Proposed CAULLT Constitution - 2026 draft

This Constitution is the constitution of the Council of Australasian University Leaders in Learning and Teaching (CAULLT).

Part 1 Definitions

1. Definitions

(1) In this constitution:

a. **committee member** means an office-bearer or ordinary committee member**.**
b. **exercise** a function includes perform a duty.
c. **function** includes a power, authority or duty.
d. **office-bearer** means a committee member who is elected to an office referred to in clause 18 (1)(a)(i) – (iv).
e. **ordinary committee member** means a committee member who is not an office-bearer.
f. **register of members** means the register of members maintained under clause 8.
g. **CAULLT member** means an institution whose membership application has been accepted by the Executive Committee and that is up-to-date with payment of their membership fee (see clause 4)
h. Nominee means a staff member suggested by a CAULLT member as a representative
i. **secretary** means
i. The person holding office under this constitution as secretary of CAULLT, or
ii. If no person holds that office - the public officer of CAULLT.
j. **public officer** means the person acting as public officer as defined by the Associations Incorporation Act 2009 No 7 (see clause 42)
k. **special General Meeting** means a general meeting of CAULLT other than an annual general meeting.
l. **subcommittee** means a subcommittee established under clause 25**.**
m. **the Act** means the NSW Associations Incorporation Act 2009**.**
n. **the Regulation** means the NSW Associations Incorporation Regulation 2022.

(2) **The Interpretation Act 1987** applies to this constitution as if it were an instrument made under the Act.

2. Mission

The mission of CAULLT is to promote and advance research, policy and practice as it relates to the leadership, management and development of higher education learning and teaching.

3. Objectives

CAULLT aims to realise its mission by:

(1) Undertaking an advocacy role for evidence-based processes and initiatives to advance learning and teaching in higher education

(2) Providing leadership for the investigation, development and evaluation of international, national and institutional approaches to advancing learning and teaching in higher education,

(3) Encouraging and fostering communication and collaboration with key bodies in the advancement of learning and teaching in higher education,

(4) Fostering collaboration among those who lead learning and teaching within universities, including those who carry formal responsibility for academic development, to disseminate and share knowledge and expertise in relation to their practices for advancing learning and teaching in universities, and to establish and monitor benchmarks for performance,

(5) Creating and supporting professional learning career development and networking opportunities for Australasia's community of learning and teaching leaders.

Part 2 Membership

4. Membership generally

(1) Membership is to be open to Australasian universities at the discretion of the executive committee.

(2) An institution is taken to be a member of CAULLT if the institution applied to be a member under clause 5

(3) Membership is contingent on payment of the annual membership fee which will be determined by CAULLT under this constitution.

(4) Membership will lapse if fees are three months or more in arrears.

5. Full membership

(1) Full membership shall be open to Australasian universities whose institutional leaders in learning and teaching wish to participate in the advancement of learning and teaching in higher education, at the discretion of the executive committee.

(2) Each full-member university shall nominate a suitable representative (the institutional nominee) and up to two alternate nominees, in accordance with guidelines determined from time to time by the executive committee.

(3) Full members shall have voting rights at general meetings of the CAULLT, exercised through one of their nominees as determined by the member institution.

(4) Each full-member university shall have one vote.

(5) Nominees of full-member universities shall be eligible to hold office on the executive committee and to serve on committees or working groups of the CAULLT executive committee.

(6) Full members shall be charged the full annual membership fee as determined in clause 9.

(7) On payment of the annual membership fee, the institutional nominees of a full member institution will be entitled to all CAULLT communications, access to resources and free attendance of CAULLT events, subject to any conditions determined by the executive committee.

(8) Membership will lapse if fees remain unpaid for three months after the due date, in accordance with the provisions of this constitution.

6. Affiliate membership

(1) Affiliate status shall be open to other educational institutions which are interested in the advancement of learning and teaching in higher education, including international institutions, at the discretion of the executive committee.

(2) Each affiliate member institution shall nominate a suitable representative (the institutional nominee) and up to one alternate nominee, in accordance with guidelines determined from time to time by the executive committee.

(3) Affiliate members shall have no voting rights.

(4) Nominees of affiliate-member universities shall not be eligible to hold office on the executive committee; they are eligible to serve on sub-committees or working groups of the CAULLT executive committee.

