

1.0 NAME

1.1 The name of the Association shall be the Association of Heads of University Administration.

2.0 OBJECT

2.1 The object of the Association shall be to advance education for the public benefit by fostering the development of and means to achieve good leadership, management and governance in higher education by education, training and other means.

3.0 In furtherance of the above object the Association:

- **3.1** promotes excellence in higher education leadership, management and governance through annual conferences, specific training events and publications with the purpose of exchanging ideas in the development of the leadership, management and governance of higher education institutions and providing a forum for discussion of current issues in higher education;
- **3.2** advances a code of professional standards through a framework of values and principles which members are expected to follow;
- **3.3** provides information networks through newsletters, electronic media and personal networking including the exchange of information on managerial and administrative activities, techniques and skills used in higher education policy and practice, and the dissemination of best practice in the leadership and governance of higher education institutions;
- 3.4 develops international links with appropriate organisations and with individuals;
- **3.5** enhances the profile of the profession nationally and internationally;
- **3.6** the Officers of the Association and members of the Executive Committee shall have the power to provide out of income of the Association indemnity insurance for themselves.

4.0 MEMBERSHIP

4.1 Membership of the Association shall be available on an institutional basis only: the definition of the term 'higher education' for the purposes of determining eligibility for membership shall be at the discretion of the Association.

4.2 Eligibility

- **4.2.1** Membership of the Association shall be available to higher education institutions in the United Kingdom and the Republic of Ireland with degree awarding powers of those countries.
- **4.2.2** Associate membership is available to institutions based outside the UK and the Republic of Ireland. Institutions must have degree awarding powers and their values should broadly align with those of the AHUA.

4.2.3 The ultimate decision to include an organisation will be at the discretion of the Honorary Secretary and Executive Secretary, who may consult the AHUA Chair as appropriate.

4.3 Membership

- **4.3.1** Each Institutional Member of the Association shall nominate a maximum of two individuals to represent it and participate in the work of the Association. At the discretion of the AHUA Chair, up to two individuals from a member institution may belong to AHUA where this best reflects the interests of the Association and responsibilities of the individuals concerned, broadly identified as:
 - **4.3.1.1** responsibility for governance (as Secretary or Clerk to the governing body of the institution);
 - **4.3.1.2** general responsibility for the administration and management functions of the institution (i.e. acting in a broad 'Director of Operations' role).
- **4.3.2** Representative Members of the Association should report directly or have a dotted line report to the Vice-Chancellor or equivalent or the Chair of Council or equivalent.
- **4.3.3** Representative Members of the Association shall be eligible, upon payment of the appropriate fees by their institution:
 - **4.3.3.1** to attend the conferences and meetings arranged by the Association;
 - **4.3.3.2** to stand for election to office (<u>UK and Republic of Ireland</u> members only);
 - 4.3.3.3 to vote in elections (<u>UK and Republic of Ireland members only</u>);
 - **4.3.3.4** to attend General Meetings of the Association and;
 - **4.3.3.5** to receive such communications and other materials as shall be sent to all members.

4.4 Termination of Membership

- **4.4.1** The membership of any member of the Association may be terminated by the Executive Committee at its discretion when in the Committee's opinion a member has brought the Association into disrepute.
- **4.4.2** Any person whose membership has been terminated by the Executive Committee shall have the right to appeal against termination of membership in accordance with an Appeal Procedure which shall be established by the Executive Committee and approved at a General Meeting.

5.0 OFFICERS

- **5.1** There shall be five designated Honorary Officers of the Association, namely the Chair, two Deputy Chairs, one Honorary Secretary and the Treasurer.
- **5.2** The Officers of the Association will work closely together to coordinate the business of the Association and meet the aims and objectives of the Association and the needs of its members.

5.3 Chair of the Association

5.3.1 There shall be a Chair of the Association who shall be one of its members elected by ballot amongst all Members of the Association to serve as Chair of the

Association and Chair of General Meetings and Executive Committee for a period of three years from 1st April in the year of taking office.

