



## **TESOL-SPAIN STATUTES** **(Teachers of English to Speakers of Other Languages in Spain)**

**1<sup>st</sup> Article: NAME:** The name of the Association is TESOL-SPAIN (Teachers of English to Speakers of Other Languages in Spain)

**2<sup>nd</sup> Article: ADDRESS.** TESOL-SPAIN's registered address is Edificio Viapol, c/ Ramón y Cajal s/n, 4<sup>o</sup>-13, 41018 Sevilla.  
The Annual General Meeting can, if deemed necessary, change the Association's address.

**3<sup>rd</sup> Article: AIMS AND OBJECTIVES.** TESOL-SPAIN is a private, independent, philanthropic and non-profit-making Association, dedicated to the following ends: to provide a professional forum for the analysis, discussion and study of the teaching and learning of the English language; to increase and update the professional training levels of its members; to support on-going training of teachers at pre-university levels; to encourage the development of research relevant to the teaching of the English language; to serve as a link between all teachers of English regardless of their situation, whether in the state or the private sector; to encourage erudition; to distribute information and cooperate with other groups, both in Spain and abroad, which have similar interests and which are related to the teaching of English.

**4<sup>th</sup> Article: TERRITORIAL RANGE.** TESOL-SPAIN can function and have members in all Spanish territory. Therefore, its range is the State of Spain.

**5<sup>th</sup> Article: MEMBERSHIP.** 1<sup>st</sup> PART: ADMISSION. Membership of TESOL-SPAIN is open to all individuals, Spanish or foreign, who are interested in improving their teaching skills or erudition with respect to the teaching or learning of the English language.

2<sup>nd</sup> PART: RIGHTS AND OBLIGATIONS. All individuals who wish to become members of TESOL-SPAIN should apply in writing to the Board, who will decide if the candidate fulfils the requisites required for admission. The candidate will be informed in writing whether their application has been accepted. New members are required to abide by the Statutes and to pay the annual membership fee. Members have the right to

participate in activities organized by TESOL-SPAIN and to receive the Association's publications.

3<sup>rd</sup> PART: ANNUAL MEMBERSHIP FEE. Membership lasts for one calendar year and includes only one annual convention. The Board will agree, in accordance with the needs of the association, on the amount which is charged for membership and paid by each member. They will also agree on the amount to be charged in order to attend the Convention and any other activities. The Board members, Area Coordinators and speakers at local, regional or national activities and who are resident in Spain are exempt from the registration fee for the activity but not from the payment of membership. No member of TESOL-SPAIN is exempt from the membership fee apart from Honorary Members as defined in 7.2.

Subject to agreement by the Board with other associations or organisms, appointed delegates may be exempted from the membership fee, and will be charged a registration fee for any activity agreed on by the Board.

4<sup>th</sup> PART: PUBLICATIONS AND INFORMATION. All paid-up TESOL-SPAIN members will periodically receive the publications issued by the Association, as well as information or internal publications produced for the entire membership or for members belonging to a particular Regional Organization.

5<sup>th</sup> PART: LOSS OF MEMBERSHIP STATUS. Members who fail to pay their annual fee will automatically lose their membership status, for which TESOL-SPAIN bears no responsibility. Equally, members who, in activities undertaken in the name of the Association, infringe its objectives will lose their membership status. In such circumstances, the Board will have full authority to decide whether the circumstances justify the loss of membership. An appeal against this decision can only be made at the Annual General Meeting.

**6<sup>th</sup> Article: ORGANS OF CONTROL AND MANAGEMENT.** 1<sup>st</sup> PART: THE ANNUAL GENERAL MEETING. This is constituted by all the members of TESOL-SPAIN. There are two types:

**Ordinary:** This will meet at least once a year during the National Convention at the time and

place agreed on by the Board and its function will be to vote on the accounts and the budget. It will be informed of any issues which any member may wish to raise.

The Agenda will include the following items:

1. Voting, if this has not already taken place, on the minutes of the previous Annual General Meeting, both ordinary and, if warranted, extraordinary, taking place in the interim.
2. Issues affecting the functioning of TESOL-SPAIN, with special reference to those which have been dealt with by the Board.
3. Issues which have been dealt with because of some particular emergency or necessity by the board, unless they have been submitted to an Extraordinary General Meeting.
4. The Agenda will include the item "Any Other Business" but decisions taken under this item will not be binding. However, decisions concerning a specific point will be valid for inclusion in the following Annual General Meeting.
5. At the end of the meeting, the minutes will be read and modified if necessary. The Secretary and President will jointly sign them.

