

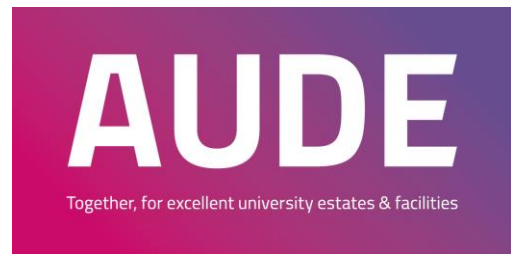
CONSTITUTION OF THE ASSOCIATION OF UNIVERSITY DIRECTORS OF ESTATES (AUDE)

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”). The Association will seek to actively engage with all Directors of Estates, Deputy Directors of Estates and other Directors within Estates and Facilities teams herewith known as Senior Members (“Senior Members”). Note: Members self-identify which role they belong to upon registering with the AUDE website.
- b. Eligible Institution Members as defined by the Articles of Association of Professional Higher Education Services Limited (as updated 2018). Further defined for the purposes of the Association as follows:
 - i. Research Institutes may be admitted if they meet the following criteria:
 1. They are self-governing;
 2. They have multiple Higher Education Institutes as members;
 3. They have at least one national research organisation as a partner.
 - ii. Further Education Colleges regulated by a national Higher Education regulator. If more than 50% of the college’s activity is Higher Education and the college has more than 1,000 Higher Education students. Further Education Colleges will be reminded that the Association will only discuss Higher Education estates and facilities issues and that Further Education is the domain of the Association of Colleges.
 - iii. Institutions in Eire will be accepted on the same terms as UK Higher Education Institutions.
 - iv. International members - may be admitted on payment of the appropriate fee and be eligible for member rates at conference and other Association events.
 - v. Sector membership organisations – e.g. UUK, GuildHE, UCEA. Staff of these associations will be allowed access to all areas of the Association website, except the Association discussion board or member details, on a reciprocal pro-bono basis.
 - vi. Regulators and sector organisations that provide a service to HEIs (e.g. SFC; HESA; UCAS; JISC; OfS) may be afforded access only to the relevant discussion boards, and all other publicly available information on a pro-bono basis. Eligible 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 Committee. Each Eligible Member will also be represented by a Representative.

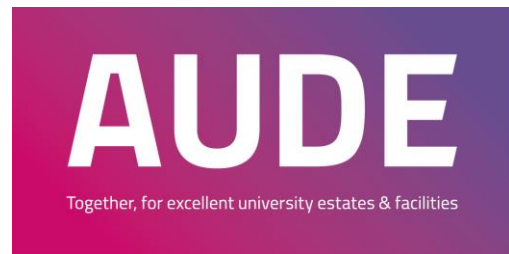
- c. Associate Membership may be granted, at the discretion of the Executive Committee to Further Education colleges (who are not admitted as Eligible Institutions), local authorities and other education providers. Members of these institutions will be allowed access to all areas of the Association website, except the Association discussion board or member details.
- d. Business Partner Membership to a limited number of corporate entities may be granted, at the discretion of the Executive Committee based on an application and payment of appropriate fee. Staff of these businesses will be allowed access to all areas of the Association website, except the Association discussion board or member details.
- e. References in this constitution to “Members” and “Membership” shall include references both to Full Members and Eligible Members but subject to the limitations imposed by clauses 2(b - d).
- f. Membership shall be conditional upon payment of an annual subscription in accordance with the Financial Regulations (see separate document).

3. ASSOCIATION OBJECTIVES

The overall objective of the Association is to provide support to those engaged in Estate and Facilities Management within Higher Education and to enable sharing of information and knowledge and the delivery of efficient and effective services.

