

By-Laws of the Australasian Society of Association Executives

A Public Company Limited by Guarantee

Reviewed November 2019

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1. Definitions

1.1. Definitions

In these By-Laws, unless there is something in the subject or context which is inconsistent:

Association means a not-for-profit organisation (including an industry and professional association, member benefit organisation and charity).

Not-for-profit organisation means an entity regarded as a not-for-profit organisation by Australian or New Zealand law.

By-Laws means these by-laws as amended or supplemented from time to time.

Constitution means the constitution of the Company as amended or supplemented from time to time.

Company means Australasian Society of Association Executives.

Entrance Fee means the entrance fee payable by Members pursuant to clause 12 of the Constitution.

Member means a member of the Company pursuant to the Constitution and Membership has the corresponding meaning.

Subscription means the subscription fees payable by Members pursuant to clause 12 of the Constitution.

2. Membership

2.1 Classes of Membership

The classes of Membership are as follows:

- a. Association Executive – CEO Member;
- b. Association Executive member;
- c. Association member;
- d. Association Executive (International) member;
- e. Young Association Professional member;
- f. Board or Committee Participant member;
- g. Life Member;
- h. Temporary Sabbatical Member;
- i. Retired Member;
- j. Student Member;
- k. Business Partner Member;
- l. Subscriber.

2.2 Association Executive – CEO member

An Association Executive- CEO member is an individual who:

- 2.2.1 Is currently employed by a not-for-profit organisation or is currently looking for another role at a non-for-profit organisation;
- 2.2.2 Meets the eligibility requirements for Membership set out in the Constitution;
- 2.2.3 Has had a application for Membership approved in accordance with the Constitution; and
- 2.2.4 Is not employed by a body corporate eligible as a business partner member.

2.3 Association Executive member

An Association Executive member is an individual who:

- 2.3.1 is currently employed by a not-for-profit organisation or is currently looking for another role at a not-for-profit organisation;
- 2.3.2 meets the eligibility requirements for Membership set out in the Constitution; and
- 2.3.3 has had an application for Membership approved in accordance with the Constitution; and
- 2.3.4 Is not employed by a body corporate eligible as a business partner member.

Association Executive members are:

- a. eligible to vote in AuSAE elections;
- b. eligible to sit on Committees;
- c. eligible to nominate for Director positions on the board.

2.4 Association member

An Association member is a body corporate that:

- 2.4.1 is a not-for-profit organisation;
- 2.4.2 utilises the services of association executives (paid staff or volunteers);
- 2.4.3 utilises the services senior executives (paid staff or volunteers); and
- 2.4.4 meets the eligibility requirements for Membership set out in the Constitution;
- 2.4.5 has had its application for Membership approved in accordance with the Constitution; and
- 2.4.6 Is not employed by a body corporate eligible as a business partner member.

An Association member can allocate up to fifteen (15) or unlimited staff to the membership, depending on the fee paid, who will each receive the benefits of Association Executive members. One person is required to be nominated as the Primary Representative. The Primary Representative of an Association member is:

- a. eligible to vote in AuSAE elections;
- b. eligible to sit on Committees;
- c. eligible to nominate for vacant Director positions on the board.

2.5 Association Executive (International) member

An Association Executive (International) member is an individual who:

- 2.5.1.1 meets the criteria to be classified as an Association Executive member;
- 2.5.1.2 is currently residing and working outside of Australia and New Zealand; and
- 2.5.1.3 Is not employed by a body corporate eligible as a business partner member.

Association Executive (International) members are:

- a. eligible to vote in AuSAE elections;
- b. eligible to sit on Committees;
- c. eligible to nominate for Director positions on the board.

2.6 Young Association Professional member

A Young Association Professional member is an individual who:

- 2.6.1 is currently employed by a not-for-profit organisation; or is currently looking for another role at a not-for-profit organisation;
- 2.6.2 aspires to a career in association management;
- 2.6.3 has not yet attained the age of 31 years;
- 2.6.4 meets the eligibility requirements for Membership set out in the Constitution;
- 2.6.5 has had an application for Membership approved in accordance with the Constitution; and
- 2.6.6 Is not employed by a body corporate eligible as a business partner member. Young Association

Young Association Professional members are:

- a. eligible to vote in AuSAE elections;
- b. eligible to sit on Committees;
- c. eligible to nominate for Director positions on the board.

2.7 Board or Committee Participant member

A Board or Committee Participant member is an individual who:

- 2.7.1 is not currently employed by a not-for-profit on a paid basis;
- 2.7.2 is currently serving on a not-for-profit board or committee,
- 2.7.3 meets the eligibility requirements for Membership set out in the Constitution; and
- 2.7.4 has had an application for Membership approved in accordance with the Constitution.

