



## CONSTITUTION

### ARTICLE 1. NAME

The name of the incorporated association is The International Education Association of Australia (in this Constitution called “the Association”).

### ARTICLE 2. DEFINITIONS

2.1 In this Constitution, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Reform Act 2012 (Victoria);

“**Board**” means the board of management of the Association;

“**Board Member**” means a member of the Board under Article 6.2;

“**Executive Committee**” means the sub-committee appointed by the Board to carry out the necessary business of the Association;

“**Chief Executive Officer**” (“**CEO**”) means the person appointed by the Board to carry out the daily operations of the Association;

“**financial year**” means the year ending 30 June;

“**general meeting**” means a general meeting of members convened in accordance with Article 6 of this Constitution;

“**Immediate Past President**” means the person who was the last President of the Association;

“**Individual Member**” means a Professional Member, Life Member or Associate Member (as defined in Schedule 1);

“**member**” means an Individual Member or an Organisational Member of the Association;

“**Officers of the Association**” means:

- a) President
- b) Vice-President
- c) Treasurer

“**Ordinary Board Member**” means a member of the Board who has been elected in accordance with Articles 6.2(b) and 6.6, and Schedule 2;

“**Organisational Member**” means a Silver Member, Gold Member or Platinum Member (as defined in Schedule 1);

“**Privacy Act**” means the Information Privacy Act 2000 (Victoria);

“**Regulations**” means regulations under the Act;

“**relevant documents**” has the same meaning as in the Act;

“**Secretary**” means the person appointed by the Board under Article 14 to perform the duties of a secretary under the Act.

“**Schedule**” means a schedule to this Constitution.

2.2 In this Constitution, unless the contrary intention appears:

- (a) a reference to any document is a reference to that document as varied, novated or replaced from time to time;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a gender includes all genders;
- (d) the use of the word 'including' does not limit what else might be included;
- (e) a reference to a thing includes all or any part of it;
- (f) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (g) a reference to a person or entity includes a natural person, a partnership, corporation, trust, association, unincorporated body, authority or other entity;
- (h) a reference to a party includes that party's legal personal representatives, successors and permitted assigns;
- (i) a term which purports to bind or benefit two or more persons binds or benefits them jointly and severally; and
- (j) a reference to a statute, ordinance, code or other law includes regulations and other instruments issued under it and consolidations, amendments, re-enactments or replacements of any of them.

### **ARTICLE 3. STATEMENT OF PURPOSE**

3.1 The Association has been established to:

- 3.1.1 Serve the professional needs and interests of individuals working in or interested in international education
- 3.1.2 Encourage high quality, informed and ethical professional practice among members, institutions and organisations
- 3.1.3 Promote international education and its benefits with governments, education organisations and within the community
- 3.1.4 Promote Australian education, through and in the interest of members, overseas
- 3.1.5 Advance Australia's global reputation and position as a provider of high quality education
- 3.1.6 Drive new research to highlight emerging trends, inform strategy and policy and enrich Australia's knowledge base.

### **ARTICLE 4. MEMBERSHIP**

4.1 Membership, including membership categories, benefits and entitlements; and cessation, discipline, suspension, expulsion, disputes and mediation in respect of membership shall be as set out in Schedule 1 of this Constitution.

### **ARTICLE 5. OFFICERS OF THE ASSOCIATION**

5.1 There shall be three elected officers of the Association –

- (a) President;
- (b) Vice-President; and
- (c) Treasurer

Arrangements for the nomination and election of the officers of the Association shall be as set out in Schedule 2 of this Constitution

**ARTICLE 6. BOARD**

- 6.1** The management of the affairs of the Association shall be vested in the Board.
- 6.2** The Board shall consist of:
- a) the three Officers of the Association
  - b) six Ordinary Board Members
  - c) to achieve a balance of stakeholder interests, up to three additional Individual Members of the Association invited by the Board
  - d) one additional member who may be appointed and discharged by the President, subject to the advice and approval of the Board.
- 6.3** The Board shall be advised and supported by the CEO who shall be ex officio on the Board.
- 6.4** The term of office of Board members shall be two years. In addition:
- a) the Vice President shall automatically become President for a 2 year term upon completion of the two year term as Vice President or the early resignation of the incumbent President for the balance of that term, plus two years.
  - b) the term of the Immediate Past President shall be two years.
- 6.5** The general meeting elects and discharges the officers of the Association and the ordinary members.
- 6.6** Arrangements for the nomination and election of the Ordinary Board Members and of the conduct of Board meetings shall be as set out in Schedule 2 of this Constitution.
- 6.7** The Board shall appoint a CEO and authorise such other staff positions as shall be needed to carry out the daily operations of the Association.