(5) Affiliate members shall be charged half the annual membership fee as determined in clause 9.

(6) On payment of the annual membership fee, the institutional nominees of an affiliate member institution will be entitled to all CAULLT communications, access to resources and free attendance of CAULLT events, subject to any conditions determined by the executive committee.

(7) Membership will lapse if fees remain unpaid for three months after the due date, in accordance with the provisions of this constitution.

7. Membership applications

(1) An application by an institution to be a member of CAULLT must be:
   a. made in writing, and
   b. in the form determined by the committee, and
   c. lodged with the secretary or public officer.

(2) The committee may determine that an application may be made or lodged by email or other electronic means.

(3) The secretary or public officer must refer an application to the committee as soon as practicable after receiving the application.

(4) The committee must approve or reject the application.

(5) As soon as practicable after the committee has decided the application, the secretary or public officer must:
   a. give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
   b. if the application is approved - inform the applicant that the applicant is required to pay the annual subscription fee payable under clause 9 within 30 days of the day the applicant received the notice.

(6) The secretary or public officer must enter the applicant's name in the register of members as soon as practicable after the applicant pays the annual membership fee in accordance with subclause 9(b).

(7) The applicant becomes a member once the applicant's name is entered in the register.

8. Register of members

(1) The secretary or public officer must establish and maintain a register of members of CAULLT.

(2) The register
   a. may be in written or electronic form: and
   b. must include, for each member:
      i. the member's full name, and
      ii. a residential, postal or email address, and
      iii. the date on which the person became a member, and
      iv. If the institution ceases to be a member - the date on which the person ceased to be a member, and
   c. must be kept in New South Wales:
      i. at CAULLT's main premises, or

ii. if CAULLT has no premises - at CAULLT's official address, and

d. must be available for inspection, free of charge, by members at a reasonable time, and

e. if kept in electronic form -must be able to be converted to hard copy.

(3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.

(4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than $1, as determined by the committee, for each page copied.

(5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

(6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:

a. the information is used to send the member:

b. a newsletter, or

c. a notice for a meeting or other event relating to CAULLT, or

d. other material relating to CAULLT, or

e. it is necessary to comply with a requirement of the Act or the Regulation.

9. Fees and subscriptions

(1) A member must pay to CAULLT an annual membership fee as determined by the executive committee and endorsed by the membership a the AGM.

a. If the member becomes a member on or after the first day of the financial year of CAULLT in a calendar year:

i. in accordance with clause 7 (5) (b), and

ii. before the first day of the financial year of CAULLT in each subsequent calendar year, or

b. otherwise - before the first day of the financial year of CAULLT in each calendar year.

10. Members' liabilities

The liability of a member of CAULLT to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 9

(1) the debts and liabilities of CAULLT,

(2) the costs, charges and expenses of the winding up of CAULLT.

11. Disciplinary action against members

(1) A person may make a complaint to the committee that a member of CAULLT has:

a. failed to comply with a provision of this constitution, or

b. willfully acted in a way prejudicial to the interests of CAULLT.

(2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.

(3) If the committee decides to deal with the complaint, the committee must:

a. serve notice of the complaint on the member, and

b. give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and

c. consider any submissions made by the member.

(4) The committee may, by resolution, expel the member from CAULLT or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
   a. the facts alleged in the complaint have been proved, and
   b. the expulsion or suspension is warranted.

(5) If the committee expels or suspends the member, the secretary or public officer must, within 7 days of that action being taken, give the member written notice of:
   a. the action taken, and
   b. the reasons given by the committee for taking the action, and
   c. the member's right of appeal under clause 8.

(6) The expulsion or suspension does not take effect until the later of the following:
   a. the day the period within which the member is entitled to exercise the member's right of appeal expires, or
   b. if the member exercises the member's right of appeal within the period - the day CAULLT confirms the resolution under clause 12.

12. Right of appeal against disciplinary action

(1) A member may appeal against a resolution of the committee under clause 11 by lodging a notice of appeal with the secretary or public officer within 7 days of being served notice of the resolution.

(2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) The secretary must notify the committee that the secretary or public officer has received a notice of appeal.

(4) If notified that a notice has been received, the committee must call a general meeting of CAULLT to be held within 28 days of the day the notice was received.

