

CONSUMER AFFAIRS VICTORIA

**ASSOCIATIONS  
INCORPORATION REFORM  
ACT (2012)**

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Schedule 1

**RULES OF  
THE ASSOCIATION FOR LANGUAGE  
TESTING AND ASSESSMENT OF  
AUSTRALIA AND NEW ZEALAND  
(ALTAANZ)**

## SCHEDULE 4

### REGULATION 18

#### RULES OF THE ASSOCIATION FOR LANGUAGE TESTING AND ASSESSMENT OF AUSTRALIA AND NEW ZEALAND (ALTAANZ)

##### 1 Name

The name of the incorporated association is the Association for Language Testing and Assessment of Australia and New Zealand (ALTAANZ) (in these Rules called "the Association").

##### 2 Definitions

(1) In these Rules, unless the contrary intention appears—

*committee* means the committee of management of the Association;

*general meeting* means a general meeting of members convened in accordance with rule 11;

*member* means a member of the Association;

*Regulations* means regulations under the Act;

*relevant documents* has the same meaning as in the Act;

*the Act* means the **Associations Incorporation Reform Act 2012 (replaced Associations Incorporations Act 1981)**.

(2) In these Rules, a reference to the Secretary of an Association is a reference—

(a) if a person holds office under these Rules as Secretary of the Association—to that person; and

(2) in any other case, to the public officer of the Association.

##### 3 Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

#### **4 Objectives of the Association**

The purpose of the Association for Language Testing and Assessment of Australia and New Zealand (ALTAANZ) shall be to promote best practice in language assessment in educational and professional settings in these two countries and to foster collaboration between academia, schools and other agencies responsible for language testing or assessment. Its goals are listed under three broad headings below:

- (1) Training: Stimulate professional growth and best practice in language testing and assessment through workshops and conferences
- (2) Research: Promote research in language testing and assessment through seminars, conferences and/or publications (ALTAANZ publishes a web-based journal and a newsletter).
- (3) Policy formation/advice: Provide advice on assessment to public and other relevant agencies on assessment-related issues, and advocate on behalf of test-takers, students and other stakeholders whose life chances may be affected by assessment-related decisions.

#### **5 Membership and fees**

- (1) Any person or institution that supports the purposes of the Association is eligible for membership.
- (2) Members of the Association shall be those committed to the advancement of scholarship and/or sound practice in language testing and assessment who have applied and been approved for membership.
- (3) New members shall join by application in writing to the Secretary of the Association using the form set out in Appendix 1
- (4) There shall be two classes of membership: Individual and Institutional.
- (5) Membership shall be free until such time as the AGM determines otherwise via a majority vote of the AGM.
- (6) The AGM may from time to time establish and revise membership categories and associated benefits

#### **6 General rights of members**

A member of the Association has the right—

- (1) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (2) to submit items of business for consideration at a general meeting; and
- (3) to attend and be heard at general meetings; and
- (4) to vote at a general meeting (see subrule 18, below); and
- (5) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75

## **7 Register of members**

The Secretary must oversee the maintenance of a register of members including details supplied on the membership application form

## **8 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) A member of the Association may resign from the Association by giving notice in writing to the Secretary of his or her intention to resign.

## **9 Discipline, suspension and expulsion of members**

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, refuses to support the purposes of the Association or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
  - (a) reprimand that member or suspend that member from membership of the Association for a specified period; or
  - (b) expel that member from the Association; or
  - (c) fine that member an amount not exceeding \$500
- (2) A resolution of the committee under subrule (1) does not take effect unless—
  - (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and

- (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
  - (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both 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; and
  - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
  - (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a

notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **10 Disputes and mediation**

- (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.
- (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.
- (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.
- (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 of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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.
- (9) The mediator must not determine the dispute.
- (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 or otherwise at law.

## **11 Annual general meetings**

- (1) The annual general meeting must take place within 5 months of the end of financial year (July – June). In accordance, the committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

- (b) to receive from the committee reports upon the transactions of the Association since the last AGM; and
  - (c) to elect officers of the Association; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
  - ( e) to discuss any other business relevant to the Association.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **12 Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this subrule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.



- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

### **13 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.

### **14 Notice of general meetings**

- (1) The Secretary of the Association, 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 Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—
  - (a) by electronic transmission; or
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (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.

### **15 Quorum at general meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
  - (a) in the case of a meeting convened upon the request of members—the meeting must be dissolved

## **16 Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (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.

## **17 Adjournment of meetings**

- (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.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **18 Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.

- (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.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid (where relevant).

## **19 Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **20 Manner of determining whether resolution carried**

If a question arising at a general meeting of the Association is determined on a show of hands—

- (1) a declaration by the Chairperson that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost; and
- (2) an entry to that effect in the minute book of the Association—
  - (a) is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **21 Proxies**

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
  - (a) for a meeting of the Association convened under rule 6(7), in the form set out in Appendix 2; or
  - (b) in any other case, in the form set out in Appendix 3.

## **22 Committee of management**

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee—
  - (a) shall control and manage the business and affairs of the Association; and
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; 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 Association.
- (3) Subject to section 21 of the Act, the committee shall consist of—
  - (a) the officers of the Associationeach of whom shall be elected at the annual general meeting of the Association in the year their term expires.