**ARTICLE 7. ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

- 7.1** Annual General Meetings and Special General meetings shall be arranged and conducted in accordance with Schedule 3 of this Constitution.

**ARTICLE 8. STANDING COMMITTEES AND WORKING GROUPS**

- 8.1** The Board may establish Standing Committees and working groups from time to time in accordance with Schedule 4 of this Constitution.
- 8.2** The Board shall set the terms of reference for and appoint and discharge the members and if necessary the chairperson of Standing Committees and working groups.
- 8.3** The Standing Committees and working groups shall report to the Board as need be. Standing Committees shall provide a written annual report for the annual general meeting.
- 8.4** The Standing Committees and working groups otherwise function and operate as specified in Schedule 4 of this Constitution.

**ARTICLE 9. PROFESSIONAL SECTIONS AND SPECIAL INTEREST NETWORKS**

- 9.1** The Board may establish and dissolve Professional Sections and Special Interest Networks under conditions specified in Schedule 5 of this Constitution.

**ARTICLE 10. FUNDS AND SEAL**

- 10.1** The funds of the Association shall be collected and managed, and the common seal of the Association kept and affixed in accordance with Schedule 6 of this Constitution.

**ARTICLE 11. WINDING UP**

- 11.1 In the event of the winding up or cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with Schedule 6.

**ARTICLE 12. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- 12.1 Provisions for the custody and inspection of the Association's books and records are as set out in Schedule 7 of this Constitution.

**ARTICLE 13. AMENDMENT OF THE CONSTITUTION**

- 13.1 Amendments to the Constitution of the Association may be made in accordance with Schedule 8 of this Constitution.

**ARTICLE 14. SECRETARY**

- 14.1 There must be at least one Secretary, to be appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 14.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 14.3 The Directors may, subject to the terms of the Secretary's employment contract (if any), suspend, remove or dismiss the Secretary.

**SCHEDULES  
TO THE CONSTITUTION**

**SCHEDULE 1 Membership**

Appendix 1	Membership Categories, Benefits and Entitlements
Appendix 2	Fees
Appendix 3	Cessation of Membership, Discipline, Suspension and Expulsion of Members, Disputes and Mediation

**SCHEDULE 2 Election of Office Holders and Ordinary Board Members, and Conduct of Board Meetings**

**SCHEDULE 3 Annual General Meetings and Special General Meetings**

Appendix 1	Form of Appointment for Proxy for Meeting of Association Convened Under Clause 2.7 of Appendix 3 to Schedule 1
Appendix 2	Form of Appointment of Proxy

**SCHEDULE 4 Standing Committees and Working Groups**

**SCHEDULE 5 Professional Sections and Special Interest Groups**

Appendix 1	List of Professional Sections and Special Interest Groups
------------	---

**SCHEDULE 6 Funds, Seal and Winding Up**

**SCHEDULE 7 Custody and Inspection of Books and Records**

**SCHEDULE 8 Amendment of the Constitution**

## SCHEDULE 1

### MEMBERSHIP

#### 1. Membership Categories and Benefits

- 1.1 Membership and membership benefits and entitlements will be in accordance with specified membership categories as set out in Appendix 1 to this Schedule.
- 1.2 Only individuals can become Professional Members, Associate Members or Life Members.

