

AUSTRALIAN FULBRIGHT ALUMNI ASSOCIATION **CONSTITUTION**

As at 18 April 2016 incorporating final minor edits provided at AGM

PART 1—PRELIMINARY

1. Name

The name of the association hereby constituted is the Australian Fulbright Alumni Association incorporated and registered in the Australian Capital Territory.

2. Definitions

- (1) In this constitution, unless a contrary intention appears—
- "the Association" means the Australian Fulbright Alumni Association;
 - "the Bylaws" means such bylaws as determined and published by the Committee in writing;
 - "chapters" means organisations established as set out in Part 7;
 - "Committee" means the Committee of the Association as set out in Part 3;
 - "Executive" means the Executive Subcommittee as set out in Part 6;
 - "financial year" means the year ending on 31 December;
 - "member" means a member, however described, of the Association;
 - "membership year" means the year ending on 31 December;
 - "officers" means the officers as set out in Part 4;
 - "the Act" means the Associations Incorporation Act 1991 Australian Capital Territory; and
 - "the Regulations" means the Associations Incorporation Regulations (Australian Capital Territory).
- (2) In this constitution—
- (a) A reference to a function includes a reference to a power, authority and duty; and
 - (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the Interpretation Act 1967 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

3. Purposes

The purposes of the Association are to:

- (a) Build a vibrant and diverse connected community of Fulbright alumni with a shared sense of belonging that provides each other support and an enduring sense of being a 'Fulbrighter';
- (b) Promote person to person interactions to share ideas and knowledge; and
- (c) Promote continuing relationships among students and scholars of all nations who have participated or are participating in Fulbright programs and other educational and cultural exchange programs with the United States of America.

To achieve its purposes, the Association shall:

- (a) Maintain rosters and records of former participants in Fulbright programs to facilitate communication among those participants.
- (b) Assist in arranging hospitality and other services for participants in international educational and cultural exchanges while in Australia and elsewhere; and
- (c) Collect, receive and disburse funds for the achievement of any of these purposes.

PART 2—MEMBERSHIP

1. Standard category of membership

Members include all persons who were participants, grantees, or other beneficiaries of the Fulbright program of international cultural and educational exchanges, who express a desire to further the purposes of the Association by becoming members and assuming the duties of membership.

2. Additional category of membership

The Committee may admit to membership any person who, although not covered by the description of "members" in subclause 1 were participants, grantees, or other beneficiaries of similar or related programs operated under the auspices of the United States Government, or who otherwise undertook studies in the United States, and who express a desire to further the purposes of the Association by becoming members and assuming the duties of membership.

3. Other categories of membership

In addition to subclause 2, the Committee may create other categories of membership if it deems it to be in the interest of the purposes of the Association.

4. Entitlement to membership

Any eligible person may become a member upon application to the Association and presentation of evidence of eligibility satisfactory to the Committee. Any person whose application is denied may appeal that decision to the Committee, whose decision on eligibility shall be final.

5. Application of Membership

- (a) A person may apply to be a member of the Association by applying online to the Association's website or by mail with the supplied form.
- (b) After finalising an application for membership, the member shall be required to pay an annual membership fee. Establishment and retention of membership in the Association is dependent upon the payment of membership fees at rates which are decided from time to time by the Committee. The Committee may admit honorary or ex officio members without any obligation to pay fees.
- (c) The Secretary must, on payment by the nominee of the amounts referred to in subclause 5b enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns or
- (c) is expelled from the Association under subclause 8, or

- (d) fails to pay the annual membership fee under subclause 5b.

6. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

7. Resignation of membership

- (a) A member of the Association may resign from membership of the Association by no longer paying their membership fee.
- (b) If a member of the Association ceases to be a member under subclause 7a, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Conditions of membership

Continued membership of the Association is conditional on compliance with the Association's Code of Conduct as set out in the Bylaws.

9. Voting entitlements

Voting entitlements on matters to be decided by the members apply to all persons eligible for membership under subclause 1 and 2. The Committee shall specify whether voting entitlements extend to any additional categories of membership under subclause 3. Each member of the Association with a voting entitlement shall have one vote on all matters to be decided by the members except the person chairing the meeting who shall have an additional vote in the event of a tied vote.

PART 3—COMMITTEE

1. Composition

The affairs of the Association shall be managed and conducted by a Committee in accordance with policies adopted by the members of the Association.

The Committee shall comprise 7 to 9 members consisting of:

- (a) The President, Vice President, Secretary and Treasurer duly elected at an Annual General Meeting of the Association; and
- (b) Three to five additional members of the Association, elected at an Annual General Meeting of the Association or selected as set in subclause 3(d).

2. Role and responsibilities

The Committee shall manage and conduct the affairs of the Association in accordance with policies adopted by the members of the Association.

3. Conditions

- (a) All members of the Committee shall be financial members of the Association.
- (b) A maximum of three Committee members shall be residents of the same State or Territory.
- (c) Subject to subclause 3.4, the members of the Committee shall be elected at an Annual General Meeting of the Association and shall remain members of the Committee until the following Annual General Meeting.

- (d) In the event of a vacancy on the Committee, the Committee may select a financial member of the Association to the Committee subject to subclause 3b to serve until the next Annual General Meeting.

4. Additional Members and Positions

The Committee shall have the power to co-opt up to two additional members of the Association to join the Committee. It shall also have the power to create the salaried position of Director, whether part time or full time and/or to create such other positions as it determines are required.