- **5.3.2** The election of the Chair of the Association shall be so arranged that the Chair-elect shall serve as a member of the Executive Committee for at least one year prior to taking office as Chair.
- **5.3.3** The term of office of the Chair shall be three years, renewable up to a maximum consecutive term of office of six years.
- **5.3.4** Any person who has served as Chair shall not be eligible for re-election as Chair within two years of demitting office.
- **5.3.5** A casual vacancy in the office of Chair shall be filled by election at the next opportunity, the duties of the Chair of the Association being executed in the meantime by the Deputy Chair and Honorary Secretary. A Chair elected to fill a casual vacancy shall serve for the unexpired portion of the term of the vacancy created and shall be eligible for re-election at the next election. The Executive Committee may at its discretion appoint one of its members as Deputy Chair and Honorary Secretary.
- **5.3.6** The Chair leads the Association and coordinates the work of the Executive Committee in consultation with the other Officers of the Association.
- **5.3.7** The Chair shall act as line manager to the Executive Secretary.

5.4 Deputy Chairs and Honorary Secretary

- **5.4.1** There shall be two Deputy Chairs and an Honorary Secretary of the Association; who shall be three of its members chosen either by Executive Committee members from the Executive Committee or alternatively, and to be decided by a majority vote of the Executive Committee, to be elected by ballot amongst all Members of the Association to serve as Deputy Chairs and Honorary Secretary of the Association for a period of three years from 1st August in the year of taking office.
- **5.4.2** One of the Deputy Chair posts shall be held by a member from one of the devolved nations of the United Kingdom, namely, Wales, Scotland or Northern Ireland.
- **5.4.3** The term of office of the Deputy Chairs and Honorary Secretary shall be three years, renewable up to a maximum consecutive term of office of six years.
- **5.4.4** A casual vacancy in the office of Deputy Chair or Honorary Secretary shall be filled at the earliest opportunity. The Executive Committee may at its discretion appoint one of its members as Deputy Chair or Honorary Secretary for any period when that office is vacant. A Deputy Chair and Honorary Secretary appointed or elected to fill a casual vacancy shall serve for the unexpired portion of the term of the vacancy created and shall be eligible for re-election at the next election.

5.5 Treasurer

- **5.5.1** There shall be a Treasurer of the Association who shall be one of its members chosen either by Executive Committee members from the Executive Committee or alternatively, and to be decided by a majority vote of the Executive Committee, to be elected by ballot amongst all members of the Association to serve as Treasurer of the Association for a period of three years from 1st August in the year of taking office.
- **5.5.2** The term of office of the Treasurer shall be three years, renewable up to a maximum consecutive term of six years.
- **5.5.3** A casual vacancy in the office of Treasurer shall be filled by election at the next opportunity. The Executive Committee may at its discretion appoint one of its members as Treasurer for any period when that office is vacant. A Treasurer elected

to fill a casual vacancy shall serve for the unexpired portion of the term of the vacancy created and shall be eligible for re-election at the next election.

5.5.4 The Treasurer shall be responsible for the finances of the Association and shall report annually to a general meeting on the financial affairs of the Association.

6.0 EXECUTIVE OFFICER

- **6.1** There shall be an Executive Officer of the Association who shall be appointed by the Executive Committee. The Officers of the Association will determine the appointment procedure in consultation with the Executive Committee of the Association.
- **6.2** The Executive Officer shall carry out such duties as the Executive Committee or the Chair, Deputy Chairs, Honorary Secretary or Treasurer shall reasonably require.

7.0 EXECUTIVE COMMITTEE

- 7.1 There shall be an Executive Committee which shall:
 - 7.1.1 carry out the policies adopted by the Association at its General Meetings;
 - 7.1.2 act on behalf of the Association between General Meetings;
 - **7.1.3** report to the members of the Association at each General Meeting upon action taken on behalf of the Association;
 - 7.1.4 have power to appoint working groups (or similar bodies), to determine their terms of reference and membership and a Convenor for each who shall report to the Executive Committee if not already a member of the Executive Committee and that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee;
 - 7.1.5 appoint:
 - **7.1.5.1** an Executive Officer to be responsible to the Executive Committee for assisting the conduct of the business of the Association as shall be determined by the Constitution and the requirements of the Executive Committee;
 - **7.1.5.2** a Returning Officer (normally the Executive Officer) who shall be responsible to the Executive Committee for the conduct of all elections;
 - **7.1.5.3** two Auditors of the Association's financial accounts who shall not be members of the Executive Committee;
 - **7.1.6** be responsible for the custody of the property of the Association including its financial assets and intellectual property and the proper use thereof;
 - **7.1.7** establish such secretarial and office services as it may deem necessary for the effective execution of the business of the Association;
 - **7.1.8** grant recognition to such working groups and other activities as it considers appropriate.
- **7.2** The Executive Committee is elected to act on behalf of the membership subject to the decisions taken at General Meetings and to exercise overall executive authority on behalf of the Association: it acts as the overall strategy, policy, finance and management committee of the Association. It is important that the Executive Committee should make arrangements, possibly through ad-hoc groups, to develop and to review regularly the Association's strategy and the policies to be adopted by the Association.