**Extraordinary:** This will be convened at the behest of the board or of no less than 10% of the members for the dispersion or expropriation of goods, by designation of the Board. Both the Annual and the Extraordinary General Meeting will be convened by the Board by means of the current newsletter and with at least 15 days' notice. Both General Meetings will be validly convened when at the first convening a majority of members are present and at the second convening, 30 minutes later, whatever the number of members present. The Annual General Meeting will apply those agreements reached by a simple majority of the members present and the Extraordinary when there is a majority of two thirds.

**2<sup>nd</sup> PART: CONCERNING THE BOARD OF DIRECTORS.** The Board will consist of a maximum of 15 members and will meet at least twice a year, the first time after the Annual General Meeting and during the National Convention and the second no more than 30 days before the Annual General Meeting. The quorum for validity will be a majority of its members and the same will apply for the passing of agreements. Attendance at the Annual General Meeting, the Extraordinary General Meeting and at Board meetings is compulsory. In the case of an absence which has been previously notified and agreed on, members of the Board may delegate their vote in writing to another Board member. No such delegation will be allowed once

the board meeting has started, neither may the absent member join the meeting taking over from his or her substitute.

**3<sup>rd</sup> PART: PERMANENT BOARD POSTS.** The following board posts are permanent: President, Vice-President, Secretary, Vice-Secretary, Treasurer, Convention Coordinator, Regional Coordinator and Coordinator of External Relations. The Board can create additional non-permanent annual posts to suit the needs of the Association. The President will propose members for each post, which will be voted on by the Board.

**4<sup>th</sup> PART:** No agreements will be valid or applicable without the presence of the President or Vice-President, the Secretary or Vice-Secretary, and the Treasurer.

**5<sup>th</sup> PART:** There will be only one version of the minutes of a board meeting, which will contain:

- 5.1 The names of those present.
- 5.2 The time and place of the meeting.
- 5.3 The main points raised.
- 5.4 The content of agreements reached during the meeting.
- 5.5 The form and result of any votes taken.

The Minutes will be written up by the Secretary with the help, if required, of another board member.

The Minutes will be registered in the Minute Book which is available for inspection by any member of the Association.

The members present at a Board meeting, together with any TESOL-SPAIN members who were invited to attend, have the right to demand that their remarks are included in the Minutes, and can ask the Secretary to include them. If this is the case, the Secretary can ask for the submission in writing of the remarks made. The Board members present at the meeting can also demand that their vote, if they have cast one, be recorded in the Minutes.

The Minutes of each session will be voted on by the Board at the end of the meeting, having been read out by the Secretary. If there is a disagreement, they will be debated and corrected before being put to the vote again. Members of the Board can ask for a copy of the Minutes once they have been approved. The Minutes should be signed by the Secretary and the President.

### **7<sup>th</sup> Article: FUNCTIONS OF THE ORGANS OF CONTROL AND MANAGEMENT.**

**1<sup>st</sup> PART: ANNUAL GENERAL ASSEMBLY.** Apart from the functions specified in Article 6, 1<sup>st</sup> Section, its functions also include the approval of the Association's annual memory, drawn up by the President and Secretary of the Association, and the financial report drawn up by the Treasurer.

**2<sup>nd</sup> PART: ADVISORY COMMITTEE.** The Advisory Committee will be made up of persons of recognised national or international stature. Their

objective is to offer non-binding advice to the Board. Nominations for this Committee will be proposed in writing to the Board, who will decide whether to accept them, and they will serve for a period of three years which can be renewed. The members of this committee will be honorary members and exempt from the annual membership fee. The position of Adviser is incompatible with any other position of responsibility in the Association.

3<sup>rd</sup> PART: PERMANENT BOARD POSTS. All outgoing board members should remain available to assist the person who succeeds them on the board for a period of three months following the completion of their period on the board. They should also hand over to their successor any information relevant to their board post if required to do so.

3.1 PRESIDENT. The president should chair all Board Meetings and the Annual General Assembly. S/he will supervise, together with the secretary, all legal matters pertaining to the Association. S/he will also supervise, together with the Treasurer, all the Association's financial affairs, and will have the right to inspect the financial situation of the Association if s/he considers it appropriate. S/he will convene board meetings either directly or through the Secretary. It will also be her/his responsibility to close board meetings or suspend them temporarily. In the latter case, the President will establish, at the time of suspension, the time and place of re-convening the meeting. Should the President be absent, s/he will be substituted by the Vice-President and, if the latter is unable to attend, the board meeting will be chaired by the longest standing board member. The President will continue to serve on the board for a period of one year following the end of her/his mandate. Each President should present a programme of action for the year immediately following her/his appointment.

MOTION OF CENSURE AGAINST THE PRESIDENT. The presentation of a motion of censure against the President will be made in writing, justifying the reasons, and must be supported by one third of the board members. It must be approved by an absolute majority of the board. If it is not successful, the signatories cannot present another motion in the same year against the same person.

