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INTERNATIONAL NETWORK
OF CUSTOMS UNIVERSITIES
INCORPORATED

CONSTITUTION

CONSTITUTION

Part 1 Preliminary

1.1 Definitions and interpretation

(a) In this Constitution, where commencing with a capital letter:

“**Advisory Board**” means the Advisory Board of the Association.

“**Affiliate**” means an affiliate of the Association.

“**Association**” means the International Network of Customs Universities Incorporated.

“**Committee**” means the Management Committee of the Association.

“**Constitution**” means the Constitution for the time being of the Association.

“**Financial Year**” means the year ending on 30 June.

“**Member**” means a person specified in the Register for the time being as a Member of the Association.

“**Ordinary Committee Member**” means a member of the Committee who is not an office-bearer of the Association as mentioned in clause 12(1)(b).

“**President**” means the person for the time being appointed to that office pursuant to the Constitution.

“**Register**” means the register of Members to be kept by the Association pursuant to the Act.

“**Representative**” means a natural person nominated by a Member and specified in the Register as a representative of a Member.

“**Secretary**” means the person holding office under this Constitution as Secretary of the Association or, if no such person holds that office, the public officer of the Association.

“**The Act**” means the *Associations Incorporation Act 1991*.

“**The Regulation**” means the *Associations Incorporation Regulation 1991*.

“**Vice-president**” means the person for the time being appointed to that office pursuant to the Constitution.

(b) Unless the context otherwise requires a word which denotes:

- i. the singular denotes the plural and vice versa;

- ii. any gender denotes the other genders;
- iii. a person denotes an individual natural person, a body corporate, a partnership, a firm, an unincorporated association or institution and a government body; and
- iv. a notice denotes any consent, publication or other written communication.

1.2 Objectives of the Association

The Association has been established to:

- (a) promote the academic standing of the Customs profession;
- (b) promote academic excellence in Customs matters;
- (c) support research in Customs matters
- (d) generate greater public awareness of the Customs profession;
- (e) promote the collective interests of its Members;
- (f) provide the World Customs Organization and other organisations with a single point of contact with universities and research institutes that are active in the field of customs research, education and training;
- (g) organise academic conferences; and
- (h) provide a global resource for governments and the private sector, and an educational source for students wishing to further their knowledge in the field of customs, international trade, and logistics.

Part 2 Membership

2 Membership eligibility

- (1) Membership is available to any natural person or any academic institution, as defined by the Committee, with an active interest in customs-related matters.
- (2) The Committee may from time to time determine other categories of membership, eligibility criteria, entitlements and related matters.

3 Membership qualifications

- (1) A person is qualified to be a Member if:
 - (a) the person is a member of the group that proposed to form the Association and has not ceased to be a Member of the Association at any time after incorporation of the Association under the Act; or
 - (b) the person:
 - (i) has made an application for membership of the Association in accordance with the procedure determined by the Committee; and
 - (ii) the application for membership has been approved by the Committee.

3A Representatives

- (1) Each Member of the Association that is not a natural person must nominate in writing one natural person (being a partner, director, principal or employee) to be its Representative to the Association and the contact point for the Member concerned in relation to Association matters.
- (2) A Representative remains a representative of the Member concerned until written notice of the cancellation of the nomination is given by the Member to the Secretary, the Representative resigns as a representative, or the Member ceases to be a Member.

4 Rights of membership

- (1) A Member has the following rights and entitlements:
 - (a) a right to be issued an official membership certificate indicating the category of membership;
 - (b) a right of access to the members-only area of the Association's website;
 - (c) a right to participate in seminars, conferences, workshops, and other events and activities of the Association free of charge or at a discounted rate (as appropriate);
 - (d) a right to use the Association's official logo on their website and/or social network page indicating membership of the Association;
 - (e) a right to use post-nominals "MINCU" on business cards and other publications;
 - (f) a right to receive all communications and publications issued to Members;
 - (g) a right to be officially acknowledged as a Member and have their description, logo and/or biography and contact details listed on the Association's website;
 - (h) a right to access electronic copies of all editions of the World Customs Journal and other publications in cases where the Association has negotiated such privileges with the relevant publishers, subject to any licensing or subscription arrangements with the publishers;
 - (i) a right to be given notice of, attend and vote at general meetings of the Association;
 - (j) a right to be nominated or to nominate its Representative for election as office-bearer or Ordinary Committee Member; and
 - (k) any other rights and entitlements as determined by the Committee from time to time.
- (2) All rights of the Member that is not a natural person are vested in its Representative.
- (3) The Committee may from time to time determine the rights of other categories of membership including Affiliates.

