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## THE ASSOCIATION FOR LANGUAGE LEARNING CONSTITUTION

### 1 Name

The organisation shall be known as the Association for Language Learning.

### 2 Foundation and origins

2.1 The Association was founded in 1990 on the amalgamation of the following organisations, which shall be known as the Founding Organisations:

The Joint Council of Language Associations

The Association of Dutch Language Teachers

The Association of Teachers of Italian

The Association of Teachers of German

The Association of Teachers of Russian

The Association of Teachers of Spanish and Portuguese

The British Association for Language Teaching

The Modern Language Association

2.2 The amalgamation was effected in collaboration with:

The Scottish Association for Language Teaching

The National Association of Language Advisers

The Centre for Information on Language Teaching and Research

### 3 Aims

The Association is established to promote and support the learning and teaching of natural languages

### 4 Means of achieving objects

In furtherance of the above object but not further or otherwise the Association may:

- a) support professional work and development which furthers language teaching and learning;
- b) promote improved standards of language learning and teaching;
- c) encourage understanding of the importance of languages, communication and cultural issues at all levels in our global society;
- d) promote the development of national language policies that appropriately reflect the linguistic diversity and language needs of the country and its population;
- e) advance understanding of the nature and process of language learning and the techniques and approaches for successful language teaching.

5 The infrastructure of the Association comprises:

a) Branches

b) Management Board

c) An Executive Council which may be divided into Committees.

d) Language Committees, Advisory Panels and such other Committees and Special Interest Groups as the Management Board shall establish.

## 6 Membership

Membership is open to anybody interested in the aims set out in clause 3. The specification of categories of membership, rates of membership subscription and other related matters shall be the responsibility of the Executive Council as described in the Association Handbook. However, in accordance with clause 7(i) the Management Board shall take the final decision on membership categories, subscription rates and refusal or termination of membership. The Executive Council may propose to refuse or terminate any individual or other membership at its discretion.

## 7 Management

7.1 The management of the Association's affairs shall be vested in the Management Board, the members of which are the Trustees of the Association.

7.2 The Management Board will comprise:

i) The elected Officers of the Association:

a) President

b) President-Elect

c) Past President

d) Honorary Membership Officer

e) Honorary Finance Officer

ii) 4 persons invited by the Executive Council who may remain in office for a maximum of 8 years.

7.3 The Quorum is 5 persons, of which there should be a minimum of 3 elected members and 2 invited members.

7.4 A member of the Management Board shall cease to hold office if he or she:

i) is disqualified from acting as a member of the Management Board by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs

iii) is absent without the permission of the Management Board from all their meetings held within a period of six months and the Management Board resolve that his or her office may be vacated or

iv) notifies to the Management Board a wish to resign (but only if at least three members of the Management Board will remain in office when the notice of resignation is to take effect).

## 8 The Executive Council

8.1 The membership of the Executive Council shall consist of:

The elected Officers

1 invited member of the Management Board

A representative from each Language Committee

12 members elected to the Executive Council

A staff member (non-voting)

A SALT/ALL representative

Up to 4 co-optees

8.2 The quorum shall be a minimum of 14 members which should include not less than 4 members of the Management Board.

Should a meeting be or become inquorate, business may be conducted subject to ratification at the next Management Board meeting.

8.3 The function of the Executive Council shall be:

- a) to advise on the Association's policies and strategies
- b) to advise upon an annual operating plan
- c) to monitor all the Association's activities
- d) to recommend ALL representatives on outside bodies and receive their reports
- e) to contribute to the future development of the Association through the work of its Committees
- f) to monitor the implementation of the agreed Operating Plan within the budget allocated by the Management Board

8.4 Executive Council Committees:

The Executive Council will work together and in committees.

The recommendations of the Committees require the approval of the Executive Council and the Management Board.

Committees may include:

8.4.1 Educational Policy Committee

The function of the Educational Policy Committee shall be

To follow up identified issues, formulate views on educational policy, promote conditions for quality language teaching and liaise with other bodies.

8.4.2 Members' Services Committee:

The function of the Members' Services Committee shall be:

To co-ordinate, evaluate and monitor all services provided for the members, including continuing professional development.

There shall be Sub-Committees responsible to the Members' Services Committee which may include:

- a) Conference Sub-Committee, organising and approving administration of the programme and exhibition for the annual Language World conference.
- b) Publications Sub-Committee, implementing a programme of publications endorsed by the Executive Council and Management Board.
- c) Journals Sub-Committee, reviewing content and format and ensuring a high standard for the journals.

8.4.3 Marketing and Recruitment Committee:

The function of the Marketing and Recruitment Committee shall be:

To set up and monitor recruitment and marketing strategies, which have been endorsed by the Executive Council and The Management Board.

