



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

NPC# 15

1. Name of society

30 JUN 2011

Association for Tertiary Education Management Incorporated

2. Society number

1006884

I certify that the alteration has been made in accordance with the rules of the society.

Name

Neil Franklin Voyce

Position

Regional Executive Officer

Signature

[Handwritten Signature]

Date

11 6 2011

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- Checklist items: This certification has been completed by an officer of or a solicitor for the society. A copy of the rule alteration(s) is attached. The copy of the alteration to rules has been signed by three members of the society.

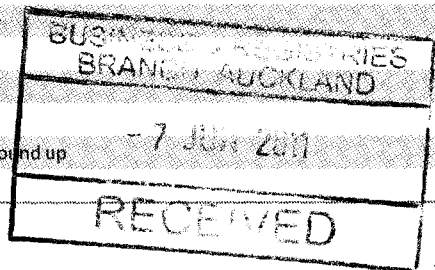
For society name changes -

- Checklist items: This rule alteration also includes a name change for the society, and We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- List of requirements: The name of the society, The objects for which the society is established, How people become members of the society and cease being members of the society, How meetings of the society will be called and held and how voting will take place, How officers of the society will be appointed, Control and use of the common seal, How the society's funds will be controlled and invested, The powers (if any) that the society has to borrow money, How any property of the society will be distributed in the event of the society being wound up, How the rules of the society can be altered



4. Your contact details

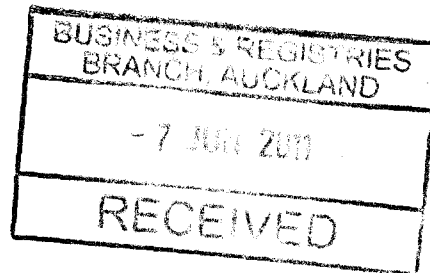
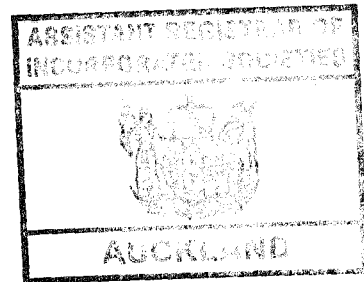
Name and postal address: Neil Franklin Voyce, 72b Colman Avenue, Sockburn, Christchurch 8042

Telephone: [] Email (option): []

Adopted by Annual General Meeting with immediate effect from 31 May 2011

**ASSOCIATION FOR TERTIARY EDUCATION
MANAGEMENT INCORPORATED - NEW ZEALAND**

CONSTITUTION



**RULES AND CONSTITUTION OF
ASSOCIATION FOR TERTIARY EDUCATION MANAGEMENT
INCORPORATED - NEW ZEALAND**

(1) NAME

The name of the Association shall be the "Association for Tertiary Education Management, Incorporated" (hereinafter referred to as "the Aotearoa Region").

(2) OBJECTS

The objects of the Aotearoa Region are to:

- 2.1 develop and improve the level of professional competence and practice in the field of tertiary education administration and management by providing courses, conference, interactive websites and publications to members, non-members or those with an interest in the tertiary or higher education sectors;
- 2.2 provide professional development guidance and further the professional interests of tertiary education administrators and managers;
- 2.3 recognise in appropriate ways outstanding contributions to tertiary education administrative and management practice;
- 2.4 encourage, develop and implement educational programmes 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
- 2.5 in the furtherance of its objects to act at all times in a manner which would be consistent with The Aotearoa Region being deemed to be a region of the Association for Tertiary Education Management Incorporated in the Australian Capital Territory ("the Association").

(3) POWERS

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

(4) BY-LAWS AND GUIDELINES

The Aotearoa Region shall adopt by-laws (hereinafter referred to as "guidelines") which shall be the guidelines adopted by the Association. The guidelines may not be altered by the Aotearoa Region.

(5) MEMBERSHIP

- 5.1 To be qualified as a member, a person must consent and must, in the opinion of the Council of the Association:
 - (a) be suitable; and
 - (b) have a sufficient connection with tertiary education administration and management.

- 5.2 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.
- 5.3 A suitably qualified person who wishes to become a member shall make application to the Association in such form as the Association Council may determine and any such application shall be considered by the Association Council which shall have power to admit the applicant to membership and the decision of the Association Council shall be final.
- 5.4 The Association Secretary shall maintain a Register of Members.
- 5.5 A member wishing to resign must give written notice to The Association Secretary.

(6) ANNUAL SUBSCRIPTION

- 6.1 (a) On admission a member must pay the annual subscription to the Association.
- (b) The annual subscription shall be fixed by the Council of the Association. A special fee shall be set for corporate membership. Annual subscriptions in conjunction with income generated from the delivery of Professional Development activities are the two main sources of income for the Association.
- 6.2 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.
- 6.3 No subscription shall be payable by Sub Regional Coordinators unless the Sub Regional Coordinator is a nominated Corporate member in which case the appropriate Corporate membership fee still stands.
- 6.4 The Association Council may terminate the membership of a member who does not pay a debt to the Association within six months of the due date.

