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## **RULES OF UNIVERSITY COLLEGES AUSTRALIA INCORPORATED**

### **1. NAME**

The name of the Association shall be “University Colleges Australia Incorporated” (referred to in these rules as “the Association”).

### **2. OBJECTS**

The objects of the Association shall be as stated below as Purpose and Objectives:

Purpose –

To advance, enhance and promote collegiate residence in Australian universities.

Objectives –

- a) to promote the benefits of collegiate residence in Australian universities;
- b) to promote residence as a means to a broad education, including academic, social, cultural and moral development;
- c) to enhance the quality of life and welfare of residents in Australian university residential colleges and halls;
- d) to promote the Association as the responsible advisory body on matters relating to the purpose and functioning of university residential colleges and halls;
- e) to recommend fair and equitable conditions of employment for members of the Association;
- f) to foster the continuing professional development of the Association’s members and their staff;
- g) to promote the beneficial and mutual support of members of the Association;
- h) to do such other things as may be required to support the achievement of the foregoing Objectives.

### **3. MEMBERSHIP**

- a) Subject to these rules the members of the Association shall be the members of the Association immediately prior to incorporation together with such other Heads as the Executive admits to membership.
- b) Membership is open to
  - i) all Heads, so long as they occupy that office, who accept the objects and rules of the Association.



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- ii) former Heads, in circumstances under 6.f).
  - iii) an Acting Head if appointed for a period of no less than three months in the absence of the Head on sabbatical, study or long service leave, or for other reasons approved by the Executive.
- c) Heads wishing to become members of the Association shall be nominated by two members of the Association
- d) The Executive shall determine whether or not to accept an application for membership in accordance with any directive on eligibility which may have been given by a general meeting and subject to confirmation of the action at the next following general meeting.
- e) The Association may elect a person to be an Honorary or Life Member under the following procedure;
  - i) Nominations shall be made by a local chapter or branch of the Association to the Nominating Committee
  - ii) The Nominating Committee shall comprise the President, a current Life or Honorary Member elected by Life and Honorary Members, and three College Heads elected at the Annual General Meeting. No elected member shall hold office for more than three years.
  - iii) The Committee shall meet annually to consider nominations and make recommendations, The Committee may choose to make no nominations, and no more than three nominations shall be made in any one year.
  - iv) The names shall be forwarded to the Executive which may accept or reject the nominations as it thinks fit in consultation with the Committee.
  - v) The Executive shall put those names it has accepted before the Annual General Meeting for election.
  - vi) Honorary or Life Members shall be entitled to participate in all activities of the Association save that, unless under 6.f), they shall have no voting powers and shall not be eligible for election to office.
- f) Members shall pay such fees as are determined by the Association at a general meeting.
- g) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- h) Membership shall cease when the office of College Head is vacated, or upon resignation or expulsion from the Association, or failure to pay outstanding membership fees to the Association within three months of the due date.



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- i) Membership fees shall fall due on the first day of each financial year of the Association. . The financial year of the Association is each 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.
- j) When a member is unable to act in person by reason of protracted absence from duty or is unable to attend the annual conference, they may nominate a Deputy from their College or Hall to act in their stead as an Associate Member, save that the Deputy may not act by virtue of such nomination alone in any office of the Association held by that member and shall have observer status only at any meetings.

#### **4. MEMBER'S LIABILITY**

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

#### **5. DISCIPLINING OF MEMBERS**

The procedure for disciplining members shall be determined by the Executive. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them, may do so at the next general meeting of the Association.

#### **6. MANAGEMENT – BY COMMITTEE**

- a) The Association shall have its affairs controlled and managed by an Executive Committee (referred to in the Rules as “the Executive”) in accordance with the decisions of general meetings.
- b) The Executive shall comprise a President, Vice-President, Secretary, Treasurer and Immediate Past-President plus two other members.
- c) The Executive shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Executive may be filled by a member appointed by the Executive after appropriate consultation and subject to election at the next Annual General Meeting should the person appointed wish to remain a member of the Executive.
- d) Each member of the Executive shall hold office from the date of their election or appointment until the second Annual General Meeting following that date.
- e) Retiring Executive members are eligible for re-election save that the retiring President shall not be eligible for immediate re-election as President after having two consecutive terms in that office.



