

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 this 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. Infrastructure

The infrastructure of the Association comprises:

- a) Management Board
- b) The ALL Council which may be divided into sub-committees
- c) Committees, Advisory Panels and such other Committees and Special Interest Groups as the Management Board shall establish
- d) Branches
- e) Staff

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 referred by the Board to the ALL Council for advice. However, in accordance with clause 7.1 the Management Board shall take the final decision on membership categories, subscription rates and refusal or termination of membership.

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:

- President (two year tenure);
- President-Elect (one year tenure); and
- Honorary Membership Officer (three year tenure);

All of whom may be joint or collective appointments.

ii) any number of persons invited by the Board to hold a three year tenure, renewable up to two times, subject to the unanimous approval of the Board so long as the maximum number of trustees (comprising both elected and invited trustees) does not exceed twelve. Beyond a period of nine years, should there be a call to renew a member's tenure, every subsequent year's tenure would need to be agreed unanimously by the whole Board.

iii) The appointment of a Chair and a Treasurer should be made from among the invited trustees.

iv) The Board may invite observers to attend meetings, as appropriate (e.g. where specific expertise is being brought).

7.3 The quorum is five persons, of which there should be a minimum of two elected members and three 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 good reason for two or more consecutive meetings of the Management Board 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).

7.5 The Board meets four times a year.

8. The ALL Council

8.1 The membership of the ALL Council shall consist of:

- The elected Officers and invited trustees from the Board
- Up to 14 members elected to the ALL Council from the broadest ALL membership.
- The ALL Council may invite any member or other guests with specific expertise to attend specific meetings, as appropriate.

8.2 The quorum shall be a minimum of 8 members which should include not less than four elected members of the Council.

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 ALL Council shall be:

- to discuss and inform the Association's policies and strategies
- to contribute to the future development of the Association
- to consider proposals for new activities and make recommendations to the Board

8.4 The Council will divide into sub-committees or task and finish groups to focus on particular aspects of the work of the Association, which it will undertake outside of the annual kickstart and review meeting.

8.5 The ALL Council meets formally once a year for a kickstart and review meeting.

8.6 The Management Board reserve the right to ask members to vacate Council roles should there be a change to the focus of strategic Task & Finish Groups, or in the unlikely event that there has been a very limited commitment from individual Council members.

8.7 An elected member of the ALL Council may stand for a second tenure of three years, beyond which, should they wish to submit a nomination for Council again, they must wait at least one calendar year to enable others to ensure there are adequate opportunities for new members of Council to put themselves forward.

9. Association Handbook

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

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 Each ALL Council member shall receive a copy of the Association Handbook which shall be available to any member on request.

9.4 Proposals for inclusion or amendment to the Handbook should be submitted annually 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, at local level and feed them into wider discussion at national and international levels through consultations requiring an ALL response, the Council or the Management Board.
- e) to ensure that all language and sectoral interests are met in the light of local needs, and to collaborate with other branches as they consider necessary.

Informal ALL networks and primary hubs may also be created locally and informally.

11. Committees and Special Interest Groups

The ALL Management Board may convene advisory panels as the need arises to provide advice concerning matters that require the Association's attention. These will often be recommended by the ALL Council.

Panels/committees/SIGs may include:

- Language specific networks
- Sector-specific groups
- Groups which focus on particular areas of ALL activity, e.g. publications or events

14. Reports (12)

All active branches 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.

Hubs and Networks are not required to submit reports, but are encouraged to submit a narrative of activity undertaken across the year.

Committees, Advisory Panels or Special Interest Groups should present a written report to the ALL Council once a year, copied to the Management Board.

15. Accounts (13)

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:

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

16. Annual Report (14)

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 (15)

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 (16)

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.

19. Personal interest of Board members (17)

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.

iv) A Trustee:

- 1) must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared; and
- 2) will absent themselves from any discussions of the Trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Association and any personal interest (including but not limited to any financial interest);

any Trustee absenting themselves from any discussions in accordance with this sub-clause iv) must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

20 Amendments to the Constitution (18)

20.1 (18.1) No amendment to this clause and clauses 3, 19 (17), 21 (19) or 22 (20) shall be made without the prior written approval of the Charity Commission. The Constitution may be amended at a meeting of the ALL Council provided that any such amendment:

- either has been proposed in writing signed by at least ten members of the Association or has been proposed by the Management Board AND
- any such proposal has been communicated to all branches at least two months before the date of the ALL Council meeting at which the amendment will be voted upon.

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

21 Dissolution (19)

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.

22 Liability (20)

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.