



# AUIDF Constitution

## 1 Definitions

1.1 In this constitution:

**Association** means the Australian Universities International Directors' Forum (AUIDF).

**Committee** means the seven members elected to form the committee including the office bearers and three ordinary committee members.

**Secretary** means the person holding office under this constitution as secretary of this association, also the public officer of the association.

“**State**” includes territories

*the Act* means the Associations Incorporations Act 2010.

*The Regulation* means the Associations Incorporation Regulation 2010.

## 2 Purpose

2.1 The purpose of the association is to support University stakeholders to advance the quality and reputation of Australia's international education in Australia through increased cooperation and cohesion in order to:

2.1.1 *Enhance understanding of issues and developments in international education among the association's stakeholders;*

2.1.2 *Provide a forum for the exchange of ideas and information among Australian universities and other similar or relevant groups;*

2.1.3 *Represent the interests of its members';*

2.1.4 *Support the interests of its members through research, professional development, networking and mentoring opportunities for staff;*

2.1.5 *Liaise with other sectors in regard to operating environment, market trends and other changes affecting the international education industry;*

2.1.6 *Provide expert advice and well-informed response to such groups as DVC/PVC (I), UA and other relevant institutional groupings;*

- 2.1.7 *Advocate change in policy affecting the industry;*
- 2.1.8 *Commission research which will inform institutional policy and strategy development or gain support from government agencies; and*
- 2.1.9 *Coordinate representation and participation of the association at NAFSA and other relevant events.*

### 3 Membership

- 3.1 Membership of the association shall be financial member universities. Eligible institutions are those established as a university, or recognised as a university, by or under a law of the Commonwealth, a State, the Australian Capital Territory or the Northern Territory and are admitted members of the 'Universities Australia' organisation.
- 3.2 The members shall be represented by a Director International or equivalent, known as 'member representatives'.

### 4 Register of Members and Member Representatives

- 4.1 The public officer of the association must establish and maintain a register of members of the association specifying the name and postal address of each member of the association and the date on which the university became a member, together with the list of the member representatives and the date on which the person became a member and ceased to be a member.
- 4.2 The register of members and member representatives must be kept in New South Wales, at the association's official address.
- 4.3 The register of members and member representatives must be open for inspection by any member of the association.

### 5 Fees and Subscriptions

- 5.1 The annual subscription fees to be paid by member universities shall be agreed to at the AGM and subsequently fixed at the next meeting of the committee. Annual subscriptions shall be paid on a calendar year (January to December) basis, and must be paid by August 31 for a university to remain a financial member.

### 6 Members' Liabilities

- 6.1 The liability of a member of the association 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, unpaid by the member in respect of membership of the association as required.

## 7 Disciplining of Members

- 7.1 The committee can consider a complaint about a member representative who has refused or neglected to comply with its rules, or a member representative who has wilfully acted in a manner prejudicial to the interests of the association.
- 7.2 The committee can expel or suspend the member representative by resolution and request a replacement from the member university if the committee is satisfied the facts alleged in the complaint have been established.

## 8 Internal Disputes

- 8.1 A dispute between a member representative and another member representative (in their capacity as members) of the association, or a dispute between one or more member representatives and the association, are to be referred to committee for resolution.
- 8.2 If a dispute is not resolved within 3 months, the dispute is to be referred to an external mediation organisation.

## 9 Committee

- 9.1 The committee is to consist of:
  - 9.1.1 *the office bearers of the association, and*
  - 9.1.2 *at least 3 ordinary committee members,*  
*each of whom is to be elected at each second AGM of the association.*
- 9.2 The total number of committee members is to be seven (7).
- 9.3 The office bearers of the association are as follows:
  - 9.3.1 *the president/chair,*
  - 9.3.2 *the vice-president/deputy chair*
  - 9.3.3 *the treasurer*
  - 9.3.4 *the secretary*
- 9.4 A committee member may hold up to two (2) offices (other than president and vice-president) simultaneously
- 9.5 Each member of the committee is to hold office until the conclusion of the AGM two years after the member's election at which they are eligible for re-election.
- 9.6 Members of the committee must disclose any interest in a matter that conflicts with their ability to perform their duties. They must not use their position or information acquired as a committee member dishonestly.

- 9.7 A former committee member must ensure that all documents of the association in their possession are delivered to the public officer within 14 days of vacating office.

## 10 Election of Committee Members

- 10.1 Nominations for office bearers shall be called at least one month prior to the commencement of the AGM. Nominations should be in writing and received by the secretary at least 7 days before the AGM. They can be:

*10.1.1 a self nomination*

*10.1.2 a nomination of another member, which must include consent of the candidate*

- 10.2 Nominations received shall be declared at the beginning of AGM. The election of office bearers shall be scheduled for the end of the day of the AGM.

- 10.3 If insufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies

- 10.4 If the number of nominations received exceeds the number of vacancies to be filled a ballot is to be held.

- 10.5 The quorum for conducting a ballot at the AGM shall be of one half plus one of the member universities of the association.

- 10.6 The ballot for the election of office bearers and ordinary committee members of the committee is to be conducted at the AGM in such usual and proper manner as the committee may direct.