Board or Committee Participant members are:

- a. not eligible to vote in AuSAE elections;
- b. not eligible to sit on Committees;
- c. eligible to nominate for Co-Opted Director positions on the board, and
- d. not eligible to nominate for Elected Director positions on the board.

2.8 Life member

A Life member is an individual who:

- 2.8.1 in the Board's opinion, has made an outstanding contribution to the Association or the field of Association management;
- 2.8.2 meets the eligibility requirements for Membership set out in the Constitution; and
- 2.8.3 has had a Life Membership approved in accordance with the Constitution; and
- 2.8.4 Is not employed by a body corporate eligible as a business partner member.

Life members are:

- a. eligible to vote in AuSAE elections;
- b. eligible to sit on Committees;
- c. eligible to nominate for Director positions on the board.

2.9 Temporary Sabbatical member

A Temporary Sabbatical member is an individual who:

- 2.9.1 is a Member who is not currently employed but is seeking to re-enter the workforce at some time in the future;
- 2.9.2 meets the eligibility requirements for Membership set out in the Constitution; and
- 2.9.3 has had an application for Membership approved in accordance with the Constitution.

Temporary Sabbatical members are:

- a. not eligible to vote in AuSAE elections;
- b. not eligible to sit on Committees;
- c. eligible to nominate for Co-Opted Director positions on the board, and
- d. not eligible to nominate for Elected Director positions on the board.

2.10 Retired member

A Retired member is an individual who:

- 2.10.1 is a Member who is no longer employed and is not seeking employment;
- 2.10.2 meets the eligibility requirements for Membership set out in the Constitution; and
- 2.10.3 has had an application for Membership approved in accordance with the Constitution.

Retired members are:

- a. not eligible to vote in AuSAE elections;
- b. not eligible to sit on Committees;
- c. eligible to nominate for Co-Opted Director positions on the board, and
- d. not eligible to nominate for Elected Director positions on the board.

2.11 Student member

A Student Member is an individual who:

- 2.11.1 is enrolled in a recognised tertiary institution studying to be a not-for-profit executive;
- 2.11.2 has an interest in working as an executive for a not-for-profit organisation;
- 2.11.3 is not currently employed by a not-for-profit organisation;
- 2.11.4 meets the eligibility requirements for Membership set out in the Constitution; and
- 2.11.5 has had an application for Membership approved in accordance with the Constitution.

Student members are:

- a. eligible to vote in AuSAE elections;
- b. eligible to sit on Committees;
- c. eligible to nominate for Co-Opted Director positions on the board, and
- d. not eligible to nominate for Elected Director positions on the board.

2.12 Business Partner Member

A Business Partner member is a body corporate that:

- 2.12.1 supplies goods and/or services to not-for-profit organisations;
- 2.12.2 is joining for the purposes of promoting their organisation and its goods and/or services to not-for-profit organisations;
- 2.12.3 meets the eligibility requirements for Membership set out in the Constitution; and
- 2.12.4 has had its application for Membership approved in accordance with the Constitution.

A Business Partner member can allocate up to either five (5) or ten (10) staff, depending on the fee paid, who will each receive membership benefits. One is nominated as the Primary Representative. The Primary Representative of an Association member is:

- a. not eligible to vote in AuSAE elections;
- b. not eligible to sit on Committees;
- c. eligible to nominate for Co-Opted Director positions on the board, and
- d. not eligible to nominate for Elected Director positions on the board.

2.13 Subscriber members

A Subscriber member is an individual who:

- 2.13.1 has an interest in the activities of the Association or not-for-profit organisations;
- 2.13.2 has not had an application for Membership approved in accordance with the Constitution; and
- 2.13.3 has “opted-in” to receive a limited range of benefits from the association.

Subscriber members are:

- a. not eligible to vote in AuSAE elections;
- b. not eligible to sit on Committees;
- c. not eligible to nominate for Director positions on the board.

3. Committees

3.1 Power to Create Committees

The Board may create committees to assist in governing the organisation. The CEO may create committees to assist in the operations of the organisation.

3.2 Purposes

A committee may be established for the purposes of:

- 3.2.1 Supporting the Board in governing the organisation; or
- 3.2.2 Providing a vehicle through which to engage members in a geographical or interest area; or
- 3.2.3 To undertake a specific role or function; or
- 3.2.4 for any other reason the Board may deem necessary.

3.3 The powers and duties of a Committee

Subject to any other provision of these by-laws, the powers and duties of a committee shall be outlined by the Board for governance committees or the CEO for operations committees.

