

Council of Australasian University Librarians
(CAUL Inc)

The Constitution

Updated 31 October 2024

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Part 1 Preliminary

1.1 Name of the association

The name of the association is the *Council of Australasian University Librarians* (Incorporated) abbreviated as CAUL Inc. also referred to as CAUL.

1.2 Definitions

“CAUL” means the Council of Australasian University Librarians Incorporated, which was incorporated in the ACT (CAUL Inc.)

“Chief Executive Officer” means the most senior officer in the organisation as appointed by the Board.

“Director” means an individual elected or appointed as a director of the Board.

“Eligible Institution” means Australasian and Oceania universities recognised as universities by their respective governments.

“Finance, Risk & Audit Committee” means the committee elected in accordance with overseeing finance, risk and audit.

“Financial member” means those members who have paid all fees and dues set under section 2.6 to the satisfaction of CAUL.

“Financial year” means the Calendar year ending December 31st.

“General Meeting” means a formal meeting of the members and includes a Special General Meeting and an Annual General Meeting.

“National Office” means the administrative unit that supports the Board and CAUL I in pursuit of CAUL's strategic goals and operations.

“Public Officer” means the person responsible for acting as a point of contact between CAUL and the community and is expected to be able to represent CAUL in dealings with Access Canberra.

“The Board” means the Board of CAUL which manages CAUL's affairs and is the committee of CAUL for the purposes of the Act.

“the Act” means the Associations Incorporation Act 1991 (ACT).

“the Regulation” means the Associations Incorporation Regulation 1991 (ACT).

“Resolution” means a motion that requires approval by at least $\frac{1}{2} + 1$ of votes by those eligible to vote.

“Returning Officer” means a person responsible for overseeing elections.

“Special Resolution” means a resolution that requires a $\frac{3}{4}$ majority vote to be passed by those eligible to vote and that requires 21 days' notice be given before the resolution is considered.

“University Librarian” means the leadership role at an academic university that is responsible for the management of the university library operations.

1.3 Objectives

The objectives of CAUL are to:

1.3.1 be the recognised, trusted authority on the purpose, role, value and impact of university libraries in higher education and research;

1.3.2 provide leadership for the university library sector through the development of policy, principles, and best practice statements;

1.3.3 represent the interests of its members to government, the community and other stakeholders;

1.3.4 promote members' views and values in national, regional and international discourse on relevant issues and public policy developments;

1.3.5 foster cooperation between members to address issues and priorities of shared concern;

1.3.6 facilitate sharing of best practice, information and innovation among its members;

1.3.7 support the professional growth of current and future leaders in university libraries;

1.3.8 advance open and equitable access to knowledge, information and data.

1.4 Powers

1.4.1 CAUL has the legal capacity of a natural person and all powers prescribed by the Act unless otherwise stated in the Regulation or this Constitution.

1.5 The Public Officer

1.5.1 The Public Officer shall be a person appointed by resolution of the Board to the position of Public Officer in accordance with the Act.

1.5.2 The Public Officer must reside in the ACT.

Part 2 Membership

2.1 Membership & eligibility

2.1.1 Membership is open to the University Librarian (or equivalent) at an Eligible Institution.

2.1.2 Members have the right to:

2.1.2.1 receive notices of and to attend General Meetings,

2.1.2.2 vote at General Meetings on resolutions put to members;

2.1.2.3 if eligible, nominate or be nominated for election as a Director; and

2.1.2.4 vote on the election of Directors.

2.1.3 There shall only be one member from each Eligible Institution. The member shall be the person holding the position of University Librarian (or equivalent). The name of this person and their institution shall be recorded and kept on a register of members by the Chief Executive Officer.

2.1.4 Membership shall be contingent upon payment of any membership fees or levies which may be determined by the Board under this Constitution.

2.2 Applications for membership

2.2.1 An application for membership may be made by the University Librarian or equivalent of an Eligible Institution that is not currently listed on the register of members. The application must be submitted in writing to the Chief Executive Officer.

2.2.2 Upon receiving an application for membership, the Chief Executive Officer must verify the applicant's eligibility with their institution.