3.2 VICE-PRESIDENT. S/he will assume the functions of the President in the justified absence of the latter, and will carry out any function which the President requires of her/him.

3.3 SECRETARY. S/he is responsible for the administrative and legal issues of the Association. S/he is also responsible for convening meetings when asked to do so by the President, as well as drawing up and sending and/or publishing the agenda when required. S/he will take the minutes

of the Annual General Meeting and the Board meetings, which will be signed jointly with the President. S/he will draw up and keep the records of the Minutes of the Association, which will be presented to the appropriate bodies. S/he will keep the official seal of the Association and the secretarial files. S/he will receive and keep the extracts of presentations given at the annual convention. S/he will draw up the list of current Board members and present it annually to the Ministry of the Interior. S/he will provide information about the agreements and decisions taken by the board and any other functions required of her/him by the President.

3.4 VICE-SECRETARY. S/he will assume the functions of the Secretary in her/his justified absence. S/he will supervise the administration of the Association concerning new and lapsed members and other services. S/he will deal with any problem, complaint or suggestion from any member and assure that it is resolved.

3.5 TREASURER. S/he will be responsible for all financial aspects of the Association, including the supervision of all bank accounts. S/he will receive payments from members and control the annual membership fees. The treasurer may ask for collaboration from any other board member if and when required. S/he will authorise the opening of all Association bank accounts and any changes to them, and have the power to freeze or close any account after consultation with the President. S/he will publish the Association's financial reports in the Newsletter at the end of each financial year and will present the accounts at the Annual General Meeting during the Convention to be approved by the members. S/he will be in charge of managing the Association's fiscal obligations with regard to the Ministry of Taxation.

3.6 CONVENTION COORDINATOR. S/he will be responsible for the organisation of the National Convention. S/he may delegate part of her/his functions to other members or non-members, which, in the latter case, will require the approval of the Board. After the Convention, s/he should give the Secretary detailed information about: participants, presenters, examples of certificates and extracts from presentations. S/he should also give the Treasurer the Convention accounts.

3.7 DIRECTOR OF PUBLICATIONS. S/he will be responsible for editing, printing and distributing the Association's publications. S/he may delegate part of her/his functions to other members or non-members, which, in the latter case, will require the approval of the Board.

3.8 COORDINATOR OF EXTERNAL RELATIONS. S/he will be responsible for liaising with and coordinating relations between the Association and other associations or federations with similar objectives in Spain and abroad.

3.9 REGIONAL COORDINATOR. S/he will coordinate the regional structure of the Association, being the person to whom the Area Coordinators are responsible, and s/he will be the Board member in charge of for these posts. S/he will receive proposals from potential Area Coordinators and present them to the Board for approval.

**8<sup>th</sup> Article: ELECTIONS.** Board members will be elected by the Annual General Meeting during the National Convention. Candidates for board posts may not hold positions of responsibility in other associations for English teachers without the approval of the Board. No more than three people working for the same organisation at regional or national level may hold Board posts simultaneously.

Board posts run for a period of two years, but members may be re-elected for successive periods. The President of the Board, who is also the President of TESOL-SPAIN, will be elected by the Board during the last meeting before the Annual General Meeting and will hold the post for one year. The Board may re-elect the President for successive periods up to a maximum of five successive periods. When a new President has been elected, s/he will hold the post simultaneously with the out-going President until the closing of the National Convention, at which point the out-going President steps down. The in-coming President will convene any Board meeting to be held during the National Convention.

In the case that a Board member repeatedly fails to fulfil the duties pertaining to her/his post, s/he can be dismissed with the approval of two thirds of the Board.

Board posts, with the exception of the President, will be proposed by the President and approved by the Board. These posts will continue until the end of the Annual General Meeting, with the exception of the Treasurer, who should remain in post until the first Board meeting following the Meeting. Any Board member may ask for a secret ballot.

**9<sup>th</sup> Article: CANDIDATES.** Any TESOL-SPAIN member may stand as a candidate for a post on the Board. Equally they can propose any other member as a candidate by sending a letter with their candidacy or that of the member they propose, together with their curriculum vitae, to the Secretary before the National Convention, or by handing in this information to the Convention Coordinator during the Convention. The deadline for proposals will be 30 minutes before the opening of the Annual General Meeting.

**10<sup>th</sup> Article: COVERING VACANCIES.** In the case of the death, incapacity or resignation of the

President of the Board, the Vice-President will assume her/his functions and continue in this post until the end of the term. Vacancies in other posts will be covered by a majority Board vote.

**11<sup>th</sup> Article: TESOL-SPAIN REGIONAL ORGANISATIONS.** 1<sup>st</sup> PART: RANGE OF REGIONAL ORGANISATIONS. These will consist of the total number of members belonging to a geographical area of Spain. The definition of a geographical area when establishing a Regional Organisation will be the responsibility of the Board. It will normally cover a province or autonomous region. Each Regional Organisation will be known as "TESOL-SPAIN-(name of the geographical area)".

