



CONSTITUTION OF THE ASSOCIATION OF UNIVERSITY DIRECTORS OF ESTATES (AUDE)

1. NAME

The name of the organisation shall be The Association of University Directors of Estates (“the Association”).

2. MEMBERSHIP OF THE ASSOCIATION

(a) All UK higher education institutions granted degree awarding powers by Royal Charter or Act of Parliament and designated as ‘recognised bodies’ shall subject to clause 2(d) below, be full members of the Association (“the Full Members”) and will be represented by the Director of Estates or equivalent (“the Representative”).

(b) Associate Membership may be granted, at the discretion of the Executive, to other institutions funded by any of the three Higher Education Funding Councils (England, Scotland and Wales) plus the non UUK Northern Ireland universities funded by the Department for Employment and Learning (Northern Ireland) and to other publicly funded UK bodies with a purpose and remit which includes a significant element of higher education teaching and/or research. (“the Associate Members”).

Associate members shall have the right to participate in all meetings but will not have voting powers in motions or elections, nor the right to hold posts on the Executive. Each Associate Member will also be represented by a Representative.

(c) References in this constitution to “Members” and “Membership” shall include references both to Full Members and Associate Members.

(d) Membership shall be conditional upon payment of an annual subscription in accordance with clause 10(b).

3. ASSOCIATION OBJECTIVES

(a) To promote excellence in the strategic planning and management, and the administration, operation and development of the University Estates and Facilities.

(b) To promote the reputation and activities of the Association and its members regionally, nationally and internationally.

(c) To consider and advise on matters referred to it by Universities UK, the Higher Education Funding Councils, other appropriate outside bodies and individuals.

- (d) To consult with the professional institutions and other bodies on estate matters and to work in partnership with related organisations, regionally, nationally and internationally, to provide forums for discussion, consultation and exchange.
- (e) To influence opinion formers and decision-makers on estates issues.
- (f) To establish, develop, maintain and promote systems for the dissemination of information relating to estate matters to achieve optimum utilisation of resources.
- (g) To maintain and promote professional competence and ethical standards within the membership.
- (h) To promote opportunities for development and training for the benefit of Members and their respective staff.
- (i) To optimise solutions to common problems and concerns by disseminating and harnessing the particular expertise, experience and knowledge of Members for mutual benefit.
- (j) To further its objectives by meetings, lectures, discussions and other activities.
- (k) To employ or second such staff as are necessary for the proper pursuit of the objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- (l) To do all such other lawful things as are necessary for the achievement of the objectives of the Association.

4. STRUCTURE OF THE ASSOCIATION

The Association shall have an executive committee (“the Executive Committee”) and regional groups (“the Regional Groups”):

The Regional Groups are:

Scotland
 North East
 North West and Northern Ireland
 Wales
 West Midlands
 East Midlands
 London
 South West
 South East

The Executive shall, from time to time, consider and review the regional groups and their composition and, if necessary, make recommendations for amendment to the association at an Annual General Meeting.

5. ASSOCIATION PROCEDURES

- (a) The Association shall hold an Annual Conference. Each Member shall be entitled to one representative at the Annual Conference. Where capacity allows Members may be allowed to register more than one

delegate for the annual conference, this decision being taken by the Conference Steering Group.

