

*Adopted by Annual General Meeting 25 September 2007,
with effect from 1 January 2008*

**ASSOCIATION FOR TERTIARY EDUCATION MANAGEMENT
INCORPORATED**

CONSTITUTION

**INCORPORATION NUMBER AO3376
ACT REGISTRAR OF INCORPORATED SOCIETIES**

CONSTITUTION OF

ASSOCIATION FOR TERTIARY EDUCATION MANAGEMENT INCORPORATED

I NAME

The name of the Association shall be the “Association for Tertiary Education Management Incorporated” (“**the Association**”).

II INTERPRETATION

- (a) “**Act**” means the Association’s Incorporation Act 1991 of the Australian Capital Territory.
- (b) “**Council**” is the name given in the Rules to the Committee of the Association required to be constituted by virtue of s60 of the Act.
- (c) “**Guidelines**” are supplementary by-laws formulated pursuant to Rule (6.1)(d)(i).
- (d) “**Region**” means a Region of the Association so designated by the Council pursuant to Rule (5.2).
- (e) “**Officer(s)**”. In respect of the Association or any Region means and includes the President, both Vice Presidents, the Secretary, Treasurer and the Immediate Past President. For the avoidance of doubt “**Officer**” does not for the purposes of these Rules have the wider meaning attributed to it by s3 of the Act.

III STATEMENT OF OBJECTS

The objects of the Association are to:

- (a) develop and improve the level of professional competence and practice in the field of tertiary education administration and management by providing courses, conferences, interactive websites and publications to members, non-members or those with an interest in the tertiary or higher education sectors;
 - (b) provide professional development guidance and further the professional interests of tertiary education administrators and managers;
 - (c) recognise in appropriate ways outstanding contributions to tertiary education administrative and management practice;
 - (d) encourage, develop and implement educational programs and services for any persons in Australia and New Zealand either by way of ATEM providing the services or via making a donation to an educational institution which has similar educational outcomes.
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IV RULES

(1) POWERS

The Association has power to do anything that helps to further its objects.

(2) MEMBERSHIP

- (2.1) To be qualified as a member, a person must consent and must, in the opinion of the Council:
- (a) be suitable; and
 - (b) have a sufficient connection with tertiary education administration and management.
- (2.2) Guidelines may establish:
- (a) classes of membership;
 - (b) criteria for each class of membership;
 - (c) conditions applicable to each class of membership; and
 - (d) procedures for declaring a person to be a member.
- (2.3) A suitably qualified person who wishes to become a member shall make application to the Association in such form as the Council may determine and any such application shall be considered by the Council which shall have power to admit the applicant to membership and the decision of the Council shall be final.
- (2.4) The Association Secretary shall maintain a Register of Members in accordance with the provisions of s67 of the Act.
- (2.5) A member wishing to resign must give written notice to the Association Secretary.

(3) ANNUAL SUBSCRIPTION

- (3.1) (a) On admission a member must pay the annual subscription to the Association.
- (b) The annual subscription which is the principal source of the Association's funds shall be fixed by the Council of the Association. A special fee shall be set for corporate membership.
- (3.2) No subscription shall be payable by a member where a Guideline provides that the class of membership to which such member belongs is exempt from payment of the annual subscription.
- (3.3) No subscription shall be payable by Institutional Coordinators.
- (3.4) The Council of the Association may terminate the membership of a member who does not pay a debt to the Association within six months of the due date.
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(4) PATRON

The Council may invite a person to become a patron of the Association for a term of up to three years. This power may not be exercised by Regions.

(5) STRUCTURE OF THE ASSOCIATION

(5.1) COUNCIL

- (a) The Council is the body which is described and referred to in the Act as “the Committee”
- (b) The Council shall comprise –
 - The President
 - Two Vice Presidents
 - Association Secretary
 - Association Treasurerall of whom shall hold office from the end of the annual general meeting at which they were elected to the end of the annual general meeting two years later. Initially the Council shall comprise those persons holding office in the designated positions as at the date of incorporation of the Association.
 - All Chairs of Regional Professional Development Committees (who each may nominate a person to attend a Council meeting in their stead)
 - Two members, who will be co-opted by Council on two-year, staggered terms and who shall be known as Councillors.
 - The Immediate Past President of the Association, who will hold office for one year which immediately follows his or her completion of the term of office as President.
- (c) The President, Immediate Past President, both Vice Presidents, Association Secretary, Association Treasurer and the two Councillors shall constitute the Executive Committee of the Association.
- (d) One year the President, one Vice-President and Association Treasurer are elected and the next the Association Secretary and the other Vice-President.
- (e) Unless otherwise resolved by Council, paid officers of the Association shall not be eligible to be elected to a position on the Council.