5 Cessation of membership

A person ceases to be a Member of the Association if the Member:

- (a) dies; or
- (b) is wound up; or
- (c) resigns from membership of the Association; or
- (d) is expelled from the Association; or
- (e) fails to renew membership of the Association.

6 Resignation of membership

- (1) A Member is not entitled to resign from membership of the Association except in accordance with this clause.
- (2) A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by first giving notice (of not less than 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the Member's intention to resign and, at the end of the period of notice, the Member ceases to be a Member.
- (3) If a person ceases to be a Member, the Secretary must make an appropriate entry in the Register recording the date the Member ceased to be a Member.

7 Membership fees

- (1) The annual membership fee of the Association will be determined by resolution of the Committee.
- (2) A Member's annual membership fee must be paid in order for the Member to enjoy the membership benefits and entitlements, and be able to exercise Member's rights including the right to vote at general meetings of the Association and the right to be nominated or to nominate a Representative for election as a member of the Committee.

8 Members' liabilities

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 as required by clause 7.

9 Disciplining of members

- (1) If the Committee is of the opinion that a Member:
 - (a) has persistently refused or neglected to comply with a provision of this Constitution or any other applicable regulations or by-laws of the Association; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Committee may, by resolution:
 - (c) expel the Member from the Association; or
 - (d) suspend the Member from the rights and privileges of membership of the Association that the Committee may decide for a specified period.

- (2) A resolution of the Committee under subclause (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under subclause (3), confirms the resolution in accordance with this clause.
- (3) If the Committee passes a resolution under subclause (1), the Secretary must, as soon as practicable, serve a written notice on the Member:
 - (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Committee mentioned in subclause (2), the Committee must:
 - (a) give to the Member mentioned in subclause (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Committee by that Member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Committee made under subclause (1).
- (5) If the Committee confirms a resolution under subclause (4), the Secretary must, within 7 days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under clause 10.
- (6) A resolution confirmed by the Committee under subclause (4) does not take effect:
 - (a) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
 - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with clause 10(4).

10 Right of appeal of disciplined member

- (1) A Member may appeal to the Association in general meeting against a resolution of the Committee that is confirmed under clause 9(4), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

- (2) On receipt of a notice under subclause (1), the Secretary must notify the Committee which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the Association called under subclause (2):
 - (a) the Committee and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (b) the Members present must vote by secret ballot on the question of whether the resolution made under clause 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 9(4), that resolution is confirmed.

Part 3 Management Committee

11 Powers of Committee

The Committee, subject to the Act, the Regulation, this Constitution, and to any resolution passed by the Association in general meeting:

- (a) controls and manages the affairs of the Association; and
- (b) may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in general meeting; and
- (c) has the power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

12 Constitution and membership

- (1) The Committee consists of:
 - (a) the office-bearers of the Association; and
 - (b) not more than five Ordinary Committee Members;each of whom must be elected under clause 13 or appointed in accordance with subclause (4) or (5).
- (2) The office-bearers of the Association are:
 - (a) the President; and
 - (b) the Vice-president.
- (3) Each member of the Committee shall hold office, subject to this Constitution, for a period of three years until the conclusion of the annual general meeting at which election is to take place, but is eligible for re-election.
- (4) If there is a vacancy in the membership of the Committee, the Committee may appoint a Member of the Association or a Representative of a Member of the Association to fill the vacancy and the Member or the Representative so

appointed holds office, subject to this Constitution, until the conclusion of the next annual general meeting after the date of the appointment.

- (5) Any member of the Committee may be appointed by a special resolution to hold office for a period other than that specified in subclause (3).

13 Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members:
 - (a) must be made in writing and accompanied by the written consent of the candidate; and
 - (b) must be given to the Secretary of the Association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and Ordinary Committee Members must be conducted at the annual general meeting in the way the Committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the Committee.
- (8) Should a Representative who holds any position on the Committee cease to be the Representative of a Member, that Member has no right to appoint another Representative to that position on the Committee.
- (9) A person holding position on the Committee must be a serving or retired university staff member.

14 Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary must keep minutes of:
 - (a) all elections and appointments of office-bearers and Ordinary Committee Members; and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15 Treasury

- (1) The office-bearer responsible for matters of treasury must:
 - (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

16 Vacancies

- (1) For this Constitution, a vacancy in the office of a member of the Committee happens if the Committee member:
 - (a) dies; or
 - (b) ceases to be a Member of the Association or a Representative of a Member of the Association; or
 - (c) resigns the office; or
 - (d) is removed from office; or
 - (e) suffers from mental or physical incapacity; or
 - (f) is disqualified from office under the Act, section 63(1).

17 Committee meetings and quorum

- (1) The Committee must meet at least once in each calendar year at the place and time that the Committee may decide.
- (2) Meetings of the Committee may take place face-to-face or electronically including meetings by email, online, or via video or teleconferencing.
- (3) Additional meetings of the Committee may be called by any member of the Committee.
- (4) Written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 7 days (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under subclause (4) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (7) No business may be transacted by the Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned.

- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (9) At meetings of the Committee:
 - (a) the President or, in the absence of the President, the Vice-president presides; or
 - (b) if the President and the Vice-president are absent – 1 of the remaining members of the Committee may be chosen by the members present to preside.

18 Delegation by Committee to subcommittee

- (1) The Committee may, in writing, delegate to 1 or more subcommittees (consisting of the Member or Members of the Association that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Committee by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, in writing, revoke wholly or in part any delegation under this clause.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

18A Advisory Board

- (1) The Committee may establish an Advisory Board comprising prominent and experienced persons in the field of customs drawn from across the customs sectors including academia, government and industry.
- (2) The purpose of the Advisory Board is to provide strategic advice and support to the Committee in order to ensure the Association's relevance in terms of both academic standards and customs professional requirements, and to improve the Association's effectiveness and capacity to engage in the delivery of its services.

- (3) Each member of the Advisory Board shall be appointed by the Committee and shall hold office, subject to this Constitution, for a period of five years, but is eligible for re-appointment.
- (4) The Advisory Board must meet at least once in each calendar year at the place and time that it may decide.
- (5) Meetings of the Advisory Board may take place face-to-face or electronically including meeting by email, online, or via video or teleconferencing.
- (6) The advice and decisions of the Advisory Board is not binding on the Committee or the Association.

19 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee are decided by a majority of the votes of members of the Committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 17(6), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a subcommittee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or subcommittee.

Part 4 General meetings

20 Annual general meetings — holding of

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year call an annual general meeting of its Members.
- (2) The Association must hold its first annual general meeting within 18 months after its incorporation under the Act.

21 Annual general meetings — calling of and business at

- (1) The annual general meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Committee reports on the activities of the Association during the last financial year; and

- (c) to elect members of the Committee, including office-bearers (as required); and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members.
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with clause 23.
 - (4) An annual general meeting must be conducted in accordance with the provisions of this part.

22 General meetings — calling of

- (1) The Committee may, whenever it considers appropriate, call a general meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least thirty per cent of Members who are natural persons and thirty percent of Representatives of Members that are academic institutions, call a general meeting of the Association.
- (3) A requisition of Members for a general meeting:
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be lodged with the Secretary.
- (4) If the Committee fails to call a general meeting within 1 month after the date when a requisition of Members for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may call a general meeting to be held not later than 6 months after that date.
- (5) A general meeting called by a Member or Members mentioned in subclause (4) must be called as nearly as is practicable in the same way as general meetings are called by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.
- (6) General meetings may take place face-to-face or electronically including meetings by email, online, or via video or teleconferencing, as considered appropriate by the Committee.

23 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send to each Member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each Member in the way provided in subclause (1) specifying, in addition to the matter required under that subclause, the intention to propose the resolution as a special resolution.

24 General meetings — procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Three Members present in person (who are entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any other case stands adjourned.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Members present (being not less than 2) constitute a quorum.

25 Presiding member

- (1) The President, or in the absence of the President, the Vice-president, presides at each general meeting of the Association.
- (2) If the President and the Vice-president are absent from a general meeting, the Members present must elect 1 of their number to preside at the meeting.

26 Making of decisions

- (1) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case – in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

27 Voting

- (1) Subject to subclause (3), on any question arising at a general meeting of the Association a Member has 1 vote only.
- (2) All votes must be given personally by the Member or by proxy, but no Member may hold more than 2 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

- (4) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

28 Appointment of proxies

- (1) Each Member is entitled to appoint another person as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form approved by the Committee.

Part 5 Miscellaneous

29 Funds — source

- (1) The funds of the Association must be derived from annual membership fees, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the Committee decides.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

30 Funds — management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the Committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any member of the Committee or employees of the Association authorised to do so by the Committee.
- (3) The funds of the Association shall be used only for running the Association and its activities including its Secretariat, the website, and for providing benefits and services to the Members.
- (4) Members of the Committee shall not receive any representation allowance or remuneration. Any reimbursement of expenses must be approved by the Committee.

31 Alteration of Constitution and objectives

Neither the objectives of the Association nor this Constitution may be altered except in accordance with the Act.

32 Common seal

The common seal of the Association must be kept in the custody of the Secretary.

33 Custody of books

Subject to the Act, the Regulation and this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

34 Inspection of books

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a Member of the Association at any reasonable hour.

35 Service of notice

- (1) For this Constitution, a notice may be served by or on behalf of the Association on any Member either personally or by sending it by post to the Member at the Member's address shown in the Register.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for this Constitution, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.