

*AURIMS*

**AUSTRALASIAN UNIVERSITIES  
RISK & INSURANCE MANAGEMENT  
SOCIETY**

**CONSTITUTION**

This Constitution shall come into force on the date of adoption as herein provided by the Certificate on the last page.

**1. NAME**

The name of the Association shall be **“AUSTRALIASIAN UNIVERSITIES RISK & INSURANCE MANAGEMENT SOCIETY”** hereinafter referred to as the Society.

**2. DEFINITIONS**

2.1 In this Constitution unless the contrary intention appears –

**“Amendments to the Constitution”** shall include the expressions “repeal of existing Constitution”, “the substitution by a new Constitution” and “the addition of new clauses”.

**“Annual Conference”** means the ordinary general meeting held in May of each year.

**“Australasia”** means the region of Oceania, which includes but is not limited to Australia, New Zealand and neighbouring islands in the Pacific Ocean.

**“Clauses”** mean distinct parts of the Constitution as divided into sections and identified by numbers.

**“Financial Year”** means the period of time specified in clause 19 of this Constitution.

**“South-East Asia”** means the region of South-East Asia and includes, but is not limited to, Indonesia, Singapore, China, Malaysia, Philippines, and Thailand.

**“University”** means any private or public tertiary education institution and includes, but is not limited to, universities, TAFE’s, and institutes of technology.

2.2 In all other respects the interpretation of clauses of this Constitution shall be determined by the Chairperson having regard to the purpose of the Society.

### **3. OBJECTS**

The objects of the Society are –

- i) Foster and promote the exchange of information relating to insurance and risk management matters affecting universities and tertiary education generally.
- ii) Develop and maintain interest in continuous improvement of the principles and practices of risk and insurance management (including loss control) in universities and tertiary education generally.
- iii) Foster the educational and professional development of members in matters relating to insurance and risk management issues affecting universities and other tertiary education institutions.

### **4. POWERS**

Subject to the provisions of this Constitution the Society shall have power to do all things necessary or convenient for carrying out its objects.

### **5. NON-PROFIT**

The property and income of the Society shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or otherwise distributed directly or indirectly to its members. Provided that nothing herein shall prevent the payment in good faith of reasonable expenses incurred on behalf of the Society, in the promotion of the objects of the Society.

### **6. MEMBERSHIP**

#### **6.1 Ordinary Member**

Ordinary Membership of the Society is open to any person who has, as an employee or independent contractor of a University in Australasia or South-Eastern Asia, responsibility for that institution's risk management and/or insurance function and who applies for ordinary membership in accordance with Clause 7 of this Constitution.

Such persons must not engage in any of the following activities for any non-affiliated entities:-

- i) regulating, rating, underwriting, selling or brokering of insurance;
- ii) actuarial services relating to insurance;

- iii) investigation and/or settlement of losses; or
- iv) providing risk management or employee benefits-related services, including but not limited to risk management consulting, rehabilitation, mediation, environmental services, disaster recovery, etc.

## **6.2 Associate Membership**

### **6.2.1 Associate Membership of the Society is open to any person who:**

- i) has been an Ordinary Member of the Society under Clause 6.1 and has ceased to be employed in that capacity during the previous period of 12 months; or
- ii) regularly acts for any University or any University controlled company or other tertiary education institution and who is accepted by the Society as having a continuing contribution to make to the objectives of the Society; and

who applies in writing for Associate Membership of the Society in accordance with clause 7 of this Constitution.

### **6.2.2 Renewal of Associate Membership**

Associate Membership of the Society shall be subject to renewal on an annual basis and shall expire on 30 June in each year provided that an Associate Member shall be entitled to have his or her Associate Membership renewed for a further period of 12 months where:

- i) the Associate Member applies in writing to the Secretary of the Society prior to 30 June of the relevant financial year for renewal of his or her Associate Membership; and
- ii) the Associate Member has attended, or had meaningful or worthwhile input to, at least one meeting of the Society during the previous 12 month period; and
- iii) pays the annual membership fee as prescribed by the Executive Committee from time to time, if any.

