

# HIGHER EDUCATION RESEARCH AND DEVELOPMENT SOCIETY OF AUSTRALASIA INCORPORATED

## Constitution

Revised 7 July 2007 after a positive vote by members.

Adopted 15 January 2013 after a positive vote by members.

Adopted 29 June 2017 after a positive vote by members.

### Article 1: Name

The name of the association shall be the *Higher Education Research and Development Society of Australasia Incorporated*, hereinafter referred to as HERDSA.

### Article 2: Purpose, goal and specific aims

The overarching purpose of HERDSA is to bring together and support those people who are engaged in teaching in higher education, in the study of learning, teaching and policy in higher education, and in the continuous improvement of higher education. The term Higher Education includes the tertiary education sector.

The goal of HERDSA is to be a scholarly society for the diverse group of people concerned to advance higher education.

The specific aims of HERDSA are to:

- i Assist and advance education in the tertiary education sector, especially higher education
- ii Represent the interests of people who teach in and who study tertiary education, and especially higher education
- iii Facilitate the improvement of teaching in higher education, research into higher education and policy-making in higher education
- iv Provide a forum for people in the tertiary education sector to discuss issues relevant to post-secondary education, especially higher education
- v Contribute to the professional development of members
- vi Encourage and disseminate research on teaching, learning, development and policy in tertiary, and especially higher education
- vii Recognise and reward outstanding contributions to higher education
- viii Encourage cooperation between HERDSA and other societies that have complementary interests.
- ix Operate the Society with due cognisance of the aspirations, preferences and practices of indigenous peoples and to recognise and acknowledge the principles inherent in New Zealand's Treaty of Waitangi.

### Article 3: Membership

a. HERDSA has two categories of membership:

- i) *Member*: Any person who is interested in the overarching purpose of HERDSA and who pays prescribed fees. The Executive shall have the power to create certain types of membership under this Article.

- ii) *Honorary Life Member*: Any person who is interested in the overarching purpose of HERDSA and who is elected to honorary life membership by the Executive of HERDSA. Honorary life members will be elected because they have made a distinguished contribution to higher education or because they have served HERDSA well over a significant period. Honorary life members have voting rights but are not required to pay prescribed fees.

b. With the approval of a general meeting, the Executive shall have the power to create, and appoint people to honorary positions of distinction other than those provided for under Article 3a ii).

c) Failure to pay the prescribed fees within a period of two months after the subscription has been due will automatically terminate membership.

d) At her/his request and on payment of prescribed fees and any money owed to the Society, any person whose membership has been automatically terminated may be reinstated.

e) HERDSA reserves the right to terminate the membership of an individual for actions carried out in HERDSA's name which are contrary to the purposes of the Society or the Society's good standing. The procedure for disciplining members shall be determined by the Executive. Disciplinary decisions made by the Executive require ratification at a general meeting of HERDSA. Anyone who wishes to appeal against a decision may do so at the next general meeting of HERDSA.

#### **Article 4: Organisational Structure, Executive Committee and Officers of HERDSA**

a. HERDSA shall comprise all members of the Society and be governed by an Executive committee, hereinafter referred to as 'the Executive'. The Executive shall consist of ten (10) elected financial members including a President, President-Elect, Vice-President and Treasurer. In addition, the convenor of the immediate next and subsequent annual conferences will be ex-officio members of the Executive until the conclusion of the respective conferences. The composition of the Executive should include representation from both Australia and New Zealand. Other representation of branches and special interest groups will be determined in accordance with this sub-article, by the Executive, with the approval of a general meeting.

b. The Officers of HERDSA shall comprise the President and Treasurer and conference convenors of the immediate next and subsequent annual conferences. Other officers of HERDSA may be appointed to carry responsibility for HERDSA publications and other specific functions as determined by the Executive. Officers of HERDSA, other than those of President and Treasurer, will be appointed for a maximum term of three years as determined by the Executive in office at the time and can be renewed by the Executive. Officers of HERDSA are not ex-officio members of the Executive but may be called to attend Executive meetings and present reports and discuss matters related to their function.

c. The membership will elect the President from financial members of the Society in the alternate year to the general election of the Executive and the successful nominee will serve a one-year term as President-elect commencing after the AGM of that year and assume the Presidency after the AGM of the following year when the new Executive takes office. The

election of the President-elect will be confirmed at the AGM following the election. The President will chair the Executive.