2.2.3 An eligible application submitted as per section 2.2.1 shall be placed on the agenda of the next Board meeting for approval by the Board. Once approved, the applicant shall be advised and the applicant's name (the member) and the name of their institution is to be

added to a register of members by the Chief Executive Officer. If an application is rejected, no reason is required to be given for the rejection.

2.2.4 Should a person holding membership (listed on the register of members) cease to be a member pursuant to section 2.4, an offer of membership shall be made to the person taking over the member's position of University Librarian or equivalent by the Chief Executive Officer, provided that they are eligible pursuant to section 2.1. The offer must be made in writing, advising that person of their rights and responsibilities as a member of CAUL, including their right to accept or decline the offer.

2.2.5 If an offer of membership made pursuant to section 2.2.4 is accepted, that person's name shall be added to the register of members, replacing the previous member from that institution.

2.3 Transfer of membership entitlements

2.3.1 A right, privilege or obligation of a member cannot be transferred or transmitted to another person and terminates on cessation of the person's membership.

2.3.2 A member may appoint a proxy under section 4.6.

2.3.3 Should the person holding membership vacate the position of University Librarian or equivalent, they shall cease to be a member pursuant to section 2.4 and the person taking over that position shall be offered membership pursuant to section 2.2.4.

2.3.4 If there is any doubt as to who the appropriate person is under section 2.1.3, advice shall be sought from the institution in question.

2.4 Cessation of membership

2.4.1 A member ceases to be a member of CAUL if they:

2.4.1.1 vacate the position of University Librarian (or equivalent) at their Eligible Institution; or

2.4.1.2 die or

2.4.1.3 resign from their membership of CAUL; or

2.4.1.4 are expelled from CAUL in accordance with section 2.8; or

2.4.1.5 are convicted of an indictable offence; or

2.4.1.6 have not paid their annual membership fee by the due date; or

2.4.1.7 fail to meet the conditions of membership prescribed by this Constitution.

2.4.2 Should a person cease to be a member under section 2.4.1, the Chief Executive Officer must remove the name and institution of that person from the register of members and the member ceases to be a member on the date of such removal.

2.5 Resignation of membership

2.5.1 A member may resign by sending a written notice of resignation to the Public Officer, or such other person as determined by the Board.

2.5.2 Upon receipt of written notice by the Public Officer, or such other person as determined by the Board, the Chief Executive Officer must remove the member and the name of their institution from the register of members.

2.6 Membership Fees

2.6.1 CAUL may charge annual membership fees, the amount of which will be determined from time to time by the Board.

2.7 Members' liabilities

2.7.1 The liability of a member to contribute towards the payment of the debts and liabilities of CAUL or the costs, charges and expenses of the winding up of CAUL is limited to the amount (if any) unpaid by the member in relation to membership of CAUL as required under section 2.6.

2.8 Disciplining of members

2.8.1 The Board may expel a member or suspend a member from the rights and privileges of membership for a specified period of time, if that member is found to be acting in a manner contrary to the interests and values of CAUL.

2.8.2 The process for determining the disciplining of members under section 2.8.1 shall be determined by the Board. Any process must be transparent, diligent and afford natural justice to those involved.

2.8.3 Where a member is expelled or suspended under section 2.8.1, the Chair or their delegate must as soon as practicable notify the member in writing, specifying the grounds for the decision and notifying that member of their right to appeal under section 2.8.4.

2.8.4 A member has the right to appeal the Board's decision made pursuant to section 2.8.1 provided that written notice of the intent to appeal is provided to the Chair within 14 days of receiving the Board's decision. Notice of appeal must state the grounds for the appeal.

2.8.5 Upon receiving an appeal the Chair must notify the Board immediately. The Board must call a Special General Meeting for the purpose of considering the appeal within 28 days, as per the procedure in section 4.2.

2.9 Dispute Resolution

2.9.1 The dispute resolution procedure, as distinct from disciplinary procedures, set out in this section applies to disputes between:

2.9.1.1 a member and another member, or

2.9.1.2 a member and CAUL.