Specific objectives include:

- a. Being the recognised representative body for Higher Education on all strategic Estate and Facilities Management matters and to provide expert advice as required.
- b. The promotion of high standards of professionalism in the strategic planning, development, operation, management and administration of Higher Education Estates and Facilities.
- c. The promotion of the reputation and activities of the Association and its members regionally, nationally and internationally.
- d. Advising on matters referred to it by Universities UK, the Office for Students, the Higher Education Funding Councils in Wales and Scotland, plus other appropriate bodies and individuals.
- e. Consulting with other professional institutions and bodies on estates matters and working in partnership with related organisations, regionally, nationally and internationally. Providing forums for discussion, consultation and exchange of information and knowledge.
- f. Influencing opinion formers and decision-makers on estates issues.
- g. Establishing, developing, maintaining and promoting systems for the dissemination of information relating to estate matters, to achieve optimum utilisation of resources.
- h. Maintaining and promoting professional competence and ethical standards within the membership.
- i. Creating and promoting opportunities for the development and training of members and their staff.



- j. Optimising solutions to common problems and concerns by harnessing the appropriate expertise and experience of members and disseminating information and knowledge for mutual benefit.
- k. Furthering its objectives by organising events, meetings and training relevant to the responsibilities of members.
- l. Employing and seconding 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.
- m. 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 currently:

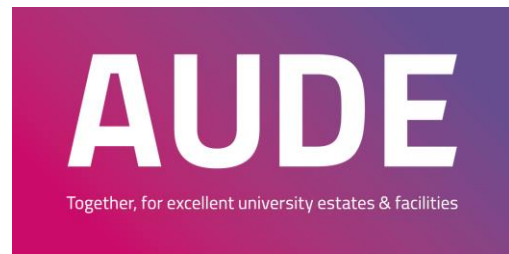
Scotland
North East
North West
Wales
West Midlands
East Midlands
London and South East
South West
Northern Ireland and the Republic of Ireland

The Executive Committee shall, create specialist interest groups (“Specialist Groups”) to deliver projects and outputs on relevant issues/topics to The Association and the sector in a timely fashion. Details of which to be set by the Executive Committee as they see fit. The Executive Committee shall suggest whom might chair such group’s dependent on the skills, timings and resources identified.

The Executive Committee shall, from time to time, consider and review the regional groups and their composition and, if necessary, make recommendations for amendment to the Association either at the Annual General Meeting or using the e-mail database.

5. ASSOCIATION PROCEDURES

- a. The Association shall hold an Annual Conference. Each Member shall be invited to have their Senior Members attend the Annual Conference. This will be managed taking into account venue capacity. Where capacity allows Members may also be allowed to register further ‘non-senior member’ delegates 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. 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 Committee or on the written request, to the Secretary.
- d. The Secretary of AUDE Executive shall normally chair the Annual General Meeting but in the event of the Secretary not being available, the current Chair of AUDE shall chair the meeting. If neither the Secretary nor the Chair is available, the



Executive Committee shall nominate a Chair from those members of the Executive Committee present.

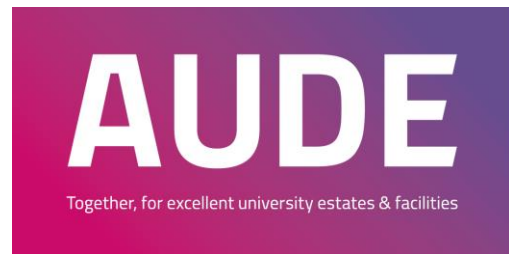
- e. A report from the Chair on behalf of the Executive Committee and the annual accounts and budget shall be presented at the Annual General Meeting.
- f. If a vote is required at any time during the Annual General Meeting, any other General Meeting, or Regional Group Meeting it will normally be by a show of hands of those present and entitled to vote and will be carried by a simple majority. There is one vote permitted per institution, the “Representative” present will take that vote, unless responsibility has been nominated to another Senior Member in writing to The Secretary prior to the AGM . In the event of a tie, the Chair will have a second and casting vote or, at the Chair’s discretion, a new vote will be taken. If another voting procedure is felt to be fairer or more appropriate, it should be used. Each Institution shall be entitled to one vote, which can only be exercised by those present, or by a proxy nominated to the Secretary in writing at least seven days before the start of the meeting.
- g. A vote at an Executive Committee Meeting can be called by the chair, or two or more full time members. In this event the following applies:
 - i. The Executive Director and any other AUDE / PHES staff present are considered “ex-officio” and do not vote.
 - ii. The Executive Director and Secretary (or their nominees) will count the numbers of votes cast (for, against and abstained) and record them in the minutes.
 - iii. In the event of a tie, the Chair has the casting vote
- h. If a vote of the Full Membership or the Executive Committee 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 Committee. With one vote permitted per institution.

