Constitution

1. Definitions

1.1 This Constitution is the constitution of the Council of Australian Directors for Academic Development (CADAD).

In this context:

1.2 Academic Development is the broad term used to describe all those professional and organisational development initiatives undertaken within higher education institutions designed to advance research, policy and practice in the areas of: (a) learning and teaching, and (b) academic leadership and management related to learning and teaching.

1.3 Directors for Academic Development in higher education normally hold responsibility for the leadership, management, and administration of the central institutional unit which carries formal responsibility for academic development.

2. Mission

The mission of the Council of Australian Directors for Academic Development (CADAD) 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

CADAD aims to realise its mission by:

3.1 undertaking an advocacy role for evidence-based processes and initiatives to advance learning and teaching in higher education

3.2 providing leadership for the investigation, development and evaluation of international, national and institutional approaches to advancing learning and teaching in higher education
3.3 **encouraging and fostering communication and collaboration with key bodies** (e.g., the Australian Learning and Teaching Council, DVC (Academic) Group, ACODE, HERDSA, ASCILITE, EDUCAUSE) on the advancement of learning and teaching in higher education.

3.4 **fostering collaboration amongst those central organisational units within higher education institutions** which carry formal responsibility for academic development to disseminate and share knowledge and expertise in relation to their practices for advancing learning and teaching in higher education, and to establish and monitor benchmarks for performance.

3.5 **creating and supporting professional development, career development, and networking opportunities** for Australia’s community of academic developers.

4. **Membership**

4.1 Membership shall be open to Australian universities eligible for funding under the Australian Higher Education Support Act (2003) who are members of Universities Australia. Membership shall not be open to other organisations or individuals.

4.2 Membership shall be contingent upon payment of any annual membership fees which may be determined by CADAD under this constitution.

4.3 Membership shall lapse if fees are six (6) months in arrears.

5. **Representation**

Each Member shall be represented by a nominee (hereafter referred to as the “institutional nominee”), chosen by the member institution. This would normally be the Director of the central organisational unit within each higher education institution which carries formal responsibility for academic development. Each Member shall be invited to nominate an alternate. Additional representatives of institutional Members may attend at the discretion of the President, at the expense of their institution.

6. **Affiliates**

6.1 Affiliate status will be available to other educational organisations which are interested in the advancement of learning and teaching in higher education.

6.2 Affiliate status will be available to educational institutions which are members of their respective equivalents of the Australian Higher Education Sector’s Table A, Table B and Table C providers under the Higher Education Support Act 2003, as judged by the Executive.
6.3 Affiliates shall be invited to nominate a suitable representative.

6.4 Affiliates shall have no voting rights.

6.5 Affiliates shall be charged a fee for affiliate status:

6.5.1 Affiliate full membership: For the full annual membership fee, the representative will be entitled to all benefits and access to resources, meetings (including business meetings) and communication as the Australian members.

6.5.2 Affiliate half membership: For 50% of the annual membership fee, the representative will be entitled to all CADAD communication and access to resources. Attendance at the CADAD meetings is not included in this membership, but the representative may attend any of the meetings by paying a predetermined fee for each meeting attended.

7. Voting Rights

7.1 Voting rights shall be vested in Members who have paid the current membership fee and all required levies. Each Member satisfying these conditions shall have one vote.

7.2 A Member’s voting rights may be exercised by their institutional nominee or the alternate.

7.3 Where a Member’s institutional nominee or alternate is unable to attend any meeting, Members may nominate proxies for voting purposes. Written notice of the appointment of a proxy shall be delivered to the President before the commencement of a meeting.

8. Executive Committee

8.1 There shall be an Executive Committee (hereafter called “the Executive”) comprising the President, Vice President, Treasurer, Secretary and two other members.