d. The Executive shall have the power to establish, support, encourage and disestablish branches and special interest groups within HERDSA and to establish by-laws for their operation. All such decisions must be ratified at the next Annual General Meeting.

e. The Executive shall meet at such times and places as are decided by the Executive provided at least four weeks' notice of each meeting shall be given to each member of the Executive. The quorum for Executive meetings shall be at least half the total number of Executive positions. Decisions of the Executive may be taken by voice, show of hands, ballot, postal or electronic vote of its members.

f. The term of office of all elected members of the Executive shall be two years. Elections for the Executive will be held in every alternate year.

g. Notwithstanding (e) above, the Executive will have the power to vary the length of terms of office to enable elections to be held at an appropriate time in the election year.

h. Co-opted members of the Executive shall be members of the Executive from the time of their co-option until the next election for the Executive.

i. No member of HERDSA shall be eligible to stand for election, or to be co-opted, to the Executive if this would result in the member being continuously on the Executive for more than three consecutive periods of office, unless at a general meeting this provision is expressly waived with respect to a particular individual.

j. Membership of the Executive Committee is determined by an electronic ballot. At least three months before the end of term of the current Executive (normally the date of the Annual General Meeting), the Returning Officer will declare all positions vacant and send to all members:

- i) A list of the current Executive members eligible for re-election;
- ii) A call for nominations to be received by a specified date (normally one month from the posting of the call for nominations). Nominations must be made in writing to the Returning Officer by the due date. All nominations must have a proposer, a seconder and be agreed to by the nominees in writing. The proposer, seconder and nominee must all be financial members of the Society. Nominees must also provide a short statement addressing their nomination;
- iii) If the number of nominations exceeds the number of vacancies for any position, the returning officer will, after the close of nominations and at least two weeks before the closing date for the election (at least one month prior to the AGM), advise all members of the electronic voting process including the list of nominees and their statements.
- iv) Votes must reach the Returning Officer via the electronic voting process no later than midnight on the closing date. Votes received after this time will be ineligible.

k. The President shall appoint a Tellers Committee comprising the Returning Officer plus two or more members to count the ballots.

l. In the event of tied votes, the name of the person elected will be determined by lot by the Returning Officer.

m. Each new Executive Committee will elect from its members a Returning Officer and a Public Officer.

n. In the event of a vacancy in the membership of the Executive, the Executive may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office until the next election, subject to these rules, and subject to confirmation by the Annual General Meeting following date of the appointment.

o. For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member dies, ceases to be a member of the Society, resigns the office, or is removed from office by a majority decision of the Executive because of actions contrary to the purposes of the Society or the Society's good standing.

#### **Article 5: General meetings and business**

a. The authority of HERDSA will be vested in the Executive in accordance with this constitution between general meetings (that is, the Annual General Meeting and special general meetings). The Executive shall have the authority to set the time, place and form of general meetings. The process of election of the Executive by postal or electronic mail shall constitute a special general meeting of HERDSA.

b. HERDSA will hold an Annual General Meeting each year. The AGM will be held during the annual conference or, if there is no conference, as decided by the Executive.

c. General meetings shall have the power to:

- i) approve and alter the constitution, given sufficient notice of the meeting and as specified in Article 9
- ii) make and amend by-laws
- iii) confirm the election of the Executive committee of HERDSA
- iv) convene other committees as may seem desirable
- v) approve the budget
- vi) direct and review the general affairs of HERDSA and actions taken by the Executive between general meetings
- vii) elect an auditor for HERDSA, who shall be a member of a professional accounting body or a qualified accountant.

d. 25 members or 25% of the total membership of HERDSA, whichever shall be the lesser number, shall constitute a quorum for general meetings.

e. Notwithstanding the authority given to the Executive under Article 5a), on a petition of 25 members or 5% of all members, whichever shall be the greater, the Executive must call a special general meeting, to be held within two months of the date of receiving of such petition, or within such a period as would allow a ballot to be taken on constitutional amendments where this is the intention of the petitioners.

f. Notices of meetings shall be sent to all members by postal or electronic mail at least four weeks in advance of the meeting.

g. Unless otherwise specified by the constitution or by-laws, decisions of general meetings shall be determined by a simple majority vote of those attending. Proxy votes are not allowed.

h. A report of the Annual General Meeting shall be made available to members within six months of any AGM.