## **23 Office holders**

- (1) The officers of the Association shall be—
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and

- (d) a Secretary
  - (e) a Communications Officer
  - (f) a Postgraduate Student Representative
  - (g) the Editor/Editors of the journal
  - (h) a Teacher Representative
- (2) The terms of office for officers other than the Postgraduate Student Representative shall run for two calendar years. The term of office for the Postgraduate Student Representative shall run for one calendar year. The Vice-President, the Secretary, Communications Officer, Editor/s and Treasurer shall be elected in odd numbered years to begin office in even numbered years. The President shall be elected in even numbered years to begin office in odd numbered years. Each committee member is eligible for re-election.
- (3) The Association has a Reference Group. The role of the Reference Group is to provide advice to the Executive Committee. The Reference Group can be called upon by the Executive Committee at any time to consult on any issues arising. An incoming new president can review the make-up of the Reference Group in consultation with the Executive Committee. There is no limit to the number of people who can serve on the Reference Group. The immediate past president will be a member of the Reference Group for a term to be determined in consultation with the incoming (or any subsequent) president.
- (4) In the event of a casual vacancy in any office referred to in subrule (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.

## **24 Election of officers**

- (1) Nominations of candidates for election as officers of the Association must be made in writing, and delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office prior to the annual general meeting.

- (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.
- (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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers, to take office at the beginning of the following calendar year, must be conducted at the Annual General Meeting of the Association,

## **25 Vacancies**

The office of an officer of the Association becomes vacant if the officer —

- (1) ceases to be a member of the Association; or
- (2) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (3) resigns from office by notice in writing given to the Secretary.

## **26 Meetings of the committee**

- (1) The committee can meet any number of times. These meetings can take place in person or via email or the telephone.
- (2) Special meetings of the committee may be convened by the President or by any other member of the committee.

## **27 Notice of committee meetings**

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.

## **28 Quorum for committee meetings**

- (1) Any 3 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting shall stand adjourned to a time and place agreed upon by the committee members.
- (4) The committee may act notwithstanding any vacancy on the committee.

### **29 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.

### **30 Voting at committee meetings**

- (1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee 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.
- (2) Each member present at a meeting of the committee, or at a meeting of any subcommittee 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.

### **31 Removal of committee member**

- (1) The Association in general meeting may, by resolution, remove the Secretary or 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.

- (2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

### **32 Minutes of meetings**

The Secretary of the Association 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.

### **33 Funds**

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

### **34 Seal**

- (1) The common seal of the Association must be kept in the custody of the Secretary.



- (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 Association.

### **35 Notice to members**

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (1) delivering the notice to the member personally; or
- (2) electronic transmission.

### **36 Winding up**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **37 Custody and inspection of books and records**

- (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 Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **38 Publications**

- (1) The Editor of the Journal shall be responsible for the editorial content and format of the Journal and his/her decision shall be final. The Editor, in consultation with the Executive Committee, may appoint the Editorial Board.

- (2) The Secretary and Communications Officer shall be responsible for the newsletter.
- (3) Access to the web-based Journal will be provided to all members of the Association.
- (4) The newsletter shall be sent to all members of the Association.

### **39 Scholarships and awards**

As a function of its object to further interest in and support for language testing and assessment research and teaching in Australia and New Zealand, the Association may fund scholarships, bursaries and/or prizes deemed to be for charitable purposes and of public benefit in relation to research and teaching in language testing and assessment within the Australian and New Zealand context. In particular, the funds will be used to sponsor a ‘best thesis award’ and a ‘best student paper’ award at the ALTAANZ conference once every two years. Members of the public and other organisations may be invited to contribute to these awards which will be managed and administered by designated officers of the Association, assisted from time to time by members or others at the discretion of the Executive of the Association..

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## APPENDIX 1

### APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION FOR LANGUAGE TESTING AND ASSESSMENT OF AUSTRALIA AND NEW ZEALAND (ALTAANZ)

I would like to become a member of the Association for Language Testing and Assessment of Australia and New Zealand (ALTAANZ). In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

**Applicant details:**

First name:

Last name:

Institution / Organization:

Address:

Email:

Focus of interest (e.g. using assessment frameworks / language test development):

Signature of Applicant

Date

**APPENDIX 2**

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED  
UNDER RULE 7(7)**

I,

*(name)*

of

*(address)*

being a member of

*(name of Incorporated Association)*

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of that Incorporated Association, as my proxy to vote on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on—

*(date of meeting)*

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution: *[insert details of resolution passed under rule 7(1)]*

Signed

Date

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**APPENDIX 3**

**FORM OF APPOINTMENT OF PROXY**

I,

*(name)*

of

*(address)*

being a member of

*(name of Incorporated Association)*

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of that Incorporated Association, as my proxy to vote on my behalf at the \*annual/\*special general meeting of the Association to be held on—

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote \*in favour of/\*against the following resolution: *[insert details of resolution]*

Signed

Date

\*Delete if not applicable

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