

**Association of
*Australian University Secretaries***



CHARTER

for the

Association of Australian

University Secretaries

As of 30 October 2014

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PRELIMINARY

1. DEFINITIONS

In this Charter: -

Annual Meeting: - means the meeting of Members of the Association convened and held at least once each year at a location determined at the previous Annual Meeting and at which the following business is conducted:

- presentation of a Report from the Executive for the preceding Calendar Year
- presentation of an annual financial report for the preceding Calendar Year
- election of the Executive
- proposed amendments, if any, to the Charter

Association: - means the Association of Australian University Secretaries

Associate Member: - means a person who has applied to be a Member and the Executive has determined that the person is not eligible or is otherwise not entitled to be or to remain a Member but who should be permitted to be associated with the Association.

Calendar Year: - means the 12 month period ending 31 December.

Charter: - means the document that sets out the rules which govern the operations of the Association as amended from time to time by the Executive and ratified at the Annual Meeting

Emeritus Member:- means a person who has held the role of University Secretary or equivalent and who is no longer eligible to be a Member but whom the Executive has determined, having regard to their experience in the governance of universities, should be invited to take up this category of membership.

Executive: - means the Members elected, by Members in attendance at the Annual Meeting, to the following honorary positions for the Term of Office and who are responsible for running the Association:

- President,
- Vice-President,
- Secretary; and
- Treasurer.

In addition, the Immediate Past President has an *ex officio* position on the Executive.

Note: The Executive will not normally consist of more than one Member from the same Higher Education Provider.

- Governance:** -may include, but is not limited to, the following functions:
- Secretariat operations supporting the governing body and its Committees
 - Legislative compliance
 - *Voluntary Code of Best Practice for the Governance of Australian Universities* compliance
 - Secretariat operations supporting a Higher Education Provider's controlled entities
 - Risk Governance
 - Policy Framework compliance
 - Conduct of Elections
 - Delegations Register compliance

Higher Education Provider:

- means a body corporate that is approved under the Higher Education Support Act (HESA) 2003

Member:

- means a person who is an officer of a Higher Education Provider in Australia and who occupies the role of or undertakes the duties of a University Secretary, Head of a University Secretariat, Head of a Governance Office or like roles or such other persons that the Executive Committee deem appropriate to be a Member.

Term of Office:

- means the period of time that runs from the Annual Meeting held in one Calendar Year through until the following Annual Meeting normally held in the following Calendar Year.

University Secretary: - means a person who is an officer of a Higher Education Provider in Australia and who occupies the role of or undertakes the duties of a University Secretary and for the purposes of this Association includes Secretary to Council or Council Secretary, or who otherwise carries responsibility for supporting the governing body of a Higher Education Provider in the effective discharge of its corporate governance responsibilities.

2. PURPOSE OF THE ASSOCIATION

The objects for which the Association is established are to:

- to provide a forum that enables Members to share and exchange information and to develop and promulgate better practice guidance for the Members of the Association
- to promote the importance of good governance through compliance with the *Voluntary Code of Best Practice for the Governance of Australian Universities*, the issue of good Governance best practice statements and the development of contemporary Governance processes and practices

- to encourage that the responsibilities of a University Secretary, including any statutory obligations are properly identified, recognised and promulgated in a best practice statement
- to encourage that issues are shared and best practice examples are shared, developed, benchmarked and promoted
- to encourage that issues of Governance within the Higher Education Sector are shared and solutions and best practice examples are shared, developed, benchmarked and promoted and where appropriate input provided, either collectively or individually, into consultation processes
- to promote the engagement by Higher Education Providers in meaningful benchmarking exercises both domestically and internationally which are made available to Members only and, where appropriate, published
- to maintain a formal web site to provide Members with current and easy to access contact details, including links to Institutions, and to promote the Association.
- to undertake research and provide advice on governance matters referred to the Association by the University Chancellor's Council and by *Universities Australia*
- to liaise with other like minded bodies internationally.

3. MEMBERSHIP

Members

A person seeking membership of the Association must apply to the Secretary. The Executive will determine whether a person is eligible for or entitled to membership or renewal of membership each year and will notify the person of its decision.

