

## AHUA CONSTITUTION



### **1.0 NAME**

- 1.1** The name of the Association shall be the Association of Heads of University Administration.

### **2.0 OBJECT**

- 2.1** The object of the Association shall be to advance education for the public benefit by fostering the development of and means to achieve good leadership, management and governance in higher education by education, training and other means.

### **3.0 In furtherance of the above object the Association:**

- 3.1** promotes excellence in higher education leadership, management and governance through annual conferences, specific training events and publications with the purpose of exchanging ideas in the development of the leadership, management and governance of higher education institutions and providing a forum for discussion of current issues in higher education;
- 3.2** advances a code of professional standards through a framework of values and principles which members are expected to follow;
- 3.3** provides information networks through newsletters, electronic media and personal networking including the exchange of information on managerial and administrative activities, techniques and skills used in higher education policy and practice, and the dissemination of best practice in the leadership and governance of higher education institutions;
- 3.4** develops links with appropriate organisations and with individuals;
- 3.5** enhances the profile of the profession nationally and internationally;
- 3.6** the Executive Officers and members of the Board shall have the power to provide out of income of the Association indemnity insurance for themselves.

## 4.0 MEMBERSHIP

**4.1** Membership of the Association shall be available on an institutional basis only: the definition of the term 'higher education' for the purposes of determining eligibility for membership shall be at the discretion of the Association.

### 4.2 Eligibility

**4.2.1** Membership of the Association shall be available to higher education institutions in the United Kingdom and the Republic of Ireland with degree awarding powers of those countries.

**4.2.2** Associate membership is available to institutions based outside the UK and the Republic of Ireland. Institutions must have degree awarding powers and their values should broadly align with those of the AHUA.

**4.2.3** The ultimate decision to include an organisation will be at the discretion of the Honorary Secretary and Executive Secretary, who may consult the AHUA Chair as appropriate.

### 4.3 Membership

**4.3.1** Each Institutional Member of the Association shall nominate, at the discretion of the Association, a maximum of two individuals to represent it and participate in the work of the Association, one of whom will be designated as the Primary Member. The Primary Member shall normally hold:

**4.3.1.1** responsibility for governance (as Secretary or Clerk to the governing body of the institution) and / or;

**4.3.1.2** general responsibility for the administration and management functions of the institution (i.e. acting in a broad 'Director of Operations' role).

**4.3.2** The Primary Member of the Association should report directly or have a dotted line report to the Vice-Chancellor or equivalent, or the Chair of Council or equivalent.

**4.3.3** The second member would be proposed by the Primary Member and would normally hold similar responsibilities and operate at a senior level within the organisation, but may have a different reporting line.

**4.3.4** Representative Members of the Association shall be eligible, upon payment of the appropriate fees by their institution:

- 4.3.4.1 to attend the conferences and meetings arranged by the Association;
- 4.3.4.2 to stand for election to office (UK and Republic of Ireland members only);
- 4.3.4.3 to vote in elections (UK and Republic of Ireland members only);
- 4.3.4.4 to attend General Meetings of the Association and;
- 4.3.4.5 to receive such communications and other materials as shall be sent to all members.

#### 4.4 Termination of Membership

- 4.4.1 The membership of any member of the Association may be terminated by the Executive Committee at its discretion when, in the Executive Committee's opinion a member has brought the Association into disrepute.
- 4.4.2 Any person whose membership has been terminated by the Executive Committee shall have the right to appeal against termination of membership in accordance with an Appeal Procedure which shall be established by the Board..

### 5.0 THE BOARD

#### 5.1 There shall be a Board which shall:

- 5.1.1 carry out the policies adopted by the Association at its General Meetings;
- 5.1.2 act on behalf of the Association between General Meetings;
- 5.1.3 report to the members of the Association at each General Meeting upon action taken on behalf of the Association;
- 5.1.4 have power to appoint working groups (or similar bodies), to determine their terms of reference and membership and a Convenor for each who shall report to the Board, if not already a member of the Board, and that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Board;
- 5.1.5 appoint:

