



Japanese Teachers' Association of NSW (JTAN) Inc.

ABN 94 045 344 808
PO Box 6453, North Sydney 2060
<http://www.jtan.org.au>

**Japanese Teachers' Association of NSW (JTAN) Incorporated
Constitution**

Effective date: Saturday 21st October, 2017

1. Definition of terms

- a) **Annual General Meeting (AGM)** means the annual general meeting of the association, which is held once every year.
- b) **Annual Membership Fee** means \$65.00 or some other amount as determined by the committee from time to time.
- c) **Accounts and Administration manager (A&A)** means a member of the committee, not being an Office-bearer, who assists the Treasurer and Secretary and oversees the administrative operation of the association. The A&A shall be an authorised signatory for the association's bank account, and shall keep and maintain all the records of the association required by the Act, the Regulation and the NSW Education Standards Authority.
- d) **Committee** means the committee formed in accordance with clause 5, consisting of members who shall contribute to the decision making processes for the smooth-running of the association. The committee shall consist of Office-bearers, an Accounts and Administration manager, a Communications manager and ordinary committee members in accordance with the composition set out in clause 5, and shall convene meetings and vote on meeting agenda items in accordance with clause 5.
- e) **Communications manager** means a member of the committee, not being an Office-bearer, who shall be responsible for liaising between the committee and JTAN members. The Communications manager shall support members by responding to their inquiries under guidance from the committee
- f) **Extraordinary General Meeting (EGM)** means a general meeting of the association other than an annual general meeting.
- g) **JTAN term** means a period of time starting from the AGM of the current year to the AGM of the following year.
- h) **Member** means a member of the JTAN who has paid his/her annual membership fee in accordance with clause 3.
- i) **Office-bearers** means the President, Vice President, Secretary, Treasurer and Workshop Coordinator in accordance with clause 5, and shall be responsible for the formulation and execution of JTAN's policies, and the day to day management and operation of the association.



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- j) **Ordinary committee member** means a non-office bearing member of the committee nominated in accordance with clause 5, not being committee members who are assigned the roles of Accounts and Administration manager and Communications manager.
- k) **Ordinary resolution** means a resolution passed on a simple majority of votes cast by members of the association in accordance with clause 7, whether by show of hands or proxy at a general meeting, or by post or electronically.
- l) **President** means the chairperson of the committee who oversees the operation of the association. The President shall be an authorised signatory for the execution of official documents on behalf of the association. The President's residential address shall be used as JTAN's official address.
- m) **Public officer** means the JTAN President, and shall be responsible for communications on behalf of JTAN with legal authorities and governing bodies (including but not limited to the Australian Taxation Office (ATO), NSW Fair Trading and Australian Business Register Office) and the wider community, as may be necessary from time to time. The Public officer shall notify such legal/governing authorities of any changes in the association and of its financial position.
- n) **Registered name** means the name a member registers with the NSW Education Standards Authority (NESA) for Teacher Accreditation.
- o) **Returning officer** means a member of the association who has been nominated by the committee to manage the election process of a new committee member/s at the AGM.
- p) **Secretary** means a committee member who shall, among other things, be responsible for the calling of, and the required notice for, committee meetings and the AGM and any EGM. The Secretary shall record the minutes of these meetings and shall liaise between NSW Department of Education and JTAN. The Secretary shall be responsible for the association's correspondence (e.g. e-newsletters) with members and other educational organisations (e.g. The Japan Foundation, university contacts).
- q) **Special resolution** means a resolution required to change the association's name, change the association's objectives, change the association's constitution, amalgamate with another registered association and dissolve the association. A special resolution is passed if it is supported by at least three-quarters of the votes cast (whether in person at an AGM or EGM, or by post or electronically) by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution, in accordance with section 39 of the Act.
- r) **Sub-committee member** means a person who is assigned by the committee to undertake a specific task on behalf of the association (e.g. workshop convenor, examination committee member).



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- s) **Treasurer** means a committee member who oversees the financial administration of the association and ensures that the association's financial affairs are conducted correctly and efficiently. The Treasurer keeps accurate records of incomes and expenditures which show the financial affairs of the association. The Treasurer shall be an authorised signatory for the association's bank account.
- t) **Workshop Co-ordinator** means a committee member who plans, organises and implements JTAN workshops and events.
- u) **The Act** means the *Associations Incorporation Act 2009*.
- v) **The Regulation** means the *Associations Incorporation Regulation 2016*.
- w) **Vice President** means a committee member who assists the President and, if required, other committee members. In the absence of the President, the Vice President oversees the whole operation of the association and is to preside as chairperson at AGM/EGM. The Vice President liaises between the NSW Education Standards Authority and JTAN. The Vice President shall be an authorised signatory for the execution of official documents on behalf of the association.

Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act and/or the Regulation, the same meaning as in that provision of the Act and/or the Regulation.

2. Name and Aims

- 2.1 The association shall be known as the Japanese Teachers' Association of NSW or its acronym JTAN. The name has been registered legally with a corresponding Australian Business Number.
- 2.2 JTAN has been established as a non-profit, educational organisation for teachers and pre-service teachers of the Japanese language in New South Wales. Its main activity area shall be, but not limited to, New South Wales.
- 2.3 The general aim of the Association shall be to support the study and teaching of the Japanese language and culture in New South Wales through these or other appropriate means:
 - a) to provide mutual support and professional development for teachers through workshops/conferences, the preparation and sharing of resources and professional interchange.
 - b) to foster enthusiasm and initiative amongst teachers of Japanese.
 - c) to encourage the study of Japanese through students' workshops.



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- d) to promote the values and needs of the Japanese language in the school systems of New South Wales.
- e) to liaise with Japanese cultural bodies and local Japanese communities.
- f) to collaborate and co-operate with educational authorities and organisations, such as the NSW Education Standards Authority (NESA), NSW Department of Education, Japan Foundation and Japanese teachers' associations of other states in Australia.

3. Membership

- 3.1** Membership shall be open to any individual or members of organisations, who are:
 - a) engaged in the teaching of Japanese in NSW primary and secondary schools, or
 - b) pre-service teachers of Japanese, or
 - c) honorary members that have made significant contributions to JTAN and have been a member for at least 8 years. Honorary members are nominated and determined by the committee.
- 3.2** Upon completion of the online application for membership and payment of the annual membership fee, the applicant shall be considered to be a full member of JTAN and shall have all rights, including the right to vote and to nominate for any office in the committee. The membership fee for committee and honorary members shall be waived. Membership shall run from the 27th January of the current year to the 26th January of the following year.
- 3.3** Membership is not transferrable to another person.
- 3.4** The register of members shall be kept in JTAN's database and/or in a spreadsheet file for 10 years. The register shall include members' application date, registered name, school name, school address, mobile phone number and email address. Casual teachers and pre-service teachers are required to enter their residential address in the register.
- 3.5** The association must not disclose or otherwise use or exploit members' information recorded in the register. The information shall only be used for internal management purposes, unless it is otherwise requested by the member or if the disclosure of information is reasonably required for law enforcement (refer to JTAN's Privacy Information Statement).
- 3.6** When a member participates in an event in which their own students attend, they must accept and abide by JTAN's policies, such as the Occupational Health and Safety policy as set out on the JTAN website (<http://www.jtan.org.au>).
- 3.7** In cases where volunteers are involved in student workshops, volunteers must supply a Working With Children Check number.



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- 3.8** Requests for the cessation of membership in special cases must be made in writing clearly stating the effective date of cessation. Membership shall otherwise be deemed to cease on the 26th January of the following year. No refund of the membership fee shall be given in cases of early cessation.
- 3.9** The liability of a member to contribute towards the payment of the debts and liabilities of the association, or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, due but unpaid membership/annual fee as referred to in clause 3.2.

4. Complaints and Dispute Resolution

- 4.1** A complaint may be made to the committee by any member if he/she is aggrieved by another member of the association who:
- a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the association.
- 4.2** The committee may at its absolute discretion, without having to give any reason, refuse to deal with a complaint if it considers the complaint has no merit, is trivial or vexatious in nature.
- 4.3** If the committee decides to deal with the complaint, the committee:
- a) must cause notice of the complaint to be served on the member concerned, and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 4.4** The committee may, by resolution, impose such measure or measures as it deems fit, including to expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved on the balance of probabilities, and the expulsion or suspension is warranted in the circumstances.
- 4.5** If the committee decides to impose any sanctions against the member concerned, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action.
- 4.6** A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*. If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration under the *Commercial Arbitration Act 2010*.



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5. Committees

- 5.1** Subject to the Act, the Regulation, this constitution and any resolution passed by the association in Annual General Meeting, the committee members:
- a) are to manage the affairs of the association, and
 - b) may exercise all the functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

- 5.2** The committee shall consist of:

- a) The following Office-bearers:
 - President;
 - Vice President;
 - Secretary;
 - Treasurer;
 - Workshop Co-ordinator; and
- b) Accounts and Administration manager (not being an Office-bearer); and
- c) Communications manager (not being an Office-bearer); and
- d) Ordinary committee members, up to a maximum of three (3), not being Office-bearers or the Accounts and Administration manager or the Communications manager, who shall generally contribute to the committee's decision making.

provided always that there are three (3) or more committee members, each of whom is aged 18 years or more and at least 3 of whom are ordinarily resident in Australia.