2<sup>nd</sup> PART: FUNCTIONS OF THE REGIONAL ORGANISATIONS. Regional Organisations will support those activities organised by the Association at national level, and particularly the National Convention. They may organise regional activities for the members in their geographical area. A Regional Organisation will also try to support activities organised by any other of the Association's Regional Organisations.

3<sup>rd</sup> PART: THE CONSTITUTION AND MANAGEMENT OF REGIONAL ORGANISATIONS.

3.1 A Regional Organisation can be created by any member resident in the corresponding geographical area or by any Board member, following written confirmation of their status by the Vice-Secretary.

3.2 The management of a Regional Organisation will be the responsibility of the Area Coordinator, who will be responsible to the Regional Coordinator on the Board.

4<sup>th</sup> PART: AREA COORDINATORS. Area Coordinators must be fully paid-up members and resident in the corresponding geographical area.

4.1 ELECTION OF AREA COORDINATORS. These can be nominated by the Regional Coordinator or any fully paid-up member resident in the corresponding geographical area. The nomination will be submitted in writing to the Regional Coordinator, who will present the nomination to the Board for approval. Candidates for the post of Area Coordinator cannot simultaneously hold posts of responsibility in other associations for teachers of English.

4.2 CONFIRMATION OF AREA COORDINATORS. Area Coordinators will confirm their continuity in their post annually and in writing by the date specified by the Regional Coordinator. In the case of non-confirmation, the Area Coordinator will be understood to have resigned from her/his post. Any Area Coordinator considered not to have fulfilled the duties relative to her/his post can be asked to resign by the Regional Coordinator, with the approval of the Board.

4.3 RIGHTS OF AREA COORDINATORS. The Board will give Area Coordinators a copy of the Association's statutes and a list of members in their area together with a post description, and documents and information about the Association necessary for the correct undertaking of the post in their region.

4.4 DUTIES OF AREA COORDINATORS. The Area Coordinators will be responsible to the Regional Coordinator. They will try to maintain a minimum of 25 members in their geographical area. Where this is not the case, they may continue in their post if the Board so decides. They should support those activities organised by the Association at national level, and particularly the National Convention. They should contact members in their geographical area in writing at least once a year. They should inform the Vice-Secretary and Regional Coordinator of any changes in membership in their area.

4.5 REGIONAL ACTIVITIES. Area Coordinators can organise local activities with the previous approval of the Regional Coordinator on the Board.

4.6 AREA COORDINATOR MEETINGS. Area Coordinators will meet at least once a year, preferably during the National Convention, at a place and time established by the Regional Coordinator.

**12<sup>th</sup> Article: FOUNDING ASSETS.** TESOL-SPAIN, at the time of its foundation, did not have any assets.

**13<sup>th</sup> Article: FINANCIAL RESOURCES.** The financial resources of TESOL-SPAIN are the following:

1. Membership fees.
2. Income from the National Convention or other activities.
3. Income derived from advertising and publicity by companies which exhibit their products at the Convention or other activities.
4. Any type of donation which a person or entity makes to TESOL-SPAIN.

**14<sup>th</sup> Article: ANNUAL BUDGET.** The annual budget will depend on the number of members of the Association. It will also depend on the number of public activities such as conferences, conventions etc. which are organised, and therefore it should be estimated by the Treasurer each year for approval by the Board.

**15<sup>th</sup> Article: AMENDMENTS TO THE STATUTES.** Amendments to the Statutes can be proposed by the Board or by not less than 10% of the members. They should be sent to the Board either directly or through the President. In either case, the President will order their publication at least 60 days before the National Convention in the Newsletter. These amendments will be voted on during the National Convention at the Annual General Meeting and passed by a majority of the members attending. If approved, the President of TESOL-SPAIN will order them to be presented to the appropriate official organisms for their registration.

If the amendments to the Statutes fail, no amendment with identical content can be presented again during the same year.

**16<sup>th</sup> Article: LIQUIDATION OF ASSETS.** In the event of dissolving the Association, its assets will be divided between non-profit-making educational centres in accordance with the liquidating committee of the final Board.

**REVOCATORY REGULATIONS:** Any other regulations of equal or inferior status which are contrary to this regulation are annulled.

**FINAL REGULATION:** The present statutes will come into force the day after their final approval.

**PROCEEDINGS** to witness that the present statutes have been drawn up in accordance with the modifications agreed at the Annual General Meeting held in San Sebastián on 10<sup>th</sup> March, 2007.

The President  
Enda Francis Scott

The Secretary  
Blanca Díaz