



## **ACODE CONSTITUTION**

**@ MAY 2006**

### **1. Name**

As from 11 November 2002, the organisation formerly known as NCODE-Flexible Learning Australasia shall be known as the Australasian Council on Open, Distance and E-learning (hereafter referred to as ACODE).

### **2. Objective**

The objective of ACODE shall be to enhance policy and practice in open, distance, flexible and e-learning in Australasian universities.

### **3. Membership**

#### 3.1 Membership

Membership shall be open to Australasian universities. Membership shall not be open to other organisations or to individuals.

#### 3.2 Members

Accredited universities in Australasia, defined as Australia, New Zealand, Papua New Guinea and the South West Pacific, are entitled to be members.

#### 3.3 Representation

Each Member shall be represented by a nominee (hereafter referred to as the 'institutional nominee'), chosen by the member institution, but normally the institution's staff member primarily responsible for managing open, distance, flexible and e-learning. In addition, each Member shall be invited to nominate a suitable alternate.

### 3.4 Voting Rights

Voting rights shall be vested in Members who have paid the current membership fee. Each Member, on payment of the membership fee, shall have one vote.

### 3.5 Proxies

Members may nominate proxies for voting purposes. Written notice of the appointment of a proxy shall be delivered to the President before the commencement of the voting.

### 3.6 Membership Fees

All Members shall be levied an annual membership fee to support the activities of ACODE. The fees shall fall due on 1 January each year. The amount of the fees shall be set at the Annual General Meeting of the preceding year.

### 3.7 Arrears

Members whose fees or any other subscriptions are more than six (6) months in arrears shall have their voting rights suspended at the next meeting of the Executive Committee. Suspensions shall be in effect until such time as the fees are no longer in arrears.

## **4. Affiliates**

### 4.1 Affiliate Status

Affiliate status may be available to other organisations in Australasia which are interested in open, distance, flexible and e-learning but which are not universities. Affiliate status shall be granted to such organisations as may be determined from time to time by resolution of the ACODE.

### 4.2 Representation

Affiliates shall be invited to nominate a suitable representative.

### 4.3 Voting Rights

Affiliates shall have no voting rights.

#### 4.4 Fees

Affiliates shall not be charged a fee for affiliate status. However, they may be charged a fee for attendance at ACODE activities, as determined by ACODE from time to time.

### **5. Use of Funds**

#### 5.1 Income

ACODE is a not for profit society. The income and property of ACODE shall be applied solely towards the promotion of the objective as set out in clause 2, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the Members, except as bona fide compensation for services rendered or expenses incurred on behalf of ACODE.

#### 5.2 Expenditure

All expenditures shall be approved by the Executive Committee, in accord with budgets and other approvals given by ACODE from time to time.

#### 5.3 Funds Management

Funds shall be held in an account set up for that purpose, to be operated on, and in such a manner, as shall be determined by ACODE. ACODE may borrow funds or obtain credit only to the limit of the account balance or to the account balance minus outstanding liabilities and commitments to the end of the current financial year, whichever is the lower amount.

#### 5.4 Audit

An audited statement of accounts shall be prepared annually for the year ending 31 December and presented for approval at the Annual General Meeting of ACODE in the succeeding year.

### **6. Executive Committee**

#### 6.1 The Committee

An Executive Committee (hereafter called 'the Executive') shall be elected by ACODE Members.

## 6.2 Role

The role of the Executive shall be to organise the affairs of ACODE, including the following: arranging meetings; developing and reviewing strategic directions; preparing and overseeing the budget; monitoring working parties; representing and acting for ACODE between meetings as required; and canvassing the opinions of members between meetings.

## 6.3 Composition

The Executive shall consist of the following elected Officers: President, Vice President, Treasurer and two other elected members.

## 6.4 Eligibility

Officers shall be elected from the institutional nominees and alternates of Members. The institutional nominee and alternate from the same Member may not serve on the Executive at the same time. If, during his/her term of office, an Officer no longer satisfies these conditions for holding office, the position shall be declared vacant and the casual vacancy filled for the balance of the term using the procedures specified in clause 7.

## 6.5 Term of Office

Each Officer shall be elected for a two-year term *starting on January 1*. No Officer shall serve more than two consecutive terms in the same position. Terms of office shall be arranged so that not all of the Executive positions fall vacant in the same year.

## 6.6 Casual Vacancies

If an Officer resigns or is unable to continue to hold office during his/her term, that Officer shall be replaced for the remainder of the term using the procedures outlined in clause 7.