#### 2. Application for Membership

- 2.1 The Association may accept applications for Individual Membership either from individuals or from institutions or organisations on behalf of individuals.
- 2.2 An application for membership of the Association must -
  - (a) be made in writing using the form provided by the IEAA Secretariat or using the online form on the IEAA website.
  - (b) be lodged with the CEO of the Association.
- 2.3 The application must be accompanied by the appropriate membership fee as set out in Appendix 2 to this Schedule.
- 2.4 The Board or its nominated authority will determine whether to approve or reject any application.
- 2.5 If the application is approved, the Secretary must as soon as practicable notify the applicant in writing of:
  - (a) the approval of the membership
  - (b) the duration of the membership and enter the name of the applicant on the register of members.
- 2.6 Membership is annual from the date of approval of the membership application.
- 2.7 Membership may be renewed annually subject to payment of the prescribed annual membership fee as set by the Board on an annual basis. Failure to pay the membership renewal fee by the required date will result in the automatic lapse of membership. Late payment of the membership renewal fee will be applied to renewal from the original date of membership or anniversary.
- 2.8 An applicant is entitled to exercise the rights of membership when their name is entered in the register of membership.
- 2.9 If the Board rejects an application, the Board must as soon as practicable notify the applicant in writing that the application has been rejected and return the membership application fee.
- 2.10 A right, privilege or obligation of a member of the Association terminates on the cessation of membership whether by death, resignation or otherwise.
- 2.11 The Secretary will keep and maintain a register of members containing:
  - (a) the name and address of each member, and
  - (b) the date on which each member's name was entered in the register.
- 2.12 The register is available for inspection free of charge by any member upon request subject to the provisions of the Privacy Act.
- 2.13 A member may make a copy of entries in the register subject to the provisions of the Privacy Act.

2.14 Except for the requirement in Clause 4 of Schedule 4 of this Constitution, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally;
- (b) electronic transmission, or
- (c) sending it by pre-paid post addressed to the member at that member's address shown in the register of members, if the member has requested that the notice be given to them in this manner.

**3. Duration of Membership and Membership Fees**

3.1 Membership is for one year from the date of joining/renewal measured from the date of payment of the annual membership fee. see 2.7

3.2 Membership fees are set by the IEAA Board

**4. Cessation, Discipline, Suspension, Expulsion, Disputes and Mediation in Respect of Membership**

4.1 Arrangements for cessation, discipline, suspension, expulsion, disputes and mediation in respect of membership shall be as set out in Appendix 3 to this Schedule.

## APPENDIX 1 (to Schedule 1)

### INDIVIDUAL AND ORGANISATIONAL MEMBERSHIP

#### Individual Membership

The Association is comprised of individual members including Professional Members, Associate Members and Life Members.

**1. Professional Members**

Professional Members may become members individually or through designation by an Organisational Member. Professional Members have voting rights.

**2. Associate Members**

The Association may recognise Associate Members who do not have full benefits and entitlements of Individual Members.

2.1 Associate Members may include full-time students.

2.2 Associate Members may include non-salaried volunteers affiliated with international education.

2.3 Associate Members may include other individuals, including retired professionals, interested in and committed to international education.

2.4 Associate Members do not have voting rights

**3. Life Members**

The Board may appoint individuals as Life Members with full status as Professional Members for exemplary service to the Association. Life Membership will not be subject to annual membership fee or renewal requirements.

#### Organisational Members

**1. Organisational Membership**

The Association is supported by Organisational Members including educational institutions and organisations involved in the international education sector. Depending upon level of Organisational Membership, Organisational Members may designate individual employees as Professional Members of the Association. Organisational Members do not themselves have voting rights.

**2. Level of Organisational Membership**

The Association recognises different levels of Organisational Membership. The qualifications and benefits of each level are set by Board resolution and may change from time to time. The levels of Organisational Membership include:

2.1 Silver Member;

2.2 Gold Member; and

2.3 Platinum Member.

#### Corporate Affiliates

**Corporate Affiliates**

The Association may designate as Corporate Affiliates organisations that do not seek to designate individual employees as Professional Members. The benefits for Corporate Affiliates are set by Board resolution and may change from time to time. Corporate Affiliates are not members, and shall not themselves have voting rights.

## APPENDIX 1 (to Schedule 1 cont.)

### Membership and Sponsorship Benefits and Entitlements

#### Professional Members and Life Members

- Full voting rights
- Access to IEAA publications and resources
- Other benefits as advised on IEAA website

#### Associate Members

- Access to IEAA publications and resources
- Other benefits as advised on IEAA website

#### Silver Membership (*benefit to institution/organisation*)

- Listing of institution as a Silver Member on IEAA website and in publications
- Limited number of Professional Memberships as provided on IEAA website
- Limited number of gratis registrations for nominated IEAA events as provided on IEAA website
- Other benefits as advised on IEAA website

#### Gold Membership (*benefit to institution/organisation*)

- Listing of organisation as a Gold Member on IEAA website and in publications
- Organisation's logo and weblink to organisation's website on IEAA website
- Limited number of Professional Memberships as provided on IEAA website
- Limited number of gratis registrations for nominated IEAA events as provided on IEAA website
- Other benefits as advised on IEAA website