## **6.3 Honorary Life Membership**

Honorary Life Membership is awarded for the purpose of recognising distinguished service to the Society.

- 6.3.1 Honorary Life Membership of the Society may be awarded to any person but is not an automatic right of past members, but is granted on the basis of long or exceptional service to the Society and may only be granted after candidates have ceased to be members of the Society.

6.3.2 The process by which an Honorary Life Membership is granted is as follows:

- a) Any member of the Society may nominate a person for the award at a general meeting.
- b) The person being nominated must not be informed of the nomination.
- c) The nomination will be considered by the Executive Committee "in confidence".
- d) If the Executive Committee agrees with the nomination, it will, at the following general meeting ask the members present to vote on a motion to award an Honorary Life Membership. It must be passed by a unanimous resolution of those present and voting.
- e) After Membership approval of an award the President will ask the nominee if s/he is prepared to accept the award. If accepted the award will be presented at the next AGM.
- f) An Honorary Life Member will have the same rights as an Ordinary Member, except that the Honorary Life Member will have no voting rights.

## **7. APPLICATION FOR MEMBERSHIP**

- 7.1 A person may apply for ordinary or associate membership of the Society in the manner and form of application as shall be prescribed by the Executive Committee.
- 7.2 Each membership is provided on the basis that the person is a representative of their University and the University accepts liability for the person applying for membership.
- 7.3 The Secretary shall submit all applications to the Executive Committee who shall consider each and every application and may refuse to grant membership without giving any reason for such refusal. Provided that the Executive Committee may, when requested, and at its entire discretion, disclose its reasons for refusing membership.
- 7.4 Upon acceptance of the application by the Executive Committee and upon payment of the first annual subscription, if applicable, the applicant shall be a member of the Society in the class applied for.
- 7.5 The names of all new members shall be announced at the next ordinary general meeting.

## **8. REGISTER OF MEMBERS**

The Membership Officer shall keep and maintain in an up to date condition a register of members of the Society and their contact details. Upon the request of a member of the Society the Membership Officer shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register.

## **9. SUBSCRIPTIONS**

- 9.1 Members shall from time to time at an annual general meeting determine the amount of subscription to be paid by ordinary and associate members. The members may elect that no subscription fees be payable.
- 9.2 Subscriptions shall fall due on the first day of July in each financial year. If no fees are payable, members will be deemed to be financial members.
- 9.3 Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Society. Provided always that the Executive Committee may reinstate a person's membership on such terms as it thinks fit and on payment of all arrears.
- 9.4 A financial member shall be one whose subscription is not more than three (3) months in arrears.

## **10. RESIGNATION**

A member may resign at any time by sending a written notice of resignation to the Secretary.

## **11. EXPULSION OF MEMBERS**

- 11.1 If any member shall be guilty of an act which, in the opinion of the Executive Committee, renders it undesirable that that person shall continue as a member, the Society, at an ordinary general meeting, may expel such offending member and strike that person's name from the register of members.
- 11.2 The member shall have the right to appear before the ordinary general meeting called to consider the expulsion to present a case in defence. 14 days notice must be given to the member.
- 11.3 Voting in this instance shall be by secret ballot. A minimum of 10 member votes in the positive must be received for the expulsion to be valid.

## **12. EXECUTIVE COMMITTEE**

- 12.1 The affairs of the Society shall be managed by an Executive Committee consisting of:
- a) the President;
  - b) the Treasurer;
  - c) the Secretary; and
  - d) the Membership Officer.
- 12.2 All office bearers and other persons so elected shall be known collectively as the Executive Committee members.
- 12.3 The position of any member of the Executive Committee shall become vacant if he/she resigns, fails to attend three (3) consecutive meetings without satisfying the Executive Committee and he/she had good reason for failure to attend, or ceases to be a financial member.
- 12.4 The Executive Committee may appoint a member of the Society to fill a casual vacancy and such member shall hold office until the rising of the next following Annual General Meeting and shall be eligible for election as a member of the Executive Committee.

