

# Constitution

Adopted by Annual General Meeting, 14 November 1998

Amended by Annual General Meeting, 16 February 2015

Amended by Annual General Meeting, 19 February 2016

## Part 1 – Introduction

### 1. Name and Office

1. The name of the incorporated association is the Australia and New Zealand International Business Academy (ANZIBA).
2. The Secretariat of the Academy shall be located at the address of the President, unless the Board resolves otherwise.

### 2. Definitions

In these Rules, unless the contrary intention appears:

- "Academy"
  - means the Australia and New Zealand International Business Academy;
- "Act"
  - means the Associations Incorporation Act 1981;
- "Board"
  - means the committee of management of the Academy;
- "financial year"
  - means the year ending on 31 December;
- "general meeting"
  - means a general meeting of members convened in accordance with section 13;
- "member" means
  - a member of the Academy;
- "Regulations"
  - means regulations under the Act;
- "Secretariat"
  - means the office and administrative staff of the Academy.

### 3. Objectives

1. The aim of the Academy is to foster education and advance teaching and research in the field of international business (including international management, human resource management, marketing, finance, accounting, politics and economics and other related international disciplines) in Australia and New Zealand) by:
  - a) facilitating exchange of information and ideas among educators and between the business and academic fields;
  - b) encouraging and assisting research activities which advance knowledge of international business operations;
  - c) increasing the available body of teaching materials and enhancing the quality of teaching in international business;
  - d) developing a network of international business educators; and
  - e) co-operating whenever possible with government, business and academic organisations for the furtherance of its basic objectives. However, to avoid the compromise of the intellectual integrity of its members as well its independence and impartiality, the Academy shall not adopt a partisan position on any matter involving particularistic interests, either private or public.
2. ANZIBA shall not solicit or accept the moral, financial, technical or informational support of other organisations and individuals unless the latter's objectives are completely non-partisan with respect to the issues and projects involved in the joint or sponsored activity.

## Part 2 – Membership

### 4. Classes of Membership (Addition of Section 4.5 - Amended at 2015 AGM)

1. Normal membership is open to people actively engaged in the teaching, research or practice of international business.
2. Student membership is open to people enrolled to study international business at a university or other higher education institution. Student members do not possess voting rights.
3. Institutional membership is open to any educational institution, firm or supranational organisation with an interest in the field of international business. Institutional members may appoint one person to exercise the rights of normal members at general meetings.
4. Honorary members may be appointed by a unanimous vote of the Board. Honorary members do not possess voting rights. Honorary members may simultaneously be normal members.
5. Life Fellows may be elected by a majority of the membership present at an annual general meeting or special general meeting. Life Fellows will be recommended by the Executive Board and will be members who have made distinguished contributions to the field of international business and to the activities of ANZIBA.

### 5. Applications for membership

1. Applications for membership must be submitted in writing, in the form specified in Schedule A, to the Secretariat.
2. The Board, or the Membership Committee if one is established, shall determine an application for membership not more than 90 days following its lodgement with the Secretariat. The Secretariat will advise applicants of the outcome of their applications for membership as soon as practicable following a decision on the application.
3. A right, privilege, or obligation of a person by reason of membership of the Academy:
  1. is not capable of being transferred or transmitted to another person; and
  2. terminates upon the cessation of membership whether by death or resignation or otherwise.

### 6. Register of members

1. The Secretariat must maintain a register of all members, containing the name, financial status, membership category, postal address, and electronic mail address for each member.
2. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
3. The name, institutional affiliation, and electronic mail address of each member shall be posted on the Academy's World Wide Web site for inspection.

### 7. Subscription

1. The Board must determine the annual subscription fee.
2. The subscription period is from 1 January to 31 December.
3. The annual fee is due by the commencement of the annual conference.
4. Where a member has not paid the annual fee by one month following the annual conference he or she shall be deemed unfinancial, and shall not be entitled to exercise any membership rights.

### 8. Ceasing membership (Section 8.1 - Amended at 2016 AGM)

1. A member of the Academy may resign from the Academy by notifying the **Vice President – Membership** in writing.
2. A member who remains unfinancial at 31 December shall cease to be a member.