PART 4—OFFICES

1. Composition

The officers of the Committee are the President, Vice President, Secretary and Treasurer who are elected at an Annual General Meeting of the Association. The term of office of each officer shall be two years, provided that the officers may be re-elected or re-appointed on the expiration of their terms of office for a maximum of three elected terms. Whenever a vacancy in an office shall occur before the expiration of the term of office, the Committee may select a successor to serve out the unexpired term. The officers shall serve without compensation.

2. Duties

The President shall serve as chairperson of the Committee, shall preside at the Annual General Meeting of the Association and at all meetings of the Committee and shall exercise general administrative supervision over activities of the Association.

The other officers shall perform the duties set out in the Bylaw and such additional duties as the Committee may determine.

PART 5—PUBLIC OFFICER

1. Appointment

The Committee shall appoint a resident in the Australian Capital Territory to be the Public Officer of the Association.

2. Vacancy

The position of Public Officer becomes vacant if the person holding that position:

- (a) dies;
- (b) becomes bankrupt; or
- (c) applies to take or takes advantage of any law relating to bankrupt; or
- (d) insolvent creditors or compounds with his or her creditors; or
- (e) becomes of unsound mind; or
- (f) resigns his or her office by writing under his or her hand addressed to the Committee; or
- (g) ceases to be a resident of the Australian Capital Territory; or
- (h) ceases to be a member of the Association.

If the position becomes vacant, the Committee shall within fourteen days after it becomes vacant, appoint a person resident within the Territory to fill the vacancy.

PART 6—SUBCOMMITTEES AND TASK FORCES

1. Executive Subcommittee

An Executive Subcommittee consisting of the officers as described in subclause 4.1 and such other members of the Committee as may be selected by the Committee, shall have authority to act for and perform the functions of the Committee between meetings of the Committee.

2. Other Subcommittees

The Committee may establish subcommittees and task forces to carry out such activities and functions as the Committee may determine.

PART 7— STATE AND TERRITORY CHAPTERS

1. Establishment of Chapters

The Committee shall authorise and support the organisation of state and territory chapters for purposes of furthering the objectives of the Association. The Committee may also authorise the establishment of additional chapters for members residing outside Australia. Chapters shall be guided by the general policies of the Association.

2. Membership

Members of chapters are required to be financial members of the Association.

3. Duties

The Chapters shall be required to undertake activities and perform duties in a manner consistent with the Bylaws.

PART 8— FINANCIAL MATTERS

1. Membership Fees

Establishment and retention of membership in the Association is dependent upon payment of annual dues at rates determined from time to time by the Committee. The Committee may admit honorary or ex officio members without any dues obligation.

2. Grants and gifts

The Committee may seek and accept grants, gifts and appropriations from governmental and non-governmental bodies for the purpose of furthering the purposes of the Association. The Committee may also enter into contracts with governmental and non-governmental bodies to carry out special projects.

3. Approval of Expenditure

All expenditure of AFAA funds shall be approved by the President (or the Vice-President if the President is unavailable) on the recommendation of the Treasurer.

4. Records

The Treasurer shall maintain records of income and expenditure together with supporting documentation.

5. Reporting

The Treasurer shall submit a comprehensive report to each Annual General Meeting setting out details of income received and expenditure incurred during the previous calendar year.

PART 9— AUDITOR

The Committee shall appoint as Auditor who is an adult person (not being a Committee member or the Public Officer) and who has not prepared or assisted in the preparation of the accounts. At least once in each financial year of the Association the Auditor shall examine the accounts of the Association and report as to the correctness of those accounts to the members, and

- a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
- b) may require from the workers of the Association such information and explanations as may be necessary for the performance of his or her duties as Auditor; and
- c) may, in relation to the accounts of the Association examine any member of the Committee or any worker of the Association.

PART 10— MEETINGS

1. General Meetings

The Association shall hold an Annual General Meeting of the members at a time and place determined by the Committee and shall hold such additional meetings as may be deemed necessary by the Committee or as may be called by the petition of at least twenty of the members, duly presented to the President at least 45 days in advance of the date proposed by the petitioning members for such meeting. At any meeting of the members of the Association except that of the Committee a quorum shall consist of those members present. A quorum for the meeting of the Committee shall consist of a simple majority of the members of the Committee.

2. Notices, Agenda

Notice of any meeting of the members of the Association shall be issued at least 30 days in advance of the date set for the meeting. The notice shall include any proposals for changes to the Constitution and Bylaws and an agenda itemising matters to be discussed and agreed upon. At regular Annual General Meetings, the agenda shall also include consideration and approval of a budget for operations during the ensuing year, reports on the previous year's activities, and the election of the President, Vice President and Secretary of the Association, as well as any other business to be brought before the membership.

3. Method of Meeting

Such meetings of the Committee shall be held as a phone or video link, or at such times, place, or places as may be determined by the Committee.

4. Special Meetings

The President is authorised to call special meetings of the Committee when the President determines that to be necessary and after giving no less than ten days' notice to each member. Upon written request of one-quarter of the members of the Committee, the President shall call a special meeting within 15 days after receipt of such notice.

In the event of an emergency, the President may poll the Committee by mail, telephone, facsimile or email. Any such vote shall subsequently be recorded in minutes covering matters dealt with in this manner.

PART 11— MISCELLANEOUS REGULATIONS

1. Fiscal Year

The fiscal year of the Association shall commence on January 1 of each year.

2. Bylaws

The Constitution and Bylaws may be amended, after no less than 30 days' notice, by majority vote of the members present and voting at any annual or other meeting of the members.

3. Winding Up or Dissolution

If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to the W. G. Walker Fund or such other institution referred to in paragraph 78 (1)(a) of the Income Tax Assessment Act 1936, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by The Supreme Court of the Australian Capital Territory.