

FATFA Statutes

1. NAME

The name of the FATFA in full is **Federation of Associations of Teachers of French in Australia, Inc. otherwise known as the FATFA.**

2. DEFINITIONS

FATFA means a federation of associations of teachers of French whose business is outlined under purposes and powers of the FATFA.

Committee means the management committee of the FATFA which shall be comprised of two representatives from each member association nominated by the said member association.

President means the person elected by the committee to this position from within the said committee.

Member means a member association of teachers of French incorporated in Australia.

A committee member is a person elected by a member association as their representative on the FATFA committee.

Annual General Meeting means a face-to-face, telephonic or an electronic meeting of the committee.

Year means the calendar year of the FATFA, from January 1 to December 31.

3. OBJECTS OR PURPOSES OF THE FATFA

- a. To be a federal identity for the associations of teachers of French.
 - b. To be an international identity for associations of teachers of French in Australia and particularly within the **Fédération Internationale des Professeurs de Français.**
- To foster the promotion of the teaching of French in Australia.
 - To foster links and the exchange of ideas between teachers of French across Australia at all levels and in all sectors of education by any means deemed appropriate by the committee.
 - To act as a conduit for the distribution of funds from the Embassy of France in Canberra to the members.

4. POWERS OF THE FATFA

The FATFA shall have all the powers conferred by Section 25 of the Act.

The FATFA will be the holder of the bank account in which the Embassy of France deposits its funding allocation. The committee will decide on the equitable allocation of these funds to members for which each member will be accountable.

5. MEMBERSHIP

5.1. The members of the FATFA are the associations of teachers of French in Australia, upon payment of the capitation fee.

5.2 Subscription

A capitation fee is payable by the members.

Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the FATFA, provided always that the committee may reinstate the membership on such terms as it thinks fit.

5.3 Resignation

A member may resign from membership of the FATFA by giving written notice thereof to the secretary or public officer of the FATFA.

Upon resignation the member will return a portion of the funds allocated to it by the FATFA committee for that financial year. The exact sum will be determined by the FATFA committee.

5.4 Expulsion of a member

Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member, if that member has not taken part in any meetings of the FATFA for the period of one year.

Particulars of this measure shall be communicated to the member at least one month before the matter will be determined.

The determination of the committee shall be communicated to the member who must relay it to the members of his/her association

It shall be open to the member to appeal against the expulsion to the FATFA in a committee meeting.

5.5 Register of members

A register of members must be kept and will include:

- i) The name and address (postal and electronic) of each member
- ii) The date on which each member was admitted to the FATFA
- iii) If applicable, the date of termination of membership
- iv) The name and address (postal and electronic) of each committee member.

The secretary shall hold the data base which gives such details and any changes must be communicated to the secretary within a month.

6. THE COMMITTEE

6.1 Powers and duties

a. The affairs of the FATFA shall be managed and controlled by the committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the FATFA.

b. The committee has the management and control of the funds and any other property of the FATFA.

c. The committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the FATFA on which these rules are silent.

d. The committee shall appoint a public officer who is a resident of South Australia as required by the Act. The public officer is chosen from the eligible committee members and may be an office bearer.

6.2 Appointment

a. The committee shall be comprised of a President, Vice-President, Secretary, Treasurer and the remaining representatives of the members.

b. A committee member shall be a natural person.

c. The committee may appoint a person to fill a casual vacancy and such a committee member shall hold office until the next annual general meeting.

d. The tenure of committee members shall be two years.

e. The President's term of office shall be two years and may be renewed once to a maximum of two consecutive two-year terms, unless decided otherwise by 2/3 majority at the Annual General Meeting.

6.3 Proceedings of the committee

a. The committee shall meet together for the dispatch of business at least quarterly. These meetings may be conducted face-to-face, through telephonic or electronic means.

b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.

c. A quorum for a meeting of the committee shall be one half of the committee plus one.

d. A member of the committee having a direct or indirect pecuniary interest in a contract, or proposed contract, with the FATFA must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the FATFA.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- disqualified as a committee member by the Act;
- the member he or she represents is expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology from more than four meetings in a year;
- no longer the duly appointed representative of a member.

7. THE SEAL

The FATFA shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorization of the committee, and every use of the seal shall be recorded in the minute book of the FATFA. The affixing of the seal shall be witnessed by the president.

