

CONSTITUTION

1. Name

The name of the Association is the **Australian-French Association for Research and Innovation Incorporated**, or, by abbreviation, **AFRAN Inc.**, hereinafter referred to as ‘the Association.’

2. Aims

- (1) The Association aims to promote, foster and facilitate contact between researchers and innovation specialists, so as to contribute to the visibility and the development of research and innovation cooperation between Australia and France.
- (2) The Association is a non-political, non-denominational and non-profit-making organisation.

3. Activities

Pursuant to its aims, the activities of the Association include:

- (1) The creation of opportunities whereby researchers and innovation specialists can meet and exchange ideas;
- (2) The organisation of lectures, seminars, workshops, conferences, film sessions, etc.;
- (3) Cooperation with similar organisations and other professional bodies inside and outside Australia;
- (4) Creation and maintenance of a website accessible to members to assist in advancing the aims of the Association, in cooperation with the French Embassy;
- (5) Communication and promotion of activities, in cooperation, as appropriate, with the French Embassy;
- (6) The fostering of contacts between researchers and other innovation specialists interested in the development of French-Australian academic, scientific, technological and cultural relations;
- (7) The promotion of such other activities as are conducive to the above-mentioned aims and activities.

4. Membership

(1) Eligibility

- (a) Membership is open to any individual, firm, corporate body or association who:
 - (i) subscribes to the aims of the Association;
 - (ii) applies to the Secretary of the Association in writing or by electronic communication for membership;
 - (iii) pays such fees as may be prescribed; and
 - (iv) is duly accepted by the Executive Committee or its representative.
- (b) The Association shall maintain a Register of Members.

(2) Classes of Membership

Classes of membership are:

- (a) Full membership for:
 - (i) any eligible individual; and
 - (ii) any eligible firm, corporate body or association—firms, corporate bodies or associations may nominate one person to be their nominee, and that nominee will have all the rights and privileges of a member of the Association as long as this nomination is not revoked.
- (b) student membership—for eligible individuals who are students of a recognised French or Australian higher education and research institution. Student members have the same rights and privileges as other members except the right to vote or hold office.
- (c) Ex-officio membership—the Attaché for Science and Technology, and two additional representatives of the French Embassy in Canberra, shall be ex-officio members of the Association. Ex-officio members are exempt from membership fees and collectively carry one vote at any meeting.
- (d) Honorary membership—for any individual who has made an outstanding contribution towards the advancement of Australian-French research and innovation cooperation, or who has rendered outstanding service to the Association, and who has been invited by the Executive Committee to become an honorary member of the Association. The invitation to become an honorary member will be by resolution of the Executive Committee passed at one of its meetings by a majority of at least three quarters of the members present. Honorary members are exempt from membership fees.

(3) Fees

- (a) The Committee may recommend fees for each class of membership. Any such recommendation shall be ratified at the Annual General Meeting and come into effect on the following 1st July.
- (b) Fees as prescribed at the Annual General Meeting will become due on 1st July each year and run from that date or from the date of joining the Association.

- (c) Members who have not paid their fees by 31st December of the year to which they relate will be removed automatically from the Association unless a resolution is passed by the Executive Committee not to do so.

(4) Rights and Entitlements of Members

- (a) Individual members are entitled to attend the Annual and Special General Meetings of the Association, have one vote at those meetings, and are eligible for election to any office or to the Executive Committee. They are also entitled to inspect the books and other documents of the Association, upon request to the Secretary or Treasurer.
- (b) Any right, privilege, entitlement or obligation held by a person or organisation by virtue of membership of the Association may not be transferred to another person or organisation, and ceases upon termination of membership.

(5) Termination of Membership

- (a) A member of the Association may at any time resign from the Association by written notice of resignation addressed to the Executive Committee.
- (b) The Executive Committee has the power to suspend or terminate membership of any member guilty of serious misconduct or infringement of any conditions that the Association may impose in respect of its activities. The member may appeal that decision in writing to the President. Following which a majority of members present at a Special General Meeting convened for the purpose may remove such suspension or restore membership. The affected member has the right to address the Special General Meeting.
- (c) Whenever a member ceases to be a member, the Secretary must make an appropriate entry in the Register of Members, recording the date upon which membership ceased.

(6) Notices

Notices may be served by or on behalf of the Association upon any member either personally, or by mail, including electronic mail, to the member's usual or last-known address.