- **7.3** The Executive Committee shall consist of not less than three members and not more than twenty members being:
 - 7.3.1 The Chair of the Association who shall be Chair of the Executive Committee;
 - **7.3.2** The Deputy Chairs who shall be the Deputy Chairs of the Executive Committee.
 - 7.3.3 The Honorary Secretary of the Association;
 - **7.3.4** The Treasurer of the Association;
 - 7.3.5 The Chair-Elect as determined by Clause 5.4 above;
 - **7.3.6** The Convenors of each of the Association Regional Groups;
 - **7.3.7** Not less than three and not more than five members elected by ballot by and from the Members of the Association who shall serve for three years from 1st September in the year of election and shall be eligible for election for one further period of three years irrespective of any period filling a casual vacancy but shall then retire for at least one year before being eligible for re-election except as provided in Clause 8.5 below in respect of the filling of casual vacancies;
 - **7.3.8** A representative of the Committee of University Chairmen (CUC) as agreed by the Association Officers and Executive Committee;
 - **7.3.9** Not more than four persons who may be co-opted as deemed necessary by the Chair and by the Executive Committee and who shall be appointed thereby for a period of three years and shall be eligible for re-appointment for one further period of three years: persons so co-opted shall be eligible thereafter for election as members of the Committee in the same manner as members elected to fill casual vacancies.
 - 7.3.10 The Executive Officer of the Association (ex-officio).
- 7.4 There shall be a quorum for the conduct of business by the Executive Committee requiring the presence of not less than one third of the members of the Committee for the time being or three members of the Executive Committee, whichever is the greater. In the event that a meeting, convened to set the levels of subscriptions, is inquorate the elected members of the Executive Committee shall have the power to set the subscriptions.
- **7.5** The Chair shall have power to act upon behalf of the Executive Committee between meetings of the Executive Committee at the discretion of the Executive Committee.
- 7.6 The Chair, Deputy Chairs, Honorary Secretary and Treasurer will constitute the management team of the Association. The purpose of the management team shall be to advise the Executive Committee on the long-term financial implications of the Association's strategy and operations, assess major risks and policies to mitigate those risks, review the deployment of resources and consider and recommend the budget and level of subscription fees for future years. The management team will meet at least twice a year independently of the meetings of the Executive Committee.
- **7.7** Each member of the Executive Committee shall have a designated remit and take direct responsibility for the coordination of work in areas of interest to the Association Members, its aims and objectives.
- **7.8** Executive Committee remits shall be agreed by the Association Officers and Executive Committee with reference to both the purposes and themes of the Association and the individual experience and expertise of specific Executive Committee members.
- **7.9** Individuals from the wider membership shall be involved in any work by individual Executive Committee members as relevant to work on particular topics / issues as they arose.

7.10 Executive Committee members shall liaise with other specialist groups and HE bodies where relevant in consultation with and with the support of the AHUA Office and shall report their work to the Association Officers and Executive Committee.