8. GENERAL MEETINGS

8.1 Annual General Meetings

a. The committee shall call an annual general meeting in accordance with the Act and these rules.

b. The first annual general meeting shall be held within 18 months after the incorporation of the FATFA, and thereafter annually as determined by the committee.

c. The order of the business at the meeting shall be:

i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

ii) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)

iii) the acknowledgement of the nominations of committee members by the member associations

iv) the election of office bearers, President, Vice-President, Secretary, Treasurer and the appointment of Public Officer

v) the appointment of auditors (if required - see rule 11.5)

vi) any other business requiring consideration by the FATFA in general meeting.

8.2 Special general meetings

a. The committee may call a special general meeting of the FATFA at any time.

b. Upon a requisition in writing of at least two of the members, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

c. Every requisition for a special general meeting shall be signed by the relevant committee members and shall state the purpose of the meeting.

d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the committee members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the FATFA.

8.3 Notice of general meetings

a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to committee members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

c. A notice may be given by the FATFA to any committee member by serving the committee member with the notice personally, or by sending it by post or facsimile or electronically to the address appearing in the register of members. (See rule 5.5.).

d. Where a notice is sent by post:

i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

a. 50% plus one of the committee members personally or by electronic means represent a quorum for the transaction of business at any general meeting.

b. If within 30 minutes after the time appointed for a face-to-face meeting 50% plus one of the committee members are not present, a meeting convened upon the requisition of committee members shall lapse.

Any outstanding business may be dealt with electronically.

c. Subject to 8.4d, the president shall preside as chairperson at a general meeting of the FATFA.

d. If the president is not present within fifteen minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the committee members may choose one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

a. Subject to these rules, every committee member has only one vote at a meeting of the FATFA.

b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of committee members who vote in person or by electronic means at that meeting.

c. Unless a poll is demanded by at least half of the committee members, a question for decision at a general meeting must be determined by a show of hands or voices.

d. A member shall be entitled to replace either/both its representatives should the need arise, to represent it at a particular general meeting or at all general meetings of the FATFA. Such person(s) shall be deemed to be (a) committee member(s) for all purposes until the authority to represent the member is revoked.

8.6 Poll at general meetings

a. If a poll is demanded by at least 50% of the committee members, it must be conducted in a manner specified by the chairperson and the result of the poll is the resolution of the meeting on that question.

b. A poll demanded for the election of a chairperson or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

a. A special resolution is a special resolution as defined by the Associations Incorporation Act 1985 (the Act) and requires at least a 75% majority to be passed.

b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A committee member shall be entitled to appoint in writing a natural person who is also a member of the FATFA they represent to be their proxy, and attend and vote at any general meeting of the FATFA.

9. MINUTES

a. Proper minutes of all proceedings shall be entered within one month after the relevant meeting in minute books kept for the purpose, or shall be filed electronically by the Secretary.

b. The minutes kept pursuant to this rule must be confirmed by the committee members at a subsequent meeting.

c. Where minutes are confirmed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -

(i) a member and another member

(ii) a member and the FATFA

b. 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.

c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11. FINANCIAL REPORTING

11.1 Financial year

The first financial year of the FATFA shall be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

11.2 Accounts to be kept

The FATFA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the FATFA in accordance with the Act.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report (if necessary) on the accounts, the Treasurer's statement and the Treasurer's report, shall be laid before committee members at the annual general meeting.

11.4 Annual return

Should the FATFA become a prescribed association, the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

11.5 Appointment of auditor

Should the FATFA become a prescribed association

a. At each annual general meeting, the committee members shall appoint a person to be auditor of the FATFA.

b. The auditor shall hold office until the next annual general meeting and is eligible for re- appointment.

c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the FATFA shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to committee members or their associates except as bona fide remuneration of a committee member for services rendered or expenses incurred on behalf of the FATFA.

13. WINDING UP

The FATFA may be wound up in the manner provided for in the Act.

14. APPLICATION OF SURPLUS ASSETS

a. If after the winding up of the FATFA there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to viable associations of teachers of French which have rules which prohibit the distribution of its assets and income to its members.

b. Such organization or organizations shall be identified and determined by a resolution of committee members in general meeting.

15. RULES

These rules may be altered (including an alteration to the FATFA’s name) by special resolution of the committee members. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act. The registered rules shall bind the FATFA and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.