

Constitution of the **Australian Association of University Professors Inc. (AAUP)**

29 February 2020

Ratified on 20 March 2020 at the First Annual General Meeting
Amended on 18 March 2022 at the Third Annual General Meeting
Revised on 26 March 2026 at the Seventh Annual General Meeting

Preliminary

1 Definitions

(1) In this constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the Association.

special general meeting means a general meeting of the Association other than an Annual General Meeting.

the Act means the [Associations Incorporation Act 2009](#).

the Regulation means the [Associations Incorporation Regulation 2016](#).

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the [Interpretation Act 1987](#) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Name

- 2 The name of the Association shall be “Australian Association of University Professors”; hereinafter referred to as “the Association”.

Objects

of Australian Association of University Professors Incorporated (Association)

- 3 The objects for which the Association is established are:

- (1) to ensure that academic and democratic principles including academic freedom are upheld across Australian universities;
- (2) to support individuals and groups, which includes whistleblowers on academic matters, in efforts to ensure that the Australian university system maintains the highest standards in research and teaching;
- (3) to ensure that the ethos and culture of the University - being the pursuit of truth and transmission of knowledge, in the service of society, led by academics and as refined and adapted over 1,000 years - are core to Australian universities, and to provide a voice on matters of concern to the nation’s higher education system;
- (4) to provide consultation to Government and other groups of people (bodies, institutions, systems) that are in need of high quality information and advice, the latter based on best available evidence and *‘the unforced force of the better argument’*, at the exclusion of external constraints such as power or money¹; and to inform the general public when deemed appropriate;
- (5) to enable professors to fulfil collectively their special roles and responsibilities at the different Australian Universities where they work and to facilitate cooperation among scholars;
- (6) to assist professors in forming collectives of their own by facilitating the establishment of local Chapters of the Association; and
- (7) to work on implementing the principles laid out in the *Preamble on Academic Freedom* and the *Pillars of a University* nationwide and to undertake any other activities in furtherance of the above
- (8) to articulate the values and principles which underpin the professional and scholarly role of academics, explain how this is distinct from the management role, and to outline its uniqueness and importance to the proper functioning of our universities

¹Attribution: see references section

Membership

4 Membership generally

(1) A person is eligible to be a member of the Association if:

(a) the person is a natural person, and a

- Public Teacher of a University upon whom the Senate (or alternative relevant body) of that University shall have conferred the title of Professor, or a
- Person who, having had conferred on them the title of Professor by the Senate or relevant body of the University, is now retired, or a
- Person having had conferred on them the title of Emeritus Professor, Honorary Professor, Adjunct Professor, Clinical Professor, or Visiting Professor, or
- Person having had conferred on them the title Professorial Fellow, or any other level E appointment in the Australian System which have Professor in the title
- Person having had conferred on them the title Associate Professor or any other level D appointment in the Australian System which have Professor in the title

(b) the person has applied and been approved for membership of the Association in accordance with clause 5.

(2) Honorary Membership may be awarded to distinguished persons with the unanimous approval of members at an Annual General Meeting.

(3) Only members in good standing shall be entitled to attend meetings, participate in nominations and elections, and otherwise have a voice in the affairs of the Association.

(4) Professors (including Associate Professors and Emeritae/Emeriti) can join the Association as individuals, and irrespective of whether their university is an Association Chapter or not.

(5) At least five members are required for the formation of a local Chapter of the Association at an institution.

5 Application for membership

- (1) An application by a person for membership of the Association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines), and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) an annual or three- year subscription in the amount determined by the most recent Annual General Meeting.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- (5) Retired Professors can become life members of the Association, on written application, without the obligation to pay further annual subscriptions.
- (6) Honorary or Visiting Professors can become members of the Association on written application, without the obligation to pay annual subscriptions

6 Cessation of membership

A person ceases to be a member of the Association if the person:

- (1) dies, or
- (2) resigns membership, or
- (3) is expelled from the Association, or
- (4) fails to pay the annual membership fee within 3 months after the fee is due.

7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8 Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

- (1) The secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and email address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) 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.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

- (5) If the register of members is kept in electronic form, it must be convertible into hard copy.

10 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association the membership fee
 - (a) before the first day of the financial year of the Association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the Association in any calendar year—on becoming a member and before the first day of the financial year of the Association in each succeeding calendar year.
- (2) The funds of the Association shall be used only for carrying out the objects as set and for paying expenses incurred in managing the affairs of the Association.

11 Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 10.

12 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

13 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or

- (b) has willfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
- (5) The expulsion or suspension does not take effect:
- i. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - ii. if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 14, whichever is the later.

14 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the Association to be held within 28

days after the date on which the secretary received the notice.

- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Administration

15 The Committee, Council and Boards

- (1) The affairs of the Association shall be managed by an Executive Committee in consultation with a Council consisting of 1-3 representatives of each member institution (Chapter Chairs) who together have 1 vote per Chapter. Opposing votes from the same Chapter invalidate its vote.
- (2) The Association shall have five formal office bearers (the Executive Committee) who shall be elected at the Annual General Meeting each year. The office bearers are a President, Vice President, Treasurer, Secretary and Information Technology Officer.
- (3) The Committee consults with Council on a regular basis, e.g. via electronic means.
- (4) Important decisions that affect the Association as a whole, e.g. on publications in the name of the Association, are made by Council based on consensus or majority vote of its chapters following presentation of the matter by the Committee or individual Council members.
 - No response in Council consultations within three business days is taken as no objection.
 - However, for Council votes on whether to publish or promote a new and potentially mission-critical idea, a majority vote from a minimum of one third of the chapters is required. Three Council members in support are required to invoke this mechanism.
 - In recognising their important representative role, the President will ask any Council member who is unable to participate in meetings or respond to ballots on three

subsequent occasions to resign in favor of a replacement representative of the same Chapter.

- (5) The day-to-day activities of the Association are managed by the Executive Committee; interested Council members may request to be kept informed, e.g. via email copy, having the same rights as *ordinary committee members* (cf. 1 definitions)
- (6) Council shall use its discretion regarding the publishing of documents and statements.
- (7) A Board of Professors and a Board of Associate Professors allow representation of members independent of Chapter membership, especially of those that may not have an active affiliation with an academic institution; both Boards are entitled to elect a Chair who has a seat on Council with voting rights.

16 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the committee:

- (a) is to control and manage the affairs of the Association together with Council. As outlined above,
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

17 Composition and membership of committee

- (1) The executive committee consists of:
the office-bearers of the Association
- (2) The office-bearers of the Association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary,
 - (e) the information technology officer

- (3) The maximum number of consecutive terms for which a committee member may hold office shall be three.
- (4) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the Annual General Meeting next following the date of the member's election, and is eligible for re-election.

18 Election of committee members

- (1) Nominations of candidates for election as office-bearers
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the Annual General Meeting in any usual and proper manner that the committee directs.
- (6) A person nominated as a candidate for election as an office-bearer must be a an active (financial or exempt from paying a fee) member of the Association.

19 Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of their valid email address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general

meeting, and

- (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

20 Treasurer

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

21 Information Technology Officer

It is the duty of the ITO of the Association to ensure:

- (a) that AAUP's IT infrastructure meets or exceeds national quality standards (e.g. with regard to privacy and data security regulations) and that it complies with the law;
- (b) that non-proprietary technology (open source) is used where possible, and that servers and access controls are decentralised as much as feasible;
- (c) that AAUP's IT resources support academic freedom and free speech.

An additional function of the ITO is to support (or lead) the development of an Australian academic Linux distribution ("Aussie Linux") that can serve as the backbone for free and secure communication between academics and that is capable of providing free and open source learning resources.

22 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting

next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) is or becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 23, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.

23 Removal of committee members

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine. Meetings enabled or facilitated by technology are

acceptable (vide infra).

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. This does not include matters which fall under Clause 15 (4).
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee is to preside.

25 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

27 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 24 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

General meetings

28 Annual General Meetings - holding of

- (1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association must hold its Annual General Meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

29 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the committee thinks fit bearing in mind the importance of facilitating the attendance of as many members as practicable. Use of technology to connect more than two sites is acceptable.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

30 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.

- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Representatives of five institutions present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3 from 3 different institutions) are to constitute a quorum.

33 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of

the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36 Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

37 Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

38 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

39 Postal or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation. However, Council may adopt a modified electronic procedure as technology evolves.

40 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person. The Chair of the meeting should ensure that all those who attend from a distance via technology are given the opportunity to vote.
- (3) While operations of the Association shall be valid based on the use of electronic means of communication and collaboration alone, obviating the need for physical meetings in principle, a regular event, with or without a connection to the AGM, that could rotate between the Chapters and states, with a large and broad representation on site, actively debating the issues, would be highly desirable and reflect the 10 Pillars philosophy.

Miscellaneous

41 Funds - source

- (1) The funds of the Association are to be derived from annual subscriptions of members,

donations and, subject to any resolution passed by the Association in general meeting, any other sources that the committee determines.

- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

42 Funds – management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
 - (a) The Treasurer shall present an audited statement of accounts to the Annual General Meeting.
 - (b) The annual subscription shall be determined at the Annual General Meeting and shall fall due on the 1st January of every year.

43 Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

44 Distribution of property on winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up

of an Association.

45 Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

46 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept at the Association's official address, and if the Association has no premises, in the custody of the public officer.

47 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) electronically.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

48 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

49 Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

Notes.