#### Platinum Membership (*benefit to institution/organisation*)

- Listing of organisation as a Platinum Member on IEAA website and in publications
- Organisation's logo and weblink to organisation's website on IEAA website
- Limited number of Professional Memberships as provided on IEAA website
- Limited number of gratis registrations for nominated IEAA events as provided on IEAA website
- Other benefits as advised on IEAA website

#### Corporate Affiliate (*benefit to institution/organisation*)

- Listing of organisation as a Corporate Affiliate on IEAA website and in selected publications
- Other benefits as advised on IEAA website or mutually agreed

## **APPENDIX 2 (to Schedule 1)**

### **FEES**

Current fees for individual and organisational membership and corporate affiliate sponsorship are listed on the IEAA website.

#### **Sponsorships**

The Association may enter into other arrangements for Sponsorship on terms agreed by the Board.

#### **Donations**

The Association may receive a donation from an individual or an organisation for any purpose consistent with the Association's objective

## APPENDIX 3 (to Schedule 1)

- (1) **CESSATION OF MEMBERSHIP;**
- (2) **DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS; AND**
- (3) **DISPUTES AND MEDIATION**

### 1. Cessation of Membership

- 1.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the CEO of their intention to resign.
- 1.2 After the expiry of the period referred to in clause 1.1 of this Schedule:
  - (a) the member ceases to be a member and
  - (b) if the member is an Organisational Member, all Professional Memberships under that Organisational Membership cease; and
  - (c) the CEO must record in the register of members the date on which the member ceased to be a member.

### 2. Discipline, Suspension and Expulsion of Members

- 2.1 Subject to the Constitution of the Association, if the Board is of the opinion that a member has refused or neglected to comply with the Constitution of the Association or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association the Board may resolve to:
  - (a) suspend that member from membership of the Association for a specified period or
  - (b) expel that member from the Association.
- 2.2 A resolution of the Board under Clause 2.1 of this Schedule does not take effect unless:
  - (a) at a meeting held in accordance with Clause 2.3 of this Schedule, the Board confirms the resolution and
  - (b) if the member exercises a right of appeal to the Association under this Article, the Association confirms the resolution in accordance with Clause 3 of this Schedule.
- 2.3 A meeting of the Board to confirm or revoke a resolution passed under Clause 2.1 of this Schedule must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Clause 2.4 of this Schedule.
- 2.4 For the purposes of giving notice in accordance with Clause 2.3 of this Schedule the CEO must as soon as practicable cause to be given to the member a written notice:
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the member, or their representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that they may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the Board confirms the resolution, they may, not later than 48 hours after that meeting, give the CEO a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
- 2.5 At a meeting of the Board to confirm or revoke a resolution passed under clause 2.1 of this Schedule the Board must:
  - (a) give the member, or their representative, an opportunity to be heard and
  - (b) give due consideration to any written statement submitted by the member and
  - (c) determine by resolution whether to confirm or to revoke the resolution.

- 2.6 If at the meeting of the Board, the Board confirms the resolution, the member may not later than 48 hours after that meeting give the CEO a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 2.7 If the CEO receives a notice under clause 2.6 of this Schedule he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the CEO received the notice.
- 2.8 At a general meeting of the Association convened under clause 2.6 of this Schedule:
- (a) no business other than the question of the appeal may be conducted and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution and
  - (c) the member, or their representative, must be given an opportunity to be heard and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 2.9 A resolution is confirmed if, at the general meeting not less than two-thirds of the members vote in person or by proxy in favour of the resolution. In any other case the resolution is revoked.

### **3. Disputes and Mediation**

- 3.1 The grievance procedure set out in this Clause applies to disputes under the Constitution between:
- (a) a member and another member or
  - (b) a member and the Association.
- 3.2 The parties to the dispute must meet and discuss the matter in dispute and if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting then the parties must within 10 days hold a meeting in the presence of a mediator.
- 3.4 The mediator must be:
- (a) a person chosen by agreement between the parties or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 3.5 A Professional Member of the Association can be a mediator.
- 3.6 The mediator cannot be a member who is a party to the dispute.
- 3.7 The parties to the dispute must in good faith attempt to settle the dispute by mediation.
- 3.8 The mediator in conducting the mediation must:
- (a) give the parties to the mediation process every opportunity to be heard and
  - (b) allow due consideration by all parties of any written statement submitted by any party and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 3.9 The mediator must not determine the dispute.
- 3.10 If the mediation process does not result in the dispute being resolved the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## SCHEDULE 2