6. MEMBERSHIP OF THE EXECUTIVE COMMITTEE

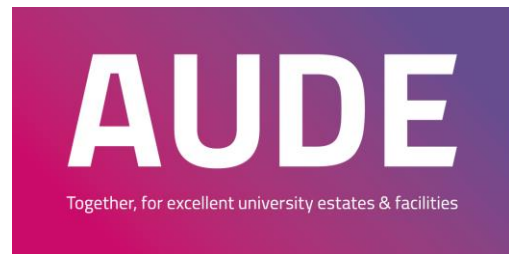
- a. The membership of the Executive Committee shall comprise the Officers as set out in clause 7(a) below, the Representative of one Full Member from each region to be elected by the Regional Group (“the Regional Representative”) plus the Chairs of the Special Advisory Groups as the Executive Committee see fit.
- b. The Executive Committee shall be able to facilitate an election by the Membership to co-opt the Senior Members 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 Committee 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 Committee shall be eligible for re-election after a one-year period has elapsed.
- e. The Executive Committee shall be able to invite representatives of associated bodies, sub-committees and working groups to attend its meetings but they shall not be members of the Executive Committee nor have voting powers.

7. OFFICERS OF THE ASSOCIATION

- a. The Officers of the Association will be the “Representative” of a Full Member Institution and will comprise:
 - i. Chair
 - ii. Chair Elect



- iii. Past Chair
 - iv. Secretary
 - v. Treasurer
 - vi. (“the Officers”).
- b. From 2014 the Chair will normally hold office for a period of one year 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 Chair Elect and will assume the position of Chair when the term of the existing Chair’s office comes to an end for whatever reason. The Chair Elect will have specific duties to perform. The Chair Elect will be elected at each of the Association’s Annual General Meetings to ensure progression.
- d. From 2016 the retiring chair will become Past Chair for a term of one year.
- e. Nominations for the office of Chair Elect must be supported by the “Representative” of three 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 Committee will make a nomination. In the event of more than one nomination for the Office of Chair Elect, 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 secret ballot will be undertaken involving those present and entitled to vote and the successful candidate will be the individual receiving the most votes by a simple majority. An online voting procedure will be introduced as soon as a robust and reliable process can be identified.
 - iv. In the event of a tie and in the absence of mutual agreement between the candidates with the most votes, the Chair may exercise a single casting vote, or, at the discretion of the Chair, a new election may be called.
- g. If for any reason the Chair Elect cannot take up the office of Chair, a Chair 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 Committee 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 Committee.
- j. An Officer of the Association may at any time by notice in writing to the Secretary resign their office, or to the Executive Director in the case of the Chair and Secretary.
- k. An Officer of the Association is deemed to have automatically resigned their position when they leave the Higher Education Sector or join an Institution that is not a Full Member.
- i. If at any time the Officers of the Association are satisfied that any Officer: -

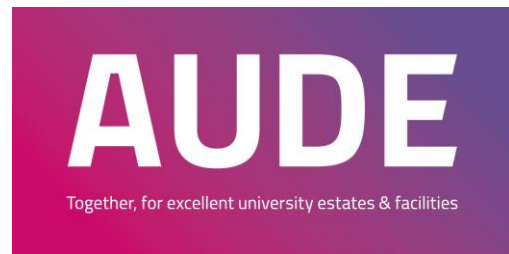


has been absent from meetings of the Full Executive Committee or Executive Officers meetings and has an attendance rate of less than 80% in any one annual cycle without the permission of the Committee; for clarity this is 3 out of the 4 Executive meetings, 3 out of the 4 Officers meetings and the AGM or

