



CAUDIT

THE COUNCIL OF AUSTRALASIAN
UNIVERSITY DIRECTORS OF INFORMATION TECHNOLOGY

Constitution

27 May 2022

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1. Name of the Association

- 1.1. The name of the Association is the *Council of Australasian University Directors of Information Technology Incorporated*.

2. Definitions

- 2.1. "Act" means *Associations Incorporation Act, New South Wales*.
- 2.2. "Annual General Meeting" means the annual general meeting of the Members of the Council.
- 2.3. "ballot" includes those conducted in written or electronic format.
- 2.4. "Council" means the Council of Australasian University Directors of Information Technology Incorporated in New South Wales.
- 2.5. "financial year" means the year ending on 31 December.
- 2.6. "Full Member" means an organisation which is currently registered by the Council as a member under section 4 of this Constitution.
- 2.7. "Incorporated Member" means an organisation which is currently registered by the Council as an Incorporated Member under section 4 of this Constitution.
- 2.8. "in writing" includes notice sent by email or other electronic format.
- 2.9. "IT Staff" means any staff member of a Member that is employed in a role in support of Information Technology or similar.
- 2.10. "Meeting" or "meeting" includes meetings held with attendance in person or via electronic link up.
- 2.11. ""Members" or "Member" refers to the classes of membership of the Council, including "Full Member", "Research and Education Member" and "Incorporated Member" either in the plural or singular respectively.
- 2.12. "Office Bearers" means each and all of the President, Vice-President, Secretary and Treasurer of the Executive Committee.
- 2.13. "Primary Representative" means the person who is the authorised representative of the "Full Member", "Research and Education Member" or "Incorporated Member" only.
- 2.14. "Secretary" means the person holding office under these rules as secretary of the Council or, if no such person holds that office, the public officer of the Council.
- 2.15. "Special General Meeting" means a General Meeting other than the Annual General Meeting.
- 2.16. "Regulation" means the Associations Incorporation Regulation.

- 2.17. "Research and Education Member" means an organisation which is currently registered by the Council as a Research and Learning Member under section 4 of this Constitution.
- 2.18. "Vendor" means as a person or agency who, as a significant part of their activity, sells products or services to the higher education sector or other entities.'

3. Aim and Objects

3.1. Objects

3.1.1. The objects of the Council are:

- 3.1.1.1. promoting and advancing the use and support of computing and information technology in University teaching, research, and administration;
- 3.1.1.2. enhancing the ability of Primary Representatives as key strategic advisers on the use of Information Technology in Higher Education and Research;
- 3.1.1.3. enhancing its Members' reputation so the Council and its Primary Representatives are recognised as an important source of strategic advice on the use of Information Technology in Higher Education by Australian universities, Australian Government Departments and industry; and
- 3.1.1.4. entering into arrangements to support international collaboration etc.

3.2. Aims

3.2.1. To give effect to its objects, the Council may:

- 3.2.1.1. either directly or indirectly, provide training for IT staff working within the sector;
- 3.2.1.2. receive subscriptions or fees from Members and apply for, and accept, money by way of grant, gift, bequest or otherwise in accordance with Section 7.1;
- 3.2.1.3. receive, obtain and hold land, securities and other property, real or personal;
- 3.2.1.4. publish and/or promote the publication of any printed or electronic material or produce and promote the production of any audio/visual material relating to the Councils objects;
- 3.2.1.5. enter into an arrangement or agreement with, become a member of, subscribe to, or affiliate with, any organisation having objects consistent with those of the Council;
- 3.2.1.6. procure, transfer or deal with copyrights, privileges, exemptions, certificates, licences, patents, trademarks and the like deemed necessary or convenient for the Council;
- 3.2.1.7. employ staff;

3.2.2. insure against risks as appropriate; and To give effect to its objects, the Council

shall:

- 3.2.2.1. develop relationships with key members of the Higher Education sector;
- 3.2.2.2. assist Primary Representatives and IT Staff to develop professional skills;
- 3.2.2.3. providing mutual support mechanisms to Primary Representatives and IT Staff;
- 3.2.2.4. encouraging development and application of standards, best practice policies and practices;
- 3.2.2.5. sharing expertise among Primary Representatives and colleagues, and IT Staff more broadly;
- 3.2.2.6. facilitating collaborative procurement on behalf of the Members;
- 3.2.2.7. hold periodic meetings of its Primary Representatives; and
- 3.2.2.8. use best endeavours to reflect a collective view of the Primary Representatives, whilst noting that the Council does not purport to represent the diverse and individual views of its Members.
- 3.2.2.9. do all other lawful things necessary.

4. Membership

4.1. Membership eligibility

- 4.1.1. Membership of the Council is available to organisations and institutions which undertake or support education, research or research and development, including:
 - 4.1.1.1. Universities;
 - 4.1.1.2. Publicly funded Research Institutions; and
 - 4.1.1.3. Any other entity recommended by the Executive Committee and agreed by a resolution of the Full Members from time to time.

4.1.2. Members must comply with the Constitution as amended from time to time.

4.2. Levels of membership

- 4.2.1. The Council offers three levels of membership:
 - 4.2.1.1. Full Member – Australasian and Oceania universities recognised as universities by their respective governments are entitled to join the Council as a Full Member. A Full Member must pay fees or provide in-kind support at the discretion of the Executive Committee. Full Members' Primary Representative is eligible to attend meetings of

the Council, to vote on matters at meetings of the Council and be nominated for positions on the Executive Committee.

4.2.1.2. Research and Education Member – Research and Learning Members shall be drawn from such other bodies, which are not universities, as may be determined from time to time by a resolution of the Full Member Primary Representatives. Research and Learning Members need to undertake or support education, research, or development and who are a Not for Profit organisation and not a vendor. A Research and Learning Members’ Primary Representative is eligible to attend meetings of the Council, but may not vote on matters at meetings of the Council and may not be nominated for positions on the Executive Committee.

4.2.1.3. Incorporated Member – Incorporated Members shall be drawn from such other bodies, which are not universities, as may be determined from time to time by a resolution of the Full Member Primary Representatives. Incorporated Members need to undertake or support education, research, or development and not be a vendor but may be a for Profit organisation. An Incorporated Members’ Primary Representative is eligible to attend meetings of the Council, but may not vote on matters at meetings of the Council and may not be nominated for positions on the Executive Committee.

4.2.2. Research and Education, and Incorporated Members who subsequently become eligible to be a Full Member are not automatically classified as Full Members and must apply to be a Full Member at a time of their choosing.

4.2.3. One Primary Representative or alternate may represent the Member at any General Meeting.

4.2.4. Each Member must notify the Secretary in writing of any change in their address and/or their Primary Representative.

4.3. Application for Membership

4.3.1. An application for Membership of the Council must be made by a body corporate on its letterhead and be accompanied by a completed application form as set out in Appendix 1 and lodged with the Secretary of the Council.

4.3.2. As soon as is practicable after receiving an application for Full Membership, the Secretary must after verifying the applicants membership, enter the applicants name in the register of Members and notify the applicant that they have been admitted to the Council as a Full Member.

4.3.3. As soon as is practicable after receiving an application for Research and Education Member or Incorporated Membership, the Secretary must refer the application to the Executive Committee (as defined in Section 5) which must decide whether to recommend or to reject the application. Recommended applications must be decided by a resolution of the Full Member Primary Representatives.

4.3.4. Where an application for membership is approved, the Secretary must as soon as practicable notify the applicant of that approval and request the applicant to

pay any subscription or applicable fees within 28 days.

- 4.3.5. The Secretary must, on payment of any subscription or applicable fees by the applicant enter the applicants name in the register of Members and notify the applicant that they have been admitted to the Council as a Member.

4.4. Membership entitlements not transferable

- 4.4.1. The privileges and responsibilities of a Members cannot be transferred to another organisation and terminate on the cessation of membership.