### ELECTION OF OFFICE HOLDERS AND ORDINARY BOARD MEMBERS AND CONDUCT OF BOARD MEETINGS

#### 1. Office Holders

- 1.1 The officers of the Association shall be -
- (a) a President;
  - (b) a Vice-President; and
  - (c) a Treasurer.
- 1.2 The provisions of Clause 3 of this Schedule, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Clause 1.1 of this Schedule.
- 1.3 The Treasurer of the Association shall hold office for 2 years from the close of the annual general meeting at which the position was elected until the close of the next annual general meeting.
- 1.4 The Vice President shall hold office for two years followed by two years as President. In the event of the President's resignation, the Vice President shall assume the Presidency for the duration of that term followed by two years as President.
- 1.5 Candidates for the offices referred to in Clause 1.1 of this Schedule must be Professional Members of the Association in good standing.
- 1.6 In the event of a casual vacancy in the office of the Vice President or Treasurer, the Board may appoint one of the Ordinary Board Members to the vacant office and the Ordinary Board Member appointed shall continue in that office up to and including the conclusion of the annual general meeting at which the original office holder's term of office would have expired.

#### 2. Ordinary Board Members

- 2.1 Each Ordinary Board Member shall hold office until the annual general meeting 2 years after the date of election or appointment.
- 2.2 In the event of a casual vacancy occurring in the office of an Ordinary Board Member, the Board may appoint a Professional Member of the Association to fill the vacancy and the Professional Member appointed shall hold office, subject to this Constitution, up to and including the conclusion of the annual general meeting at which the original Ordinary Board Member's term of office would have expired.

#### 3. Election of Officers and Ordinary Board Members

- 3.1 Nominations of candidates for election as Officers of the Association or as Ordinary Board Members must be:
- (a) made in writing, signed by two Professional Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the CEO of the Association not less than 30 days before the date fixed for the holding of the annual general meeting.
- 3.2 A candidate may only be nominated for one office (Treasurer or Vice President), or as an Ordinary Board Member, prior to the annual general meeting.

If only one candidate is nominated for a vacant position, the candidate nominated shall be deemed to be elected at the Annual General Meeting. If no nominations for a vacancy are received, nominations may be made at the annual general meeting.

- 3.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 3.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

#### **4. Vacancies**

- 4.1 The office of an Officer of the Association, or of an Ordinary Board Member, becomes vacant if the relevant person:
- (a) ceases to be a Professional Member of the Association; or
  - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (c) resigns from office by notice in writing given to the CEO.

#### **5. Meetings of the Board**

- 5.1 The Board must meet at least 3 times in each year at such place and such times as the Board may determine.
- 5.2 Special meetings of the Board may be convened by the President or by any 4 Ordinary Board Members. Minutes of any special meeting must be kept and made available to the members of the Association.

#### **6. Notice of Board Meetings**

- 6.1 Written or electronic notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 6.2 Written or electronic notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

#### **7. Quorum for Board Meetings**

- 7.1 Any 4 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 7.2 No business may be conducted unless a quorum is present.
- 7.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting – the meeting lapses;
  - (b) in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 7.4 The Board may act notwithstanding any vacancy on the Board.

#### **8. Presiding at Board Meetings**

- 8.1 At meetings of the Board:
- (a) the President or, in the President's absence, the Vice-President presides; or
  - (b) if the President and the Vice-President are absent, or are unable to preside, the Board members present must choose one of their number to preside.

**9. Voting at Board Meetings**

- 9.1 Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 9.2 Each Board Member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**10. Removal of Board Member**

- 10.1 The Association in general meeting may, by resolution, remove any Board Member before the expiration of his or her term of office and appoint another Professional Member in their place to hold office until the expiration of the term of the first-mentioned Board Member.
- 10.2 A Board Member who is the subject of a proposed resolution referred to in clause 10.1 of this Schedule may make representations in writing to the CEO or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 10.3 The CEO or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

**11. Minutes of Meetings**

- 11.1 The Secretary of the Association must ensure that minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings are kept.

