



Constitution and By-laws
for the association of

**Australasian eResearch
Organisations (AeRO)
INCORPORATED**

10-Februaruy-2023

Constitution and By-laws for the association of Australasian eResearch Organisations (AeRO) INCORPORATED

1 Name

The name of the Association shall be Australasian eResearch Organisations (AeRO) Incorporated.

2 Definitions

The term *eResearch* shall denote the application of ICT, science, technology, engineering and application of computers and allied technology to assist research activities across Australasian institutions and organisations. This may include Commonwealth organisations and publicly-funded research associations (PFRAs), universities, institutes of technology, higher education colleges, institutes of technical and further education, and similar Australasian groups in the public sector, industry and commerce.

3 Purposes

The purposes for which the Association is established are:

- 3.1 to provide a forum for those interested in eResearch so as to stimulate discussion of relevant issues;
- 3.2 to support research, advocacy and lobbying on behalf of the eResearch communities in Australia and New Zealand;
- 3.3 to support eResearch in higher education;
- 3.4 to promote co-operation and liaison with other groups and organisations which have related or complementary purposes and activities;
- 3.5 to establish an association of organisations employing professionals engaged in eResearch; and
- 3.6 to facilitate professional development of eResearch staff.

4 The Executive Committee

- 4.1 The Executive Committee of the Association (hereafter referred to as the Executive) shall consist of the President, the Vice-President, the Secretary/Treasurer and the Immediate Past- President. Additional committee members may be co-opted as per item, 4.2 for periods up to the duration of the current Executive.
- 4.2 Members of the Executive shall be from member organisations. Additional members may be co-opted to the Executive at the discretion of the Executive.

- 4.3 The Executive has the right to employ additional personnel as required who are not required to be employed by a member organisation.
- 4.4 The President shall act as Chairperson and Convener of the Executive and will maintain liaison between the Executive and all members of the Association. The President shall also be Chairperson of the Annual General Meeting. In the absence of the President, the Vice-President will act as Chairperson. If both President and Vice-President are absent, the other members of the Executive present shall elect one of their number to act as Chairperson of the Executive or of the Annual General Meeting.
- 4.5 No person shall represent themselves as acting for or on behalf of the Association unless so authorised by the Executive.
- 4.6 The Executive shall meet annually shortly before the Annual General Meeting of the Association. The President shall call regular meetings of the Executive at other times, giving due notice as to date, place of meeting and agenda.
- 4.7 A quorum for a meeting of the Executive shall consist of three (3) members of the Executive. Unless otherwise stated in these By-laws, all decisions shall be by a simple majority of those present and voting. In the event of a tied vote, the Chairperson shall have and shall exercise an additional casting vote.
- 4.8 Decisions and actions of the Executive shall be minuted and distributed to representatives of the member organisations.
- 4.9 The President shall act as Spokesperson for the Association on matters within the expertise area of AeRO. The Executive or an Annual General Meeting may appoint an individual with specific expertise as an alternative Spokesperson. The Spokesperson and alternative Spokespersons shall make public statements only in areas within the expertise area of AeRO.
- 4.10 The Executive shall ensure that the policies and resolutions of the Annual General Meeting are put into effect and shall assist the President in carrying on the affairs of the Association between Annual General Meetings.
- 4.11 The Executive may appoint and close sub-committees of members for specific purposes who shall meet as they see fit or as directed by the Executive and who shall report to the Executive. The President may exercise this power of the Executive and shall report any such actions to the next meeting of the Executive.
- 4.12 The Executive may at any time conduct an email or postal ballot of all financial members.
- 4.13 The minutes of all meetings of the Executive shall be made available to members of the Association upon request.

4.14 An Operational Report summarising the activities of the Executive for the year will be made available to all members of the Association no later than one month prior to the Annual General Meeting.

4.15 An audited Financial/Treasury Report will be tabled at the Annual General Meeting for endorsement and will be Proposed and Seconded by separate current financial members.

4.16 A President's Report will be tabled at the Annual General Meeting.

5 The Officers of the Association

5.1 The elected Officers of the Association shall be the President, the Vice-President and the Secretary/Treasurer. The Officers shall perform the duties assigned to them by the Executive and by the Annual General Meeting.

5.2 The term of office of each member of the Executive shall be the period between successive Annual General Meetings. Retiring elected Officers are eligible for re-election. The term of office of Executive members and Officers shall commence on the 1st January subsequent to the Annual General Meeting.