# **7. Election of Officers**

## 7.1 Calling an Election

The President shall announce the upcoming election, and call for nominations, *at least five weeks prior to the commencement of the last meeting before the expiry of the term of office, or following a resignation.*

## 7.2 Nomination

Nominations must be in writing bearing the signatures of the candidate, nominator and seconder. Nominations must be received within two weeks of the call for nominations. The nominator and seconder shall be drawn from the institutional nominees of members.

## 7.3 Election

An election shall be held if there is more than one nomination for any position. The election shall be decided by a simple majority: i.e. the candidate who gets the most votes is declared elected. One ballot paper shall be sent to the institutional nominee of each Member institution; each member shall have one vote.

## 7.4 Returning Officer

The President shall appoint a Returning Officer, who shall be responsible for running the election. The Returning Officer shall prepare and distribute the ballot paper together with written instructions on the completion and return of the ballot paper.

## 7.5 Return of Ballots

The President shall establish the date by which ballots must be returned if they are to be counted as valid.

## 7.6 Determining the Result of an Election

The ballot papers shall be returned to the Returning Officer, who will count the votes and destroy the ballot papers in the presence of an independent Scrutineer, and then announce the outcome of the election. In the event of a tied vote, a draw shall be made by the Returning Officer, in the presence of the Scrutineer, to decide the outcome.

# **8. Responsibilities of Officers**

## 8.1 President

The President shall be responsible for overseeing the affairs of ACODE, and conducting all meetings, including Executive meetings, and is empowered to represent ACODE as required.

## 8.2 Vice President

The Vice President shall be responsible for assisting the President in conducting the affairs of ACODE, and for deputising for the President when absent.

## 8.3 Treasurer

The Treasurer shall be responsible for oversight of all financial matters associated with the operation of ACODE and, in addition, shall be responsible for preparation and presentation of budgets and financial statements as required.

## 8.4 Elected Members

Other elected members shall be responsible for assisting the President, Vice President and Treasurer, contributing to the activities of the Executive and otherwise furthering the interests of ACODE in ways agreed from time to time by the Executive.

## 8.5 Co-option

The Executive shall have the power to co-opt additional members to the Executive when required. The term of any co-opted member of the Executive shall be limited to a maximum of two years. At no time will the number of co-opted members exceed the number of elected members of the Executive.

# **9. Meetings**

## 9.1 Annual General Meeting

An Annual General Meeting (AGM) shall be held every year, normally in the last quarter of the year.

## 9.2 Business Meetings

In addition to the AGM, there shall be at least one Business Meeting each year.

## 9.3 Notice of Meetings

Notice of AGMs and Business Meetings shall be provided electronically to institutional nominees and alternates at least fourteen (14) days before the date of the meeting, unless otherwise specified in the Constitution.

#### 9.4 Executive Meetings

The Executive shall meet (electronically or face-to-face) at least twice per year to review and plan the affairs and activities of ACODE. A record of such meetings shall be prepared and distributed to all members in a timely fashion.

#### 9.5 Quorum

The quorum for the AGM and for Business Meetings shall be forty (40) per cent of financial members. The quorum for a meeting of the Executive shall be three (3) members of the Executive.

#### 9.6 Invited Attendees

The President may invite any person to attend any ACODE meeting under such conditions and circumstances as determined by the President. Representatives of Affiliates shall be invited to attend Business Meetings and participate in discussions at the discretion of the President.

### **10. Voting**

#### 10.1 Voting Rights

On any question arising at a meeting of ACODE a Member institution shall have one vote only.

#### 10.2 Result of Voting

Unless otherwise required in this Constitution, votes shall be determined by a simple majority of members voting at a meeting, in person or by proxy.

#### 10.3 Voting Outside Scheduled Meetings

Unless specified elsewhere in this Constitution, voting may be conducted in person, by postal ballot or by electronic mail to decide any matter which comes before ACODE.

### **11. Working Parties**

ACODE or the Executive may appoint Working Parties of one or more individuals, with power to co-opt, to address specific issues, and may nominate one or more

institutional nominees or alternates to represent ACODE on joint Working Parties with, or at meetings with, other bodies.

## **12. Amending the Constitution**

This Constitution may be amended by a two-thirds majority of Members with voting rights in person or by proxy at a meeting, provided that notice of the proposed amendment has been given at least thirty (30) days before the meeting.

## **13. Winding Up**

A motion to wind up ACODE shall be considered only at a special meeting, called for the purpose with at least thirty (30) days written notice, and must be approved by not less than two-thirds of Members with voting rights present in person and by proxy. Upon winding up, if there remain, after satisfaction of all ACODE's debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be divided on a pro-rata basis between the Australian Vice-Chancellors' Committee, and the equivalent committee of Vice-Chancellors of universities in New Zealand, or, in the event that such committees have ceased to exist, or ceased to be not for profit societies, to another not for profit society with an interest in higher education.