#### **Article 6: Annual conference**

a. An annual conference shall be held to further the overarching purpose of HERDSA, unless exceptional circumstances acknowledged and confirmed by a general meeting prevent this from occurring.

b. The Executive shall ratify the appointment of a conference convenor and give guidance for the organisation and presentation of the conference. The conference convenor will, for the duration of a period determined by the Executive, be an ex-officio member of the Executive. The powers of the conference convenor will be determined by the Executive and will be invoked and revoked by the Executive for the elective arrangement of successive conferences.

#### **Article 7: Publications**

a. As an essential component in the furthering of HERDSA's overarching purpose, a range of publications, including a scholarly journal, will be published.

b. The Executive shall appoint such officers as it sees fit to take responsibility for the development and management of HERDSA publications.

#### **Article 8: Finances**

a. Annual membership fees shall be determined by the Executive in accordance with HERDSA's needs and ratified at the Annual General Meeting.

b. The Executive shall have the power to return monies to branches and special interest groups. Such monies shall be spent only in accordance with the provisions of Article 8f) and g).

c. The Executive shall be responsible for the preparation of a set of accounts each year, shall have these audited by an auditor appointed under Article 5, and shall have these accounts presented to members at the Annual General Meeting.

d. The Administrative Manager shall be responsible for the receipt of fees and other payments and the keeping of accounts. Cheques, bills, authorities and other instruments authorising payment from HERDSA's accounts shall be managed by the Administrative Manager. The Administrative Manager will report to the Treasurer and President on financial matters.

e. In cases of special need the Executive may propose a levy on members. Such a proposal must be presented in accordance with Article 9, except that in the case of special need

proposals, an affirmative vote by at least two thirds of those members voting will be required for the proposal to pass.

f. All revenue received by HERDSA shall be used entirely for the work of HERDSA. Such funds shall be used to further the overarching purpose of HERDSA.

g. No part of the income of HERDSA shall be paid to any member of HERDSA, except that the Executive and others may be reimbursed for necessary expenses incurred in carrying out HERDSA business. Employees shall be fairly and reasonably compensated for services in carrying out HERDSA responsibilities. Appointed Officers or HERDSA members undertaking commissioned projects may be offered an honorarium for the work they undertake on HERDSA's behalf. Elected or co-opted members of the executive shall not be paid for their work on the committee.

h. The Executive shall recommend to the Annual General Meeting a budget for the coming financial year. When approved, this budget shall govern the financial commitment of HERDSA for that year.

i. HERDSA may receive grants and other monies and may deposit and expend these according to terms laid down by the donor and acceptable to the Executive.

j. The Executive shall recommend procedures for the management of annual conference, branch and special interest group finances and will require the production of financial reports at appropriate times determined by the Executive. Neither HERDSA nor the Executive will be responsible for financial commitments of any member or groups of members unless prior approval of the commitment has been given by the Executive.

k. The members of the Society shall have no liability to contribute towards the payments of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society except to the amount of any unpaid membership fees.

l. The financial year shall be 1 June to 31 May.

#### **Article 9: Amendments to the constitution**

a. Amendments to the constitution may be initiated in any of the following ways:

- i) the Executive may formulate a proposal
- ii) the President may appoint a special committee to formulate a proposal
- iii) any ten members of HERDSA may formulate and submit a proposal.

b. Irrespective of how they are initiated, proposed amendments to the constitution must be submitted by the Executive to the membership at large. The Executive may choose to attach a recommendation for or against the changes. Proposed amendments to the constitution not initiated by the Executive shall be submitted to the membership in their original form and shall not be amended by the Executive.

c) The constitution shall be amended at a general meeting by a voice, show of hands, ballot vote or by electronic vote.

d) One months' notice of the proposed amendments must be given before the ballot is taken

e) The adoption of amendments to the constitution is by an affirmative vote by at least three quarters of those members voting.

f) An amendment to the constitution shall become effective immediately it is adopted, unless an alternative date has been set as part of the proposed amendment and has been accepted through the process outlined above.

#### **Article 10: By-laws**

a) The Executive shall have the responsibility to establish and maintain a set of by-laws to direct the effective functioning of HERDSA.

b) A copy of the by-laws (and interim by-laws) currently in force will be publicly available to any member of HERDSA.

c) Amendments to the by-laws require approval of the membership at a general meeting.

d) The Executive shall have the power to amend the by-laws of HERDSA through a two-thirds majority vote of Executive members. Such amendments shall remain in force as interim by-laws until approved or rejected at a special general meeting or at the next Annual General Meeting.

e) Any member may propose an amendment to the by-laws at a general meeting. Adoption of amendments to the by-laws put at a general meeting will be by a simple majority of those present and voting.