4.5. Cessation of membership

- 4.5.1. An organisation ceases to be a Member of the Council if that organisation:

- 4.5.1.1. Ceases to trade or is placed in receivership;
- 4.5.1.2. Resigns from the Council;
- 4.5.1.3. Is de-registered by the Council and/or
- 4.5.1.4. Does not pay the annual subscription as described in Section 4.7.

4.6. Resignation of Membership

- 4.6.1. A member of the Council who has paid all amounts payable by the member to the Council may resign by sending a written notice of resignation to the Secretary;
- 4.6.2. Upon receipt of which the Secretary must remove the name of the member from the register of members.

4.7. Fees, subscriptions etc

- 4.7.1. The Executive Committee shall propose the amount of any joining and annual subscription in Australian Dollars for each category of membership for the coming financial year at the immediately preceding Annual General Meeting. The Full Member Primary Representatives present will then vote on whether the proposed fee levels shall be adopted. Should the proposed fees not be adopted and no agreement reached, the current fee levels shall remain at their current level.
- 4.7.2. The annual subscription is due within 30 days of the first day of the financial year to which it relates.
- 4.7.3. Where a member has not paid the annual subscription fee due in any year within three months from the due date, that organisation ceases to be a member and the Secretary must remove the name of the member from the register of members.
- 4.7.4. All classes of member may be subject to special levies the conditions of which are agreed at a General Meeting of the Council. Such levies will be for a specific purpose and where imposed for more than one year, subject to annual review.

A levy will normally be raised only where there are insufficient funds in the budget to meet the needs for which the levy is required.

4.8. Members' liabilities

4.8.1. The liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount (if any) unpaid by the member in relation to membership of the Council as required by section 4.7.

4.9. Disciplining of members – De-registration and Suspension

4.9.1. The Executive Committee may de-register a member from the Council, or suspend a member from the rights and privileges of membership of the Council for a specified period, if the member has been found to be acting in a manner detrimental to the interests of the Council and has persistently refused or neglected to comply with a provision of this Constitution.

4.9.2. Where the Executive Committee de-registers a member, the Secretary must as soon as possible notify the member in writing, specifying the grounds for de-registration or suspension.

4.10. Right of appeal of disciplined member

4.10.1. The member may appeal against the de-registration by writing to the Secretary within 14 days of the service of that notice, requesting that a Special General Meeting be convened for this purpose. On receipt of the notice to appeal, the Secretary must notify the Executive Committee which must convene a Special General Meeting within 28 days. The only business at the Special General Meeting will be the question of the de-registration.

4.10.2. The Executive Committee must provide the meeting with details of the grounds and the reasons for the de-registration. The de-registered member must be given an opportunity to be heard. The Primary Representatives present will then vote by secret ballot on whether the de-registration should be lifted or confirmed.

4.11. Resolution of internal disputes

4.11.1. If any dispute arises between the Council or Members arising from or relating to this Constitution, the President of the Council or nominee and the Members Primary Representative will promptly discuss the dispute with a view to its resolution.

4.11.2. If any dispute cannot be resolved in accordance with Section 4.11.1 within 10 working days, the Members Primary Representative or the President or nominee of the Council may require in writing that the matter be referred for consultation between the Members Primary Representative and all members of the Executive Committee within 15 working days of the written requirement.

4.11.3. If a dispute cannot be resolved under Sections 4.11.1 and 4.11.2, then the dispute

may be referred by either party to a Special Meeting of all Members.

5. Executive Committee

5.1. Powers of the Executive Committee

5.1.1. The Executive Committee:

- 5.1.1.1. governs the Council and manages its affairs in accordance with the Act, the Regulations, this Constitution and any resolution passed by the Council at an Annual General Meeting or General Meeting;
- 5.1.1.2. exercises all functions of the Council other than those which are required to be exercised by a General Meeting;
- 5.1.1.3. has the power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Council; and
- 5.1.1.4. prepares the Council's Annual Business Plan to be presented at the General Meeting.