- 10.7 If during the course of office term the role of president/chair, deputy chair, secretary or treasurer becomes vacant, the association shall elect from its members a person to fill the vacancy until the next election scheduled AGM. If the chair becomes vacant the deputy chair automatically moves into the position until the next election scheduled AGM.

## 11 Powers of the Committee

- 11.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

*11.1.1 is to control and manage the affairs of the association, and*

*11.1.2 may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and*

*11.1.3 has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.*

## 12 Secretary

12.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

12.2 It is the duty of the secretary to keep minutes of:

*12.2.1 all appointments of office-bearers and members of the committee, and*

*12.2.2 the names of members of the committee present at a committee meeting or a general meeting, and*

*12.2.3 all proceedings at committee meetings and general meetings.*

12.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## 13 Treasurer

13.1 It is the duty of the treasurer of the association to ensure:

*13.1.1 that all money due to the association is collected and received and that all payments authorised by the association are made, and*

*13.1.2 that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.*

## 14 General Meetings and AGM

14.1 The association will hold three general meetings in each calendar year and an Annual General Meeting (AGM) with committee meetings to be held as required.

14.2 No item of business is to be transacted at the general meeting or AGM unless a quorum of member representatives entitled under this constitution to vote is present during the time the meeting is considering that item.

14.3 One half plus one of the current financial member representatives constitute a quorum for the transaction of the business of a general meeting or AGM.

14.4 The association must hold its AGM within 6 months after the close of the association's financial year.

14.5 The general meetings and the AGM of the association are to be convened on such date and at such places and time as the committee think fit.

14.6 In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:

*14.6.1 to confirm the minutes of the last preceding AGM and of any general or special meeting held since that meeting,*

- 14.6.2 *to receive from the committee reports on the activities of the association during the last preceding financial year,*
- 14.6.3 *to elect office-bearers of the association and ordinary committee members, when term is complete,*
- 14.6.4 *to receive and consider any financial statement or report required to be submitted to members under the Act.*
- 14.7 An AGM must be specified as such in the notice convening it.

## 15 Special General Meetings

- 15.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 15.2 The committee must, on the requisition in writing of at least five (5) per cent of the total number of members, convene a special general meeting of the association.
- 15.3 A requisition of members or member representatives for a special general meeting:
- 15.3.1 *must state the purpose or purposes of the meeting, and*
- 15.3.2 *must be signed by the member representatives making the requisition, and*
- 15.3.3 *must be lodged with the secretary, and*
- 15.3.4 *may consist of several documents in a similar form, each signed by one or more of the member representatives making the requisition.*
- 15.4 A special general meeting convened by a member representative or member representatives must be convened as nearly as is practicable in the same manner as general meetings are.

## 16 Notice of General Meetings and AGM

- 16.1 Dates and locations for general meetings and AGM will be set and circulated at the beginning of each calendar year, or if not confirmed as soon as possible after.
- 16.2 Where there is a change in date or a significant change in location, the secretary must give at least 21 days notice.
- 16.3 A call for agenda items will be made 28 days prior to a meeting.
- 16.4 The committee will meet to confirm the agenda for the general meetings and AGM at least 21 days prior to the meeting.
- 16.5 Member representatives will be required to confirm attendance or the nomination of a proxy at least 21 days prior to the meeting.

## 17 Presiding Member

- 17.1 The chair or, in the chair's absence, the deputy chair, is to preside as chairperson at each general meeting of the association.
- 17.2 If the chair and the deputy chair are absent or unwilling to act, the member representatives present must elect a member representative to preside as chairperson at the meeting.

## 18 Making of decisions

- 18.1 A question arising at a general meeting of the association is to be determined by either:
- 18.1.1 a show of hands, or*
- 18.1.2 if on the motion of the chairperson or if five (5) or more member representatives present at the meeting decide that the question should be determined by a written ballot—a written ballot.*
- 18.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 18.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## 19 Voting

- 19.1 On any question arising or ballot at a general meeting, AGM or committee meeting of the association a member has one vote only.
- 19.2 Members are entitled to vote by proxy at a general meeting or AGM. A proxy should vote under the appropriate instruction and guidance of the member they are representing, especially in the selection of the committee and where a vote is required that impacts the operation of the association.
- 19.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.4 A member is not entitled to a vote at any general meeting or AGM of the association unless all money due and payable has been paid.

## 20 Postal and Email Ballots

- 20.1 The association may hold a postal or email ballot to determine any issue or proposal.

## 21 Sources of Funds

- 21.1 The funds of the association are to be derived from annual subscriptions of members.
- 21.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 21.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## 22 Management of Funds

- 22.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- 22.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee or employees of the association, being member representatives or employees authorised to do so by the committee.

## 23 Custody of Books

- 23.1 The public officer must keep custody of all records, books and other documents relating to the association.

## 24 Inspection of Books

- 24.1 The following documents must be open to inspection by a member of the association at any reasonable hour:
  - 24.1.1 *records, books and other financial documents of the association,*
  - 24.1.2 *this constitution,*
  - 24.1.3 *minutes of all committee meetings and general meetings of the association.*

## 25 Financial Year

- 25.1 The financial year of the association is:
  - 25.1.1 *the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and*
  - 25.1.2 *each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.*