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- f) Where an Officer of the Executive (President, Vice-President, Secretary, Treasurer) is not willing and/nor able to continue in the Office and there is no willing and/nor suitable candidate among the current Executive and current members of the Association to take on that role, the Executive may nominate a former member of the Association to assume such Office for a period of no more than 12 months, subject to the approval of a majority of members at an Annual General Meeting or there being no more than five (5) objections in an online notification to all members.
- g) The Executive may seek an extension of a person nominated and appointed as an Officer of the Executive under 6.f) for a further period of 12 months. A former Association member may only serve as an Officer of the Executive for two consecutive periods of 12 months under the circumstances and requirements described in 6.f).
- h) The Executive shall meet as often as necessary to conduct the business of the Association.
- i) The quorum for meetings of the Executive shall be an absolute majority of the Executive members elected at the previous Annual General Meeting.
- j) Notice of Executive meetings shall be given at the previous Executive meeting or by such other means as the Executive may decide upon.
- k) A member of the Executive shall cease to hold office upon resignation in writing, removal as a member of the Association or absence from three successive Executive meetings without approval by the Executive.
- l) The Executive may function validly provided the number is not reduced below the quorum. Should the Executive numbers fall below the quorum the remaining Executive members may act only to appoint new Executive members.
- m) Questions arising at any meeting of the Executive shall be decided by the majority of those eligible to vote. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- n) If within an hour of the time appointed for the Executive a quorum is not present the meeting shall be dissolved. (Meetings of the Executive may be convened by the President and any two members of the Executive.)

## **7. GENERAL MEETINGS**

- a) An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within 18 months of incorporation).



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- b) General meetings of the Association shall be held at such times as a majority of the members may determine after a full consultation of members by the Secretary at the request of any ten members.
- c) At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the Annual General Meeting the following business shall be transacted:
  - i) confirmation of the minutes of the last Annual General Meeting and any recent special general meeting
  - ii) receipt of the Executive's report upon the activities of the Association in the last financial year
  - iii) election of office bearers and other members of the Executive
  - iv) receipt and consideration of a statement from the Executive which is not misleading and gives a true and fair view for the last financial year of the Association's;
    - income and expenditure
    - assets and liabilities
    - mortgages, charges and other securities
    - trust properties
    - such other matters as may be transacted in accordance with the Rules and By-Laws of the Association
- e) The quorum for a general meeting shall be one third of the members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required.
- g) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- h) Nominations of candidates for election as office bearers or other Executive members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.
- i) Written notice of all general meetings shall be given to Members either personally or by post.
- j) The President, or in his/her absence, any Executive Member, or in their absence such other member as the members present may elect, shall preside at all/any meetings of the members of the Association.



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## **8. BY-LAWS**

General meetings of the Association shall have the power to make, amend or repeal By-Laws pursuant to its Rules and as to the Association shall seem expedient for carrying into effect the several provisions of the Rules and the objects of the Association, providing that nothing in the By-Laws shall be inconsistent with the provisions of the relevant Acts governing the Association.

## **9. OFFICE BEARERS**

- a) The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and Executive meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- b) The Treasurer shall ensure that all money received by the Association is paid into an account in the association's name. Payment shall be made through a petty cash system or by cheque signed by the Treasurer and a signatory authorised by the Executive, or by authorised credit card. All payments shall be made with the approval of at least two members of the Executive. Major or unusual expenditures shall be authorised in advance by the Executive or a general meeting.
- c) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- d) Within each State, subject to endorsement by the Annual General Meeting, a local Chapter may be formed of members on several geographically related campuses or of members on each distinct campus of the universities represented among the members, which shall act in compliance with the Rules of the Association, and may elect a Chairperson and Secretary for the conduct of its affairs.
- e) The members of a local Chapter shall nominate one of their number as a local representative for purposes of consultation with the Executive.
- f) In case of doubts as to the distinctiveness of the campuses, or regions, the Executive shall determine the appropriate number of local representatives.