8.2 The role of the Executive is to act for CADAD in all respects except those matters which are required in this Constitution to be determined by Members of CADAD. The responsibilities of the Executive shall include: arranging and conducting meetings; developing and reviewing strategic directions; preparing and overseeing budgets to support these strategic directions; establishing and monitoring working parties to transact CADAD business; developing and maintaining effective communication channels between the Executive and members between meetings.

8.3 Officers of CADAD shall be elected from the institutional nominees and alternates of Members. The institutional nominee and alternate from one institution may not serve on the Executive at the same time. If, during his/her term of office, an Officer no longer
satisfies these conditions for holding office, the position shall be declared vacant and the casual vacancy filled for the balance of the term using the procedures specified in clause 9.

8.4 Each Officer shall be elected for a two-year term. No officer shall serve more than two consecutive terms in the same position. Terms of office shall be arranged so that not all of the Executive positions fall vacant in the same year.

8.5 If an Officer resigns or is deemed by the Executive to be unable to continue to hold office during his/her term, that Officer shall be replaced for the remainder of the term using the procedures outlined in clause 9. A decision by the Executive in relation to inability to serve on the Executive must be minuted and members notified within 10 working days.

8.6 In the interests of good governance, the Executive will complete a biennial self-review and present this at the following AGM.

9. Election of Officers

9.1 The President shall announce the upcoming election of Officers and call for nominations at the last meeting before the expiry of the terms of office, or following a resignation. In the absence of an appropriately scheduled meeting, the President may make the announcement by other means (e.g., post or electronic mail) at least one month before the expiry of the term of office.

9.2 Nominations must be in writing bearing the signatures of the candidate, nominator and seconder, and submitted within one month of the AGM at the latest. The nominator and seconder shall be drawn from the institutional nominees of members.

9.3 An election shall be held if there is more than one nomination for any position. The election shall be decided by a simple majority: i.e., the candidate who gets the most votes is declared elected. Each member shall have one vote.

9.4 The Returning Officer shall normally be the elected Secretary and shall be responsible for the conduct of the election. The Returning Officer shall coordinate preparation and distribution of the ballot paper together with written instructions on the completion and return of the ballot paper.

9.5 The ballot papers shall be returned to the Returning Officer, who will count the votes and destroy the ballot papers in the presence of an independent Scrutineer, and then announce the outcome of the election. In the event of a tied vote, a draw shall be made by the Returning Officer, in the presence of the Scrutineer, to decide the outcome.
10. Portfolio responsibilities

10.1 The President is responsible for providing effective leadership for the affairs of CADAD, for chairing all Executive and Member meetings, for representing CADAD to external stakeholders and the wider community, and for developing and maintaining effective communication channels between the Executive, members and external stakeholders. The President also schedules CADAD Executive Committee elections, including the appointment of the Returning Officer and the call for nominations and ensures that the affairs of CADAD are performed in accordance with the Constitution.

10.2 The Vice President deputises for the President during the latter’s absences in all matters requiring CADAD comment/decisions, after consultation with other members of the Executive. S/he takes specific portfolio responsibility for promoting CADAD, including through liaison with the Secretary regarding communication strategies.

10.3 The Treasurer is responsible for overseeing the finances of the Council and reports on the financial position of the Council, as required. The Treasurer prepares and monitors a cash flow budget and provides a financial report at each business meeting, including:

- cash receipts
- payments required to be made
- funds held in the bank
- investments
- assets
- a summary of the overall financial position of the organisation.

The Treasurer organises an annual audit of the accounts on advice from the Executive.

10.4 The Secretary, with the Vice President, has the major responsibility for the effectiveness of the CADAD communication strategy with a particular focus on the CADAD members, DVC(A)/PVC(A)s and the Australian Learning and Teaching Council. Through this role the Secretary will progress and direct specific work such as coordination and dissemination of project information, grant applications and regular communications with the groups listed above. S/he also will take specific responsibility for drafting any proposes changes to the Constitution.