5.3 If a member of the Executive is unable to or fails to perform their duties satisfactorily, the Executive may declare the position vacant.

5.4 When a vacancy occurs in the office of the President, Vice-President or Secretary/Treasurer, the Executive shall elect from within its ranks or from the membership at large a new President, Vice-President or Secretary/Treasurer as required.

5.5 When a vacancy occurs in the office of Secretary/Treasurer, the President may appoint a temporary Officer to act until the position is filled by the procedure set out in clause 5.4. For the duration of this appointment the temporary Officer will be a member of the Executive.

6 Meetings

6.1 An Annual General Meeting of the Association will preferably be held within the advertised period of the eResearch Australasia Conference. The time and place of the Annual General Meeting will be determined by the Executive.

6.2 In exceptional circumstances, the Executive may call a Special General Meeting.

6.3 An Annual General Meeting shall consist of the financial members in attendance at the Annual General Meeting or at a Special General Meeting. An Annual General Meeting shall be the legislative and policy-making body for the Association. A Special General Meeting may delegate its authority to the Executive between meetings.

6.4 Notice of the time and place of any Annual General Meeting shall be sent to all financial members by the Secretary/Treasurer at least two months in advance of the meeting.

6.5 A General Meeting shall have the power to:

- Approve and alter the constitution. This power may only be exercised at an Annual General Meeting.
- Make and amend By-laws.
- Elect the Executive of the Association.
- Elect the Association's Auditor, who shall be a member of a professional accounting body or a qualified accountant.
- Approve the budget.
- Direct and review the general affairs of the Association.

6.6 Ten financial members or 25% of the total financial membership of the Association, whichever shall be the less, shall constitute a quorum for Annual General Meetings.

6.7 Unless otherwise specified by the Constitution or By-laws, decisions at an Annual General Meeting shall be by simple majority of those present and voting.

7 The eResearch Australasia Conference

The Association shall hold an Annual Conference. The Executive shall appoint a Convener to manage each Annual Conference. The organisation of this conference shall be governed by the By-laws of the Association.

8 Finances

8.1 Annual membership fees (in Australian dollars) shall be set by the Executive and announced at the Annual General Meeting in accordance with the Association's needs. The annual subscription is due within 30 days of the first day of the financial year to which it relates. Where a member has not paid the annual subscription fee due in any year within three months from the due date, that organisation ceases to be a member and the Secretary must remove the name of the member from the register of members.

8.2 The Executive shall prepare a Financial/Treasurer's Report each year which has been audited by the Association's Auditor. The Executive shall present this information to members at the Annual General Meeting.

8.3 The Secretary/Treasurer or nominee shall receive dues and other payments and shall be responsible for keeping accounts. The Executive shall determine those persons whose signatures shall be recognized to operate the Association's accounts. Cheques, bills, authorities and other instruments authorising payment from the Association's accounts shall be authorised by at least two of the signatories.

8.4 All revenue received by the Association shall be used entirely for the aims of the Association.

8.5 No part of the income of the Association shall be paid to any member of the Executive except that Officers, committee members and others may be reimbursed for necessary expenses.

8.6 Employees shall be reasonably compensated for services in carrying out the Association's aims.

8.7 The Executive shall recommend to the Annual General Meeting a budget for the current financial year. When approved, this budget shall govern the financial commitment of the Association for that year.

8.8 The Association may receive grants and donations and may deposit and expend these according to terms laid down by the donor and acceptable to the Executive.

9 Membership

9.1 Members of the Association are organisations that subscribe to the purposes of the Association as set out in Section 3 and pay the prescribed annual membership fee.

9.2 Member organisations must have an ACN/ABN. In exceptional circumstances, this requirement may be waived by the Executive.

9.3 Member organisations must each nominate one individual to represent them within the Association, who will be termed "member representatives", who may speak and vote on behalf of the organisation in all matters relating to the Association.

9.4 The annual membership fees will be determined by the Executive, which information will be published at the Annual General Meeting.

9.5 Application for Membership. An application for Membership must be made by a requesting organisation and be accompanied by a completed application form and lodged with Executive. As soon as is practicable after receiving an application for membership, the Executive must seek endorsement of the member by the Executive. If endorsed, the member will be listed in the Register of Members and the Executive will notify the applicant that they have been endorsed as a Member. Applicants will be requested to pay any applicable fees. Membership will commence on receipt of the full payment of any applicable fees.

9.6 Membership entitlements are not transferable. The privileges and responsibilities of a Members cannot be transferred to another organisation and terminate on the cessation of membership.