#### **Article 11: Common Seal and Books**

##### **a. Common Seal**

- i) The common seal of the association shall be kept in the custody of the Administrative Manager.
- ii) The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures of either of two members of the Executive, or the President and one person nominated by the Executive.

b. Custody of Books, etc Except as otherwise provided by these rules, the Administrative Manager shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

c. Inspection of Books, etc The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

#### **Article 12: Dissolution of HERDSA**

a) The Executive shall have no power to dissolve HERDSA except by a ballot of all members in accordance with this Article.

b) Proposals for the dissolution of HERDSA shall conform to the rules for constitutional amendments. At least three months' notice must be given, and an affirmative vote of at least three quarters of all members shall be required for such a dissolution. Any member unable to be present at a general meeting called to consider the dissolution of HERDSA may request a postal vote on the issue.

c) In the event of dissolution, assets remaining (after satisfying all debts and liabilities) shall not be paid or distributed to the members of the Society but shall be distributed to an organisation that has been approved by the Commissioner of Taxation for the purposes of Item 110 Schedule 1 Sales Tax (Exemptions and Classifications) Act. All records shall be dealt with in such a manner as the general meeting resolving on dissolution decides.

## **BY-LAWS**

### **1. MEMBERSHIP**

a) The Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member, and the date, if any, on which they cease to be a member.

b) The register of members shall be kept at the principal place of administration for the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

### **2. FINANCES**

a. All funds received by the Society shall be paid into Society accounts. The Society is to maintain an account or accounts at a bank, credit union or building society and/or similar financial institutions that are properly authorised.

b. Funds of the Society may be invested with the approval of the Executive.

c. A copy of the budget as recommended by the Executive Committee shall be distributed at or before the Annual General Meeting for discussion and approval at that meeting.

d. The Administrative Manager shall maintain a Payments Register to record all outgoings of \$500 or larger for approval by the President or in the absence of the President, the Treasurer or Vice-President.

### **3. POSTAL OR ELECTRONIC VOTES ON SOCIETY BUSINESS**

a. At any general meeting the members present may refer any of the business to the membership as a whole by way of a postal or electronic vote. In such cases a summary of the discussion at the general meeting shall be included with all materials sent to members for a vote. A motion requesting a postal or electronic vote is subsidiary and may be made and voted on while a principal motion is pending.

b. In the event of such a vote being decided upon, the ballot paper will be distributed within one month; the closing date for voting will be no more than one month after the distribution of ballot papers; two weeks shall be allowed for the receipt of votes which must bear a date-mark no later than midnight on the closing date for voting. Votes received after this time shall be ineligible. The result shall be reported to members within two weeks.

#### **4. BRANCHES AND SPECIAL INTEREST GROUPS**

a. The Executive shall have the power to establish a branch or special interest group of the Society.

b. All members of a branch or special interest group must be financial members of the Society.

c. A branch or special interest group may conduct such activities as are in accordance with the constitution and by-laws of the Society.

d. A branch or interest group will regularly report on its activities to its members and the Executive.

e. In the event of a branch or interest group winding up or being dissolved, all assets held by the branch or interest group shall be handed over to the Executive.

f. The Executive shall report to the next AGM for ratification, any action taken in accordance with (a) and (e) above.

#### **5. CO-OPTION TO THE EXECUTIVE COMMITTEE**

a) When deciding how to fill co-opted positions on the Executive, the Executive should take into account achieving a balanced representation of interests and groups within the Society.

b) Notwithstanding the above, the conference convenors of the immediate next and subsequent annual HERDSA conferences should be appointed as ex-officio members of the Executive and remain a member of the Executive until the conclusion of the respective conference.

c) Ex-officio and co-opted members of the Executive shall have similar powers and responsibilities to other members of the Executive.

#### **6. TRANSITION TO A NEW EXECUTIVE**

Outgoing members of the Executive should attend the first part of the Executive meeting immediately following the election, for the purposes of transferring responsibilities to the new Executive.

Last modified 29 June 2019 by HERDSA Office