(7) AOTEAROA REGIONAL PROFESSIONAL DEVELOPMENT COMMITTEE

- 7.1 Each year the Aotearoa Region must elect a member to be:
- (a) Chair of the Regional Professional Development Committee (Regional Committee) for a two year term; and
 - (b) Members on the Regional Committee (who shall also be Sub Regional Coordinators) along with the representative of the Maori Caucus to be elected on two year staggered terms.
- 7.2 The officers referred to in 7.1 shall be, together with the Immediate Past Chair, the Regional Professional Development Committee (Regional Committee).
- 7.3 The Immediate Past Chair shall be a member of the Regional Committee for the one year which immediately follows his or her completion of the term of office as Chair.
- 7.4 There shall be five sub regions and each sub region with a minimum of five paying individual members shall be eligible to be represented by two members who shall be

known as the Sub Regional Coordinators, and their appointment shall be coordinated by the Association

The five sub regions will be:

- Otago/Southland (Sub region #1)
- Canterbury/Westland/Nelson/Marlborough (Sub region #2)
- Wellington/Wairarapa/Manawatu/Taranaki (Sub region #3)
- Waikato/Bay of Plenty/East Coast (Sub region #4)
- Auckland/Northland (Sub region #5)

7.5 The Association indemnifies its officers and Regional Committee members against liability incurred while acting in good faith in carrying out or attempting to carry out the business of the Aotearoa Region.

(8) RESPONSIBILITIES OF THE AOTEAROA REGIONAL PROFESSIONAL DEVELOPMENT COMMITTEE

8.1 The Regional Committee shall be responsible for:

- (a) Developing and running professional development programmes 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
- (b) Supporting members in the region in their career development, including mentoring; and
- (c) Facilitating networking among members in the region; and
- (d) Promoting institutional and sector citizenship among members in the region.

(9) VACATION OF OFFICE

- 9.1 A person stops being an officer or member of the Regional Committee who resigns or stops being a member of the Association.
- 9.2 Except in the case of the Chair, the Association Council may remove a person from office or membership of the Regional Committee.
- 9.3 In the case of a person holding office or membership of the Regional Committee, the Council may remove a person from office or membership
- 9.4 If a casual vacancy arises in the Regional Committee excepting that of the Chair or Immediate Past Chair, the remaining members of the Regional Committee may appoint a member to fill the vacancy.
- 9.5 A person filling a casual vacancy holds office until the end of the term of the person replaced.

(10) MEETINGS

- 10.1 The Regional Committee may hold meetings and regulate their conduct. A quorum is 50% of the Committee plus one. The Chair must convene a meeting of the Regional Committee at the request of any two of its members.

- 10.2 The Regional Committee may conduct its business by any electronic means of communication.
- 10.3 Proceedings of the Regional Committee and the actions of a member of the Regional Committee are valid even if there was some defect in the election or appointment of the Regional Committee or any person or in the eligibility to hold office of any Regional Committee member.
- 10.4 A resolution in writing signed by two thirds of the members of the Regional Committee takes effect as if it had been passed at a meeting of the Regional Committee.
- 10.5 Members must be given at least 14 days notice of any general meeting of the Aotearoa Region. The notice must set out the general nature of any business to be considered.
- 10.6 Accidental failure to give a member notice does not invalidate the business of a meeting.

(11) ELECTIONS

Unless a different procedure is determined in advance or ratified subsequently by the Aotearoa Region in general meeting, then elections may be run in accordance with the Association's guidelines.

(12) FINANCE

- 12.1 The Association's financial year ends on the 31st day of December.
- 12.2 The Association must keep a bank account with a banking institution nominated by the Council.
- 12.3 All cheques must be signed by at least two authorised signatories except that one authorised signatory on a cheque is sufficient if a second authorised signatory has given approval by email or facsimile to the cheque being drawn and that such approval is filed with the financial documents for that transaction.
- 12.4 All money received must be paid to and promptly banked by the Association Treasurer through the approved Aotearoa Region officer(s).
- 12.5 The Association Treasurer may maintain on the imprest system an amount of petty cash for the Aotearoa Region as determined by the Council.
- 12.6 Except for petty cash recoupment, cheques must be crossed "not transferable – account payee only".
- 12.7 The Aotearoa Regional Professional Development Committee must maintain proper *accounts of their financial transactions as approved by the Association Council*.
- 12.8 The Association Council must cause the Association Treasurer, through the Aotearoa Regional Professional Development Committee to prepare reports of income and expenditure for each calendar year for the Aotearoa Region and a statement of financial position for the Aotearoa Region 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 requirements of the Association Council and s23 of the New Zealand Incorporated Societies Act 1908.*
- 12.9 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.

- 12.10 The Aotearoa Region of the Association must prepare a budget, which includes provision for the activities of the Aotearoa Region, for consideration by the Association Council and subsequently 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.
- 12.11 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.
- 12.12 The investment of any surplus funds of the Aotearoa Region of the Association shall be in the hands of the Association Council who shall have such powers of investment as are given to trustees in accordance with the general law. The Aotearoa Region shall be bound by the investment and funding decisions of the Association Council.