- (b) The Association's Annual General Meeting will normally take place at the Annual Conference. The quorum for the Annual General Meeting and any other General Meeting shall be one-third of the total Membership including at least 2 members of the Executive. Notice of the Annual General Meeting or any other General Meetings shall be given, by the Secretary, in writing (which includes email), at least one calendar month prior to the date of the meeting.
- (c) Additional General Meetings may be held from time to time if called by the Executive or on the written request, to the Secretary, of at least 20 full members of the Association.
- (d) The Chairman of the Executive shall normally chair the Annual General Meeting but in the event of the Chairman not being available, the Deputy Chairman shall chair the meeting. If neither the Chairman nor the Deputy Chairman is available, the Executive shall nominate a Chairman from those members of the Executive present.
- (e) A report from the Executive and the annual accounts and budget shall be presented at the Annual General Meeting.
- (f) If a vote is required at any time during the Annual General Meeting, any other General Meeting, Regional Group Meeting or at a meeting of the Executive it will normally be by a show of hands of those present and entitled to vote and will be carried by a simple majority. In the event of a tie, the Chairman will have a second and casting vote or, at the Chairman's discretion, a new vote will be taken. Each Full Member shall be entitled to one vote, which can only be exercised by its Representative, or by a proxy nominated to the Secretary in writing at least seven days before the start of the meeting.
- (g) If a vote of the Full Membership or the Executive is required at any other time it may be carried out by post or e-mail or some other method determined to be appropriate by the Executive.

6. MEMBERSHIP OF THE EXECUTIVE

- (a) The membership of the Executive shall comprise the officers as set out in clause 7(a) below and the Representative of one Full Member from each region to be elected by the Regional Group ("the Regional Representative").
- (b) The Executive shall be able to facilitate an election by the Membership to co-opt the Representatives of further Full Members in order to ensure that it has as broad a range of skills, experience and expertise as possible.

- (c) Membership of the Executive as a Regional Representative shall be for a period of three years. Thereafter one further consecutive three-year term can be served if re-elected by the Regional Group.
- (d) A retiring member of the Executive shall be eligible for re-election after a three-year period has elapsed.
- (e) The Executive shall be able to invite representatives of associated bodies, sub-committees and working groups to attend at Executive meetings but they shall not be members of the Executive nor have voting powers.

7. OFFICERS OF THE ASSOCIATION

- (a) The officers of the Association will be the representative of a Full Member and will comprise:
 - Chairman
 - Deputy Chairman who will be the Chairman Designate
 - Secretary
 - Treasurer("the Officers")
- (b) The Chairman and the Deputy Chairman will normally hold office for a period of two years and will not be eligible to serve any consecutive periods in that Office. The term of office will start at the end of the Annual General Meeting.
- (c) The Deputy Chairman will be the Chairman Designate and will assume the position of Chairman when the term of the existing Chairman's office comes to an end for whatever reason.
- (d) The Deputy Chairman will be elected at the Association's Annual General Meeting when the existing Deputy Chairman takes up the office of Chairman.
- (e) Nominations for the office of Deputy Chairman must be supported by the representatives of five Full Members and should be sent, in writing (including e-mail), to the Secretary by the date stipulated in the call for nominations issued by the Secretary. In the event of no nominations being received by the given date, the Executive will make a nomination. In the event of more than one nomination for the Office of Deputy Chairman, an election will take place at the Annual General Meeting.
- (f) The election will be carried out as follows: -
 - (i) Each candidate will be entitled to make a brief written submission to the Annual General Meeting.

- (ii) Each candidate will be given the opportunity of making an oral presentation at the Annual General Meeting to the members lasting no more than five minutes.
 - (iii) A show of hands will be taken of those present and entitled to vote and the successful candidate will be that receiving the most votes by a simple majority.
 - (iv) In the event of a tie and in the absence of mutual agreement between the candidates with the most votes, the Chairman may exercise a single casting vote, or, at the discretion of the Chairman, a new election may be called.
- (g) If for any reason the Deputy Chairman cannot take up the office of Chairman, a Chairman shall be directly appointed using the procedures outlined in (e) and (f) above. If the vacancy occurs between Annual General Meetings then the procedures outlined in (e) and (f) shall be followed and an Extraordinary General Meeting shall be called if an election is necessary.
- (h) The Secretary and Treasurer will be elected by the Executive for a term of three years. Thereafter they may be elected to the same Office for not more than one further consecutive three-year period.
- (i) If a Regional Representative becomes an Officer, that region will be entitled to nominate a new Regional Representative to serve on the Executive.