**9. Discipline, suspension and expulsion of members (Sections 9.4/9.4e/9.6/9.7 – Amended at 2016 AGM)**

1. Subject to this constitution, if the Board is of the opinion that a member has refused or neglected to comply with decisions of the Academy, has been guilty of conduct unbecoming a member or prejudicial to the interests of the Academy, or has knowingly used the Academy's name, logos or marks for a prohibited purpose, the Board may by resolution:
  - a) suspend that member from membership of the Academy for a specified period; or
  - b) expel that member from the Academy.
2. A resolution of the Board under paragraph 1 does not take effect unless:
  - a) at a meeting held in accordance with paragraph 3, the Board confirms the resolution; and
  - b) if the member exercises a right of appeal to the Academy under this paragraph, the Academy confirms the resolution in accordance with this paragraph.
3. A meeting of the Board to confirm or revoke a resolution passed under paragraph 1 must be held not earlier than fourteen days, and not later than 28 days, after notice has been given to the member in accordance with paragraph 4.
4. For the purposes of giving notice in accordance with paragraph 3, the **Vice President – Membership** must, as soon as practicable, cause to be given to the member a written notice:
  - a) setting out the resolution of the Board and the grounds on which it is based; and
  - b) stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - c) stating the date, place and time of that meeting; and
  - d) informing the member that he or she may attend that meeting and / or give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
  - e) informing the member that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the **Vice President – Membership** a notice to the effect that he or she wishes to appeal to the Academy membership against the resolution.
5. At a meeting of the Board to confirm or revoke a resolution passed under paragraph 1, the Board must:
  - a) give the member, or his or her representative, an opportunity to be heard; and
  - b) give due consideration to any written statement submitted by the member; and
  - c) determine by resolution whether to confirm or to revoke the resolution.
6. If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the **Vice President – Membership** a notice to the effect that he or she wishes to appeal to the Academy membership against the resolution.
7. If the **Vice President – Membership** receives a notice under paragraph 6, he or she must notify the Board, and the Board must conduct a ballot of the Academy membership within 28 days after the date on which the **Vice President – Membership** received the notice.
8. At a ballot of the membership conducted under paragraph 7:
  - a) the Board may advise members of the grounds for the resolution and the reasons for the passing of the resolution; and
  - b) the member, or his or her representative, must be given an opportunity to advise members of his or her objections; and

- c) the members must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
9. A resolution is confirmed if not less than two-thirds of the members voting, vote in favour of the resolution. In any other case, the resolution is revoked.

## Part 3 - Meetings

### 10. Annual general meetings

1. The Board shall determine the date, time and place of the annual general meeting of the Academy.
2. The ordinary business of the annual general meeting shall be:
  1. to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  2. to receive from the Board reports upon the transactions of the Academy during the last preceding financial year; and
  3. to elect officers of the Academy and members of the Board; and
  4. to receive and consider the statement submitted by the Academy in accordance with section 30(3) of the Act.
3. The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution, and any rules or standing orders which the Academy might adopt.

### 11. Special general meetings (Sections 11.4/11.5c/11.6 – Amended at 2016 AGM)

1. All general meetings other than the annual general meeting are special general meetings.
2. The Board may, whenever it thinks fit, convene a special general meeting of the Academy.
3. If, but for this sub-rule, more than 20 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
4. The **Secretary** must, on the request in writing of members representing not less than 25 per cent of the total number of members entitled to vote, convene a special general meeting of the Academy.
5. The request for a special general meeting must:
  - a) state the objects of the meeting; and
  - b) be signed by the members requesting the meeting; and
  - c) be sent to the address of the **Secretary**.
6. If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the **Secretary**, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
7. If a special general meeting is convened by members in accordance with this section, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Academy to the persons incurring the expenses.

### 12. Special business

1. All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

### 13. Notice of general meetings (Section 13.4 – Amended at 2016 AGM)

1. The Secretariat must cause to be sent to each member of the Academy, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting, at least 21 days prior to the meeting.

2. Notice may be sent:
  - a) by prepaid post to the address appearing in the register of members; or
  - b) by electronic mail, where the member has provided the Academy with an electronic mail address.
3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
4. A member intending to bring any business before a meeting may notify the President or **Secretary** in writing, or by electronic transmission, of that business, who must include that business in the notice calling the next general meeting.