2.9.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

2.9.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

2.9.4 Should such attempt to resolve disputes fail, the dispute is to be referred to mediation.

2.9.5 At a mediation, the mediator must be:

2.9.5.1 a person chosen by agreement between the parties, or

2.9.5.2 in the absence of agreement:

i. in the case of a dispute between a member and another member, a person appointed by the Board who may be a member that is not party to the dispute, or

ii. in the case of a dispute between a member and CAUL, a person who is an appropriately qualified mediator appointed by the Board.

2.9.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

2.9.7 Each party must pay an equal share for the cost for mediation.

2.9.8 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

2.9.9 A member must not initiate a dispute resolution procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

Part 3 The Board

3.1 Powers & function of the Board

The Board:

3.1.1 Governs CAUL and manages its affairs in accordance with the Act, the Regulation, this Constitution and any resolution passed by CAUL at a General Meeting.

3.1.2 Has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of CAUL including:

3.1.2.1 to raise, borrow or invest money on behalf of CAUL and open any banking account subject to CAUL's financial policies and procedures created in accordance with section 5.1.10;

3.1.2.2 to appoint the Chief Executive Officer and to authorise the Chief Executive Officer to manage the operations of the National Office, including matters related to staffing, engagement of professional services, and all other operational matters;

3.1.2.3 to effect and maintain insurance as required to support CAUL's operational requirements;

3.1.2.4 to establish and pursue a strategic plan to further CAUL's objectives;

3.1.2.5 to make any regulations, policies or procedures provided that they are lawful, and written in accordance with the Act, the Regulation and this Constitution; and

3.1.2.6 to exercise all other powers of CAUL that are not by law or this Constitution required to be exercised by CAUL at a General Meeting.

3.1.3 The Board must establish and maintain a charter (the Charter) which sets out:

3.1.3.1 the roles and responsibilities of the Board and its members;

3.1.3.2 the procedures and processes of the Board;

3.1.3.3 any other matter relating to its governance not covered by this Constitution.

3.1.4 The Charter shall be reviewed by the Board at least once every two (2) calendar years.

3.1.5 The Charter shall be made accessible to members of CAUL upon request; and to the public as the Board deems appropriate.

3.1.6 The Board may make, amend, or repeal such by-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of CAUL.

3.1.7 Any by-laws:

3.1.7.1 must be consistent with the provisions in this Constitution, and

3.1.7.2 when in force, are binding on all members.

3.2 Membership of the Board

3.2.1 The Board shall consist of seven Directors as follows:

3.2.1.1 Four Directors elected by and from among the members of CAUL in accordance with section 3.3.1 to 3.3.8; and

3.2.1.2 Three Directors appointed by the Board for their professional skills and experience. Subject to section 3.3.7, any person is eligible to be appointed to the position provided that they bring the prerequisite skills and experience.

3.2.2 The term for positions under 3.2.1.1 and 3.2.1.2 shall be approximately 3 years from the time that they are elected or appointed to that position. A person shall be eligible for re-election or re-appointment at the end of their term but may not serve more than two terms consecutively (Maximum Continuous Term).

3.2.3 A person who has held office as a Director for the Maximum Continuous Term is eligible for re-election or reappointment after a period of 36 months from the date that the person last held office as a Director.

3.2.4 The Maximum Continuous Term does not include any period of a Director's appointment to fill a casual vacancy under section 3.4.4.

3.2.5 To facilitate the orderly rotation of Directors, the terms of Directors in office may be reduced by resolution of the Board to bring the terms into alignment.

3.2.6 The Board shall have the authority to appoint elected or appointed Directors in accordance with sections 3.2.5 and 3.2.6 to officer positions aligned with functions of the Board; these shall include:

3.2.6.1 Chair;

3.2.6.2 Deputy Chair;

3.2.6.3 Chair of the Finance, Risk and Audit Committee

3.2.7 Descriptions for officer positions listed in section 3.2.5 shall be recorded in the Board Charter, descriptions shall include any duties, responsibilities and expectations associated with the position.