## **13 ELECTION OF EXECUTIVE COMMITTEE**

- 13.1 Each member of the Executive Committee will hold office for a term of two year but is eligible for re-election for a further period of two years.
- 13.2 No member shall serve more than 4 years in the same Executive Committee position in any consecutive period.
- 13.3 In 2008, the President and the Secretary positions will be subject to an election. In 2009, the Treasurer and Membership Officer positions will be subject to an election. Continuing thereafter on a two year rotation.

## **14. ELECTION OF ORDINARY COMMITTEE MEMBERS**

- 14.1 The Society will have three (3) ordinary Committee Members in addition to the Executive Committee and each ordinary Committee Member of the Society will hold office for a term of two (2) years but is eligible for re-election for a further period of two (2) years.
- 14.2 No member shall serve more than 4 years in the same Executive Committee position in any consecutive period.
- 14.3 In 2008, the three (3) Ordinary Committee Members positions will be subject to an election. The three (3) ordinary Committee Members so elected shall each assume

the position of one (1) of Conference Convenor, Special Projects Officer or Listserv Officer. Continuing thereafter on a two year rotation.

## **15. PROCEDURES FOR ELECTION OF OFFICE BEARERS**

- 15.1 Nominations of candidates for election as officer bearers of the Society must be-
- (a) made in writing, signed *by one member* of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Society not less than 21 days before the date fixed for the holding of the annual general meeting.
- 15.2 A member may only be elected to one office bearer position.
- 15.3 If only one nomination is received for an office bearer position a ballot will not be necessary and the person nominated will be deemed to be elected.
- 15.4 If more than one nomination is received for an office bearer position a ballot must be held.
- 15.5 The ballot for the election of members of the Executive Committee and the three ordinary Committee Members must be conducted at the annual general meeting in such manner as the Executive Committee may direct.

## **16 PROCEEDINGS OF COMMITTEE**

- 16.1 The Committee shall meet at least four times a year or at such other times as the President may see fit.
- 16.2 The Secretary shall give notice to all Committee members of the date, time and venue for the holding of such meetings.
- 16.3 Subject to the provisions of this Constitution the procedure and course of business to be followed at Committee meetings shall be determined by the President.
- 16.4 Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes the Chairperson shall have a casting vote in addition to a deliberate vote.
- 16.5 A quorum of the Executive Committee shall be two (2) members and a quorum of the Committee shall be two (2) members of the Executive Committee plus one (1) ordinary Committee Members.

## **17 GENERAL MEETINGS**

### **17.1 Annual General Meetings**

17.1.1 This shall be held in May each year at a time preceding the Annual Conference meeting for that quarter.

17.1.2 Notice of the time and date shall be given to all members present at the February ordinary general meeting with the Secretary taking steps to notify all members not present at that February meeting.

17.1.3 The order of business shall be –

- i) Attendance and Apologies
- ii) Confirmation of the minutes of the previous annual general meeting
- iii) Matters arising there from
- iv) The President's Address
- v) The Treasurer's Report
- vi) Executive Committee and ordinary Committee Elections
- vii) Motions for which due notice has been given
- viii) Any other business permitted by the Chair.

### **17.2 Ordinary General Meeting**

17.2.1 The ordinary general meeting is to be held quarterly at different universities on a rotating basis, and the Chairperson of each meeting shall generally be the President or Delegate if the President is not present.

17.2.2 The proceedings of ordinary general meetings shall be determined by the President, or whoever occupies the Chair, and shall consist mainly of announcements of general interest to members. The Chairperson may permit discussion on matters of general interest but no motion shall be discussed or voted upon which shall be exclusively reserved for Annual General Meetings.

17.2.3 The May quarterly ordinary general meeting will include an Annual Conference for the educational benefit of its members.