#### **14. Quorum at general meetings (Sections 14.4/14.5 – Amended at 2016 AGM)**

1. No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
2. Ten members personally present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
  - a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
  - b) in any other case, the meeting may be deemed by the chair to be quorate.
4. The Secretariat must notify members of all decisions and resolutions of a meeting deemed to be quorate under paragraph 3b within seven days of that meeting, and advise members that if at least ten percent of the members entitled to vote protest in writing to the **Secretary** against any decision or resolution made by that meeting within 21 days of the meeting then the decision or resolution will have no effect.
5. If at least ten percent of the members entitled to vote protest in writing to the **Secretary** against any decision or resolution made by a meeting deemed quorate under paragraph 3b within 21 days of the meeting then the decision or resolution will have no effect.

#### **15. Conduct**

1. The President shall preside as chair at each general meeting.
2. If the President is absent, the meeting may appoint any member as chair by simple majority.

#### **16. Adjournment of meetings**

1. The chair may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
3. If a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given in accordance with section 13.
4. Except as provided in paragraph 3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### **17. Voting at general meetings**

1. All normal members possess speaking, moving and voting rights at general meetings. Each member has one vote only.
2. All votes must be given personally or by proxy.
3. The chair of the meeting may exercise a casting, but not a deliberative vote.
4. If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

5. A poll that is demanded on the election of a Chair or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.
6. If a question arising at a general meeting of the Academy is determined on a show of hands:
  - a) a declaration by the Chairperson that a resolution has been:
    - i. carried; or
    - ii. carried unanimously; or
    - iii. carried by a particular majority; or
    - iv. lost; and
  - a) an entry to that effect in the minute book of the Academy is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### 18. Proxies

1. Each member is entitled to appoint another member as a proxy by notice given to the Secretariat no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy must be in the form set out in Schedule B.
3. No member can carry more than two proxies at a meeting.

## Part 4 – Officers and Board of Management

#### 19. Board of Management (Sections 19.3c/19.3d/19.4/19.6 – Amended at 2016 AGM)

1. The affairs of the Academy shall be managed by the Board of Management.
2. The Board:
  - a) shall control and manage the business and affairs of the Academy;
  - b) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Academy other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the Academy; and
  - c) subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Academy.
3. The Board consists of:
  - a) the President of the Academy;
  - b) the immediate past President of the Academy;
  - c) the **Secretary** of the Academy; and
  - d) the **three** Vice-Presidents of the Academy.
4. If the immediate past President of the Academy is unable or unwilling to serve on the Board, the Board may appoint any member eligible for office under s. 25(2) as a fourth Vice-President for the remainder of the Board's term.
5. The Board shall appoint sub-committees for the Academy's annual conference, and the Academy's journal, and may appoint any other sub-committees as it sees fit.
6. The membership of any sub-committee established or appointed by the Board shall include the President and/or **Secretary** as ex officio member(s).

#### 20. Conduct

1. The Board must meet at least once each year at such place and such times as the Board may determine.
2. A meeting of the Board may be conducted by telephone or video conferencing.
3. Special meetings of the Board may be convened by the President or by any four members of the Board.
4. Written notice of each Board meeting must be given to each member of the Board at least seven days before the date of the meeting, specifying the general nature of the business to be conducted.
5. The quorum for a meeting of the Board is half the members plus one member.

6. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same time and day in the following week.
7. The President shall preside as chair at each Board meeting.
8. If the President is absent, the meeting may appoint any member as chair by simple majority.
9. Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote
10. The chair of the meeting may exercise a casting, but not a deliberative vote.

**21. Officers (Amended at 2015 AGM)**

**1. President:**

- a) is the spokesperson of the Academy, and represents the Academy to external bodies
- b) has general oversight of all the Academy's affairs, and is responsible for the strategic and administrative direction of the Academy, and for supervising the functions of other Board members.

**2. Secretary:**

- a) is responsible for the Academy's administrative procedures
- b) fulfils the duties of Public Officer unless the Board decides otherwise
- c) corresponds with the members of the Academy
- d) ensures that accurate records and minutes are kept of all Academy meetings

**3. Vice-President - Treasury:**

- a) must maintain current knowledge of the affairs and decisions of the Academy
- b) ensures that accurate records of the Academy's finances are kept
- c) is responsible for the Academy's legal affairs

**4. Vice-President - Membership:**

- a) must maintain current knowledge of the affairs and decisions of the Academy
- b) is responsible for the maintenance and enhancement of the Academy's membership database and PhD network

**5. Vice-President - Marketing:**

- a) must maintain current knowledge of the affairs and decisions of the Academy
- b) develops and maintains marketing and communication strategies on behalf of the Academy