## **10. SPECIAL RESOLUTIONS**



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- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
  - i) A change of the Association's name;
  - ii) A change of the Association's rules;
  - iii) A change of the Association's objectives;
  - iv) A change of the Association's By-Laws;
  - v) An amalgamation with another Incorporated Association;
  - vi) To voluntarily wind up the Association and distribute its property;
  - vii) To apply for registration as a Company or a Co-operative.
  
- b) A special resolution shall be passed in the following manner:
  - i) A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
  - ii) The notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
  - iii) A quorum must be present at the meeting;
  - iv) At least three-quarters of those eligible to vote must vote in favour of the resolution;
  - v) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

## **11. PUBLIC OFFICER**

- a) The Executive shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- c) The executive may at any time remove the Public Officer and appoint a new Public Officer provided the person is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - i) death;
  - ii) resignation;
  - iii) removal by the Executive or at a general meeting;
  - iv) bankruptcy or financial insolvency;
  - v) mental illness;
  - vi) residency outside New South Wales.



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- e) When a vacancy occurs in the position of Public Officer the Executive shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:
  - i) appointment (within 14 days);
  - ii) a change of residential address (within 14 days);
  - iii) a change in the Association's objectives or rules (within one month);
  - iv) a change in the membership of the Executive (within 14 days);
  - v) of the Association's financial affairs (within one month after the Annual General Meeting).
- g) The Public Officer may be an office bearer, Executive member, or any other person regarded as suitable for the position by the Executive.

## **12. MISCELLANEOUS**

- a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Executive. The stamping of the Common Seal shall be by the signatures of two members of the Executive.
- d) The association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.
- e) Service of documents of the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Executive.
- f) Notices sent by post or e-mail shall be deemed to have been received two days after the date of posting or transmission.
- g) The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.





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- h) Members may vote at any meeting in person or by appointing another member as proxy. A written proxy should be delivered to the Secretary at least 24 hours before the meeting.

**By-Laws**  
**[As determined according to Rule 8 and Rule 10 (a) (iv) of the Association's Rules]**

**1. General Conferences**

- a) The Association shall meet in general conference annually, unless a majority of members determines otherwise after a full consultation of members by the Honorary Secretary at the request in writing of any ten members.
- b) The venue of general conferences shall so far as possible rotate among the universities represented among the members.
- c) The venue of general conferences shall be determined by the Executive subject to any directions made by members at a general meeting.
- d) In addition to the officers of the Association the members present at each general conference may elect such other officers as they deem necessary to act as conference officers for the next ensuing general conference.
- e) The Executive shall fill any vacancy that may occur amongst the conference officers after consultation with local representatives.

**2. Boards and Committees**

- a) The Association shall establish such Boards and Committees as it deems necessary, and with such powers as it deems appropriate, and the Association shall vary or dissolve them as required.
- b) The Executive may establish Boards or Committees, but these shall continue in force only if ratified at the next Annual General Meeting.
- c) Each Board and Committee shall report on its activities at the Annual General Meeting and at such other times as the Executive may determine.



### **3. Membership**

- a) Members of University Colleges Australia (UCA) are the Chief Executive Officers (the Head of College or Hall) of the Colleges and Halls affiliated with or owned by the universities in Australia. Other members may be admitted, on a case by case basis, on the agreement of the majority of current members.
- b) Associate membership to University Colleges Australia is extended to those in senior leadership roles in Colleges and Halls. To be an Associate Member the relevant CEO/Head must be a current member.
- c) To keep full membership current members will normally attend a conference every two years and may not delegate this duty.