(5) At the general meeting:
   a. no business other than the question of the appeal is to be transacted, and
   b. the member must be given an opportunity to state the member's case orally or in writing, or both, and
   c. the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
   d. the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(6) The appeal is to be determined by a simple majority of votes cast by the members.

13. Resolution of internal disputes

(1) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
   a. a dispute between 2 or more members of CAULLT, but only if the dispute is between the members in their capacity as members, or
   b. a dispute between 1 or more members and CAULLT.

(2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

(3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

14. Membership entitlements not transferable

A right, privilege or obligation that an institution has because it is a member of CAULLT:

(1) cannot be transferred to another institution, and

(2) terminates once the institution ceases to be a member of CAULLT.

15. Member resignation

(1) A member of CAULLT may resign from being a member by giving the secretary or public officer written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

(2) The member ceases to be a member on the expiration of the notice period.

16. Cessation of membership

An institution ceases to be a member of CAULLT if the person:

(1) resigns from being a member, or

(2) is expelled from CAULLT, or

(3) fails to pay the annual subscription fee payable under clause 9(1) within 3 months of the due date.

Part 3 Executive Committee

Division 1 Constitution

17. Functions of committee

Subject to the Act, the Regulation, this constitution and any resolution passed by CAULLT in general meeting, the committee:

(1) is to control and manage the CAULLT's affairs, and

(2) may exercise all the functions that may be exercised by CAULLT, other than a function that is required to be exercised by CAULLT in general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of CAULLT.

18. Composition of the committee

(1) The committee must have 7 members, as elected in accordance with clause 19, consisting of:
   a. the following office-bearers:
      i. the president,
      ii. the vice-president,
      iii. the secretary,
      iv. the treasurer, and
   b. at least 3 ordinary committee members.

(2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

19. Election of committee member

(1) Any nominee of CAULLT may be nominated as a candidate for election as an office-bearer or ordinary committee member.

(2) The nomination must be:
   a. made in writing, and
   b. signed by at least 2 nominees of CAULLT, not including the candidate, and
   c. accompanied by the written consent of the candidate to the nomination, and
   d. given to the secretary or public officer at least 7 days before the date fixed for the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies:
   a. the candidates nominated are taken to be elected, and
   b. a call for further nominations must be made at the meeting.

(4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

(5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

(6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

(7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

20. Terms of office

(1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.

(2) A committee member is eligible, if otherwise qualified, for re-election.

(3) Each committee member shall be elected for a three-year term.

(4) Each committee member may serve up to two consecutive terms in the same role.

(5) Only one nominee from a member institution may serve on the Executive Committee.

21. Vacancies in office

(1) A casual vacancy in the office of a committee member arises if the committee member:
   a. dies, or
   b. ceases to be a nominee of CAULLT, or
   c. resigns from office by written notice given to the secretary or public officer, or
   d. is removed from office by CAULLT under this clause, or
   e. is absent from 3 consecutive meetings of the committee without the consent of the committee, or
   f. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
   g. is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
   h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
   i. becomes a mentally incapacitated person.

(2) CAULLT in general meeting may, by resolution:
   a. remove a committee member from office at any time, and
   b. appoint another committee member of CAULLT to hold office for the balance of the committee member's term of office.

(3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:

a. give a written statement, of a reasonable length, to the president, secretary or public officer, and
b. request that the committee send a copy of the statement to each member of CAULLT at least 7 days before the general meeting at which the proposed resolution will be considered.

(4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

(5) The committee may appoint a nominee of CAULLT to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.

(6) Subject to this constitution, a nominee appointed to fill a casual vacancy holds office until the next annual general meeting.

22. Secretary

(1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with CAULLT specifying the secretary's address.

(2) The secretary must keep minutes of:
a. all elections of committee members, and
b. the names of committee members present at a meeting of the committee or a general meeting, and
c. all proceedings at committee meetings and general meetings.

(3) The minutes must be:
a. kept in written or electronic form, and
b. for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
c. the member who presided at the meeting, or
d. the member presiding at the subsequent meeting.

23. Treasurer

(1) The treasurer of CAULLT must ensure that
a. all money owed to CAULLT is collected, and
b. all payments authorised by CAULLT are made, and
c. correct books and accounts are kept showing the financial affairs of CAULLT, including full details of receipts and expenditure relating to CAULLT's activities.

