the next Annual General Meeting;
 7. set any special rates subscriptions for the ensuing year;
 8. vote on the award of Life Memberships recommended by the National Executive;
 9. vote on remits submitted as in Article VI.C. below.
- C. Remits: Remits to the Annual General Meeting may be forwarded to the Executive by any member or group of members. Remits must be received by the Secretary at least six weeks before the Annual General Meeting and shall be published at least one calendar month before the Annual General Meeting. Such remits must be seconded by a member and contain an explanatory statement.
- D. Procedure at General and Special meetings:
 1. All questions at general and special meetings shall be decided by vote according to the majority of those present and voting. In the case of an equality of votes the question shall be decided by the casting vote of the chairperson. In every poll or secret ballot, every member shall be entitled to one vote.
 2. Any meeting may move into committee when a motion to move into committee is supported by a

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Comment [D1]: This deleted section goes into Working Rules

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<#>School membership: Applicable to schools wishing to subscribe four or more teachers. The rate for a school membership shall be four (4) times the individual rate applicable for the school, with entitlement to four (4) copies of periodicals and four (4) membership-rate registrations at LangSems or Conferences. All nominated teachers from the school would be entitled to all other benefits of membership as outlined in the Working Rules¶

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- majority of those present and voting.
3. The quorum at special and general meetings shall be 20 members.
 4. If fewer than 20% of the membership are present at the Annual General Meeting, there shall be a referendum of members on items deemed significant by the National Executive.

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VII EXECUTIVE AND ELECTIONS

- A. Composition: The National Executive shall consist of:

The President;
 The Vice-President;
 The Hon. Secretary;
 The Hon. Treasurer;
 Six Regional Officers.

The Vice-President shall in the first year of the new President's office be the retiring President and in the following year an elected person who may or may not be the President the year following that. The new President must have had at least one year's experience on the Executive Committee within the previous five years.

The duties and powers of the National Executive are set out in the Working Rules of the Association.

The initial terms of office of the members of the National Executive shall be as follows:

President: two years;
 Vice-President: one year;
 Hon. Secretary: three years;
 Hon. Treasurer: three years;
 Regional Officers: one year.

Thereafter, all officers may be eligible to be re-elected for further one-year terms.

- B. Other positions: During the Annual General Meeting or later the Executive may appoint from either the General Membership or the Executive such officers as will assist the aims and functions of the Association.

The term of office of such office-bearers is set out in the Working Rules of the Association.

- C. Co-option: The National Executive shall have the power to fill any casual vacancy on the Executive, which may arise. Such co-opted committee members shall hold office until the next Annual General Meeting, and shall have full voting rights.

- D. Elections: Nominations for membership of the Executive shall be submitted in writing to the Hon. Secretary at least six weeks before the Annual General Meeting and shall include the names of the proposer and seconder and a statement in support of the nominee. Nominations shall be published at least one calendar month before the Annual General Meeting. Where there is more than one nomination a ballot of members shall be conducted by scrutineers appointed by the National Executive in time for the results of such elections to be submitted to the Annual General Meeting. Voting for Regional Officers shall be conducted as specified in V.B. above.

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- E. Common Seal: The Common Seal shall be held in custody of the Hon. Secretary and may not be appended to any documents except in the presence of the Secretary and one other Executive Officer, following an authorising resolution passed by the Executive Committee.

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Deleted: <#>Local Language Teachers' Associations: Members of Local Language Teachers' Associations not Branches of NZALT, who are also members of NZALT, will have their membership fees to the Local Language Association paid by NZALT. Conditions for such payment are contained in the Working Rules of the Association.¶

VIII FINANCE

- A. Subscriptions: The normal subscription rate for each year shall be set at the nearest dollar to 0.2% of Step 4 of the Base Scale of the Secondary Collective agreement, plus Goods and Services Tax (GST) of 12.5%, as at 1 February of the year in which subscriptions are due. Special rates shall be set as required at each Annual General Meeting. Such subscriptions shall be used to defray administration and publication expenses. The financial year for the Association shall be 1 February to 31 January. The due date for subscriptions shall not be later than 31 March of any financial year.
- B. Regional Associations, which consist entirely of members of NZALT, shall be known as Branches of NZALT. A Branch Association will have its administrative expenses funded by the Association. Conditions for such funding are contained in the Working Rules of the Association (see Working Rules III Administration B).
- C. Income and Property: Income and property of the Association however derived shall be applied solely

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towards the aims of the Association as stated in Article II of this Constitution.