- ii. is unable or unfit to discharge the functions of a member; or
 - iii. has acted in a way which could bring the Association into disrepute or which is not in the best interests of the Association, the Executive Director may by notice in writing to that member remove them from office
- l. Any Officer of the Association could be instructed to step down with immediate effect following a majority vote of 'no confidence' from the Full Executive Committee.
- m. At the beginning of each cycle year, the Executive Director will agree with the Officers other duties expected and attendance at any other key Association Event eg, Annual Conference, Summer School, Big Conversation and Overseas Conferences. A minimum of 50% of the agreed events MUST be attended otherwise the Chair could be requested to be removed from office
- n. Should the Chair leave the Association under clauses 7 (J) – (m), within 3 months of taking up the position, the past Chair will be asked to resume the role for the remainder of the year. Should this period be beyond 3 months then the Chair Elect will be asked to take up the position of Chair with immediate effect, and Nominations for a new chair elect will begin in accordance with clauses 7(e) – (g)

8. EXECUTIVE PROCEDURES AND POWERS

- a. The Executive Committee 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 Committee.
- b. The Executive Committee shall meet at least three times a year; the quorum for such meetings shall be seven members, two of whom must be Officers – being approximate one third of the committee. This must be reviewed if the makeup of the committee alters. Minutes of the Executive Committee meetings shall be made available to the Regional and Specialist Group Chairs within one month for discussion at Group meetings.
- c. The Executive Committee 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 Committee considers appropriate.
 - ii. Receive and approve reports and recommendations from such groups and individuals on a frequency agreed by the Executive Committee but no less than once a year.
 - 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 Committee shall be entitled to

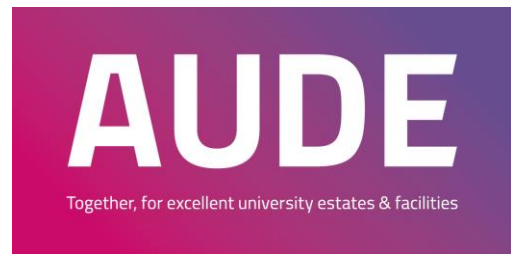


delegate the power to enter into such contracts to the Officers provided that without exception two Officers shall be required to sign such contracts.

- v. To appoint an Executive Director for the Association (“the Executive Director”) and agree the terms of such secondment and delegate to the Executive Director such powers of the Executive Committee not otherwise delegated under clause 8(c) (i) above, as may be necessary for the day to day running of the Association.
 - vi. Second or appoint such other members of staff as may be necessary from time to time.
 - vii. Agree the payment of appropriate expenses in accordance with the Financial Regulations (see separate document).
 - viii. Ensure compliance with the Association’s financial regulations.
 - ix. Recommend the number and composition of the Regional and Specialist Groups for approval at the Annual General Meeting or using the mailbase.
 - x. Organise meetings, seminars, training sessions and workshops.
 - xi. Take such reasonable actions necessary to promote the objectives of the Association including the investigation, appraisal and recommendation of change.
 - 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 staff, Officers, members of the Executive Committee 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. Regional Groups are encouraged to invite all Senior Members to their meetings.
- c. Each Regional Group shall determine its own constitution.
- d. Each Regional Group shall elect one Senior Member to the Executive Committee 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 Chair or Representative of the Regional Group or Officer of the Association.



10. 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.

11. 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 Committee shall be responsible for the winding up of the assets and liabilities of the Association.
- c. A resolution that the Association of University Directors of Estates shall distribute its assets by way of a scheme of reconstruction to a limited company with similar objects to The Association of University Directors of Estates and then dissolve, shall be passed if supported by two thirds or more of those members present and voting at an annual general meeting.

For AUDE Financial Regulations see separate document.