**22. Election of officers and ordinary Board members (Section 22.4b – Amended at 2016 AGM)**

1. All members of the Academy, except student and institutional members, are eligible for election as an officer of the Academy.
2. All members of the Academy, except student and institutional members, are eligible to vote in a election for an officer of the Academy.
3. The term of office for officers of the Academy and ordinary members of the Board is three years from 1 January following the date of the annual general meeting at which the election is held.
4. Nominations of candidates for election as officers of the Academy must be:
  - a) made in writing, signed by two members of the Academy and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b) delivered to the **Secretary** of the Academy not less than seven days before the date fixed for the holding of the annual general meeting.
5. A candidate may only be nominated for one office prior to the annual general meeting.

6. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
7. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
8. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
9. The ballot for the election of officers and ordinary members of the Board must be conducted at the annual general meeting.
10. All ballots shall be conducted by optional, preferential voting.

**23. Vacancies (Section 21.1c – Amended at 2016 AGM)**

1. The office of an officer of the Board becomes vacant if the officer:
  - a) ceases to be a member of the Academy; or
  - b) becomes insolvent under administration within the meaning of the Corporations Law; or
  - c) resigns from office by notice in writing given to the **Secretary**.
2. In the event of a casual vacancy in any office referred to in paragraph 1, the Board may appoint any member, eligible to hold office under section 22(1), to the vacant office for the remainder of the term of office.

**24. Removal of Board member (Sections 24.2/24.3 – Amended at 2016 AGM)**

1. The Academy in a general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
2. A member who is the subject of a proposed resolution referred to in paragraph 1 may make representations in writing to the **Secretary** or President of the Academy and may request that the representations be provided to the members of the Academy.
3. The **Secretary** or the President may give a copy of the representations to each member of the Academy or, if they are not so given, the member may require that they be read out at the meeting.

## **Part 5 – Miscellaneous**

**25. Publications**

1. The Academy shall establish and maintain a journal which will contain articles of high scholarly quality and such other materials as is decided by the Board, or its editorial sub-committee, to be useful to the membership.
2. All matters regarding editorial content and manner of publication will be determined by the Board.
3. The regular management of the journal shall be directed by the editorial sub-committee, and an editor or editors appointed by the Board.

**26. Electronic Communication**

1. The Academy shall maintain a homepage on the World Wide Web, and an electronic mail list, as primary means of corresponding with members.
2. Minutes of Academy meetings shall be posted on the homepage as soon as practicable following their confirmation.
3. The Board shall appoint an administrator to maintain the homepage and electronic mail list.

**27. Finances (Section 27.1 – Amended at 2016 AGM)**

1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board, one of whom must be the President or Vice President –Treasury.
2. The funds of the Academy shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.
3. The Board will prepare and approve audited financial reports to be presented to the annual general meeting.
4. The Academy’s financial year shall begin on 1 January and end on 31 December.

**28. Seal**

1. The common seal of the Academy must be kept in the custody of the Secretariat.
2. The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board.

**29. Winding up**

1. In the event of the winding up or the cancellation of the incorporation of the Academy, the assets of the Academy shall be distributed, consistent with the requirements of the Act, to educational institutions for the purpose of assisting study and research in the field of international business.

**30. Custody and inspection of books and records (Section 30.1 – Amended at 2016 AGM)**

1. Except as otherwise provided in this Constitution, the Vice President –Treasury must keep in his or her custody or under his or her control all books, documents and securities of the Academy.
2. All accounts, books, securities and any other relevant documents of the Academy must be available for inspection free of charge by any member upon request.

**31. Disputes and mediation**

1. The grievance procedure set out in this section applies to disputes between:
  - a) a member and another member; or
  - b) a member and the Academy.
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
4. The mediator must be:
  - a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement:
    - i. in the case of a dispute between a member and another member, a person appointed by the Board of the Academy; or
    - ii. in the case of a dispute between a member and the Academy, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
5. A member of the Academy can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must:
  - a) give the parties to the mediation process every opportunity to be heard; and
  - b) allow due consideration by all parties of any written statement submitted by any party; and

- c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9. The mediator must not determine the dispute.
- 10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**32. Alteration of the Constitution**

- 1. This Constitution and the statement of purposes of the Academy may be altered only by a special resolution of a general meeting, passed by at least 75 per cent of members present and voting.