8. EXECUTIVE PROCEDURES AND POWERS

- (a) The Executive shall have the following terms of reference:
- (i) To promote, facilitate and action the objectives of the Association.
 - (ii) To manage the affairs, including the financial affairs, of the Association.
 - (iii) To report annually to the membership on the activities of the Executive.
- (b) The Executive shall meet at least three times a year; the quorum for such meetings shall be six members, two of whom must be Officers. Minutes of the Executive Committee meetings shall be circulated to the Members within one month for discussion at Regional Group meetings.
- (c) The Executive shall: -

- (i) Establish sub-groups, sub-committees and working groups as required to further the objectives of the Association; and to delegate them such of the powers and duties of the Executive as the Executive considers appropriate.
- (ii) Receive and approve reports and recommendations from such groups.
- (iii) Recommend the Association's annual membership subscriptions for approval to the Annual General Meeting.
- (iv) On behalf of and in furtherance of the objectives of the Association, enter into contracts for goods, services, property and employment and all other contracts with third parties and agree appropriate payment criteria or remuneration. The Executive shall be entitled to delegate the power to enter into such contracts to the Officers provided that without exception two Officers shall be required to sign such contracts.
- (v) Second a member of staff from a Member institution and to appoint him or her as the executive officer of the Association ("the Executive Officer") agree the terms of such secondment with the Member institution and delegate to the Executive Officer such powers of the Executive not otherwise delegated under clause 8(c)(i) above, as may be necessary for the day to day running of the Association.
- (vi) Second such other members of staff as may be necessary from time to time.
- (vii) Agree the payment of appropriate expenses in accordance with clause 10(f).
- (viii) Ensure compliance with the Association's financial regulations.
- (ix) Recommend the number and composition of the Regional Groups for approval at the Annual General Meeting.
- (x) Organise meetings, seminars, training sessions and workshops.
- (xi) Take such reasonable actions necessary to promote the objectives of the Association.
- (xii) On behalf of and in furtherance of the objectives of the Association and subject to the provisions of clause 1, be responsible for the custody and proper use of the assets of the Association.
- (xiii) Ensure that an appropriately constituted Conference Steering Group is in place to oversee the organisation of the annual

conference and to protect the interests of both the hosts and the Association.

- (d) Put appropriate insurance in place to indemnify the Officers, members of the Executive and members of any sub-group, sub-committee or working group set up in pursuant to clause 8(c)(i) against all liabilities properly incurred by them in the proper management and conduct of the affairs of the Association, provided that it is available and can be provided at reasonable rates. If appropriate insurance cannot be put in place, the Members shall provide said indemnity.

9. REGIONAL GROUPS

- (a) Each Regional Group shall meet at least once a year and be responsible for its own agenda.
- (b) Each Regional Group shall have the power to determine attendance at Regional Group Meetings.
- (c) Each Regional Group shall determine its own constitution.
- (d) Each Regional Group shall elect one representative to the Executive to serve for three years, renewable for a further consecutive period of three years.
- (e) Attendance at Regional Meetings may be open to non-member organisations but those organisations do not have voting powers in motions or elections, nor the right to hold the post of Chairman or Representative of the Regional Group or Officer of the Association.

10. FINANCIAL REGULATIONS

(a) General

- (i) The Association is a non-profit making organisation and any funds generated shall be used to fulfil the objectives of the Association.
- (ii) The Treasurer shall be responsible for ensuring that all members of the Executive are supplied with copies of the Financial Regulations.
- (iii) Any proposed alteration of the Financial Regulations shall be discussed by the Executive and approved at the Annual General Meeting.