1. Schedule 1 to the Act provides that an Association's constitution is to address the Association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 49 for certain Associations incorporated under the *Associations Incorporation Act 1984*.

50 Amendments

- (1) This Constitution may be amended by a vote of two-thirds of the delegates present with at least five Chapters represented by a member at a general meeting of the Association.
- (2) The Association shall transmit a proposed amendment to the membership of the Association at least one month before the meeting at which it will be proposed.

51 Preamble on Academic Freedom and The Pillars of a University

- (1) This central consensus document of the Association underpins Association policy and can be updated from time to time following a procedure determined by Council.
- (2) Any new version of the "Pillars" requires a vote of two-thirds of the delegates present with at

least five Chapters represented by a member at a general meeting of the Association.

References

Allen, A. (2012) The unforced force of the better argument: Reason and power in Habermas' political theory. *Constellations* Volume 19, No 3, 353-368.

Prattico, E. (2020) Habermas and climate action. <https://aeon.co/essays/how-can-habermas-help-us-think-about-climate-change>



Preamble on Academic Freedom &

The Pillars of a University

(What a University should be)

Following consultation with
Representatives from 39 Australian Universities

Approved by AAUP Council

On 29 February 2020

The AAUP exists to ensure that academic principles including academic freedom are upheld across Australian universities, and to support individuals and groups in efforts to ensure that the Australian university system maintains the highest standards in research and teaching. The AAUP exists, also, to ensure that the ethos and culture of the University - being the pursuit and transmission of knowledge, in the service of society, led by academics and as refined and adapted over 1,000 years - are core to Australian universities.

Preamble on Academic Freedom

Academic Freedom is the freedom to conduct research, publish research outcomes and teach without improper interference or restriction from governments, corporations, managerial interventions, from institutional regulation, or from public or institutional pressure. The core activities to which it applies are research, publication, teaching and public commentary. It should be exercised in accordance with relevant scientific and scholarly standards, which require the provision of reasons or evidence.

Academic freedom is essential for the pursuit and dissemination of knowledge, which is itself a public good. It is also a means for the promotion of a healthy democracy, and well-functioning civil society through the cultivation of informed, engaged and democratically competent citizens. Universities must support academic freedom with explicit academic freedom policies, by publicly and legally defending academics when they are unfairly attacked over their research, by amending contracts with funders so that they do not violate academic freedom, and by respecting academic freedom in internal matters.

Academic freedom demands academic sovereignty over academic decisions as the inalienable right and duty of the University's professoriate. They should not be transferred to other parties including government.

Tenure forms a key pillar of academic freedom while systematic casualisation and fixed-term appointments of academic staff have a corrosive effect on the exercise of academic freedom that is to be avoided.

Furthermore, like the American AUP, the Australian AUP endorses the following statements:

The academic freedom of faculty members consists of four interrelated elements:

- Freedom to discuss all relevant matters in the classroom;
- Freedom to explore all avenues of scholarship, research, and creative expression and to publish the results of such work;
- Freedom from institutional censorship or discipline when speaking or writing as participants in the governance of an educational institution; and
- Freedom from institutional censorship or discipline when speaking or writing as citizens.

The Pillars of a University

1. Universities are communities of scholars and researchers whose aim is to seek and create knowledge by pursuing free and open enquiry, scholarship, research and learning, and to assist and encourage students to do the same.
2. Universities should provide a nurturing environment that supports students, teachers, researchers and other staff to achieve their best as creative, inquiring and free-thinking people.
3. The inherent relationship between teaching and research-based inquiry in our universities needs to be nurtured, respected and celebrated.
4. Research conducted in Universities is a public good that contributes to society academically, culturally, socially, and economically. To achieve these goals, academic inquiry must be free and open. Teaching, research and publication must be governed by disciplinary standards and not the political or social agendas of external parties.
5. Universities should be led by distinguished and respected scholars who regularly consult with the professoriate on issues concerning the operation of the university.

6. Academics should be effectively engaged in university governance, with the professoriate providing leadership of disciplines, acting as mentors, and promoting academic principles.
7. Universities should receive sufficient public financial support to ensure their autonomy. Financial governance of Universities should be subject to public scrutiny.
8. Any evaluation of teaching and research activity should be carried out by discipline peers and take into account contributions across all aspects of university work, including teaching, research and the wider community. This evaluation should be qualitative wherever possible and take into account the norms of the discipline in terms of qualitative vs. quantitative assessment and the level of institutional support and resources available for these core activities.
9. The articulation of dissenting views, and free discussion between individuals who hold conflicting views, are key attributes of a healthy University and democracy - the provision of an open intellectual space for such discussions is a fundamental obligation of the University.
10. Universities must be free to act as a critic of society, maintaining an independent, free and open space of enquiry that responds responsibly to relevant environmental, social, cultural and economic contexts.