(5.2) REGIONS

- (a) The Council may constitute a region in a defined area in or out of Australia comprising the members living in that area provided that the Council may resolve that a region be dissolved where in its sole discretion it determines that dissolution is appropriate.
 - (b) Each year a region must elect a member to be the
 - Chair of the Regional Professional Development Committee (Regional Committee), for a two year term; and
 - Members of the Regional Professional Development Committee (who may also be Institutional Coordinators) to be elected on two year staggered terms.
 - (c) The officers referred to in (b) shall be, together with the Immediate Past Chair, the Regional Professional Development Committee.
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- (d) Each institution with a minimum of five individual financial members shall be eligible to be represented by one member who shall be known as the Institutional Coordinator, and their appointment shall be coordinated by the Association.
- (e) Institutional Coordinators may attend Regional Professional Development Committee meetings.
- (f) Each Regional Committee shall be responsible for
 - Developing and running professional development programs appropriate to the region, including programs that provide members in the region with an understanding of the tertiary education context in which they work; and
 - Supporting members in the region in their career development, including mentoring; and
 - Facilitating networking among members in the region; and
 - Promoting institutional and sector citizenship among members in the region.
- (g) Each region shall be regulated and governed and shall carry out its functions in accordance with these Rules with such modifications as are necessary to make the Rules applicable at regional level and ignoring such Rules as are clearly referable only to the Association in its plenary function or to the Council. In the event of doubt or dispute arising as to the applicability of Rules to the operation of a region or to the proper procedure to be followed by a region in the furtherance of its activities, then the matter shall be referred to the Council whose decision shall be binding.
- (h) Where a region(s) is established outside Australia and is therefore subject to the legislative requirements of that country, that region may apply to the Council for permission to obtain separate incorporation and the Council may, in its sole discretion, grant such application. In that event the Statement of Objects and Rules or other constitutional document of the Region shall be subject to the approval of the Council and in considering such approval, the Council shall have regard to the requirement that such rules or other constitutional document should reflect the provisions of these Rules as closely as the law applicable in the relevant region will allow.

(6) GENERAL RESPONSIBILITIES AND POWERS

(6.1) COUNCIL

The Council is responsible for managing the affairs of the Association and shall exercise its powers to further the Association's objects. For example (but not by way of limitation) the Council:

- (a) shall represent the Association in all things;
 - (b) shall co-ordinate the activities of the Association;
 - (c) may formulate or recommend policy initiatives and updates to members;
 - (d) has power to:
 - (i) make and amend by-laws to be called "Guidelines" (which must not be inconsistent with these Rules or the provisions of the Act) in relation to
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the membership and procedures of the Association. Initially the Guidelines shall be those set out as an appendix to these Rules;

- (ii) acquire, mortgage or dispose of and deal with property (including intellectual property);
- (iii) create and administer trust funds;
- (iv) appoint and remove personnel and fix their conditions;
- (v) borrow money but if the lender is a Member, the rate of any interest payable must not exceed the interest rate being charged by the Association's bank on overdrawn current accounts;
- (vi) establish regional or special interest groups;
- (vii) delegate within the Association (but not this power of delegation).

(6.2) DISCIPLINARY POWERS OF COUNCIL

The Council may terminate membership in circumstances where a member has given cause, for example, where a member has been guilty of willfully infringing these Rules or engaging in conduct injurious to the Association **provided that** the rules of natural justice are complied with and the following procedure is observed:

- (a) Where termination is being considered, the member concerned must be given notice to show reason within thirty days why membership should not be terminated.
- (b) The notice must provide enough detail to allow the member to respond fairly such response to be in writing.
- (c) The Council must consider the member's response and if it decides to continue with termination, it must give the member a written invitation to resign within thirty days.
- (d) If the member has not resigned within thirty days, by vote of two thirds of those participating the Council may terminate membership.
- (e) For the avoidance of doubt the power to terminate membership for cause may be exercised by a Region Executive Committee in respect of a member of that Region.

(6.3) EXECUTIVE COMMITTEE

The Executive Committee may act in place of the Council unless the Council has resolved that it must not do so in specific cases or in specified circumstances.

(7) VACATION OF OFFICE

- (7.1) A person stops being an officer or member of the Council who resigns or otherwise ceases to be a member of the Association.
 - (7.2) Except in the case of a person holding office or membership of the Council by virtue of being a Regional Chair, the Council may remove a person from office or membership of the Council.
 - (7.3) Except in the case of a Regional Chair, if a casual vacancy arises in the Council the remaining members of Council must appoint a member to fill the vacancy.
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- (7.4) If a casual vacancy arises in a Regional Committee or a position is unfilled by election, its remaining members must, appoint one of their number to fill the vacancy;
- (7.5) A person filling a casual vacancy holds office until the end of the term of the person replaced.

