

ASSOCIATION FOR TERTIARY EDUCATION MANAGEMENT

Minutes of the Executive Teleconference held Friday 20 August 1999, 9.30am – 11.30am

1. Apologies

Liz Watson

2. Minutes of previous meeting

3.

The minutes of the meeting held on 13 March 1999 have been endorsed and circulated to members.

4. Business arising

None

5. Incorporation

4.1 Draft incorporation document prepared by the solicitor

Resolution E99/16:

To recommend that the draft incorporation document be approved by Council, subject to the recommendations in Resolution E99/17.

4.2 Report of the working party on Incorporation

It was agreed that the draft document met the Council's requirements in terms of translating our existing constitution into a clear concise document as requested.

Resolution E99/17:

The Executive discussed the report of the working party and resolved to recommend to Council as follows:

1. **Quorum:** Clause (8) (8.3) for a general meeting the quorum should be 20, for branches with a membership less than 30 a quorum should be 5, for branches with a membership over 30 a quorum should be 10. For meetings of Council a quorum should be half of the Council membership.
2. **Executive officer:** The position of Executive Officer will not be formally written into the constitution but will be dealt with by a delegation from Council.

3. **Management:** The word Management will be reinserted in Clause III and 2.1(b) and in Clause III (b) "raise" will be replaced by "maintain and improve"
4. **Co-opting:** point eight in Clause (5) (5.1)(b) regarding co-option will be deleted
5. **Immediate Past President:** point seven in Clause (5) (5.1) (b) immediate past president to be deleted.
6. **Treasurer:** point four in Clause (5) (5.1) (b) "(who may be the same person as the Secretary)" to be deleted
7. **Payments to Council:** replace Clause (10) (j) with "Branches shall pay to the Association such amounts as determined by resolution of Council. These amounts shall be paid by Branches at such times as the Council resolves.
8. **ACT Legislation:** The Association will incorporate in the ACT. The Association's financial year will change in accordance with these regulations to 1 May to the 30 April
9. **Paid Officers :** Unless otherwise resolved by Council, paid officers by the Association are not eligible to stand for elected positions (Further advice will be sought from the Solicitor in consultation with the Treasurer, regarding the necessary distinctions between paid and elected officers).
10. **Elections :** should continue to be held by postal ballot and declared at the AGM and advice should be sought on holding elections by electronic means.
11. **AGM Notice:** the period of notice for the AGM will be increased from 14 days to 21 days.
12. **Public Officer:** there be a public Officer for the Association who will be the Executive Officer. A working party has already been established to consider the duties of the Executive Officer in the light of incorporation and will report to the September Council.
13. **Membership Form:** that the membership form not be included as an appendix to the constitution so that it can be amended from time to time as Council sees fit.
14. **Termination for Cause:** Council and/or Branches can terminate for cause and the solicitor should make provision for this in the constitution
15. **Changing of Rules:** should be by referendum as is currently the practice and this process should be retained with provision for doing so electronically (The solicitor to advise).

- 16. AGM Notice:** insert at Clause 11 (5) (f) that accidental failure to give notice of the AGM does not invalidate the action proposed.
- 17. Continuity:** provision should be made for the existing Council and Executive to continue their terms after the date of incorporation.

Amendments to the Existing Constitution recommended by the working party but not supported by the Executive

- 18. Members @ Large:** The role of the Members at Large has been questioned. The logic behind the role needs to be tested. How can such members in any way represent the views of members of such a diverse organisation, any better than can be the branch executive members on Council. It has been suggested that the Members at Large should certainly not be members of the Executive of Council, and possibly not be part of the Constitution at all for that reason.

The Executive reaffirmed Council's policy that changes to the existing constitution should be the minimum required for incorporation. It was also felt that there continued to be a need to ensure broad representation on Executive and Council.

- 19. Representation of separately incorporated branches on the Executive :** There has been a suggestion that the Executive should be expanded to include the President or nominee of an Incorporated Branch, given the separate legal status of such a Branch, even though it still falls under the ATEM umbrella.

Given that Branches are already represented at Council, the Executive believes that it is unnecessary for any Branch to have special representation on the Executive. Between meetings of Council, the Executive is bound by Association policy, and if any other major issue arises, Executive will consult with Branches and/or Council as necessary.

Issues requiring further legal advice and action

- 20. Dissolution:** More detail is required about S88 of the Act to know how much this matches or contravenes our existing constitution. Solicitor to advise.
- 21. Various Requirements:** The Council needs advice about some of the administrative implications of being incorporated - such as what reports that have to be under incorporation and when, what are the requirements to have a registered office and are there specifications relocation and office hours. Solicitor to advise.
- 22. Continuity:** provision should be made for the existing Council and Executive to continue their terms after the date of incorporation. (Advice required from Solicitor)

23. Common Seal: "use of the seal must be in the presence of two officers" advice on alternative use of the Common Seal given the geographic spread of officers of the Association.

Resolution E99/18:

- ❖ *It was agreed that these recommendations and advice be circulated to Council for approval with a response period of two weeks.*
- ❖ *The matters requiring further consultation with the solicitor will be coordinated by VP Elect Tom Gregg, who will deal directly with the solicitor on behalf of the working party.*

The Executive expressed its thanks and congratulations to the working party for its report.

6. ATEM Foundation

6.1 Revised proposal following Council's resolution in May

The Honorary Secretary will put together a list of questions on governance etc that can be used to facilitate the discussion at Council in September.

Resolution E99/19:

To recommend to Council the establishment of the ATEM Foundation.

6.2 Appointment of consultants for the Foundation

The Executive agreed that the President-Elect and the Treasurer should follow up with AGFM with regard to the amount of possible expenses it may incur on our behalf since such expenses will need to be included in the budget.

Resolution E99/20:

To recommend to Council the appointment of AGFM as the fundraising consultant, on the basis set out in the proposals.

7. Referendum Process

Resolved E99/21:

- 1. That Council would determine the referendum question in September for advice to the AGM*
- 2. The referendum papers would be sent to members at the end of October*
- 3. The return date for referendum papers would be after two weeks (mid November)*

4. *The result of the referendum would be determined on the response of the majority of members voting.*
5. *The Honorary Secretary to confirm the referendum arrangements at the September meeting of Council.*

8. Executive Officer Position

Following the resignation of Ms Halverson, the President and President-Elect have discussed options for her replacement.

The Executive also noted that a working party of the Executive is to bring to the September Council recommendations on any changes to the position in the light of incorporation, and **agreed** that it would be preferable to make temporary arrangements for the filling of the position between October and December.

Resolved E99/18

It is recommended that the President and President-Elect be empowered to make transition arrangements on a temporary basis to fill the Executive officer position.

9. ATEM Awards Committee

Executive noted that all applications had been forwarded to the committee and there had been a strong response from applicants this year.

10. Other Business

In response to Mr Brownlie's question on the ATEM 2000 group report it was noted under the Council minutes of 22 May 1999 Resolution C99/13:

- "2. that a report should be drafted by the ATEM 2000 group entitled 2000 Update to be presented by Council to the AGM and
3. A list of all activities undertaken by the ATEM 2000 group be published and distributed to Branch Presidents."