3.2.8 The Chair of the Board may not concurrently hold the role of Chair of the Finance, Risk and Audit Committee.

3.2.9 At the first Board meeting following the 30th September each year, or at another time designated by the Board, the Board shall appoint from among their number a Chair, Deputy Chair and Chair of the Audit Risk and Finance Committee.

3.2.10 A Director is eligible to hold an officer position for one year from the date on which they are appointed to that position. An officer position becomes vacant if the person holding that position:

3.2.10.1 ceases to be a Director; or

3.2.10.2 resigns; or

3.2.10.3 is removed from the officer position as described by section 3.2.8.

3.2.11 A Director may be removed from an officer position by Special Resolution of the Board

3.2.12 When a vacancy occurs for an officer position appointed under section 3.2.7 the Board must appoint a Director to fill that vacancy as soon as practicable.

3.2.13 Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to fewer than three Directors, in

which case the continuing Directors may act only:

3.2.13.1 to appoint Directors for the purpose of increasing the number of Directors to three or higher,

3.2.13.2 to convene a General Meeting, or

3.2.13.3 in an emergency.

3.3 Election and appointment of Board members

3.3.1 Elections for Directors shall be called by the Board annually, to take place at least 14 days before the 30th of September each year, subject to clause 3.3.3.

3.3.2 Positions for election shall be those Director positions listed under section 3.2.1.1 whose terms are set to expire that year and those Director positions that are vacant at the time an election is required to be called.

3.3.3 If no Directors have terms set to expire and no Director positions are currently vacant, the Board is not required to conduct an election.

3.3.4 Notice that an election is not required must be provided to members by the Chief Executive Officer or such other person as determined by the Board.

3.3.5 The election shall be conducted by a secret ballot of the members.

3.3.6 The Returning Officer shall be the Chief Executive Officer or another person as determined by the Board.

3.3.7 Employees of CAUL are not eligible for election or appointment to the Board.

3.3.8 The rules for election and the manner in which the election is to be conducted shall be determined by the Board and recorded as regulations.

3.3.9 The process by which appointments are made for positions defined under section 3.2.3 shall be determined by the Board and recorded as regulations.

3.3.10 The regulations created pursuant with section 3.3.8 and 3.3.9 must be made available to members upon request.

3.4 Casual vacancies

3.4.1 A Director ceases to be a Director and a position on the Board becomes vacant if the person holding that position:

3.4.1.1 dies; or

3.4.1.2 resigns by notice to the Chair; or

3.4.1.3 is removed from the Board in accordance with section 3.5.1; or

3.4.1.4 becomes bankrupt or personally insolvent; or

3.4.1.5 becomes a mentally incapacitated person under the law relating to mental health unless, in the opinion of a majority of Directors, the Director can fully participate in the governance of CAUL, despite their mental incapacity; or

3.4.1.6 is absent without the consent of the Board from all meetings of the Board held during a period of 3 months.

3.4.2 If an elected Director ceases to be a member under section 2.4, the Board shall determine whether that Director will continue on the Board for the remainder of their term, or whether to declare a casual vacancy and shall advise the Director once such determination has been made.

3.4.3 Subject to section 3.4.2, when a position on the Board becomes vacant, it creates a casual vacancy.

3.4.4 When the Board determines in accordance with section 3.4.2 that a casual vacancy occurs for an elected Director position listed under section 3.2.1.1, the Board will appoint an eligible member to fill the vacancy until the next election.

3.5 Removal of Board members

3.5.1 CAUL may remove any member of the Board from office by Special Resolution at a General Meeting.

3.6 Board meetings and quorum

3.6.1 The Board must meet, which may include meeting by technological means, at least 4 times in each calendar year at the place and time determined by the Board.

3.6.2 Notice of a meeting must be given by the Chief Executive Officer to each member of the Board at least 48 hours before the appointed meeting time unless a different time period is agreed by the Board.

3.6.3 Quorum shall be four (4) members of the Board.

3.6.4 No business may be transacted by the Board unless a quorum is present.

3.6.5 At meetings of the Board the Chair or, in the absence of the Chair, the Deputy Chair shall chair the meeting. If neither is present, another member of the Board may be appointed by resolution of the Board to chair the meeting.