## **18 QUORUM AND PROCEEDINGS AT ALL GENERAL MEETINGS**

- 18.1 The quorum for all general meetings shall be four (4) financial members present and entitled to vote.
- 18.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present the meeting shall stand adjourned to the next ordinary meeting. If at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members who are present in person may nevertheless proceed with the business of that meeting as if a quorum were present.
- 18.3 At a general meeting a resolution put to the vote shall be decided by a majority of votes cast on a show of hands, or, by ballot if the Chairperson directs due to the sensitivity of the resolution.
- 18.4 The declaration of the Chairperson of the result of any such ballot shall be evidence of the matter so declared.

## **19 MINUTES OF ALL MEETINGS**

- 19.1 The Secretary shall cause proper minutes of all proceedings of all general meetings and all Executive Committee meetings to be taken and then to be entered within thirty (30) days after the holding of each general meeting or Executive Committee meeting, as the case requires, in a minute book kept for the purpose.
- 19.2 Where the minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was duly convened and held, and all proceedings recorded as taking place at the meeting have duly taken place, and that all appointments made at the meeting have been validly made.

## **20 FINANCIAL YEAR**

The financial year shall be from the 1<sup>st</sup> day of July to the 30<sup>th</sup> June in the following year.

## **21 SUB-COMMITTEES AND CO-OPTION**

The Society shall have power to appoint sub-committees for specific purposes and shall issue terms of reference for the sub-committee to report back to the Society at an ordinary or annual general meeting with recommendations for adoption or otherwise.

## **22 VOTING RIGHTS**

Subject to this Constitution each member present in person at a general meeting shall be entitled to one vote, provided that such person is a financial member.

## **23 DUTIES OF OFFICE BEARERS**

### **23.1 The President**

23.1.1 He/she shall take the Chair at all general and Executive Committee meetings at which he/she is present.

23.1.2 He/she shall be responsible for the proper conduct of the Society's affairs as set out in the Constitution.

23.1.3 He/she shall be ex officio a member of all sub-committees appointed pursuant to clause 19 of this Constitution.

23.1.4 He/she shall represent the Society in all matters pertaining to achieving the objects of the Society, including lobbying the Government, industry and/or other parties on specific issues as authorised by the Members.

23.1.5 He/she shall foster relations with organisations with similar objects both within Australasia, South-Eastern Asia and elsewhere overseas.

23.1.6 He/she shall keep the Members advised of significant matters of interest.

### **23.2 The Treasurer**

23.2.1 Keep correct accounts and books showing the financial affairs of the Society except for any Annual Conference income and expenses where the Member organising the conference shall be responsible to maintain such records on behalf of the Treasurer.

23.2.2 Collect and bank all monies received and give proper receipts for same.

23.2.3 Arrange all payments and disbursements authorised by the Society.

23.2.4 Arrange and submit financial statements to the Executive Committee and to all ordinary general meetings of the Society in such form as directed by the Society.

23.2.5 At the close of each financial year to prepare and submit to the Annual General Meeting a financial statement showing the financial position of the Society at the end of the immediately preceding financial year. If directed by the Society he/she shall also submit a Treasurer's report to explain the financial transactions of the Society.

23.2.6 Have custody of all securities, books and documents relating to the financial affairs of the Society.

23.2.7 Perform such other duties usually associated with the office of treasurer as may be required by the Executive Committee.

### **23.3 The Secretary**

23.3.1 Attend all meetings of the Society, all committee and sub-committee meetings and shall keep full and correct minutes of the proceedings of all such meetings.

23.3.2 Conduct the correspondence of the Society and have custody of all documents, records and registers of the Society. Maintain in an up-to-date condition, the Constitution of the Society and upon the request of a member shall provide a copy of the Constitution free of charge.

23.3.3 Maintain a record of the names and contact details of the office bearers and Executive Committee members. Such record or records shall be made available to any member upon request to the Secretary

23.3.4 Perform such other duties usually associated with the office of secretary as may be required by the Executive Committee.

### **23.4 The Membership Officer**

23.4.1 Maintain a register of the names and contact details of all past and present members of the Society pursuant to clause 8 of this Constitution. Such record or records shall be made available to any member upon request.