(13) AMENDMENT OF RULES AND CONSTITUTION

These rules and constitution may be amended by the Aotearoa Region in general meeting or by a postal or electronically based referendum passed by a majority of all members entitled to vote at a general meeting but the provisions of s21 of the Incorporated Societies Act 1908 must be observed provided that no amendment to the rules shall be valid unless such amendment has been first approved by the Council of the Association.

(14) DISSOLUTION OF ASSOCIATION

The Aotearoa Region may go into liquidation in the manner prescribed by s24 of the Incorporated Societies Act 1908 and its amendments.

(15) DISPOSAL OF SURPLUS FUNDS

If upon the liquidation of The Aotearoa Region there remains after satisfaction of all its liabilities any fund or assets, the same shall be transferred to the Association in Australia.

APPENDIX

GUIDELINES

1 MEMBERSHIP CLASSES

- (a) A person may be allocated to a class of membership in accordance with this Guideline.
- (b) The Association Council may declare eligible persons, as defined in clause (h), to be:
 - (i) Student Members
 - (ii) Members
 - (iii) Associate Fellows
 - (iv) Fellows
- (c) The Association 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) The Association 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) The Association 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 the Association Council.
- (g) Only Members under paragraphs (b) and (e) pay the annual subscription.
- (h) Eligibility to the membership classes is:

(i) Student Member

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.

2 VOTES OF MEMBERS

- 2.1 In this Guideline "Chair" includes a reference to the person running the meeting.
- 2.2 Voting may be by voices or a show of hands and every Member involved in the meeting has one vote.
- 2.3 The Chair or three Members may demand a poll before a vote by voices or a show of hands or after the result is declared.
- 2.4 The Chair declares how a poll is to be conducted so that every Member involved in the meeting in person or by proxy has one vote.
- 2.5 When votes are equal on a show of hands or on a poll the Chair has a casting vote.

3 REFERENDUM

- 3.1 Where the Association Council has resolved to hold a referendum the Association Council causes to be sent to Members
 - (a) a voting form that enables Members to vote for or against the question to be determined;
 - (b) a statement of why the Association Council believes the action planned should be taken; and
 - (c) 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).
- 3.2 The Association Secretary appoints two or more Members as scrutineers to count the referendum and report the result.
- 3.3 The Association Secretary informs Members of the result.
- 3.4 The result of a referendum is not invalidated because:
 - (a) a Member fails to receive material; or

- (b) there is an unintentional failure to send a Member material.

4 ELECTIONS

4.1 RETURNING OFFICER

- (a) 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.
- (b) If the Returning Officer stands for another office there is a casual vacancy which the Association Secretary fills immediately.

4.2 TIMETABLE

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

- 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

4.3 NOMINATIONS

- (a) 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.
- (b) Nominations contain:
- .. the name a of a nominator and seconder and the candidate; and
 - .. a statement that the candidate accepts nomination.
- (c) Nominations must reach the Returning Officer by the date and time specified.
- (d) 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.

- (e) 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.

4.4 BALLOTS

- (a) If possible, offices are filled in the order – Association President, Association Vice President, Association Secretary, Association Treasurer, Regional Chairs, Regional Committee Members. A person filling one office is not eligible for another.
- (b) If there are more eligible candidates for a position than vacancies, a ballot is run. Otherwise eligible candidates are declared elected.
- (c) 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.
- (d) An election is not invalidated by a ballot form not being received.
- (e) 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.
- (f) The Returning Officer checks each voter is entitled to vote and keeps received ballot forms securely.
- (g) The Association Secretary appoints two Members who are not candidates as scrutineers to observe the counting of votes.
- (h) 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.
- (i) The Returning Officer may decide any question involving elections taking due account of the Constitution and Guidelines.

5 REMOVAL OF A MEMBER

- 5.1 Where the Association Council is considering termination for cause (for example, because a member may be guilty of wilfully infringing the rules and constitution or engaging in conduct injurious to the Association or the Aotearoa Region), it must give the member notice to show cause within 30 days why membership should not be terminated.
- 5.2 The notice must provide enough detail to allow the member to respond fairly.
- 5.3 The Association Council must consider the member's response and if it decides to continue with termination must give the member a written invitation to resign within 30 days.

- 5.4 If the member has not resigned within 30 days, by a vote of two thirds or more of those participating, the Association Council may terminate membership.

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.


- 6.1 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.
- 6.2 Failure to issue invoices for goods or services within a month of the goods or services being delivered.
- 6.3 Failure to bank cheques within a month.
- 6.4 Failure to pay invoices that are not in dispute within a month.
- 6.5 Failure to prepare and submit statements required by the Australian Tax Office or New Zealand Inland Revenue in a timely manner.
- 6.6 Failure to present the accounts of the Association Council to an Annual General Meeting.
- 6.7 Failure to report adequately on other programs of the Council at an Annual General Meeting.

We the undersigned members of the Association for Tertiary Education Management Incorporated certify that the above is the updated Constitution of the Association as agreed upon by members at the Annual General Meeting held on 31 May 2011:

Kate Rawlings (Chair)



Ann Kilgour (Committee Member)



Neil Voyce (Regional Executive Officer)