5.2. Constitution and Membership of the Executive Committee

5.2.1. The Executive Committee of the Council shall be:

- 5.2.1.1. the President;
- 5.2.1.2. the Vice-President;
- 5.2.1.3. the Treasurer;
- 5.2.1.4. the Secretary;
- 5.2.1.5. the Past-President;
- 5.2.1.6. one Australian member;
- 5.2.1.7. one New Zealand member; and
- 5.2.1.8. the Public Officer

5.3. Election of Executive Committee members

- 5.3.1. Executive Committee members, other than the Public Officer and the Past-President shall be elected by and from the Primary Representatives of the Full Members of the Council in accordance with this Constitution and shall hold office from the end of the Annual General Meeting immediately following their election is declared for a period of two years. The President and Treasurer shall be elected on even numbered years, and the Vice-President, Ordinary Member and Secretary (where the office of Secretary is not being carried out by the Public Officer), being elected on odd numbered years at subsequent Annual General

Meetings held thereafter.

- 5.3.2. Primary Representatives of Full Members are eligible for re-election but shall not serve more than two terms as President.
- 5.3.3. Primary Representatives of Full Members are eligible for election as President.
- 5.3.4. The Public Officer shall be appointed by the Executive Committee and must be a resident of New South Wales.
- 5.3.5. The retiring President (Past-President) of the Council shall be invited to serve on the Executive Committee until the succeeding President's term of office ends. Should the Past-President cease to be a Primary Representative of a Full Member of the Council, the Executive Committee may at its discretion invite the Past-
- 5.3.6. President to continue to serve the remainder of their term of office where it is deemed to be in the interests of the Council.
- 5.3.7. Nominations of candidates for election as Office Bearers and Ordinary Member of the Council must be made in writing and signed by two Full Member Primary Representatives and accompanied by the written consent of the candidate.
 - 5.3.7.1. The candidate must disclose any potential conflicts of interest.
- 5.3.8. Nominations must be delivered to the Secretary by the date specified by the Secretary in the call for nominations.
- 5.3.9. Employees of the Council are not eligible for election to the Executive Committee.
- 5.3.10. The ballot will be conducted by secret ballot, conducted at the Annual General Meeting in the way the Executive Committee may direct.
- 5.3.11. If the number of nominations received is equal to the number of positions to be filled, then the nominated Primary Representative(s) will be taken as elected.
- 5.3.12. If the number of nominations received is insufficient to fill all the positions, the candidates nominated will be taken as elected and further nominations will be received, and a secret ballot conducted, at the Annual General Meeting.
- 5.3.13. The Executive Committee shall have the power to co-opt additional parties to the Executive Committee when required (including any person employed as the General Manager/Chief Executive Officer of the Council) as non-voting members.

5.4. The President

- 5.4.1. The President of the Council is the spokesperson for the Council, and subject to this Constitution presides over General Meetings, and Meetings of the Executive

Committee.

5.5. The Secretary

5.5.1. The Secretary is responsible for the oversight of recording the Council's Members and business, and ensuring compliance with the Constitution, by-laws, the Act and other relevant statutes and regulations.

5.5.2. The Secretary or their delegate must keep minutes of:

5.5.2.1. all elections and appointments of Executive Committee members;

5.5.2.2. the names of members of the Executive Committee present at an Executive Committee meeting or a General Meeting; and

5.5.2.3. all proceedings at Executive Committee meetings and General Meetings;

5.6. The Treasurer

5.6.1. The Treasurer is responsible for the oversight of all financial management and financial policy of the Council. The Treasurer or their delegate must:

5.6.1.1. collect and receive all amounts owing to the Council and make all payments authorised by the Council; and

5.6.1.2. keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.

5.7. Vacancies

5.7.1. The office of any elected member of the Executive Committee becomes vacant if s/he:

5.7.1.1. resigns the office in writing to the Secretary or President;

5.7.1.2. is the Primary Representative of an organisation that ceases to be a Member of the Council;

5.7.1.3. becomes of unsound mind; or

5.7.1.4. becomes bankrupt.