23.4.2 Promote the benefits of membership throughout the Australasian and South-Eastern Asia University communities.

23.4.3 Actively pursue attracting new Members.

23.4.4 Assist in the planning, development and management of the Society's Annual Conference.

23.4.5 Perform such other duties usually associated with the membership office as may be required by the Executive Committee.

### **23.5 The Conference Convenor**

- 23.5.1 Determine host university for annual conference in conjunction with the Executive.
- 23.5.2 Liaise with Host Institution, co-ordinate all aspects of the Annual Conference. Provide expert advice to members of the organising committee.

### **23.6 The Special Projects Officer**

- 23.6.1 Undertake such projects as determined by the Executive Committee from time to time.
- 23.6.2 Report on outcomes of projects to the Executive Committee and the membership as required.

### **23.7 The Listserv Officer**

- 23.7.1 Act as a focal point for all Listserv activity and maintain a register of Listserv activity by members.
- 23.7.2 Collate responses received by the respective initiating members.
- 23.7.3 Distribute a detailed report of Listserv responses to all members on a quarterly basis or more regularly if deemed appropriate by the executive.

## **24 RESCISSION OF RESOLUTIONS**

- 24.1 At the time of the proceedings of the ordinary or general meeting when the proposed rescission is put for determination the Chairperson shall call for a seconder. Upon a seconder coming forward the proposal shall be open for debate for and against and subsequently put to the vote. In the event of the motion to rescind a resolution not being seconded, it shall lapse and not be proceeded with.
- 24.2 Voting in this instance shall be by a show of hands with a simple majority determining the outcome of the proposed rescission.

## **25 HEADQUARTERS OF THE SOCIETY**

The headquarters of the Society will be in the University of the President.

## **26 ADMINISTRATION**

- 26.1 All administrative expenses of the Society (other than those associated with any conferences organised by the Society and any membership activities undertaken by the Membership Officer) will be borne by the University at which the President is employed.
- 26.2 The expenses associated with general meetings of the Society will be borne by the host University for each meeting.
- 26.3 Any moneys howsoever received by the Society shall be applied by the Society in such manner and for such purposes as the Executive Committee shall deem conducive to the advancement of the Society and without restricting the generality of the foregoing, in particular by:
- i) meeting the expenses of the Society for the conduct of meetings and provision to members and others of written material and publications of interest to members;
  - ii) payment of any subscription for the affiliation or membership of the Society with or of any other organisation, national or international, having a membership with like qualifications to the Society; and
  - iii) assisting any member nominated by the Society to attend meetings, seminars and conferences of or arranged by an organisation referred to in (ii) above.
- 26.4 Any moneys not immediately required for expenditure shall be lodged by the Treasurer in an account at such bank as the Executive Committee shall, from time to time, determine.
- 26.5 Authorisation by two members of the Executive Committee is required to withdraw Society funds from the Society's account. One of these two members must be the Treasurer.

## **27 THE CONSTITUTION**

This Constitution shall bind the Society and every member to the same extent as if they had respectively signed and sealed it and agreed to be bound by all the provisions thereof.

## **28 AMENDMENTS TO THE CONSTITUTION**

- 28.1 The Constitution may be amended on the recommendation of the Executive Committee or on a motion duly and properly submitted by a financial member at the annual general meeting of the Society.

28.2 Amendments must be passed at a general meeting of the Society by a majority of votes.

**29 DISSOLUTION**

If the Society is solvent and able to meet all its debts and liabilities it may be dissolved and wound up by a special resolution carried by a three-fourths (3/4ths) majority of financial members present and voting at a special general meeting called for such purpose.

**CERTIFICATE**

**CERTIFIED THAT** this Constitution was adopted by the Society at the General Meeting held on the 24th day of February 2009.

\_\_\_\_\_

President: Mr Grant Wallace

Dated: \_\_\_\_\_

\_\_\_\_\_

Secretary: Ms Kimberley Pelly

Dated: \_\_\_\_\_