

**The Constitution of the
Tertiary Education Facilities Management Association Incorporated (TEFMA Inc)
Revised September 2020**

Article I – Name

- 1.1 The official name of this organisation shall be Tertiary Education Facilities Management Association Incorporated (herein referred to as the 'Association').
- 1.2 The Association is incorporated in NSW under the *Associations Incorporation Act*.

Article II – Purposes

- 2.1 To promote the common interest in the development, planning, construction, administration, operation and maintenance of physical facilities and support services used by institutions of tertiary education; and
- 2.2 To foster the professional ideals and standards among those engaged in this work: and
- 2.3 To better serve the objectives of Institutions of tertiary education in the Australasian Region; and
- 2.4 To establish strategic relationships with other organisations with interests in facilities management, in particular within the tertiary education sector, both nationally and internationally; and
- 2.5 To operate exclusively for charitable and education purposes within the meaning of the appropriate sections of Australian and New Zealand Revenue laws. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its directors, officers, other private individuals, or organisations organised and operated for profit (except that the organisation shall be authorised and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein above stated). No substantial part of the activities of the organisation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organisation shall not participate in or intervene in (including the publishing or distributing of statements) and political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the organisation shall not carry on any activities not lawfully permitted.

Article III – Membership

Section A – Eligibility

- 3.1 Member Institutions of the Association shall be Institutions of tertiary education, which are accredited by the appropriate Federal, State or national Government.
- 3.2 Participants shall be staff of Member Institutions (Associate Members), Emeritus Associates, Honorary Associates, Individuals and staff of Affiliated Institutions; and Business Partners engaged in the delivery of facilities management services for Member Institutions operating in the tertiary education sector in Australasia; all as defined in Article II, Section D of the By-Laws.

Section B – Classification of Members

- 3.3 Members shall be classified as defined in By-laws, Article II, Section B.

Section C - Registration of Members

- 3.4 The secretariat must establish and maintain a register of members of the Association specifying the name, address, institution or organisation and contact details of each person who is a member of the Association, together with a date on which the person applied for membership.
- 3.5 The register of members is contained with the Membership Database on the Association's website.

Section D - Fees

- 3.6 The Board is to determine the Fees payable by Institutional Members, Associate Members, Affiliated Institutions, Affiliates, Business Partners and Individuals for each financial year.
- 3.7 Membership Fees fall due on 1 July and are payable by 31 August of each year. Pro rata membership rates, as determined by the Board from time to time, may be applied to new member applications.

- 3.8 The Board may terminate the membership of an Institutional Member or an Associate Member or the designation of an Affiliated Institution, an Affiliate, a Business Partner or and Individual if their dues Fees remain unpaid by 31 October.
- 3.9 The Board may reinstate a membership or designation it has terminated under Section F3.14 of the constitution upon payment of the outstanding Fees, provided that the person, institution or organisation remains eligible to be a member of the Association.

Section E – Resolution of Disputes

- 3.10 Disputes between members (in their capacity as members) of the Association are to be referred to the Board for resolution. The Board must resolve the dispute.
- 3.11 Disputes between members (in their capacity as members) and the Board of the Association are to be referred to a Committee of the President and at least two (2) Past Presidents of the Association to be nominated by the President and agreed to by the member in question. The Committee must resolve the dispute.
- 3.12 The member must issue a statement containing full details of the dispute to the Board prior to any meeting to resolve the dispute.

Section F – Disciplining of Members and Right of Appeal

- 3.13 A complaint may be made to the Board by any persons that a member of the Association has –
 - 3.13.1 Persistently refused or neglected to comply with a provision or provisions of the Constitution and By- laws, or
 - 3.13.2 Persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 3.14 On receiving such a complaint, the Board may terminate membership provided that the rules of natural justice are complied with and the following procedures have been observed –
 - 3.14.1 The member concerned has been given notice in writing to provide justification within thirty (30) days of why membership should not be terminated;
 - 3.14.2 The notice must provide sufficient detail to allow the member to respond fairly,
 - 3.14.3 The Board must consider the member's response, and if it decides to continue with termination, it must give the member a written invitation to resign within thirty (30) days; and
 - 3.14.4 If the member has not resigned within thirty (30) days, the Board may terminate membership by a vote of two-thirds of those participating.
- 3.15 The member has no further right of appeal if Section 3.14.3 of the Constitution has been enacted.
- 3.16 If the member is an Elected Officer of the Board, Sections 18.5 and 18.6 of the By-laws will apply

Article IV – Governance

Section A – Management

- 4.1 The management of the business and affairs of the Association shall be the responsibility of the Board Members made up of all elected officers and any other as may be included under the By-Laws of the Association.