## SCHEDULE 3

### ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

#### 1. Annual General Meetings

- 1.1 The Board may determine the date, time and place of the annual general meeting of the Association.
- 1.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 1.3 The ordinary business of the annual general meeting shall be -
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect Officers of the Association and the ordinary members of the Board; and
  - (d) to receive and consider any other material that the Act requires to be considered at the annual general meeting.
- 1.4 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

#### 2. Special General Meetings

- 2.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 2.2 All general meetings other than the annual general meeting are special general meetings.
- 2.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 2.4 If, but for Clause 2 of this Schedule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 2.5 The Board must, on the request in writing of Professional Members representing not less than 5 per cent of the total number of Professional Members, convene a special general meeting of the Association.
- 2.6 The request for a special general meeting must:
  - (a) state the objective of the meeting; and
  - (b) be signed by the Professional Members requesting the meeting; and
  - (c) be sent to the address of the CEO.
- 2.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the CEO, the Professional Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 2.8 If a special general meeting is convened by Professional Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

### **3. Special Business**

- 3.1 All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

### **4. Notice of General Meetings**

- 4.1 The CEO of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each Professional Member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 4.2 Notice may be sent:  
(a) by electronic transmission; or  
(b) if the member requests, by prepaid post to the address appearing in the register of members.
- 4.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 4.4 A Professional Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the CEO of that business, who must include that business in the notice calling the next general meeting.

### **5. Quorum at General Meetings**

- 5.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- 5.2 Thirty Professional Members personally present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 5.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:  
(a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and  
(b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 5.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Professional Members personally present (being not less than 15) shall be a quorum.

### **6. Presiding at General Meetings**

- 6.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 6.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

**7. Adjournment of Meetings**

- 7.1 The person presiding may, with the consent of a majority of Professional Members present at the meeting, adjourn the meeting from time to time and place to place.
- 7.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 7.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Clause 4.4 of this Schedule. Except as provided in Clause 4.3 of this Schedule it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**8. Voting at General Meetings**

- 8.1 Upon any question arising at a general meeting of the Association, a Professional Member has one vote only.
- 8.2 All votes must be given personally or by proxy.
- 8.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 8.4 A Professional Member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**9. Poll at General Meetings**

- 9.1 If at a meeting a poll on any question is demanded by not less than 3 Professional Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 9.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**10. Manner of Determining Whether Resolution Carried**

- 10.1 If a question arising at a general meeting of the Association is determined on a show of hands -
  - (a) a declaration by the Chairperson that a resolution has been-
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) 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.

**11. Proxies**

- 11.1 Each Professional Member is entitled to appoint another Professional Member as a proxy by notice given to the CEO no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 11.2 The notice appointing the proxy must be:
- (a) for a meeting of the Association convened under Clause 2.7 of Appendix 3 to Schedule 1 of this Constitution, in the form set out in Appendix 1 of this Schedule; or
  - (b) in any other case, in the form set out in Appendix 2 of this Schedule.

**APPENDIX 1 (to Schedule 3)**

**FORM OF APPOINTMENT FOR PROXY  
FOR MEETING OF ASSOCIATION CONVENED  
UNDER CLAUSE 2.7 OF APPENDIX 3 TO SCHEDULE 1 [SAMPLE ONLY]**

I,.....  
(name)

of .....  
(address)

being a Professional Member of the International Education Association of

Australia Inc. appoint

.....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a Professional Member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under clause 2.7 of Appendix 3 to Schedule 1 of the Constitution to be held on-

.....  
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under clause 2.7).

.....  
Signed  
Date

**APPENDIX 2 (to Schedule 3)**

**FORM OF APPOINTMENT OF PROXY [SAMPLE ONLY]**

I, .....  
(name)

of .....  
(address)

being a Professional Member of the International Education Association of

Australia Inc. appoint

.....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a Professional Member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

.....  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....  
Signed  
Date

\* Delete if not applicable

## SCHEDULE 4

### STANDING COMMITTEES AND WORKING GROUPS

#### 1. Standing Committees

1.1 The Association shall have five Standing Committees:

- (a) Executive Committee
- (b) Professional Development Committee
- (c) Research Committee
- (d) Awards Committee
- (e) Media and Communications Committee
- (f) Risk, Remuneration and Finance Committee

#### 2. Working Groups

2.1 The Board may appoint working groups from the Board or from the membership of the Association at large to carry out investigations or conduct such work as is required for specific purposes of the Association. Non-members of the Association may be members of any working group.

#### 3. Operation of Standing Committees and Working Groups

3.1 Standing Committees and working groups shall operate within the terms of reference and the time frame and in all other ways in accordance with arrangements approved by the Board and set out from time to time in clause 3 of this Schedule, provided always that voting arrangements are consistent with Clause 9 of Schedule 2 of this Constitution.