3.6.6 A Board meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.

3.6.7 A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.

3.6.8 Non receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the Board meeting.

3.7 Delegation by the board

3.7.1 The Board may establish committees or working parties to address specific priorities, provide advice, recommendations or undertake work related to matters it deems important.

3.8 Voting and decisions

3.8.1 Questions (for resolution) arising at a meeting of the Board are to be decided by a majority of votes.

3.8.2 Each member of the Board present at a meeting is entitled to a single vote.

3.8.3 In the event of an equality of votes on any question at a Board meeting, the Chair does not have a casting vote and the motion is not passed.

3.8.4 The Board may make resolutions by circular correspondence outside of a meeting. A circular resolution requires a majority of votes. All circular resolutions passed must be noted on the agenda of the next Board meeting.

3.8.5 All acts done at any Board meeting or by any individual acting as a Director are valid even if it is later discovered that there was a defect in the appointment of a person as a Director or the person not being entitled to vote.

Part 4 General meetings

4.1 Annual General Meetings

4.1.1 CAUL must hold an Annual General Meeting at least once each calendar year.

4.1.2 An Annual General Meeting may be called on a date and at a place and time that the Board deems appropriate.

4.1.3 In addition to any other business that may be transacted at an Annual General Meeting, the business of such a meeting is to:

4.1.3.1 Confirm the minutes of the last Annual General Meeting and of any Special General Meeting(s) held since that meeting;

4.1.3.2 Receive a report from the Board on CAUL's activity since the last Annual General Meeting;

4.1.3.3 Receive a report from the Board on CAUL's budget and finances;

4.1.3.4 Receive a copy of CAUL's audited accounts.

4.1.4 Reasonable opportunity must be provided for members to propose items of other business.

4.1.5 Notice of an Annual General Meeting must be provided to all members at least fourteen (14) days before the meeting date. If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution at least twenty-one (21) days' notice must be given. Notice must specify that a Special Resolution is on the agenda.

4.1.6 The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.

4.1.7 A member's attendance at a General Meeting waives any objection that the member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

4.2 Special General Meeting

4.2.1 The Board may at its discretion call a Special General Meeting of CAUL.

4.2.2 A Special General Meeting may be called on a date and at a place and time that the Board deems appropriate.

4.2.3 The Board must call a Special General Meeting within 28 days of receiving a written request signed by at least half of CAUL's members.

4.2.4 A request must state the purpose of the meeting.

4.2.5 The business to be transacted at a Special General Meeting must be related to the purpose for which the meeting was called.

4.2.6 Notice of a Special General Meeting must be provided to members once the meeting date has been determined.

4.3 Procedure and quorum for General Meetings

4.3.1 A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that provides the members with a reasonable opportunity to participate, including the ability to hear and be heard.

4.3.2 A member who participates in a General Meeting using the technology prescribed by

the Board is taken to be present at the General Meeting and, if the member votes at the meeting using the technology prescribed, is taken to have voted in person.

4.3.3 A virtual General Meeting and a General Meeting that is partly held using technology, and partly held at a physical location or locations, is deemed to have been held at CAUL's registered office.

4.3.4 A General Meeting must be held:

4.3.4.1 at a reasonable time,

4.3.4.2 at a reasonable location or locations if the General Meeting is being held at a physical location or locations and any of the members are entitled to physically attend the General Meeting, and

4.3.4.3 if virtual meeting technology is used in holding the General Meeting, in such a way as to give the persons entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.

4.3.5 A General Meeting is taken to be held at a reasonable time if any of the following applies:

4.3.5.1 if there is only one location at which the members entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the location,

4.3.5.2 if there are two or more locations at which the members who are entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the main location for the General Meeting as set out in the notice of the meeting,

4.3.5.3 if the General Meeting is held using virtual meeting technology, the General Meeting is held at a time that is reasonable in the time zone of CAUL's registered office.

4.3.6 No business may be transacted at a General Meeting unless there is a quorum of at least half the members entitled to vote plus one (1) present in person or by proxy.