- D. Records of the Association: The Hon. Treasurer shall have the responsibility of keeping a true and accurate record of all ~~financial transactions within and on behalf of the Association, of receiving money, writing receipts, opening and operating bank accounts, making payments and preparing annual accounts for auditing.~~
- E. ~~Authorisation~~. Cheques drawn on the Association and other financial documents shall bear the signature of the Hon. Treasurer and one other ~~National Executive member. Payments made online shall require the authorisation of the Hon. Treasurer and one other National Executive member.~~
- F. Investment: The Hon. Treasurer shall have the power to invest surplus funds of the Association on the authority of the National Executive.
- G. Borrowing Money: It shall be a further power of the Association to borrow money with or without security upon leasehold or freehold or howsoever the National Executive shall determine.
- H. Upon ~~registration~~, new members shall receive from the Hon. Treasurer an acknowledgement of their subscription, together with the name and address of their Regional Officer and ~~links to~~ a copy of the Constitution and Working Rules of the Association ~~on the NZALT website.~~
- I. Application of Profits:
 - i. Any income, benefit, or advantage shall be applied to the aims of the Association.
 - ii. No members of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
 - iii. Any such income shall be fair and reasonable and relative to that which would be paid in arms length transaction (being open to the market value).
 - iv. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

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IX EXPULSION OF MEMBERS

If the ~~National Executive~~ shall be satisfied and resolve that the continued membership of any member is not in the best interest of the Association or its objects, notice shall be sent to the member stating the reasons why the continuance of his/her membership has been raised, and inviting him/her to submit any information or comment which s/he considers should be taken into account, and if within seven days of notice no reply is deemed satisfactory, the member shall be notified by registered mail of the time and place and not less than two weeks ahead at which the Executive will meet to consider the matter and at which s/he can appear or be represented or to which s/he can forward such submission as s/he may desire.

If the decision of the Executive is to expel the member, the minutes shall state the reasons, and the tenor of any submission that may have been made by or on behalf of the member, and if the decision of the Executive was not unanimous the number of votes recorded for and against the motion. The member shall be notified of the decision by registered mail within seven days. A member expelled pursuant to this rule shall, if s/he shall have paid his/her membership fee for the current year, be entitled to a refund of the proportionate part thereof in respect of the balance of the year then expired. A member expelled pursuant to this rule shall have the right of appeal against such expulsion to a general meeting or a special general meeting, whichever shall be the first general meeting held after the member has given notice of his/her appeal. The decision of the general meeting on the matter shall be final.

X CHANGES TO THE CONSTITUTION AND WORKING RULES

- A. For changes to the Constitution a two-thirds majority vote at the Annual General Meeting shall be required, provided no change shall be permitted which affects the ~~winding up or pecuniary profits~~ rules. Notice of such changes shall be submitted to the Hon. Secretary at least six weeks before the Annual General Meeting and published at least one calendar month before the Annual General Meeting.
- B. For changes to the Working Rules a majority vote of the full Executive shall be required. Such changes must remain within the aims and rules of the Constitution.
- C. No addition to or alteration of the aims /objectives (clause II AIMS), payments to members (clause VIII FINANCE ~~↓~~ Application of Profits) or the winding-up clause (XI) shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be ~~removed~~ from this document and shall be included and implied into any document replacing this document.

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XI WINDING UP

- A. The Association may be wound up voluntarily if, at a general meeting, its members pass by a simple majority of those present and voting a resolution to do so. This resolution must be confirmed by such a majority at a subsequent general meeting, which has been called for that purpose and is held not earlier than 30 days after the original resolution was passed. The voluntary winding up of the Association shall be subject to the rules of the Incorporated Societies Act 1908 and any regulations made under the authority thereof.
- B. In the event of the Association being wound up, the surplus assets, after payment of the Association's liabilities and the expenses of the winding up, shall be handed to a non-profit organisation (or organisations) which includes among its main objectives similar objectives to this Association. In no event shall the surplus assets of the Association be divided among the members thereof, or shall the members of the Association have any beneficial interest therein.

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Resolved on the 12th day of May 1974, at Wellington, with amendments passed at Annual Meetings held in 1976, 1977, 1978, 1979, 1981, 1982, 1983, 1987, 1988, 1990, 1993, 1994, 1997, 2000 and 2008.

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