- 5.3** The committee shall be elected by members at the Annual General Meeting. The maximum number of consecutive JTAN terms of office of any office bearers shall be five (5), for a total of five (5) years, unless it is determined by the committee that there are special circumstances which require the Office-bearer's term to be extended.
- 5.4** Nomination of candidates for election as a committee member of the association:
- a) must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (i.e. the acceptance of the role with the signature).
 - b) The Nomination form is to be delivered by the Secretary to members at least twenty-one (21) days before the AGM.



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- c) An appropriately filled Nomination form with signatures must be delivered to the Secretary at least seven (7) days before the AGM is to take place.
- d) If nominations are insufficient in filling all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the AGM.
- e) If nominations are insufficient, any vacant positions remaining on the committee are taken to be casual vacancies (refer to clause 5.9).
- f) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- g) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held. During the ballot for the election of a committee member/s, the candidates must leave the venue until the completion of the ballot.

5.5 A committee member may hold up to two (2) offices, however one committee member may not hold both the offices of President and Vice President at any one time.

5.6 Newly elected ordinary committee members shall be announced at the Annual General Meeting. The total number of ordinary committee members shall not exceed three (3). To be elected as an ordinary committee member, a nominee must have been a member of the association for at least two (2) years, and must nominate themselves and be accepted by the members present at the AGM in accordance with clause 5.4.

5.7 The committee may form a subcommittee consisting of members chosen by the committee to carry out such tasks as determined by the committee. Subcommittees do not hold the same responsibilities as the committee. The coordinator of each subcommittee is to report and provide progress reports to the President (or a nominated office bearer).

5.8 In the event of a short-term absence (being or anticipated to be no more than 2 months) of a committee member occurring due to sickness, travel or other reasonable circumstance, the President shall nominate a temporary committee member to fulfil the role of the committee member during the time of his/her absence.

5.9 In the event of a casual vacancy (not being a short-term absence) of a committee member, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold the office, subject to this constitution, until the next AGM. This may occur (but is not limited to) the following situations:

- (a) death of a committee member, or
- (b) resignation of office by written notice to the Secretary or the Accounts and Administration manager, or
- (e) removal of a member from the committee before the end of a JTAN term, pursuant to a decision made by a majority of the committee and approved by the President, in



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circumstances where the Secretary shall inform members of the removal of the committee member and newly appointed committee member, or

- (f) mental incapacitation, or
- (g) absence from two (2) consecutive committee meetings without the consent of the committee, or
- (h) conviction of a legal offence.

6. Committee Meetings

- 6.1** The Secretary shall give notice for a committee meeting and shall circulate a meeting agenda to all the committee members at least two weeks prior to the meeting.
- 6.2** The committee shall meet no less than once per school term. Members of the new committee formed at the AGM must also meet within three weeks after the AGM.
- 6.3** At least half the number of total committee members present shall be a quorum to convene a committee meeting.
- 6.4** Matters at a committee meetings shall be decided by a simple majority of committee members present. If an absent committee member has notified of his/her decision on an agenda item(s) in writing prior to the meeting, it shall be taken into account in the decision making process.
- 6.5** Each member present at the committee meeting (including the person chairing the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- 6.6** Committee meetings may be held at two (2) or more venues using any technology approved by the committee. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 6.7** The Secretary shall keep minutes electronically and circulate it to all the committee and ordinary committee members who were present in the meeting. After the approval of the minutes by the recipients, the Secretary is to circulate the final minutes to all the committee and ordinary committee members whether they were present or not in the meeting. The President must confirm and accept the final minutes at the next committee meeting.



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7. General Meetings (AGM, EGM, Special Resolution Meetings)

- 7.1** The AGM will take place in Term 4 of a school year. A minimum of 21 days' notice of the AGM shall be sent digitally to each member by the Secretary. The notice shall provide the meeting time, date, venue, agenda, proxy form and nomination forms of candidates for election as a committee member of the association. The members of the association are entitled to vote by proxy at general meetings in a manner as determined by the committee from time to time.
- 7.2** In addition to any other business which may be transacted at an annual general meeting, the business of an AGM is to include the following:
- a) to confirm that the minutes of the previous AGM and of any special general meetings held since that AGM are correct.
 - b) to report to the members on the activities of the association during the current JTAN term. This includes a President report and Treasurer report. The President report shall include the following year's activity plans for approval, to be carried out by the newly elected committee.
 - c) to elect and fill a vacant position/s of the committee of the association and announce them as the newly elected committee members. The new committee is to take office from the conclusion of the AGM.
 - d) to decide on matters requiring a special resolution as necessary and/or requested by members. If the special resolution is on the agenda and the member who sought the special resolution is not present at the meeting, any vote received from such member by post or in digital form in respect of the resolution or ballot shall be included.
- 7.3** A quorum shall consist of at least five percent of members of the association being present. If no quorum is present after 30 minutes, the meeting shall be adjourned and the time, date and venue of the meeting following adjournment shall be fixed by the President and shall be notified to members. If no quorum is present at such meeting, the meeting shall proceed as if the quorum was present.
- 7.4** The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the association. If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their members to preside as chairperson at the meeting.
- 7.5** A question arising at a general meeting of the association is to be determined by:
- a) a show of hands and any other appropriate method that the committee may determine (including by way of proxy, postal or electronic vote), or