(8) MEETINGS

(8.1) ANNUAL GENERAL MEETING

- (a) An annual general meeting must be held once each calendar year within the period of five months beginning at the end of the Association's most recently ended financial year. Twenty one clear days notice of all general meetings must be given by e-mail to all members. The notice shall contain any notices of motion of which the Association Secretary is aware that it is intended to put to the meeting.
- (b) The annual general meeting:
- (i) receives and considers financial statements, the report of the Council and the report of the auditor;
 - (ii) declares who are elected to the Council
 - (iii) appoints an auditor who shall have the duties set out in s75 of the Act;
 - (iv) approves a budget for the next financial year;
 - (v) transacts other business brought forward by the Council (the Council shall have a discretion as to whether to bring forward any matter referred to it by a region).

(8.2) EXTRAORDINARY GENERAL MEETINGS

The Council may convene an extraordinary general meeting of the Association and the Association Secretary must do so at the written request of twenty members.

(8.3) QUORUM

A quorum of a general meeting of the Association is twenty members. If a quorum is not present within half an hour of the appointed time, the meeting shall be dissolved.

(8.4) PROCEDURE OF GENERAL MEETINGS

The President or, in the absence of the President, a Vice President shall preside. If none of these are present, the meeting shall choose a chairperson. Voting shall be on the basis of one member, one vote and in accordance with any detailed procedures set out in the Guidelines. Voting by proxy shall be permitted. Meetings may be conducted by any electronic means of communication.

(8.5) COUNCIL MEETINGS

- (a) The Council must hold meetings and may regulate their conduct. The quorum is one half of all the persons who currently comprise the Council. The President or, in the absence of the President, a Vice President shall preside. If they are absent, the members present may choose one of their number to take
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the chair. The Association Secretary must convene a meeting of the Council at the request of the President or a Vice President or any two of its members.

- (b) The Council and the Executive Committee may conduct its business by any electronic means of communication.
- (c) Proceedings of the Council or the Executive Committee and the actions of a member of the Council are valid even if there was some defect in the election or appointment of the Council or Executive Committee or person acting or any of them were not entitled to hold office.
- (d) A resolution in writing signed by two thirds of the members of the Council takes effect as if it had been passed at a meeting of the Council.

(8.6) MEETINGS GENERALLY

Accidental failure to give a member notice does not invalidate the business of a meeting.

(8.7) REFERENDUM

Should the Council decide that an issue exists which should be determined by the members of the Association as a whole, then the Council may elect to have the matter resolved by a referendum which shall be conducted in accordance with the Guidelines, provided that if so required by the Act the result of the referendum in order to be binding shall be ratified by a general meeting of the Association.

(9) ELECTIONS

Elections for members of the Council shall be conducted by a Returning Officer appointed by the Association Secretary using postal or electronic means and on the principle that all members get the opportunity to make nominations and subsequently to vote. Any detailed procedures set by the Guidelines shall be observed unless otherwise determined in advance or subsequently ratified by the Association in general meeting.

(10) FINANCE

- (10.1) The Association's financial year ends on the 31st day of December.
 - (10.2) The Association must keep a bank account with a banking institution nominated by the Council.
 - (10.3) All cheques must be signed by at least two officers.
 - (10.4) All money received must be paid to and promptly banked by the Association Treasurer.
 - (10.5) The Association Treasurer may maintain on the imprest system an amount of petty cash determined by the Council.
 - (10.6) Except for petty cash recoupment, cheques must be crossed "not negotiable" or "not transferable".
 - (10.7) The Council must maintain proper accounts of their financial transactions.
 - (10.8) At all Council meetings the Treasurer must table a list of payments since the last meeting giving details required by the Council.
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- (10.9) The Council must cause the Treasurer to prepare reports of income and expenditure for each calendar year and a statement of financial position for submission to the auditor. They and the accounts must be submitted for audit in sufficient time for the audit to be completed in accordance with the provisions of s74 of the Act which provides that completion shall be at least fourteen days before the audited statement of the accounts is required to be presented at the annual general meeting of the Association pursuant to s73 of the Act.
- (10.10) The assets and income of the Association must only be applied for the objects of the Association and must not be distributed directly or indirectly to members or former members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (10.11) The Council must prepare a budget, which includes provision for the activities of each Regional Professional Development Committee, for consideration at the annual general meeting. Once a budget is approved, all expenditure must be in accordance with it although the Council may review the budget during the year in the light of unforeseen contingencies provided the total expenditure in that case is no greater than 120% of the approved budget.
- (10.12) The Association Secretary shall have custody of the books, records, documents and securities of the Association. On reasonable notice to the Association Secretary a member may inspect the financial records during normal office hours.
- (10.13) The investment of any surplus funds of the Association shall be in the hands of the Council who shall have such powers of investment as are given to trustees in accordance with the general law. Any separately constituted region shall be bound by the investment and funding decisions of the Council.