10.5 Other Elected Members shall be responsible for assisting the President, Deputy President, Treasurer and Secretary, contributing to the activities of the Executive and otherwise furthering the interests of CADAD in ways agreed from time to time by the Executive. One elected member shall be responsible for the maintenance and further development of the CADAD website.

10.6 The Executive shall have the power to co-opt additional members to the Executive if required for particular expertise or through special interest in a CADAD project. The
term of any co-opted member of the Executive shall be limited to a maximum of two years. At no time will the number of co-opted members exceed the number of elected members of the Executive.

11. Finance

11.1 CADAD charges a membership fee to support the activities of the Council. The amount of the membership fee will be set each year by vote at the Council’s Annual General Meeting (AGM). Membership fees will fall due on 1 January each year.

11.2 The income and property of CADAD shall be applied solely towards the promotion of the objectives as set out in clause 3, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the Members, except as bona fide compensation for services rendered or expenses incurred on behalf of CADAD.

11.3 All monies payable to CADAD shall be paid to the credit of CADAD in an appropriate account.

11.4 Signatories on CADAD accounts shall consist of at least two members of the CADAD Executive Committee, and other members or employees of CADAD as may be determined by the Executive Committee. Operation of the account shall require any two of the signatories to sign.

11.5 CADAD may borrow funds, or obtain credit, only to the limit of the account balance, or to the account balance minus outstanding liabilities and commitments to the end of the current financial year, whichever is the lower amount. Credit shall only be used for purposes approved by a meeting of CADAD or the Executive Committee.

11.6 All expenditures shall be approved by the Executive Committee in accord with budgets and other approvals given by CADAD from time to time.

11.7 An audited statement of accounts shall be prepared annually for the year ending 31 December and presented for approval at the Annual General Meeting of CADAD in the succeeding year.

12. Meetings

12.1 An Annual General Meeting (AGM) shall be held every year normally in the first meeting of the year.
12.2 There shall be at least one additional Business Meeting every year.

12.3 Notice of AGM and Business Meetings shall be provided electronically or via post by the President to institutional nominees and alternates at least fourteen (14) days before the date of the meeting unless otherwise specified in this Constitution.

12.4 The Executive Committee shall meet (electronically or face to face) at least twice per year to review and plan the affairs and activities of CADAD. A record of such meetings shall be prepared and distributed to all Members in a timely fashion.

12.5 The quorum for the AGM and Business Meetings of CADAD shall be fifty (50) per cent of financial Members. The quorum for a meeting of the Executive Committee shall be three (3) members of the Executive.

12.6 The President may invite any person to attend any CADAD meeting under such conditions and circumstances as determined by the President, and will invite Affiliates.

13. Voting

Unless otherwise required by this Constitution, votes shall be determined by a simple majority of Members voting (a) at a meeting, in person (via their institutional nominee or alternate) or by proxy, or (b) in a postal or electronic ballot to all Members’ institutional nominees.

14. Working Parties

14.1 CADAD or the Executive Committee may appoint Working Parties of one or more CADAD or coopted individuals to address specific issues.

14.2 CADAD or the Executive Committee may nominate one or more institutional nominees or alternates to represent CADAD on joint Working Parties with, or at meetings with, other bodies.

15. Amending the Constitution

15.1 This Constitution may be amended by a two-thirds majority of Members with voting rights in person or by proxy at a meeting, provided that notice of the proposed amendment has been given one month prior to the meeting.
16. **Winding Up**

16.1 A motion to wind up *CADAD* shall be considered only at a special meeting, called for the purpose with at least thirty (30) days written notice, and must be approved by not less than two thirds of Members with voting rights present in person and by proxy.

16.2 Upon the motion being approved, all the assets of *CADAD* shall be realised. After payment of all just debts and liabilities, the whole of the balances will be applied for purposes to be determined by the Universities Australia (UA), or in the event that the UA has ceased to exist, or ceased to be a not for profit peak body, to another not for profit society with an interest in higher education.