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b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot (conducted in accordance with the directions of the chairperson).

- 7.6** The decision-making process, for matters other than those requiring a special resolution, shall be by a simple majority of the votes cast by members of the association in accordance with clause 7.5. Each member of the association (including the person chairing the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- 7.7** An EGM shall be held upon the Secretary receiving a written petition signed by at least fifteen (15) members. A clear statement of the objective and business of the meeting will be required. Notice shall be sent to all members not less than 21 days before the date of the meeting. The quorum shall be the same as for the AGM and the resolutions raised may be voted on by means of a postal or electronic ballot.
- 7.8** An AGM or EGM may be held at two (2) or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate. Those who participate in the meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 7.9** If any issue is raised which should be resolved urgently, the Secretary may, subject to the approval of the committee, arrange a survey or digital voting or ballot.
- 7.10** The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation, with any modifications as deemed appropriate by the committee.
- 7.11** After the AGM and/or EGM, any notice of changes which is required to be sent to a legal authority (e.g. NSW Fair Trading) must be written by the Public Officer or Accounts and Administration manager by using the relevant forms.

8. Finances

- 8.1** The funds of the association are to be derived from membership fees of members and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.



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- 8.2** A bank account shall be opened in the name of the Japanese Teachers' Association of NSW and either the Treasurer or Accounts and Administration manager shall be empowered to draw or sign cheques. Both the Treasurer or Accounts and Administration manager are treated as the account administrators by the bank.
- 8.3** All cheque payments in respect of membership fees, event participation fees and the sale of examinations/resources shall be made payable to Japanese Teachers' Association of NSW. Any cheques and cash received must be deposited into the nominated bank account as soon as practical by the Accounts and Administration manager. Electronic fund transfers or direct deposits must be made to the association's nominated bank account.
- 8.4** In accordance with the provisions of the Federal Income Tax Assessment Acts, the assets and income of the association shall be applied solely in furtherance of its above-mentioned objectives (per clause 2) and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 8.5** JTAN's financial year is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.
- 8.6** When withheld tax is involved, the Treasurer shall be responsible for the payment of any withheld taxes collected from individual payees to the ATO before its due date. The Treasurer shall arrange a PAYG Summary to all payees by the date set by the ATO each year.
- 8.7** The record of income and expenditure is to be verified by the Treasurer and/or Accounts and Administration manager regularly.
- 8.8** The Public Officer or Treasurer shall ensure that an appropriate public liability insurance policy is in effect at all times, and such policy is to be renewed annually.

9. Record Keeping

- 9.1** Except as otherwise provided by this constitution, all records and other documents relating to the association must be kept at the association's official address in New South Wales.
- 9.2** The following documents shall be made available to members for inspection by request:
- (a) financial records and documents related to the association activities done in the past years,
 - (b) this constitution and JTAN policies,
 - (c) minutes of all committee meetings and general meetings of the association.



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- 9.3 The committee may refuse to permit a member of the association to inspect or obtain a copy of records at its absolute discretion without providing reason, bearing in mind that information requested may be sensitive personal or confidential information.

10. Amendments to the Constitution

- 10.1 Any amendment to the constitution shall be made pursuant to a special resolution passed by the association, in accordance with clause 7.2 and section 39 of the Act.

11. Winding up and Disposal of Assets

- 11.1 The association may be wound-up pursuant to a special resolution passed by the association, in accordance with clause 7.2 and section 39 of the Act.
- 11.2 Any surplus property upon the winding-up of the association shall be transferred or passed on to another Japanese language and/or culture-related, non-profit, educational organisation, in accordance with the special resolution and subject to section 65 of the Act.
- 11.3 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

The above Constitution has been approved since the AGM held on 21st October 2017, according to Clause 10.1.. The signatures of ten (10) members present were collected at the AGM to witness the 100% vote for this new constitution.