8.0 ELECTIONS

- **8.1** Subject to the approval of the Executive Committee the Returning Officer shall arrange for elections to be held:
 - **8.1.1** once each year to fill vacancies in the elected membership of the Executive Committee from 1st September following the election;
 - **8.1.2** every three years to fill the office of Chair of the Association;
 - **8.1.3** every three years to fill the office of Deputy Chairs of the Association;
 - **8.1.4** every three years to fill the office of Honorary Secretary of the Association; and
 - **8.1.5** every three years to fill the office of Treasurer of the Association.
- 8.2 When the request for nominations for election to vacancies in the elected membership of the Executive Committee is sent to members, notice shall be given of any known casual vacancies and it shall be stated that the first four candidates placed in the election shall fill the places of the retiring members with successively placed candidates filling any vacant places arising from casual vacancies known at the time of the declaration of the results of the election and/or occurring before 1st September immediately following the election.
- 8.3 In the event of the number of nominations for election to the Executive Committee not exceeding the number of vacancies at the due date for the receipt of nominations, the vacant places shall be filled in an order determined by lot, the longer term vacancies being filled first.
- **8.4** In the event of a casual vacancy arising from the resignation of an elected member of the Executive Committee subsequent to the completion of an annual election the Executive Committee shall determine the arrangements if any to be made to fill the vacancy.
- **8.5** Any person elected to fill a casual vacancy shall be eligible for election in accordance with the terms of Clause 7.3.7 to take office upon completion of the unexpired term of the casual vacancy.
- **8.6** Whenever required the determination of an election shall be by single transferable vote and governed by procedures recommended from time to time by the Electoral Reform Society of Great Britain and Ireland.
- **8.7** Nominations to elected positions shall require the support of two current institutional members of the Association (a proposer and seconder).
- **8.8** Nominations must be accepted by the individual proposed.
- **8.9** An election shall not take place if there are fewer nominations than places available, in which case the nominated individuals shall be appointed to the position(s) available.
- 8.10 Each member institution has one vote in elections.

9.0 ASSOCIATION STRUCTURE

9.1 Regional Groups

9.1.1 The Association shall be organised through Regional Groups to be determined by the Association Officers in consultation with the Executive Committee.

- **9.1.2** The Association Officers and Executive Committee shall have the power to review or reform the Regional Group membership and structure to best fit the needs and aspirations of the Association and its Members.
- **9.1.3** The members in each Regional Group shall elect or nominate one of their number as the Regional Group Convenor, normally for a period of three years renewable up to a maximum of six years, to act as a link between the Executive Committee and the members of the Regional Group.
- **9.1.4** After demitting office a Regional Group Convenor shall be eligible for election to the position of Convenor after one year.
- **9.1.5** Each Regional Group Convenor shall also be a member of the Association Executive Committee.
- **9.1.6** Regional Groups Convenors shall determine the frequency and content of Regional Group meetings in consultation with the Association Executive Officer who will support the work of the Regional Groups and provide summaries of the work of the Association.

9.2 Working Groups

- **9.2.1** The Association shall establish ad hoc Working Groups on a time-limited basis to manage specific projects and to coordinate various defined aspects of the work of the Association.
- **9.2.2** Working Groups shall not necessarily be led by a member of the Executive Committee but the Convenor of the Working Group shall report to the relevant Executive Committee member and AHUA Office as part of their remit.
- **9.2.3** Membership of Working Groups shall be drawn from the general membership with regard to the experience and expertise of Members.

9.3 Standing Committees

- **9.3.1** The Association shall, subject to the approval of the Executive Committee, maintain an International Committee which is organised jointly with the Association of University Administrators. Its full terms of reference, as approved by both Associations, are included in Appendix 1 below.
- **9.3.2** The International Committee shall be responsible for:
 - **9.3.2.1** international liaison;
 - 9.3.2.2 study visits;
 - **9.3.2.3** information on developments in higher education and its administration and management overseas; and
 - **9.3.2.4** the provision of administrative expertise for training and other purposes overseas.

10.0 GENERAL MEETINGS

- **10.1** The affairs of the Association shall be governed by the members of the Association meeting in General Meetings including Annual General Meetings, Ordinary General Meetings and Extra-Ordinary General Meetings and approving or amending the policies of the Association thereat.
- **10.2** There shall be an Annual General Meeting, normally held in April, at which business necessary to the object of the Association shall be conducted and at which the members shall receive a report from the Executive Committee including a statement of accounts for

the preceding financial year and a summary of accounts in the period since the end of the preceding financial year to the date of the Annual General Meeting.