5.7.2. The Executive Committee will conduct an electronic ballot within 60 days to fill a vacant office of an elected member of the Executive Committee for the balance of the term of the previous officer, except where the next scheduled election for the vacant office will be held at a General Meeting within 60 days.

5.8. Removal of Executive Committee members

5.8.1. The Council may remove any member of the Executive Committee from office by

resolution at a General Meeting.

5.9. Executive Committee meetings and quorum

- 5.9.1. The Executive Committee must meet at least 3 times in each calendar year at the place and time that the Executive Committee may decide.
- 5.9.2. A meeting may be conducted by video-conference or teleconference at the discretion of the Executive Committee.
- 5.9.3. A quorum shall be four members of the Executive Committee. If a quorum is not present after half an hour of when the meeting was due to start, the meeting will be dissolved.
- 5.9.4. At meetings of the Executive Committee, the President or, in the absence of the President, the Vice-President presides. If neither is present, a remaining Office Bearer or Ordinary Member may be chosen by the members present to preside.

5.10. Delegation by the Executive Committee to a subcommittee

- 5.10.1. The Executive Committee may establish one or more sub-committees to provide advice or recommendations to the Executive Committee on matters of policy or business.

5.11. Voting and decisions

- 5.11.1. Questions arising at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee are decided by a majority of the votes of members of the Executive Committee or subcommittee present at the meeting.
- 5.11.2. Each member present at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- 5.11.3. If, at an Executive Committee meeting, equal votes are cast for and against a motion and the person presiding at the meeting does not exercise a casting vote, that motion is lost.
- 5.11.4. A resolution will be deemed to have been passed at an Executive Committee meeting if a majority of members are in favour of the resolution.
- 5.11.5. If all members of the Executive Committee have signed a circulated resolution containing a statement that they are in favour of a resolution set out in the document, that resolution is deemed to have been passed at a meeting of the Executive Committee held on the day the document was last signed by a member of the Executive Committee.
- 5.11.6. If a member of the Executive Committee has a real or potential conflict of interest in respect of an item of business to be considered by the Executive Committee, then that member must advise the Executive Committee in advance of the

consideration of the item. The Executive Committee will then decide by resolution whether the member should exclude themselves from the consideration of the item.

- 5.11.7. If the office of Public Officer is held by an employee of the Council, the Public Officer is not entitled to vote.

6. Meetings

6.1. Annual General Meeting

- 6.1.1. The Council must hold an Annual General Meeting in each financial year and the first must be held within 18 months after its incorporation under the Act.

- 6.1.2. The Annual General Meeting of the Council must, subject to the Act, be called on the date and at the place and time that the Executive Committee considers appropriate.

- 6.1.3. In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to:

6.1.3.1. confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;

6.1.3.2. receive from the Executive Committee reports on the activities of the Council during the last financial year;

6.1.3.3. receive from the Executive Committee the Council's Annual Business Plan for the coming year;

6.1.3.4. elect members of the Executive Committee, including Office-Bearers; and

6.1.3.5. receive and consider the accounts, which will be sufficient to meet the requirements of an independent audit for GST and BAS returns and the Act.

- 6.1.4. An Annual General Meeting must be specified as such in the notice calling it.

- 6.1.5. The Annual General Meeting may transact special business provided that written notice is given to Primary Representatives at least 14 days before the meeting.

6.2. Special General Meetings

- 6.2.1. The Executive Committee may, whenever it considers appropriate, call a Special General Meeting of the Council.

- 6.2.2. The Executive Committee must call a Special General Meeting within 28 days of receiving a written request signed by at least five per cent of Members to do so. The request must state the purposes of the meeting and provide any related documentation. The only business at the Special General Meeting will be the

matter stated in the request.