Section B – Officer Bearers & Members' Liability

- 4.2 Officer bearers of the Association acting in the bonafide exercise of powers conferred or reasonably believed to be conferred by this Constitution or By-Laws made pursuant to this Constitution shall not be subject personally to any action, liability, claim or demand whatsoever.

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the members in respect of membership of the Association as required under Article III, Section D of the Constitution.

Section C – Meetings

- 4.3 A general meeting of the membership of the Association shall be held annually within the confines of the Australasian Region for the purpose of transacting any or all business that may be brought before the meeting. At a minimum the annual general meeting is to include the following:
 - 4.3.1 – to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since the last meeting;
 - 4.3.2 – to receive from the Board reports on the activities of the Association during the last

- preceding financial year;
- 4.3.3 – to receive and consider any financial statement or report required to be submitted to members under the Act; and
- 4.3.4 – to elect the President and the elected Directors.
- 4.4 All annual meetings shall be held on sites selected by the outgoing Board Members at the previous Annual General Meeting.
- 4.5 The Association may conduct general meetings, as requested and agreed to by the majority of membership of the Association.

Section D - Notice

- 4.6 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to the Membership (via directed email to institutional members) specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 4.7 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 30 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- 4.8 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.3.
- 4.9 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Section E – Quorum

- 4.10 A quorum shall consist of twenty-five (25) percent of the voting Members for transaction of business of the Association at any regular meeting.

Section F – Voting

- 4.11 Each Institutional Member shall be entitled to one vote. The Institutional Representative shall cast all votes, make any official statements, and seek recognition from the chair.
- 4.12 When so specified by the Board, a question or motion before the Board may be referred to the membership in writing by post, electronically, or other means and votes returned either by mail, email or by submission at the next meeting. In either event, the date of the vote shall be not less than thirty (30) days from the date of mailing the question.
- 4.13 If a question or motion is to be referred to the membership for vote at an Annual General Meeting, such question or motion may be emailed to the Institutional Member, provided the date of the vote complies with Section 4.8 of the Constitution.
- 4.14 Each Institutional Representative may appoint a proxy to vote on his/her behalf, provided the applicable proxy form has been completed, and submitted electronically or otherwise by the Institutional Representative in such manner as the Board allows. The nominated proxy must be a financial Associate Member within the same Institution.

Article V – Financial Management

Section A - Funds – Source

- 5.1 The Association derives its funds from membership dues, profits (or losses) from workshops and conferences, and the sale of publications, gifts, donations and the like. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 5.2 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Section B -Funds – management

- 5.3 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objectives of the Association in such manner as the Board determines.
- 5.4 All cheques, and other negotiable instruments must be signed by any two people authorised by resolution of the Board, being:
- 5.4.1 a Director; or
- 5.4.2 the Executive Officer of the Association.

Section C - Custody of books etc

- 5.5. Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control, all records; books; and other documents relating to the Association.

Section D - Inspection of books etc

- 5.6 The following documents are provided on the TEFMA website for review by members:
- 5.6.1 - records, books and other financial documents of the Association,
- 5.6.2 - this constitution,
- 5.6.3.- the By-Laws,
- 5.6.4 - minutes of all Board meetings and general meetings of the Association.
- 5.7 Despite clause 5.6, the Board may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

Section E – Financial Year

- 5.8 The financial year of the Association begins on 1 July and ends on 30 June.

Article VI – By-Laws

- 6.1 The Association has established a number of By-laws to assist in the regulation and conduct of the affairs of the Association.
- 6.2 The Association at any General Meeting or by Referendum may adopt or amend any By-laws, consistent with the provisions of the Constitution, by at least three-quarters of the votes cast by the voting members of the Association, except where a greater majority may be required by the By-laws.

Article VII– Amendments

- 7.1 Any and all articles, sections or paragraphs of this Constitution may be replaced or amended by at least three-quarters of the votes cast by the voting members of this Association, after a notice of the proposed amendment is given in writing or by email not less than thirty (30) days prior to any General Meeting or referendum.

Article VIII – Dissolution of Association

- 8.1 Any motion for the dissolution of the Association shall be the subject of a postal referendum conducted by the Secretary/Treasurer and must be carried by at least three-quarters of the votes cast by the voting members after notice of the proposed motion is given in writing not less than thirty (30) days prior to the referendum.
- 8.2 In the event of such a resolution being passed, the Secretary/Treasurer will immediately notify the President, who shall then have the books of accounts of the Association audited, and shall have the Secretary/Treasurer prepare a consolidated statement of assets and liabilities of the Association.
- 8.3 In the event of the Association being dissolved, the amount that remains after such

dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.