4.3.7 A General Meeting shall be chaired by the Chair or, in their absence, the Deputy Chair. If neither is present, a person may be appointed to chair the meeting from among those members present.

4.3.8 A General Meeting may be adjourned to another time and place by resolution of those members present. Only unfinished business may be considered when the meeting reconvenes.

4.4 Making of decisions

4.4.1 A question arising at a General Meeting is to be determined by ordinary resolution except where the Act prescribes that a Special Resolution is required or CAUL determines it is required.

4.4.2 In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.

4.4.3 A question arising at a General Meeting is to be decided by a show of hands unless before or on the declaration of the show of hands, a poll is requested.

4.4.4 A poll may be requested by the Chair or by no less than 3 members present or by proxy at the meeting.

4.4.5 If a poll is requested at a General Meeting, the poll must be taken:

4.4.5.1 immediately, if the poll relates to the election of the person to chair the meeting or to the question of an adjournment; or

4.4.5.2 in any other case, at an appropriate time during the meeting.

4.5 Voting

4.5.1 Each member is entitled to a single (1) vote.

4.5.2 Votes must be given in person or by proxy.

4.5.3 A proxy appointed in accordance with section 4.6 must be present at a General Meeting to cast their vote.

4.5.4 The minutes of a meeting shall record the declaration by the person presiding that a resolution has been carried unanimously, carried by a particular majority or lost.

4.6 Proxies

4.6.1 A member is entitled to appoint a proxy by giving written notice to the Chief Executive Officer.

4.6.2 Only a person who is entitled to be a member under section 2.1 or who is a current employee of a member's institution may be appointed as proxy.

4.6.3 Appointment of a proxy must be made in writing and lodged with the Chief Executive Officer in a format determined to be appropriate by the Chief Executive Officer.

4.6.4 No person may hold more than 3 proxies at any one time.

4.6.5 The appointment of a proxy may be revoked at any time upon receipt of a request from the member by the Chief Executive Officer.

Part 5 Miscellaneous

5.1 Finances

5.1.1 The funds of CAUL must be derived from membership fees or levies, grants, donations or other appropriate sources determined by the Board.

5.1.2 Funds and credit shall only be used for purposes approved by CAUL or the Board subject to this Constitution.

5.1.3 CAUL may borrow funds, or obtain credit, only to the limit of its account balance, or to its account balance minus outstanding liabilities and commitments to the end of the current financial year, whichever is the lower amount.

5.1.4 CAUL is non-profit. The assets and income of CAUL shall be applied solely in furtherance of its aims and objects. No portion shall be distributed directly or indirectly to any member of CAUL except as bona fide compensation for services rendered or expenses incurred on behalf of CAUL.

5.1.5 All monies payable to CAUL shall be paid to the credit of CAUL in an appropriate account.

5.1.6 As soon as practicable after receiving any monies, CAUL must issue an appropriate receipt.

5.1.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or electronically approved using a secure online service in accordance with sections 5.1.8 and 5.1.9.

5.1.8 Signatories on CAUL accounts shall consist of at least two members of the Board, and other members or employees of CAUL as may be determined by the Board for time to time.

5.1.9 Operation of an account shall require any two of the CAUL's designated signatories to sign.

5.1.10 The Board may develop financial regulations, policy and procedures that describe the appropriate management of CAUL's finances provided that they are lawful and written in accordance with the Act, the Regulation and this Constitution. These instruments must be made available to members of CAUL upon request.

5.1.11 CAUL must make and keep written financial records that:

5.1.11.1 correctly record and explain its transactions and financial position and performance, and

5.1.11.2 enable true and fair financial statements to be prepared and to be audited if required.

5.2 Audit

5.2.1 CAUL's accounts must be audited each financial year by a person (the Auditor) pursuant to Part 5 of the Act.

5.2.2 The Auditor must be a person who is a member of the Institute of Chartered Accountants in Australia, the Institute of Public Accountants, or CPA Australia, or who is registered as an auditor under the Corporations Act, being a person who is not:

5.2.2.1 an officer of CAUL; or

5.2.2.2 a partner, employer or employee of an officer of CAUL; or

5.2.2.3 a partner or employee of an employee of an officer of CAUL.