6.3. General Meetings

6.4. Notice

6.4.1. At least 14 days prior to a General Meeting, the Secretary must advise all Primary Representatives of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, unless the proposed business requires a special resolution of the Council in which case, the Secretary must provide at least 21 days' notice.

6.4.2. No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under section 6.1.3.

6.4.3. A Member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting provided that where it is special business for transaction at the Annual General Meeting it may be transacted where Primary Representatives have been given at least 21 days notice by the Secretary before the meeting.

6.5. Procedure and quorum

6.5.1. No item of business may be transacted at a General Meeting unless there is a quorum of at least fifty per cent of Full Members plus one.

6.5.2. If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting, if requested by at least five per cent of Members is dissolved and in any other case stands adjourned until a date, time and place determined by the Executive Committee.

6.6. Presiding Member

6.6.1. At a General Meeting, the President or, in the absence of the President, the Vice-President presides. If neither is present, a Full Member Primary Representative may be chosen by the Full Member Primary Representatives present to preside.

6.7. Adjournment

6.7.1. With the consent of the majority of Full Member Primary Representatives present at the meeting, the person presiding at a General Meeting at which a quorum is present, may adjourn the meeting to another time and place. Only unfinished business from the adjourned meeting may be considered when it is reconvened.

6.7.2. If a General Meeting is adjourned for 14 days or more, the Secretary must give notice to each Members Primary Representative of the adjourned meeting advising where and when it is to be reconvened.

6.8. Making of decisions

- 6.8.1. A question arising at a General Meeting are to be determined by majority vote except where the Act prescribes that a special resolution is required.
- 6.8.2. If the votes on a question at a General Meeting are equal then:
 - 6.8.2.1. at an Annual General Meeting, the motion is lost; and
 - 6.8.2.2. at a Special General Meeting the person presiding is entitled to exercise a second or casting vote.
- 6.8.3. A question arising at a General Meeting is to be decided on a show of hands unless before or on the declaration of the show of hands a poll is demanded.
- 6.8.4. A poll may be demanded by the person presiding or by not less than 3 Full Member Primary Representatives present in person or by proxy at the meeting.
- 6.8.5. If the poll is demanded at a General Meeting, the poll must be taken:
 - 6.8.5.1. immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - 6.8.5.2. in any other case, at an appropriate time during the meeting.

6.9. Voting

- 6.9.1. All votes must be given personally or by proxy but no Primary Representative may hold more than 5 proxies.
- 6.9.2. A Full Member Primary Representative or proxy is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Council has been paid.
- 6.9.3. The minutes of the meeting shall record the declaration by the person presiding that a resolution has been carried unanimously, carried by a particular majority or lost.

6.10. Appointment of proxies

- 6.10.1. Each Full Member Primary Representative is entitled to appoint a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 6.10.2. The notice appointing the proxy must be in the form set out in appendix 2.

7. Miscellaneous

7.1. Funds – source

- 7.1.1. The funds of the Council must be derived from annual subscriptions of Participants, fees, grants and donations and, subject to any resolution passed by the Council in a General Meeting, any other sources that the Executive

Committee decides.

7.2. Funds – management

- 7.2.1. Subject to any resolution passed by the Council at a General Meeting, the funds of the Council must be used for the objects of the Council in the way that the Executive Committee decides.
- 7.2.2. The Executive Committee must open with a bank or other financial institution an account in the name of the Council.
- 7.2.3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or electronically approved using a secure online service approved by the Executive Committee by any 2 members of the Executive Committee or employees of the Council authorised by the Executive Committee.
- 7.2.4. The Executive Committee may develop a policy for the use of corporate credit cards for administrative transactions.
- 7.2.5. All money received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- 7.2.6. The Council must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 7.2.7. The income and property of the Council must be applied solely to the objects of the Council, and no portion is to be paid or transferred to any Member, or Member Representatives.
- 7.2.8. Nothing in section 7.2.1 prevents payment to an employee or Member of the Council of remuneration for goods supplied or services rendered, or reimbursement of expenses actually incurred on Council business or on behalf of the Council.
- 7.2.9. True accounts must be kept of:
 - 7.2.9.1. all money received and spent by the Council; and
 - 7.2.9.2. assets and liabilities of the Council.
- 7.2.10. The Executive Committee must ensure that:
 - 7.2.10.1. the Council's accounts are audited by a person who is a member of the Institute of Chartered Accountants in Australia, the National Institute of Accountants, or CPA Australia, or who is registered as an auditor under the Corporations Act; and
 - 7.2.10.2. the audit of the Council's accounts is completed at least 14 days prior to the audited statement of accounts is required to be presented at an Annual General Meeting.