9 Association Handbook

9.1 Standing orders shall be incorporated into the Association Handbook which shall be updated annually.

9.2 The Management Board shall determine procedures to be recorded in the Association's Handbook; these shall set out in detail the arrangements for the conduct of the Association's business.

9.3 All Executive Council members shall receive a copy of the Association Handbook which shall be available to any member on request.

9.4 Proposals for inclusion or amendment should be submitted to the Management Board by 30 April.

## 10 Branches

The functions of the Branches shall be:

- a) to establish by election or invitation a committee to manage branch affairs
- b) to organise and promote the work of the Association in their area
- c) to conduct their affairs in accordance with the Constitution and Association Handbook
- d) to seek the views of their members and express them, as appropriate, at local, national and international levels
- e) to ensure that all language and sectional interests are met in the light of local needs, and to collaborate with other Branches as they consider necessary.

## 11 Committees and Special Interest Groups

Committees and Special Interest Groups may be established by the Management Board in consultation with the Executive Council to serve long-term interests. The rules governing the creation and conduct are set out in the Association Handbook.

## 12 Advisory Panels

The Executive Council may convene short-term Advisory Panels as the need arises to provide advice concerning matters that require the Association's attention. Each advisory panel should have a member of Executive Council among its members.

## 13 Language Committees

13.1 There shall be Language Committees whose functions shall be:

- a) to support and develop the language interests specific to the Language Committee
- b) to advise and support the work of Branches, Executive Council and other Committees in the language area
- c) to disseminate information to the Association members and to elicit and represent their views as appropriate.
- d) to ensure that the Association adequately covers the interests of the Language Committee at local, regional, national and international levels
- e) to liaise with the relevant cultural agencies representing the language in the United Kingdom
- f) to provide advice and support for the relevant language journals

The performance of these functions presumes no political or religious bias.

## 14 Reports

All active Branches, Committees and Advisory Panels or Special Interest Groups shall present an annual written report to the Management Board which should be submitted to the Director by 31 January. Such reports shall be made available to members on request.

## 15 Accounts

The Management Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- i) the keeping of accounting records for the Association
- ii) the preparation of annual statements of account for the Association
- iii) the auditing or independent examination of the statements of account of the Association, and
- iv) the transmission of the statements of account of the Association to the Commissioners.

## 16 Annual Report

The Management Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## 17 Annual Return

The Management Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## 18 Expenses

- i) Any member of the Association may, subject to the agreement of the Management Board, claim out of pocket expenses incurred in fulfilling their prescribed duties. If appropriate, subject to prior agreement, employers may be compensated for supply cover.

## 19 Management Board members not to be personally interested

- i) Subject to the provisions of sub-clauses (ii) and (iii) of this clause or with prior written approval of the Charity Commission no member of the Management Board shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Management Board) in any contract entered into by the Management Board.
- ii) Any member of the Management Board for the time being may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Management Board to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Management Board benefit under this provision and that a member of the Management Board shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.
- iii) The Management Board may pay reasonable remuneration to a self-employed President for work undertaken on behalf of the charity including lost opportunity costs when instructed to do so by the Management Board notwithstanding that they are a trustee: Provided that at no time shall a majority of such persons benefit under this provision and that they are not present at any meeting of the Management Board at which the question of any remuneration is being discussed.

## 20 Annual Members' Meeting

There shall be an Annual Members' Meeting open to all members of the Association, normally to take place at the Language World Conference. Its primary function is to be a

forum for discussion on language related matters.

20.1 Notice of the date of the Annual Members' Meeting shall be communicated to all members of the Association at least three calendar months in advance.

## 21 Amendments to the Constitution

21.1 No amendment to this clause and clauses 3, 19, 22 or 23 shall be made without the prior written approval of the Charity Commission. The Constitution may be amended at a meeting of the Executive Council provided that any such amendment either has been proposed in writing signed by at least 10 members of the Association or has been proposed by the Management Board

AND

either any such proposal has been communicated to all Branches at least 2 months before the date of the Executive Council meeting at which the amendment will be voted upon

or the Annual Members' meeting has had the opportunity to discuss the proposals.

21.2 Amendments to the Constitution must be approved by a vote of at least two thirds of the Executive Council members present and voting.

## 22 Dissolution

Proposals to dissolve the Association for Language Learning shall be subject to the same requirement as for amendments as set out in clause 20 above. Any assets remaining in the possession of the Association after the satisfaction of debts or liabilities shall be given to such charitable institution or institutions as the Association decides, provided that such charitable institution or institutions pursue similar aims to the Association for Language Learning, and after approval by the Charity Commissioners.

## 23 Liability

No Committee member or member of the Management Board shall be liable for any loss to the property of the charity arising by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him/her or by any other Committee member, although the employment of such agent was strictly not necessary or expedient, or by reason of any mistake or omission made in good faith by any Committee member hereof, or by reason of any other matter or thing other than wilful and individual fraud on the part of the Committee member who is sought out to be made liable.