A Member and an Emeritus Member will be entitled to utilise and have access to the full benefits and services of the Association.

An Associate Member will have reduced entitlements to utilise and access the full benefits and services of the Association as determined by the Executive, but may otherwise participate in the activities of the Association.

A Register of Members, Associate Members, and Emeritus Members will be maintained by the Secretary on the Association's website

Conduct Obligations

Each Member, Associate Member and Emeritus Member is required to participate in a professional manner which includes, but is not limited to, the following obligations:

- avoiding a conflict of interests
- maintaining confidentiality of information shared by Members where requested to do so or where such information has been shared on a confidential basis
- acting in the best interests of the Association at all times
- respecting the views expressed by Members

Removal of Members

A Member, Associate Member or Emeritus Member may be removed by a unanimous decision of the Executive for a breach of a Member's conduct obligations or for other reasons as determined by the Executive. Where it is proposed that a Member is to be removed the Executive will advise the Member of its intention to remove the Member together with sufficient

detail and reasons and afford the Member the opportunity to provide reasons why such membership should be retained.

The Executive will make a decision on whether the Member shall be removed or not and if so for what length of time. The Executive's decision will be final and there is no right of appeal against the decision. Any Member so removed will be notified to the other Members.

Removal of Member of the Executive

The Members may remove a Member of the Executive by a resolution carried by a majority of 75% of the Members.

Cessation of Membership

A Member will cease to be a Member if one or more of the following events occurs:

- the Secretary receives a request from the Member for membership to cease
- the Member, Associate Member or Emeritus Member is removed
- where the Member is no longer eligible to be a Member
- the death of a Member

4. MEETINGS OF MEMBERS

There will be an Annual Meeting and at least one other meeting of Members. Unless otherwise agreed the meetings shall be conducted face to face. The Secretary will give notice of any meeting to all Members.

Meetings, where practical, should be aligned to one or more of the following National Governance Conferences or meetings including, but not limited to:

- National Conference on University Governance (UCC)
- Higher Education Conference (UA)

The President will chair each meeting of the Association or in the Chair's absence the Vice-President or in the absence of both the President and the Vice-President the Members shall appoint a Member present at the meeting to chair the meeting.

At least half of the membership shall constitute a quorum for the Annual Meeting. There are no quorum requirements for other meetings of Members of the Association.

For the purposes of elections at the Annual Meeting each Member present will be entitled to a vote and the Chair will have, if required, a casting vote.

5. MEETINGS OF THE EXECUTIVE

The Executive will meet at least on two occasions each Calendar year at a time and location notified by the Secretary in consultation with the President.

Meetings, where practical, should be aligned to one or more of the meetings of Members

The President will chair each meeting of the Executive or in the Chair's absence the Vice-President.

75% of the membership of the Executive will constitute a quorum for a meeting of the Executive.

6. MINUTES

Minutes of meetings of both the Members and the Executive will be taken by the Secretary and circulated to all Members once confirmed by the President.

7. ALTERATION OF CHARTER

The Association may only alter this Charter by a special resolution passed at a meeting of the Association.

8. SOURCE OF FUNDS

The funds of the Association must be derived from conferences, meetings and subject to any resolution passed by the Association any other sources that the Executive decides.

All funds must be deposited into the Higher Education Provider's bank account where the Treasurer is employed as soon as practicable and without deduction to the credit of the Association.

The Association must, as soon as practicable after receiving any funds, issue an appropriate receipt.

9. EXPENDITURE OF FUNDS

All expenditure of funds must be authorised by the President and Secretary of the Association.

10. DISSOLUTION

The Association may be dissolved by a special resolution passed at a meeting of the Association Members and surplus funds after satisfying all the Association's liabilities and expenses will not be paid or distributed to the Members of the Association but will be given or transferred to such other institution or Association having similar objects as an institution or body which prohibits the distribution of income, profit or assets to its Members and which has gained approval from the Deputy Commissioner of Taxation to be recognised as a body whose income is exempt from taxation.