(b) Subscription

- (i) Annual Membership subscriptions for the forthcoming year shall be recommended by the Executive for approval at the Annual General Meeting.
- (ii) The Treasurer shall ensure that all subscriptions are collected promptly from Members, by issuing a formal invoice to each Member for payment.
- (iii) The annual subscription shall take the form of a charge to be agreed at the Annual General Meeting to take effect from 1st August of the same year. Failure by an institution to pay any subscriptions levied by a date specified on the invoice will result in the suspension of that institution's Membership until such time as all accounts have been settled. Late payment may be subject to a penalty payment which shall be determined from time to time by the Executive and indicated on the invoice.

(c) Bank accounts and signatories to cheques

- (i) Bank accounts shall be kept in the name of The Association of University Directors of Estates at a clearing bank or building society approved by the Executive.
- (ii) Signatories to the account shall be:

Chairman of the Executive
Deputy Chairman of the Executive
Secretary of the Executive
Treasurer of the Executive
Executive Officer
("the Signatories")
- (iii) Cheques must be signed by two of the Signatories.
- (iv) Any changes to the Signatories must be approved in advance by a majority of the members of the Executive and reported to the next Annual General Meeting.

(d) Accounts and Auditing

- (i) The Treasurer shall be responsible for keeping appropriate accounting records of all financial transactions and reporting at to the Executive at each meeting and such other times as may be appropriate.
- (ii) The Treasurer shall prepare an annual set of audited income and expenditure accounts and balance sheet for approval at the Annual General Meeting.

- (iii) The Treasurer shall prepare an annual budget to be approved at the Annual General Meeting.
- (iv) The accounts shall be audited by a qualified individual, not employed at the same Institution as the Treasurer, who shall be nominated and approved by the Executive. The Executive is responsible for agreeing any fee payable for such services.
- (v) The Treasurer shall ensure that all appropriate arrangements are in place for the prompt collection and banking of all income as well as making approved payments.

(e) Income

- (i) The financial year shall run from 1st August to 31st July.
- (ii) Details of any income due to the Association shall be notified to the Treasurer who will ensure that an invoice is raised.
- (iii) The Treasurer will ensure that approved bank accounts are reconciled at least twice each year and that the financial position is reported to the Executive at each meeting.
- (iv) All monies payable to the Association shall be received by the Treasurer and deposited into an approved bank account at the earliest possible opportunity.

(f) Expenditure

- (i) Member institutions will be expected to absorb some overheads such as hospitality, travel, postage etc. within reason but it is recognised that the burden of expenditure may not fall evenly amongst members and that there may be significant expenditure that cannot reasonably be met by the Member institution.
- (ii) The Executive shall have the power to reimburse excessive expenditure and it shall, from time to time, determine levels of reimbursement in respect of expenditure incurred by, members of the Executive or members of working groups, sub-groups, steering groups etc.
- (iii) The Executive shall have the power to reimburse Member institutions such costs as may be agreed pursuant to clauses 8(c)(v) and (vi) in relation to the secondment of the Executive Officer, and/or other staff and to pay any applicable VAT on such costs.
- (iv) The Executive will set a delegated approval limit to the Treasurer from time to time.

- (v) No expenditure should be made or committed on behalf of the Association without the prior consent of the Treasurer.
- (vi) The income of the Association shall be applied only in the furtherance of the objectives of the Association.

11. AMENDMENTS TO THE CONSTITUTION

- (a) Amendments to the Constitution shall only be made at the Annual General Meeting or at a General Meeting. Approval of proposed amendments shall require the support of at least two thirds of those present and entitled to vote.
- (b) Any proposed amendments must be submitted in writing to the Secretary not less than thirty working days before the Annual General Meeting or General Meeting.

12. DISSOLUTION

- (a) The Association shall be dissolved if a resolution for dissolution is carried by a majority of two thirds of those present and entitled to vote at a General Meeting.
- (b) Dissolution shall take effect from the date of the resolution and the Executive shall be responsible for the winding up of the assets and liabilities of the association.
- (c) Any assets remaining after the discharge of the debts and liabilities of the Association shall be distributed amongst Members in proportion to the amount each Member has paid in subscription fees in the previous year.

Last amended March 2010