3.4 Finances

- 3.4.1 No Committee shall commit the company to an expense without the express authorisation of the CEO.

3.5 Policy: Election of Directors

This By-Law should be read in conjunction with the Constitution of the Australasian Society of Australian Executives (AuSAE). Specifically, this Policy addresses the appointment of a Director.

Part 1. Nominations for Election of Elected Directors

- a. A call for nominations will be issued via email to all members eligible to vote. It will outline the process for nominating, deadlines and relevant procedures.
- b. Nominations must be received by the Returning Officer by the published closing date and time. Nominations which are not received by the closing time shall be excluded.
- c. Withdrawal of nominations in writing will be permitted after the close of nominations.
- d. Candidates for the position of Elected Director must be Financial Members of the Association in an eligible membership category. They must provide a completed nomination form which will identify key competencies for a director and provide an opportunity for candidates to address these.
- e. A statement of potential conflicts of interest or duty must be provided. The provision of a misleading or incomplete statement of conflicts of interest or duty may be addressed by a statement from the Board to members during the election.
- f. If the number of Members nominated for election exceeds the number of vacancies a ballot will be conducted as described in Part 3 of this By-Law.
- g. If the number of Members nominated for election is equal to the number of vacancies, the Board of Directors shall declare the nominated member elected.

Part 2. Administration of the Ballot

- a. Only Financial Members of the Association from those membership categories eligible to vote are eligible to vote.
- b. Where clarification on the method of the ballot is required, it shall be determined by the Board of Directors in consultation with the Chief Executive Officer.
- c. The Board of Directors will appoint a Returning Officer to conduct the ballot. Any person involved in organising the ballot must not be a candidate for any office for the ensuing term.
- d. The ballot will be undertaken electronically. All materials will contain the names of the candidates, listed in alphabetical order.
- e. The ballot paper, where electronic, will also contain a link to each candidates' candidate statement, statement of conflicts of interest or duty and any related board statement.
- f. Electronic voting must be conducted via a secure electronic format that provides a mechanism capable of achieving the same level of security, secrecy and effectiveness as is provided by postal voting.

Part 3: Conducting the ballot

- a. Instructions for voting (including the description of the method of the ballot) will be emailed to all Members who are entitled to vote, no later than 21 days prior to the closing of the ballot. Instructions to vote shall include the curriculum vitae and candidate statement, statement of conflicts of interest or duty and any related board statement (or a link to the same for each candidate).
- b. The nominated returning officer will take charge of the statement of results from the electronic voting immediately after the ballot is closed and will count all votes properly recorded. Once all votes have been counted, the returning officer will communicate the

results to the Board of Directors.

- c. The Single Transferable Voting method of counting will be used, where a voter is required to indicate preferences for all of the candidates on the ballot paper.
- d. The candidate with the highest number of distributed votes exceeding quota wins the election. Quota will be set as the total number of formal votes divided by the number of candidates to be elected plus one vote.
- e. In the case of an equality of votes between candidates, the Board of Directors will exercise a casting vote (this may be in addition to his or her deliberative vote).
- f. The results of the ballot shall be conveyed in the first instance to all candidates of the election, and then to all members of the Association through the appropriate communication channels.

4. Fellows

- 4.1 The AuSAE Fellows Programme is intended to honour persons who have rendered appreciable and outstanding service to the Not for Profit and Charitable sectors, probably over a number of years, but not excluding those whose contributions have been significant although over a shorter period. The bestowment of Fellow status is a privilege and the names of the Society's Fellows are held in high esteem.
- 4.2 The conferment of Fellow status is the decision of the Board of AuSAE. The process for approving Fellows is based on a peer review process that rewards those of high standing and experience who have a commitment to long term volunteer service, their members/stakeholders and AuSAE. To be eligible to apply to use this post-nominal applicants will need to meet the following criteria:
 - A minimum 5 years leadership experience as a Chief Executive/Senior Executive of a not-for-profit organisation
 - Have served or supported the not-for-profit sector as a stakeholder for a minimum of 5 years
 - Have exhibited experience in a range of positions and demonstrates reliability
 - Be seen as an AuSAE member of high standing and experience
 - Have contributed to or attained distinction in a project or as an individual
 - Have promoted not-for-profit sector as a career pathway
- 4.3 From time to time, the AuSAE board will extend an invitation to individuals who are held in high regard within the sector for either their long-term commitment to the not-for-profit sector and/or an exceptional achievement.

Current AuSAE membership is required to maintain the Fellow status, however Fellow status is retained and doesn't lapse (when AuSAE membership is current, but cannot be promoted unless you are a current financial member)