24. Committee member offences

(1) Disclosure of interests
a. A committee member must, as soon as possible after the relevant facts have come to the committee member's knowledge, disclose the nature of the interest at a committee meeting, if
   i. a committee member has a direct or indirect interest in a matter being considered or about to be considered at a committee meeting, and
   ii. the interest appears to raise a conflict with the proper performance of the committee member's duties in relation to the consideration of the matter,
b. A disclosure by a committee member at a committee meeting that the committee member
   i. is a member, or is in the employment, of a specified company or other body, or
   ii. is a partner, or is in the employment, of a specified person, or
   iii. has some other specified interest relating to a specified company or other body or to a specified person,

   is a sufficient disclosure of the nature of the interest in any matter relating to that company or

other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under subsection (1).

c. Particulars of any disclosure made under this section must be recorded by the committee in a book kept for that purpose and that book must be open to inspection by any member of CAULLT.
d. The book must be kept
   i. if the register of committee members is kept in physical form - in physical form at the same location as the register, or
   ii. if the register of committee members is kept in electronic form - in electronic form.
e. After a committee member has disclosed the nature of an interest in any matter, the committee member must not, unless the committee otherwise determines -
   i. be present during any deliberation of the committee with respect to the matter, or
   ii. take part in any decision of the committee with respect to the matter.
f. For the purposes of the making of a determination by the committee under subsection (1)(e), a committee member who has a direct or indirect interest in a matter to which the disclosure relates must not
   i. be present during any deliberation of the committee for the purpose of making the determination, or
   ii. take part in the making by the committee of the determination.
g. A contravention of this section does not invalidate any decision of the committee.

(2) Dishonest use of information

A committee member or former committee member of an association who uses information obtained as a committee member dishonestly with the intention directly or indirectly of—
a. gaining an advantage for himself or herself or for any other person, or
b. causing detriment to CAULLT,

is guilty of an offence.

(3) Dishonest use of position

A committee member of an association who uses his or her position as a committee member dishonestly with the intention of directly or indirectly
a. gaining an advantage for himself or herself or for any other person, or
b. causing detriment to CAULLT,

is guilty of an offence.

25. Delegation to subcommittees

(1) The committee may:
a. establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
b. appoint 1 or more nominees of CAULLT to be the members of the subcommittee.

(2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
a. this power of delegation, or
b. a duty imposed on the committee by the Act or another law.

Division 2 Procedure

26. Committee meetings

(1) The committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.

(2) Additional meetings of the committee may be called by any committee member.

(3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

27. Notice of committee meeting

(1) The secretary or public officer must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.

(2) The notice must describe the general nature of the business to be transacted at the meeting.

(3) The only business that may be transacted at the meeting is:
   a. the business described in the notice, and
   b. business that the committee members present at the meeting unanimously agree is urgent business.

28. Quorum

(1) The quorum for a meeting of the committee is 3 committee members.

(2) No business may be transacted by the committee unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
   a. to the same place, and
   b. to the same time of the same day in the following week.

(4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

(5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more nominees of CAULLT as committee members to enable the quorum to be constituted.

(6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.

(7) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

29. Presiding committee member

(1) The following committee member presides at a meeting of the committee:
   a. the president,
   b. if the president is absent - the vice-president,
   c. if both the president and vice-president are absent - 1 of the committee members present at the meeting, as elected by the other members.

(2) The member presiding at the meeting has:
   a. a deliberative vote, and
   b. in the event of an equality of votes - a second or casting vote.

30. Voting

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

31. Acts valid despite vacancies or defects

(1) Subject to clause 28(1), the committee may act despite there being a casual vacancy in the office of a committee member.

(2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

32. Transaction of business outside meetings or by telephone or other means

(1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.

(2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.

(3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a committee member who speaks on a matter can be heard by the other committee members.

(4) The committee member presiding at the meeting and each other committee member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
   a. the approval of a resolution under subclause (2), or
   b. a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Part 4 General meetings of association

33. Annual general meetings

(1) CAULLT must hold its first annual general meeting within 18 months of the day CAULLT was registered under the Act.

(2) CAULLT must hold subsequent annual general meetings within:

(3) 6 months of the last day of CAULLT's financial year, or

(4) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

(5) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.