## SCHEDULE 5

### PROFESSIONAL SECTIONS AND SPECIAL INTEREST NETWORKS

#### 1. Professional Sections

- 1.1 A professional section (in this Constitution called a “Section”) means any group of Association members with an interest in a particular aspect of international education which, having organised itself to pursue the common interest, has applied for and been approved by resolution of the general meeting of the Association as a Section in accordance with sub-clauses 1.2, 1.3, 1.4 and 1.5 and of this Schedule.
- 1.2 Members of a Section must be members of the Association. Membership must be open to any member of the Association.
- 1.3 Sections may operate under their own governance structure, provided the principles of operation are consistent with this Constitution and reflect the Association’s policies.
- 1.4 Application to establish a Section must be made in writing to the Board in accordance with guidelines determined by the Board. The application must identify the purpose of the Section, its likely interest for IEAA members over the long term, as well as its proposed governance and operation, including any proposal for handling of Section finances.
- 1.5 The Board will assess the application and decide whether to approve or reject the application.

#### 2. Special Interest Networks

- 2.1 A special interest network (in this Constitution called a “Network”) means any group of Association members with an interest in a particular aspect of international education which, having organised itself to pursue the common interest, has applied for and been approved by the Board as a Network in accordance with sub-clauses 2.2, 2.3, 2.4 and 2.5 of this Schedule.
- 2.2 Conveners/Co-chairs of a Network must be Professional Members of the Association. The process of Appointment and Election of Conveners/Co-chairs is set by the IEAA Board.
- 2.3 Networks may operate under their own governance structure, provided the principles of operation are consistent with this Constitution and reflect the Association’s policies.
- 2.4 Application to establish a Network must be made in writing to the Board in accordance with guidelines determined by the Board. The application must identify the purpose of the Network, its likely interest for IEAA members, as well as its proposed governance and operation, including any proposal for handling of Network finances.
- 2.5 The Board will assess the application and decide whether to approve or reject the application.

Professional Sections and Special Interest Networks are listed on the IEAA website [www.ieaa.org.au](http://www.ieaa.org.au)

## SCHEDULE 6

### FUNDS, SEAL AND WINDING UP

#### 1. Funds

- 1.1 The Secretary of the Association must -
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 1.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- 1.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.
- 1.4 The assets and income of the Association must be applied solely in furtherance of its objects.
- 1.5 No assets or income may be applied or distributed (directly or indirectly) to any member except for:
- (a) payments made to a member as genuine compensation for goods or services provided to, or reasonable expenses incurred on behalf of, the Association; and
  - (b) payments made to a member in accordance with paragraph 1.4, where that member is a fund, authority or institution:
    - (i) which is not carried on for the profit or gain of its members; and
    - (ii) which has objects that are similar to the objects of the Association.

#### 2. Seal

- 2.1 The common seal of the Association must be kept in the custody of the Secretary.
- 2.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the Secretary of the Association.

#### 3. Winding Up

- 3.1 Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up of the Association.
- 3.2 If upon the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets:
- (a) must not be distributed amongst the members, except in accordance with paragraph (b); and
  - (b) will be distributed to one or more funds, authorities or institutions:
    - (i) which are not carried on for the profit or gain of their members; and
    - (ii) which have objects that are similar to the objects of the Association;
- as selected by the Board at or prior to winding up (or in default, by the Supreme Court of Victoria).

## **SCHEDULE 7**

### **CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

1. Except as otherwise provided in this Constitution, the Secretary must keep in their custody or under their control all books, documents and securities of the Association.
2. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
3. A member may make a copy of all accounts, books, securities and any other relevant documents of the Association.

## SCHEDULE 8

### AMENDMENT OF THE CONSTITUTION

1. This Constitution may not be altered except in accordance with the Act.
2. Notice of a special resolution to amend the Constitution of the Association must be given to members not less than 21 days in advance.
3. Amendments to the Constitution of the Association may be made by a resolution passed by a three quarter majority of those present (in person or by proxy) and entitled to vote at a General Meeting called for the express purpose of amending the Constitution.

#### **NOTE (not forming part of this Constitution)**

Constitution Amended:

- 10 October 2005
- 12 October 2006
- 11 October 2007
- 09 October 2008
- 14 October 2010
- 13 October 2011
- 16 October 2012
- October 2013
- 23 September 2014
- October 2015
- 20 October 2016
- 11 October 2018
- 12 October 2023