7.3. Alteration of Constitution

7.3.1. This Constitution including its objects may only be altered by means of a special resolution supported by at least three-quarters of votes cast by Full Member Primary Representatives present, in person or by proxy, at a Special General Meeting and in accordance with section 19 and 20 of the Act.

7.3.2. The Secretary must give notice of the proposed amendment at least 28 days before the Special General Meeting at which the amendment is to be considered.

7.4. Custody of books

7.4.1. Subject to the Act, the regulation and this Constitution, the Secretary or their delegate must keep in his or her custody, or under his or her control, all records, books, and other documents relating to the Council.

7.5. Inspection of books

7.5.1. The records, books and other documents of the Council must be open to inspection at a place in NSW, free of charge, by a member of the Council at reasonable times determined by the Executive Committee.

7.6. Service of notice

7.6.1. For this Constitution, the Council may serve a notice on a Member by sending it by post to the Primary Representative of the Member at the Member's address shown in the register of Members or to their email address entered on the Register.

7.7. Winding up

7.7.1. If upon winding up of the Council, the amount that remains after winding up and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members, as determined by Full Member Primary Representatives of the Council in a General Meeting.

7.8. Insurance

7.8.1. The Council may effect and maintain insurance as required to support its operational requirements.

Application to join The Council of Australasian University Directors of Information Technology Incorporated

(Incorporated in New South Wales under the Associations Incorporation Act)

| | | |
|---|---|---------------------------------------|
| Applicants Name | | |
| Full name of Applicant (Body Corporate) seeking to become a member of CAUDIT | | |
| Nature of Applicant's business in the research and education sector | | |
| ABN or equivalent of Applicant | | |
| Applicants Address | | |
| Address | | |
| Suburb / City | State or Territory | |
| Postcode | Country | |
| Primary Representative | | |
| Name of person authorised by the Applicant to act on its behalf on matters relating to the CAUDIT | | |
| Title | First name, Surname | |
| Position title of Primary Representative | | |
| Email address of Primary Representative | | |
| Phone Number | Mobile Number | |
| Address | | |
| Suburb / City | State or Territory | |
| Postcode | Country | |
| Level of Membership sought | | |
| Refer to section 4.2 of the CAUDIT Constitution for each type of membership and eligibility criteria. | | |
| <input type="checkbox"/> Full Member | <input type="checkbox"/> Education and Research | <input type="checkbox"/> Incorporated |
| Declaration | | |
| I have read the CAUDIT Constitution and if admitted to the Council as a Member, I agree that my organisation will be bound by the CAUDIT Constitution as amended from time to time. | | |
| Signature | Date | |

Once completed, this form is to be submitted to the Secretary of the Council of Australasian University Directors of Information Technology (CAUDIT) Incorporated and accompanied by a covering letter on the applicant's letterhead signed by the applicant's CEO (or equivalent).

Form of Appointment of Proxy

I,
(full name)

of
(organisation name and address)

a Full Member of The Council of Australasian University Directors of Information Technology

appoint
(full name of proxy)

of
(address)

as my proxy to vote for me on my behalf at the meeting of the Council (Annual General Meeting, General Meeting or Special General Meeting, as the case may be) to be held on

.....
(date)

and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of / against (*delete as appropriate*) the resolution (*insert details*).

.....
(Signature of Member appointing proxy)

.....
(date)

* *To be inserted if desired.*