

CODE OF PRACTICE/BY LAWS 2020. IMPLEMENTING AGM RESOLUTIONS 2019 (V3 – 14.02.20)

1. **The Members of AAUN at the AGM 2019 on 2 September 2019 approved the Annual Report 2018-19, Strategic Plan 2020-2022 and the Action Plan 2020 (see website: Annual Report www.aaun.edu.au)**
2. **Incorporation of AAUN.** The Steering Group on 5 November 2019 unanimously approved the incorporation of AAUN as a legal entity, from an informal association of Universities. With advice, AAUN is implementing incorporation as a Not for Profit Company Limited by Guarantee. In the first instance, the Company includes only the Australian Members and jurisdiction.
3. **Maintaining a Code of Practice** allows AAUN to adopt working procedures and move quickly to take opportunities and adjust to challenges, without requiring frequent special resolutions to change the constitution. The constitution is a model approved by ASIC for the professional operation of the company and is a **general set** of procedures that ensure best practice. The By-laws are a **specific set** of procedures adopted by the Board that can be changed to manage opportunities or threats to AAUN.
4. **Incorporation** assists AAUN to adopt the new Strategic Plan; operate as a legal entity across Australia and internationally; sign agreements for its memberships and programs; receive and manage subscriptions, grants and donations; and operate a bank account with full transparency, accountability and audit. Importantly, incorporation protects AAUN university members and their representatives (Board Directors) from any legal action and liability, while limiting the cost of any closing or windup of the Company to \$10.
Note. AAUN maintains a contingency fund of \$20K to insure against any unexpected costs to preserve research and education programs in the event of a wind up of the company.
5. **Membership 1.** AAUN will carefully and selectively expand during 2020-22 to 15 members each in Australia and Africa. New members from Australia are expected to attract a major African partner.
6. **Membership 2.** AAUN will carefully and selectively explore 5 Global Associate Members, perhaps 1 from each continent, who bring capacity and reach, opportunities for AAUN mobility programs, access to new infrastructure and resources. These partners will have existing commitment and links to Africa and Australia. AAUN will select 1-2 such partners to start, and test success before proceeding further.
7. **Duties of Members.**
 - (i) **Prospective new members** may write to the AAUN Chairs and Board, with a summary of their Africa interests, and how their strengths mutually enhance those of AAUN.
 - (ii) **Members commit to join AAUN** for at least 5 years and give a year notice of withdrawal. (Note: building research partnerships takes time – leaving without adequate notice can severely disrupt teams and funded programs).
 - (iii) **Members must appoint** a senior executive to the Board, appoint a part time Coordinator (2-4h per week) and pay the subscription on time each year.
 - (iv) **Members are expected** to engage actively and contribute to AAUN strategy, policy, teamwork and collegiality.
 - (v) **Members will elect a Chair** (and Vice Chair), who may not be Directors but become Directors.
8. **Duties of the Board Members.**
 - (i) **Board Members** should attend the meetings (teleconferences, June, November); face to face AGM in Australia in September and Africa in March)

Other By-Laws and provisions to be determined as required by the Board at the AGM or at Board Meetings.