- **10.3** There shall be an Annual Ordinary General Meeting, normally held in September, at which business necessary to the object of the Association shall be conducted and at which the members shall receive a report from the Executive Committee including a statement of accounts for the period since the Annual General Meeting.
- **10.4** General Meetings of the Association shall be convened by the Chair upon the instruction of the Executive Committee or on receipt of a petition by not less than 20 Members of the Association or one fifth of the Members whichever is the less, not less than twenty eight days' notice being given to the Members of the Association. In the event that a meeting, convened to set the levels of subscriptions, is inquorate the elected members of the Executive Committee have the power to set the subscriptions. Any petition requesting the calling of an Extra-Ordinary General Meeting shall state the purpose of the meeting which shall be notified to all Members.
- **10.5** There shall be a quorum for the conduct of business at General Meetings requiring the presence of 10 Members or one tenth of the Members for the time being whichever is the lesser number.
- **10.6** The business of a General Meeting shall be conducted in accordance with Standing Orders established for the purpose.

11.0 FINANCE

- **11.1** Members shall pay such subscriptions as may be approved at a General Meeting upon the recommendation of the Executive Committee.
- **11.2** One subscription fee is payable for each institutional member of the Association regardless of the number of representative members from that institution participating in the Association.
- **11.3** The financial year for the Association's accounts shall be 1st August to 31st July in each year.
- **11.4** Subscriptions shall be charged in advance, invoiced to institutions on 1st August each year with a subscription period running from 1st August to 31st July annually.
- **11.5** The Executive Officer shall keep proper accounts of the finances of the Association the accounts of which shall be audited and presented to the members at each Annual General Meeting.
- **11.6** The Executive Committee shall necessarily have control over the Association's funds and other assets.
- **11.7** Where expenditure is authorised by the Executive Committee or by its duly appointed Officers on behalf of the Association, the Officers shall be regarded as acting as agents of the members of the Association.
- **11.8** The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the object of the Association as set out in Clause 2 and no payment shall be made to any member other than the reimbursement of out-of-pocket expenses incurred in the course of conducting the business of the Association or fees approved by the Executive Committee for payment to members other than members of the Executive Committee being the Association's Trustees.
- **11.9** The Association shall actively seek to develop new sources of income to meet its aims and objectives and the needs of its members from general sponsors, specific conference and event sponsorship and other sources.
- **11.10** Any general sponsorship provided shall be on a non-exclusive basis.

11.11 Sponsors may support Association conferences, events or projects but this will not be deemed to be an endorsement by the Association of the sponsor.

12.0 TRUSTEES

- **12.1** The Executive Committee shall hold the title to:
 - 12.1.1 all property held by or in trust for the Association; and
 - **12.1.2** all investments held by or on behalf of the Association to be vested either in a corporation entitled to act as Custodian Trustee or in not less than three individuals appointed by them as Holding Trustees. Holding Trustees shall act in accordance with the lawful directions of the Executive Committee and may be removed by the Executive committee on behalf of the Association at their pleasure. Provided that they act only in accordance with the directions of the Executive Committee, the Holding Trustees shall not be liable for their acts and defaults.

13.0 ASSOCIATION ACTIVITIES

- **13.1** The Association's conferences, events and publishing activities shall encourage the objects of the Association particularly by providing opportunities for training, networking, professional development and the enhancement of leadership, management and governance within the higher education sector.
- **13.2** The Association shall provide services to its members based on the recommendation of the Association Officers and Executive Committee informed by policies and practices which may be reviewed at any time.
- **13.3** The policies and practices of the Association shall be determined by reference to the Association Constitution, Strategy and Business Plan as well as a working Development Plan maintained by the Executive Officer.
- **13.4** The Association shall provide opportunities for training and development to its members and other staff within the higher education sector in the form of conferences, events and publications.

13.5 Conferences and Events

- **13.5.1** The Association normally holds two conferences per year:
 - **13.5.1.1** a residential conference in April
 - **13.5.1.2** a one-day conference in September
- **13.5.2** The April and September Conferences are restricted in attendance to Association members. Other individuals and organisations may attend at the invitation and discretion of the AHUA Officers in consultation with the Executive Committee.
- **13.5.3** The Association shall actively identify opportunities for events in collaboration with other organisations and sponsors.
- **13.5.4** Other conferences, workshops and events shall be arranged on a regular basis to address current issues. Such events shall be orgainsed on the basis of being open to any relevant staff throughout the sector in order to provide maximum benefit to institutions and provide both training and networking opportunities for participants and enable the sharing of good practice.
- **13.5.5** Association conferences and events shall be managed by the Executive Officer.