9.7 Cessation of Membership. An organisation ceases to be a Member if the organisation

- Ceases to trade or is placed in receivership;
- Resigns from the Association;
- Is de-registered by AeRO and/or
- Does not pay the annual subscription.

9.8 Resignation of membership. A member who has paid all amounts payable by the member to AeRO may resign by sending a written notice of resignation to the Secretary. Upon receipt of this information, the Secretary must remove the name of the member from the Register of Members.

9.9. Members' liabilities. The liability of a member to contribute towards the payment of the debts and liabilities of AeRO or the costs, charges and expenses of the winding up of AeRO is limited to the amount (if any) unpaid by the member in relation to membership of AeRO.

9.10. Disciplining of members – De-registration and Suspension. The Executive may de-register a member from AeRO, or suspend a member from the rights and privileges of membership of AeRO for a specified period, if the member has been found to be acting in a manner detrimental to the interests of AeRO and has persistently refused or neglected to comply with a provision of this Constitution and By-Laws. Where the Executive de-registers a member, the Secretary must as soon as possible notify the member in writing, specifying the grounds for de-registration or suspension.

10 Revision and Amendments to the Constitution

10.1 Amendments to the constitution may be proposed by the Executive, or by a special committee appointed by the President and reporting to the Executive, or by any 10 financial members or 25% of the total financial membership of the Association, whichever shall be the less.

10.2 All proposed amendments must be in the hands of the Executive no less than three months prior to the date of the Annual General Meeting.

10.3 All proposed amendments must be submitted by the Executive to the members of the Association in their original form (as received by the Executive), together with any recommendation of the Executive. This distribution should accompany the notice of the Annual General Meeting.

10.4 Proposed amendments to the Constitution are voted on at the Annual General Meeting. Only financial members may vote and each member has only one (1) vote. The adoption of amendments is by simple majority.

10.5 An amendment to the Constitution shall become effective at the close of the meeting at which it is adopted.

11 Dissolution of the Association

The Executive shall have no power to dissolve the Association except by a ballot of all financial members. Proposals for dissolution shall conform to the rules of constitutional amendments. A simple majority of all financial members shall be required for dissolution of the Association. In the event of dissolution, all funds and property shall be transferred to a like-minded non-profit association as decided by the Executive and in keeping with Australian association laws.

BY-LAWS

1 Nominations and Elections

1.1 Voting for elections shall be by ballot at the Annual General Meeting (hereafter referred to as the AGM).

1.2 The candidates elected to the positions of President, Vice-President and Secretary/Treasurer shall be the candidates receiving the largest number of votes for each position.

1.3 Only financial members may vote and each member has only one (1) vote.

1.4 Each Executive shall appoint a Returning Officer for the AGM which terminates its term of office.

1.5 Accompanying the notice of an AGM the Secretary/Treasurer or nominee shall send to all members of the Association:

- A list of the current Executive members retiring but eligible and offering for re-election.
- A call for further nominations.

1.6 Nominations must be made in writing to the Returning Officer by the due date. All nominations must have a separate proposer and seconder and be agreed to by the nominee in writing. The proposer, seconder and nominee must all be financial members of the Association.

1.7 If, after the close of nominations, the number of nominations exceeds the number of vacancies for any position, the Returning Officer shall immediately notify the financial members and forward appropriate voting papers to those financial members who request them within two weeks of the notification or by the AGM whichever period is shorter.

1.8 In the event that the number of nominations is less than or equal to the number of vacancies to be filled for a position, all nominees for the position shall be appointed, and any further vacancies shall be filled by calling for nominations at the Annual General Meeting and conducting a ballot if necessary.

1.9 The Executive shall appoint a Returning Officer to count the ballots.

1.10 In the event of tied votes for the final vacancy for any position, the person elected shall be determined by lot by the Returning Officer.

2 Voting on Constitutional Amendments

Any financial member unable to be present at the AGM may request a postal vote for constitutional amendments that will be voted on at that Meeting. The request must be received by the Returning Officer no less than one month prior to the date of the Meeting. The actual postal vote must be received by the Returning Officer by the day before the AGM.

3 Voting

Except as provided in By-laws 1 and 2, voting shall be by show of hands of financial members listed in section 5.1, provided that a General Meeting may by show of hands or by a written request by two financial members require any vote to be by secret ballot.

4 The eResearch Australasian Conference

4.1 AeRO will run an annual conference aligned with the purposes of AeRO.