(7) Limited Liability

The liability of a member 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 member in relation to membership of the Association.

5. Executive Committee

(1) The Executive Committee must consist of no less than five and no more than fifteen elected members. At each Annual General Meeting all elected members of the Executive Committee must retire and may become eligible for nomination for re-election. If the number of nominations is insufficient to fill all vacancies on the Executive Committee, the nominees are deemed to be elected. If the number of nominations exceeds the number of vacancies, the Executive Committee membership must be determined by secret ballot of those present at that meeting.

(2) The Attaché for Science and Technology shall be notified in advance of all meetings of the Executive Committee and shall have the right to attend together with up to two additional representatives of the French Embassy.

(3) A meeting of the Executive Committee must be held not later than 15 days after the Annual General Meeting of the Association and the members of the Executive Committee must, at that meeting, elect from among themselves the following office-bearers:

- (a) President;
- (b) Vice-President;
- (c) Treasurer—the Treasurer will maintain proper and correct books and accounts showing the financial affairs of the Association;
- (d) Secretary—the Secretary will carry out the day-to-day administration of the Association, prepare the minutes of meetings, maintain the custody of any other books, documents or securities of the Association that do not fall within the purview of the Treasurer;
- (e) Assistant Secretary—the Assistant Secretary will support the Secretary, including being responsible for the maintenance of the Registry of Members; and
- (f) Public Officer—the Public Officer will advise and support the Association in meeting its obligations as imposed by Regulatory Authorities.

(4) Any of the above named officers of the Association may nominate a member of the Association to represent them at a physical meeting subject to the prior approval of that proxy by two other office bearers of the Association.

(5) In the event of a casual vacancy occurring in the office of the Executive Committee, the President may, with the ratification of two other members of the Executive Committee, appoint a member of the Association to hold that office until the next Annual General Meeting of the Association.

(6) Meetings of the Executive Committee must be held at least annually, and may be called, with a minimum of 7 days notice, at the request of the President or of at least three members of the Executive Committee. Meetings of the Executive Committee may be held electronically with a clear deadline for reply and any decisions reached by such means shall be effective provided a quorum of the Committee have agreed them by electronic response.

(7) When held at a physical location the President or, in his absence, the Vice-President or the President's nominee shall chair meetings of the Executive Committee and a quorum of shall comprise a third of the Committee memberships including 50% of the office bearers. Participation by real time telecommunication shall be deemed equivalent to physical attendance.

(8) When convened and held by electronic communication, a quorum shall be deemed to be met if two thirds of the Committee membership, including 50% of the office bearers, respond to the matters subject of the meeting.

(9) Any Executive Committee member who does not attend meetings, or respond to electronic communications in respect of, three consecutive meetings may be asked to stand down from the Executive Committee.

6. Powers of the Executive Committee

(1) The Executive Committee manages the affairs and business of the Association, and may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised at a General Meeting of the Association.

(2) The Executive Committee is empowered to make, and from time to time to repeal or alter, regulations, rules and conditions as to the management of the Association, the affairs of the Association, the duties of any officers or employees of the Association, and the conduct of the Executive Committee or any such committee thereof, provided that these are not inconsistent with this Constitution. All such changes shall be communicated to all members and, unless otherwise indicated, become effective 14 days after the transmission of that communication.

(3) The Executive Committee may appoint or arrange to be appointed such additional officers as are needed by the Association from time to time and designate or arrange to be designated the terms of such appointments.

(4) A member of the Executive Committee or other office bearer who has interests in any contract or arrangement made with, or proposed by, the Association must disclose that interest at the first meeting (including electronic meeting) of the Executive Committee at which the contract or arrangement is first considered, and in all other cases, as soon as practicable after the acquisition of the interest.

7. Finances and Property

(1) The sources of the funds of the Association may include, but are not limited to: membership fees, income derived from the provision of services, and bank interest.

(2) The income and property of the Association, however derived, must be applied solely towards the promotion of the aims of the Association as set forth in this Constitution, and no portion thereof may be paid or transferred either directly or indirectly to the members of the Association other than in respect of the provision of services or the reimbursement of expenditures that have been authorised by the Executive Committee.

(3) The property and funds of the Association are under the control of the Executive Committee, which must prepare the annual budget of the Association and keep proper accounts of:

- (a) all sums of money received and expended by the Association; and
- (b) the property, credits and liabilities of the Association.