13.6 Communications

- **13.6.1** AHUA shall maintain a web site (<u>www.ahua.ac.uk</u>) which forms the public face of the Association. The web site shall be managed and maintained by the Executive Officer.
- **13.6.2** The email lists shall provide ongoing communication and support both for the membership and for other specific purposes and act as a useful tool to maintain contact and encourage communication between Association members and others with an interest in higher education matters for the exchange of ideas, discussion of current issues and the dissemination of information. Dedicated email lists shall be provided for:
 - 13.6.2.1 the Executive Committee;
 - **13.6.2.2** Representative Members of the Association;
 - **13.6.2.3** the Regional Groups; and
 - **13.6.2.4** other lists will be created and maintained ad hoc to meet the needs of members of the Association, its Regional Groups, Working Groups, conferences and events.
- **13.6.3** The email lists will be adapted as necessary to suit the work of the Association based on the advice of the Executive Officer and will be maintained by the Executive Officer.
- **13.6.4** The Association shall publish documentation to support its objects and provide services to both its members and the wider higher education community.
- **13.6.5** The Association shall develop other means of communication and information provision as necessary to meet the needs of its members, maintain an external profile and develop material for the benefit of the sector.
- **13.6.6** The Executive Officer shall be responsible for maintaining and developing the communication methods, opportunities and support provided for AHUA members in consultation with the other Officers of the Association and the Executive Committee to meet the internal and external needs of the Association.

13.7 Leadership, Partnership and Networking

- **13.7.1** The Association shall liaise with other bodies throughout the sector and ensure issues are shared and dealt with in the most effective manner. The Association shall draw on the expertise and experience of its membership to support its aims and objectives in this context.
- **13.7.2** The Association shall seek regular liaison meetings with relevant stakeholders in the higher education sector to address issues of interest and importance.
- **13.7.3** The Association shall aim to provide a coordinating role within the sector, to provide networking opportunities between individuals and organisations and engage with government, the devolved administrations throughout the UK, sector organisations, the business community and HE organisations internationally to enable effective engagement with issues of common concern in the areas of leadership, management, governance and better regulation.

14.0 DISSOLUTION

- 14.1 If the Executive Committee decides that on grounds of expense or otherwise it is desirable that the Association shall be dissolved it shall call a Special General Meeting by giving not less than twenty eight days' notice to each Member stating the terms of any Resolution to be proposed thereat. If it is decided at the Special General Meeting by a two-thirds majority of those present and voting that the Association shall be dissolved the Executive Committee shall forthwith wind up the affairs of the Association.
- **14.2** Any assets remaining after satisfaction of any liabilities properly payable therefrom shall not be distributed amongst members but shall be given to such charitable organisation or organisations for the advancement of education as the Executive Committee, having taken account of any views of the members expressed at the Special General Meeting held under Clause 12.1, shall decide.

15.0 AMENDMENTS TO THE CONSTITUTION

- **15.1** This Constitution may only be amended by a Resolution passed by a simple majority of the Members present and voting at any General Meeting of the Association providing that notice of the meeting stating the terms of the Resolution to be proposed thereat shall have been sent to all Members of the Association not less than twenty eight days before the date of the meeting.
- **15.2** Members not to have a personal interest
 - **15.2.1** No member may:
 - **15.2.1.1** receive any benefit in money or in kind from the Association; or
 - **15.2.1.2** have a financial interest in the supply of good or services to the Association; or
 - **15.2.1.3** acquire or hold any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a trustee for the Association) in any contract entered into by trustees.

Amended at the Conference Business Session, (clauses 5.4.1 and 5.4.2), 22 September 2006 at Cardiff University.

Amended at the Conference Business Session (clause 7.3.8), 21 September 2007, at the University of Bristol.

Amended at the Conference Business Session (clauses 4.2.1, 5.4.1, 5.4.2, 5.4.3, 5.4.4, 7.3.3, 7.6, 8.1.4), 20 April 2010, at Aston University.

Amended at the Conference Business Session (clauses 4.2.2 and 4.2.3), 2 April 2019 at the University of Birmingham.