(6) The business that may be transacted at an annual general meeting includes the following:
   a. confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
   b. receiving reports from the committee on CAULLT's activities during the previous financial year,
   c. electing office-bearers and ordinary committee members,
   d. receiving and considering financial statements or reports required to be submitted to members of CAULLT under the Act.

34.Special general meetings

(1) The committee may call a special general meeting whenever the committee thinks fit.

(2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.

(3) The request:
   a. must be in writing, and
   b. must state the purpose of the meeting, and
   c. must be signed by the members making the request, and
   d. may consist of more than 1 document in a similar form signed by 1 or more members, and
   e. must be lodged with the secretary or public officer, and
   f. may be in electronic form and signed and lodged by electronic means.

(4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

(5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

35. Notice of general meeting

(1) The secretary or public officer must give each member notice of a general meeting:
   a. if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
   b. otherwise - at least 14 days before the meeting.

(2) The notice must specify:
   a. the place and time at which the meeting will be held, and
   b. the nature of the business to be transacted at the meeting, and
   c. if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
   d. for an annual general meeting - that the meeting to be held is an annual general meeting.

(3) The only business that may be transacted at the meeting is:
   a. the business specified in the notice, and
   b. for an annual general meeting - business referred to in clause (33)(4).

(4) A member may give written notice to the secretary or public officer of business the member wishes to raise at a general meeting.

(5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

36.Quorum

(1) The quorum for a general meeting is nominees from 5 member institutions of CAULLT entitled to vote under this constitution.

(2) No business may be transacted at a general meeting unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:

   a. if called on the request of members - is dissolved, or
   b. otherwise - is adjourned:
      i. to the same time of the same day in the following week, and
      ii. to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

(4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are nominees from at least 3 member institutions present, the members present constitute a quorum.

37. Adjourned meetings

(1) The executive committee member presiding at a general meeting may, with the consent of the majority of the nominees present, adjourn the meeting to another time and place.

(2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

(3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
   a. the time and place at which the adjourned meeting will be held, and
   b. the nature of the business to be transacted at the adjourned meeting.

38. Presiding member

(1) The following executive committee member presides at a general meeting:
   a. the president,
   b. if the president is absent - the vice-president,
   c. if both the president and vice-president are absent - 1 of the executive committee members present at the meeting, as elected by the other executive committee members.

(2) The executive committee member presiding at the meeting has:
   a. a deliberative vote, and
   b. in the event of an equality of votes - a second or casting vote.

39. Voting

(1) A nominee is not entitled to vote at a general meeting unless the nominee:
   a. is at least 18 years of age, and
   b. the member institution they are representing has paid all money to CAULLT.

(2) Each member institution has 1 vote, except as provided by clause 38(2)(b).

(3) A question raised at the meeting must be decided by:
   a. a show of hands, or
   b. if clause 36 applies - an appropriate method as determined by the committee, or
   c. a written ballot, but only if:
      i. the executive committee member presiding at the meeting moves that the question be decided by ballot, or
      ii. at least 5 member institutions agree the question should be determined by ballot.

(4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
   a. a declaration by the member presiding at the meeting,
   b. an entry in CAULLT's minute book.

(5) A written ballot must be conducted in accordance with the directions of the executive committee member presiding.

(6) A member institution cannot cast a vote by proxy.

40. Postal, electronic or combined ballots

(1) CAULLT may hold a postal, electronic or combined ballot, as determined by the committee, to

decide any matter other than an appeal under clause 12.

(2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

41. Transaction of business outside meetings or by telephone or other means

(1) CAULLT may transact its business by the circulation of papers, including by electronic means, among all nominees of member institutions of CAULLT.

(2) If CAULLT transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of CAULLT made at a general meeting.

(3) CAULLT may transact its business at a general meeting at which 1 or more nominees of member institutions participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

(4) The executive committee member presiding at the meeting and each other nominees of member institutions have the same voting rights as they would have at an ordinary meeting of CAULLT for the purposes of:
   a. the approval of a resolution under subclause (2), or
   b. a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of CAULLT.

Part 5 Administration

42. Public officer

(1) CAULLT must appoint a public officer.
(2) The public officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
(3) The position of public officer may, but need not be, held by a committee member.
(4) The public officer's acts are valid despite any defect in his or her appointment.
(5) Within 28 days after taking office as CAULLT's public officer the person must notify the Secretary, in the approved form, of
   a. the person's full name, and
   b. the fact that the person has taken office as public officer.