(11) AMENDMENT OF RULES

These Rules may be amended by special resolution of the Association in general meeting but the provisions of ss33 and 70 of the Act must be observed.

(12) DISSOLUTION OF ASSOCIATION

The Association may be wound up voluntarily in the manner prescribed by s88 of the Act which requires a special resolution of the Association in general meeting. Members of the Association shall not be liable to contribute towards payment of its debts and liabilities. All remaining assets of the Association will be distributed to the Association for Tertiary Education Management Foundation Ltd as a deductible gift recipient.

Property to suitable educational body

If at the time of dissolution the Association for Tertiary Education Management Foundation Ltd is not classified as charity by the Australian Tax Office the remaining property must be given to one or more institution(s) which is mentioned in the tables in section 30-25 of the Income Tax Assessment Act 1997 (Cth).

(13) COMMON SEAL

The Association shall have a Common Seal which shall be in the custody of the Association Secretary. The seal shall not be affixed to any instrument except in pursuance of a resolution of the Council or the Association in general meeting and in the presence of two officers of the Council.

(14) INDEMNITY

The Association indemnifies its officers, Councillors and Regional Committee Members against liability incurred while acting in good faith carrying out or attempting to carry out Association business.

APPENDIX

GUIDELINES

1 REGIONS

The boundaries of the regions shall be as shown on the map appended to these guidelines.

2 MEMBERSHIP CLASSES

- (a) A person may be allocated to a class of membership in accordance with this guideline.
- (b) Council may declare eligible persons, as defined in clause (f), to be:
 - (i) Student Members
 - (ii) Members
 - (iii) Associate Fellows
 - (iv) Fellows
- (c) Council (not a Regional Committee) may declare an eligible person to be an Honorary Fellow because of having rendered distinguished service over an extended period to the Association or tertiary education administration.
- (d) Council (not a Regional Committee) may declare an eligible person (who may be a Member) an Honorary Member because of having rendered distinguished service to the region or tertiary education relevant to the region.
- (e) Council may declare an institution to be a corporate member. Corporate members shall have the right to nominate up to five employees who shall have the same rights and privileges as ordinary members.
- (f) Members who have retired from the tertiary education sector may become Emeritus members. This class of members shall have their own charter and Convenor which shall be approved by Council.
- (g) Only Members under paragraphs (b) and (e) pay the annual subscription, unless their subscription is waived due to being an Institutional Coordinator.
- (h) Eligibility to the membership classes is:
 - (i) Student Membership

Student Membership is available to any current full-time student. Evidence of full-time study will be required for each year of student membership.

Student Members receive the full range of member benefits, but are not eligible for grants, scholarships or voting rights. They pay half the full membership fee.

- (ii) Member

Available to any person working in, or with an interest in tertiary education management. Members receive the full range of member benefits including eligibility for grants, scholarships and voting rights.

A member is entitled to use the post nominal ATEMM.

(iii) Associate Fellow

Associate Fellow membership is available to those who possess a degree and/or equivalent professional career knowledge, skills and experience in tertiary education management.

Applicants for Associate Fellowship must have been a Member of ATEM for a minimum of one year. Applicants must provide evidence of a minimum of three years experience within the field of tertiary education management. The applicant is also required to have held a position of management or leadership for a minimum of two years.

Associate Fellows are required to complete a minimum of thirty (30) hours of continuing professional development (CPD) per annum.

Associate fellows are entitled to use the post nominal ATEMAF.

(iv) Fellow

To be considered for a Fellowship of ATEM, a person must have been actively engaged in the practice of the profession of tertiary education administration and management for at least 8 years and in a senior management role demonstrating strategic management and leadership for a minimum of two years. Leadership and service to the tertiary education community over at least five years must also be demonstrated.

Fellows are required to complete thirty (30) hours CPD per annum.

Fellows are entitled to use the post nominal ATEMF.

3 VOTES OF MEMBERS

- (a) In this Guideline “**President**” includes a reference to the person chairing the meeting.
- (b) Voting may be by voices or a show of hands and every Member involved in the meeting has one vote.
- (c) The President, or three Members, may demand a poll (by voices or a show of hands) either before or after the result of a vote is declared.
- (d) The President declares how a poll is to be conducted so that every Member involved in the meeting in person or by proxy has one vote.
- (e) When votes are equal on a show of hands or on a poll the President has a casting vote.