(4) Financial instruments drawing money from the Association's account shall at all times be jointly signed on behalf of the Association by two members, being either the Treasurer and/or the President; or, in the absence of either of these officers, one other member of the Executive Committee authorised by the Executive Committee and recognised by the bank as an authorised signatory.

(5) The Association shall not be liable for any expenditure or expense incurred or claimed that has not been authorised in writing, including electronic communication, by a simple majority of the Committee.

(6) The Executive Committee must appoint a suitably qualified person (not being a member of the Committee) as Auditor, who, at least once in each financial year of the Association, shall examine the accounts of the Association and report to the members on the correctness of those accounts. The Auditor has a right of access to the accounts, books, records, vouchers and documents of the Association, and may require from the members of the Association such information and explanations as may be necessary for the audit.

(7) The financial year of the Association is July 1st to June 30th.

8. General Meetings – In the paragraph, a meeting at a physical location includes a meeting at which members attend by means of real time telecommunications.

(1) The Association must hold an Annual General Meeting each year, and send notice of such to every member at least 21 days before the Meeting. Accidental omission to give notice to, or non-receipt of notice by, any member of the Association does not invalidate the proceedings at the Meeting.

(2) If a General Meeting is held at a physical location:

- (a) the President of the Executive Committee, or, in the absence of the President, the Vice-President, will preside at the Meeting. If neither of these is present, or if it has

- been agreed by the Executive Committee, then the members present may elect one of their number as Presiding Officer; and
- (b) if a quorum of at least one-third of the total number of members of the Association eligible to vote, or of at least 10 members eligible to vote, is not present at the time and on the day notified, the Meeting will stand adjourned to the same day in the next week at the same time and place, or at such other place as the Executive Committee may determine, and all members must be so advised within five days of the adjournment. If, at such an adjourned meeting, a quorum is not present, any eight members eligible to vote will be deemed a quorum.
- (3) If the Committee decides that a General Meeting should be held electronically:
- (a) notice of that fact together with the reason, a draft agenda, and related notices, reports and recommendations shall be sent to all members who shall have 7 days in which to comment, including request that the Meeting be held at a suitable physical location; and if
 - (b) during that period a physical meeting is sought, or a request made for an additional to the agenda, or a change to be made to a proposed motion, the Committee shall circulate those matters to all respondents to the initial notification together with such additional comment as the Committee deems appropriate.
 - (c) Any recommendation or motion shall be deemed to be approved or carried provided two thirds of those who respond within 7 days of the initial notification, or further 7 days following notification of additions or changes sought under sub clause (b) above, indicate support for the matters in question.
- (4) Members may not vote by proxy at General Meetings.
- (5) The Annual General Meeting must:
- (a) determine such membership fees as shall apply for the following year;
 - (b) consider the Annual Report submitted by the Executive Committee, along with the audited accounts of the Association for the previous year;
 - (c) consider nominations and elect members to fill vacancies created by the retiring members of the Executive Committee;
 - (d) act on the rules which require the approval of the Annual General Meeting; and
 - (e) transact any other business of which notice may have been given in the notice of the Annual General Meeting or which may be permitted by the presiding officer.
- (6) The Executive Committee may, when it deems necessary, or when required collectively by one-fifth of the Association's members or at least twenty-five members to do so, call a Special General Meeting. The method of calling the Meeting and transacting of business is the same as that for the Annual General Meeting.

9. Alterations to the Constitution

No alterations to this Constitution may be effected unless carried by a resolution of at least three-quarters of the members present at a General Meeting, and unless at least 21 days' notice has been given to members prior to the General Meeting.

10. Common Seal

The seal of the Association will be a rubber stamp inscribed with the name of the Association, and must remain in the custody of a member of the Association specified for that purpose by the Executive Committee. The seal must not be affixed to any instrument except by authority of the Executive Committee and in the presence of at least two members of the Executive Committee.

11. Winding Up

If, after the winding up or dissolution of the Association, and after the satisfaction of all its debts and liabilities, there remains any property whatsoever, the same must be vested in some other non-political, non-denominational and non-profit-making body having aims similar to those of the Association, such body to be determined by members of the Association at or before the time of dissolution, or, in default thereof, by the Supreme Court of the Australian Capital Territory.

12. Privacy

The Association shall take reasonable care to maintain the confidentiality, integrity and appropriate availability of data gathered from its membership.

Information collected by the Association shall be limited to the furtherance of the activities of the Association and shall not be conveyed to third parties without the express permission of the original providers.