5.2.3 The Auditor shall be appointed by the Board via a process recorded in the Board's procedures. The appropriateness of the Auditor must be reviewed by the Board each financial year.

5.3 Amending the constitution

5.3.1 This Constitution may only be amended by a Special Resolution at a General Meeting.

5.4 Winding up

5.4.1 A motion to wind up CAUL shall only be considered at a Special General Meeting called for that purpose.

5.4.2 Such a motion must be approved by a Special Resolution.

5.4.3 Upon such a motion being approved and subject to section 5.4.4, all the assets of CAUL shall be released.

5.4.4 The amount that remains after CAUL's dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation with a similar purpose which is not carried on for the profit or gains of its members;

5.4.5 This organisation shall be Universities Australia unless otherwise determined by CAUL.

5.5 Minutes

5.5.1 CAUL must keep minutes of:

5.5.1.1 proceedings and resolutions of General Meetings,

5.5.1.2 proceedings and resolutions of Board meetings,

5.5.1.3 proceedings of committee meetings, and

5.5.1.4 resolutions passed by the Board without a meeting.

5.5.2 CAUL must ensure that the minutes of a meeting are signed within a reasonable time after the meeting which is usually within one month by the chair of the meeting at which the proceedings were held, or by the chair of the next meeting.

5.6 Service of Notices to Members

5.6.1 A notice may be given by CAUL to a member by:

5.6.1.1 serving it on the member personally,

5.6.1.2 sending it by post to the member's address as shown in the register of members,

5.6.1.3 sending it to an electronic contact address such as an e-mail address, that the member has supplied to CAUL or to an address from which the member has contacted CAUL in the past, or

5.6.1.4 making a copy of it accessible electronically and advising the member of its availability via the electronic contact address.

5.6.2 Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.

5.6.3 Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the member is advised via the electronic contact address that the notice is accessible electronically.

5.7 Custody and inspection of records

5.7.1 Subject to the Act, the Regulation and this Constitution, the Chief Executive Officer or their delegate must keep in their custody, or under their control, all records, books, and other documents relating to CAUL.

5.7.2 The records, books and other documents of CAUL must be open to inspection at a place in the ACT, free of charge, by a member of CAUL at reasonable times determined by the Board.

5.7.3 A member is entitled to request a copy of the following documents free of charge:

5.7.3.1 the Constitution;

5.7.3.2 the by-laws; and

5.7.3.3 the minutes of a General Meeting.

5.7.4 The Board may refuse to allow a member to inspect or copy a record or other document if satisfied that allowing access would be prejudicial to CAUL's interests.

5.7.5 If a member requests that any information contained on the register about the member other than the member's name not be available for inspection, that information must not be made available for inspection.

5.7.6 A member must not use information obtained from the register of members to contact or send material to members, other than for:

5.7.6.1 the purposes of sending a notice in respect of a General Meeting,

5.7.6.2 any other purpose necessary to comply with a requirement of the Act or as permitted by the Board.

5.8 Transitional Arrangements

5.8.1 Any question, issue or dispute relating to or arising in consequence of the adoption of this Constitution and the transitional rules shall be determined by resolution of the Board whose decision shall be final.

Transition – Membership

5.8.2 Upon this Constitution becoming effective:

5.8.2.1 The classes of Full Member and Associate Member under the previous constitution will cease to exist; and

5.8.2.2 any member on the register of members will be classified as a member in accordance with section 2.1.

Transition – Directors

5.8.3 Upon adoption of this Constitution:

5.8.3.1 The Directors in office may serve out the remainder of their terms pursuant to the constitution that this Constitution replaces, despite any such Director currently serving their third consecutive term.

5.8.3.2 Any term served immediately prior to the adoption of this Constitution shall count towards the Maximum Continuous Term in clause 3.2.2.

Transition - Committees of the Board

5.8.4 Any committee established under the constitution that this Constitution replaces will continue until otherwise dissolved or ceased by the Board.