43.Vacation of office of public officer

(1) CAULLT's public officer vacates office in the following circumstances
   a. if he or she dies,
   b. if he or she resigns the office in writing addressed to CAULLT's committee,
   c. if he or she is removed from office by resolution of a general meeting of CAULLT,
   d. if he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit,
   e. if he or she becomes a mentally incapacitated person,
   f. if he or she ceases to ordinarily reside in New South Wales,
   g. in such other circumstances as the constitution of CAULLT may provide.

(2) Within 14 days after vacating office, a former public officer of CAULLT must ensure that all documents in his or her possession that belong to CAULLT are delivered to a committee member of CAULLT.

(3) CAULLT's committee must fill any vacancy in the office of public officer within 28 days after the vacancy arises.

44. Authorised signatories

(1) CAULLT's public officer is, by virtue of that office, an authorised signatory for CAULLT.

(2) CAULLT's executive committee may from time to time appoint additional authorised signatories from among such of its members as are ordinarily resident in Australia, and may at any time revoke any such appointment.

(3) A person (other than the public officer) vacates office as CAULLT's authorised signatory if
   a. his or her appointment as an authorised signatory is revoked, or
   b. he or she ceases to be a committee member, or
   c. he or she ceases to be ordinarily resident in Australia.

45. Change of name, objects or constitution

An application for registration of a change in CAULLT's name, objects or constitution made under the Act, section 10 must be made by:
   a. the public officer, or
   b. a committee member.

46. Funds

(1) Subject to a resolution passed by CAULLT, CAULLT's funds may be derived from the following sources only:
   a. The annual membership fees payable by members,
   b. other sources as determined by the committee.

(2) Subject to a resolution passed by CAULLT, CAULLT's funds and assets must be used to pursue CAULLT's objects in the way that the committee determines.

(3) As soon as practicable after receiving money, CAULLT must:
   a. deposit the money, without deduction, to the credit of CAULLT's authorised deposit-taking institution account, and
      (4) issue a receipt for the amount of money received to the person from whom the money was received.

47. Insurance

CAULLT may take out and maintain insurance as appropriate for CAULLT's assets and liabilities.

48. Non-profit status

Subject to the Act and the Regulation, CAULLT must not conduct CAULLT's affairs in a way that provides a pecuniary gain for a member of CAULLT.

49. Service of notices

(1) For the purposes of this constitution, a notice may be given to or served on a person:
   a. by delivering the notice to the person personally, or
   b. by sending the notice by pre-paid post to the address of the person, or
   c. by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

(2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
   a. for a notice given or served personally - on the date on which the notice is received by the person, or

b. for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
c. for a notice sent by electronic transmission:
    i. on the date the notice was sent, or
    ii. if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

50. Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to CAULLT must be kept in New South Wales:

a. at CAULLT's main premises, in the custody of either of the following persons, as determined by the committee:
    i. the public officer,
    ii. a member of CAULLT, or
    iii. if CAULLT has no premises - at CAULLT's official address, in the custody of the public officer.

51. Inspection of records and books

(1) The following documents must be available for inspection, free of charge, by members of CAULLT at a reasonable time:
a. this constitution,
b. minutes of committee meetings and general meetings of CAULLT,
c. records, books and other documents relating to CAULLT.

(2) A member may inspect a document referred to in subclause (1):
a. in hard copy, or
b. in electronic form, if available.

(3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than $1, as determined by the committee, for each page copied.

(4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
a. that relates to confidential, personal, commercial, employment or legal matters, or
b. if the committee considers it would be prejudicial to the interests of CAULLT for the member to do so.

52. Financial year

CAULLT's financial year is the period commencing on the date of incorporation of CAULLT and ending on the following 31 December, and

a. each period of 12 months after the expiration of the previous financial year, commencing on 1 January and ending on the following 31 December.

53.Distribution of property on winding up

(1) Subject to the Act and the Regulation, in a winding up of CAULLT, the surplus property of CAULLT must be transferred to another organisation:
a. with similar objects, and
b. which is not carried on for the profit or gain of the organisation's members.

(2) In this clause **surplus property** has the same meaning as in the Act, section 65.