4 REFERENDUM

- (a) Where the Council has resolved to hold a referendum the Council causes to be sent to Members
 - (i) a voting form that enables Members to vote for or against the question to be determined;
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- (ii) a statement of why the Council believes the action planned should be taken; and
 - (iii) notice of the date and time by which completed voting forms must be received by the Association Secretary in order to be counted (being at least ten days after voting forms are sent).
- (b) The Association Secretary appoints two or more Members as scrutineers to count the referendum and report the result.
 - (c) The Association Secretary informs Members of the result.
 - (d) The result of a referendum is not invalidated because:
 - (i) a Member fails to receive material; or
 - (ii) there is an unintentional failure to send a Member material.

5 ELECTIONS

(a) RETURNING OFFICER

- (i) The Association Secretary appoints a Returning Officer who must be a Member but not a candidate for office. If not a candidate the Association Secretary may be Returning Officer.
- (ii) If the Returning Officer stands for another office there is a casual vacancy which the Association Secretary fills immediately.

(b) TIMETABLE

Elections are run each year according to the timetable set out below:

Action to be taken	Date
Appointment of Returning Officer	Before 1 February
Call for nominations	At 1 February
Nominations close	At date set in notice between 15 and 23 February
Ballot papers sent	By 1 March
Ballot closes	On 1 April

(c) NOMINATIONS

- (i) The Returning officer issues a notice that:
 - calls for nominations for offices falling vacant;
 - sets the date on which nominations close; and
 - specifies the format for nominations.
 - (ii) Nominations contain:
 - the name of a nominator and seconder and the candidate; and
 - a statement that the candidate accepts nomination.
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- (iii) Nominations must reach the Returning Officer by the date and time specified.
 - (iv) With a nomination a candidate may provide a statement of up to 200 words for distribution to voters. At its discretion the Executive may edit a Statement to the extent it believes necessary to ensure the Statement is not derogatory to the Association or a person.
 - (v) The Returning Officer shall verify the details of the nomination. Before rejecting a nomination as defective the Returning Officer notifies the candidate of the defect, if possible in time to allow the defect to be remedied.
- (d) **BALLOTS**
- (i) If possible, offices are filled in the order – President, Vice President, Association Secretary, Association Treasurer. A person filling one office is not eligible for another.
 - (ii) If there are more eligible candidates for a position than vacancies, a ballot is run. Otherwise eligible candidates are declared elected.
 - (iii) If a ballot is to be run, the Returning Officer sends each Member (by post or electronic means):
 - a ballot form authenticated by the Returning Officer naming candidates in random order and designed to allow voters to indicate numerically their order of preference; and
 - a copy of any Statements from candidates.
 - (iv) An election is not invalidated by a ballot paper not being received.
To vote, Members indicate a preference for one or more candidates on the ballot form and submit the form to the Returning Officer by the date and time specified on the ballot form.
 - (v) The Returning Officer checks each voter is entitled to vote and keeps received ballot forms securely.
 - (vi) The Association Secretary appoints two Members who are not candidates as scrutineers to observe the counting of votes.
 - (vii) At the closing of the ballot the Returning Officer counts votes in the presence of the scrutineers. Before commencing the Returning Officer indicates to the scrutineers the method of counting to be used that will:
 - be fair; and
 - take account of the optional preferences of voters.
 - (viii) The Returning Officer may decide any question involving elections taking due account of the Constitution and Guidelines.

6 REMOVAL OF AN ELECTED OFFICER

Disciplinary Powers are accorded to the ATEM Council under paragraph 6.2 of the ATEM Constitution.

This Guideline outlines examples of those breaches of duty and statutory obligations which may give rise to the President of ATEM being authorised to send a letter to the

person breaching the rules, seeking an explanation as to why the Officer should not be removed from Office.

- (a) Failure of an Officer Bearer to appropriately discharge duties of their office as determined by the Council following an issue being drawn to Council's attention.
 - (b) Failure to issue invoices for goods or services within a month of the goods or services being delivered.
 - (c) Failure to bank cheques within a month.
 - (d) Failure to pay invoices that are not in dispute within a month.
 - (e) Failure to prepare and submit statements required by the Australian Tax Office or New Zealand Inland Revenue in a timely manner.
 - (f) Failure to present the accounts of the Council to an Annual General Meeting.
 - (g) Failure to report adequately on other programs of the Council at an Annual General Meeting.
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