- 5.1.5.1** an Executive Director to be responsible to the Board for assisting the conduct of the business of the Association as shall be determined by the Constitution and the requirements of the Board;
    - 5.1.5.2** a Returning Officer (normally the Executive Director) who shall be responsible to the Board for the conduct of all elections;
    - 5.1.5.3** accountants who can complete the Associations financial accounts each year and report on these to the Honorary Treasurer and the Board each year:
  - 5.1.6** be responsible for the custody of the property of the Association including its financial assets and intellectual property and the proper use thereof;
  - 5.1.7** establish such secretarial and office services as it may deem necessary for the effective execution of the business of the Association;
  - 5.1.8** establish such working groups and other activities as it considers appropriate.
- 5.2** The Board is responsible for acting on behalf of the Association and the membership subject to the decisions taken at General Meetings and to exercise overall executive authority on behalf of the Association: it acts as the overall strategy, policy, finance and management committee of the Association. It is important that the Board should make arrangements, possibly through ad-hoc groups, to develop and to review regularly the Association's strategy and the policies to be adopted by the Association.
- 5.3** The Board shall consist of not less than three members and not more than twenty members being:
- 5.3.1** The Chair of the Association who shall be Chair of the Executive Committee and Board;
  - 5.3.2** The Deputy Chairs of the Association who shall be the Deputy Chairs of the Executive Committee and Board.
  - 5.3.3** The Honorary Secretary of the Association;
  - 5.3.4** The Treasurer of the Association;
  - 5.3.5** The Chair-Elect as determined by Clause 6.5 below;
  - 5.3.6** The Convenors of each of the Association Regional Groups and the Scottish Secretaries Group;

- 5.3.7** Not less than three and not more than five members elected by ballot by and from the Members of the Association who shall serve for three years in the year of election and shall be eligible for election for one further period of three years irrespective of any period filling a casual vacancy but shall then retire for at least one year before being eligible for re-election except as provided in Clause 8.5 below in respect of the filling of casual vacancies;
- 5.3.8** Not more than five persons who may be co-opted as deemed necessary by the Board and who shall be appointed thereby for a period of three years and shall be eligible for re-appointment for one further period of three years: persons so co-opted shall be eligible thereafter for election as members of the Board in the same manner as members elected to fill casual vacancies.
- 5.3.9** The Executive Director of the Association (ex-officio).
- 5.4** There shall be a quorum for the conduct of business by the Board requiring the presence of not less than one third of the members of the Board for the time being or three members of the Board, whichever is the greater. In the event that a meeting of the Association, convened to set the levels of subscriptions, is inquorate the Board, acting on the advice of the Executive Committee, shall have the power to set the subscriptions.
- 5.5** The Chair, Deputy Chairs, Honorary Secretary and Treasurer will constitute the Executive Committee of the Association. The purpose of the Executive Committee shall be to advise the Board on the long-term financial implications of the Association's strategy and operations, assess major risks and policies to mitigate those risks, review the deployment of resources and consider and recommend the budget and level of subscription fees for future years. The Executive Committee will meet at least twice a year independently of the meetings of the Board.
- 5.6** The Chair shall have power to act upon behalf of the Board between meetings of the Board on the advice of the Executive Committee. Such work between meetings will be reported by the Chair and the Executive Director to the Executive Committee and Board.
- 5.7** Each member of the Board shall have a designated remit and take direct responsibility for the coordination of work in areas of interest to the Association Members, its aims and objectives.
- 5.8** The Board remits shall be agreed by the Association Officers and Executive Committee with reference to both the purposes and themes of the Association and the individual experience and expertise of specific Executive Committee members.

- 5.9** Individuals from the wider membership shall be involved in any work by individual Board members as relevant to work on particular topics / issues as they arise.
- 5.10** The Executive Director and Executive Committee members shall liaise with other specialist groups and HE bodies where relevant in consultation with and with the support of the AHUA Office and shall report their work to the Association Executive Committee and Board.

## **6.0 THE EXECUTIVE COMMITTEE**

- 6.1** There shall be five designated Executive Officers of the Association, namely the Chair, two Deputy Chairs, one Honorary Secretary and the Treasurer.
- 6.2** The Executive Officers of the Association will together constitute the Executive Committee and will work closely together to coordinate the business of the Association and meet the aims and objectives of the Association and the needs of its members.
- 6.3** The Executive Officers and the Executive Committee are supported by the Executive Director

### **6.4 Chair of the Association**

- 6.4.1** There shall be a Chair of the Association who shall be one of its members elected by ballot amongst all Members of the Association to serve as Chair of the Association. The Chair of the Association shall also serve as Chair to the Executive Committee and to the Board.
- 6.4.2** The election of the Chair of the Association shall be so arranged that the Chair-elect shall serve as a member of the Board for at least one year prior to taking office as Chair.
- 6.4.3** The term of office of the Chair shall be three years, renewable up to a maximum consecutive term of office of six years.
- 6.4.4** Any person who has served as Chair shall not be eligible for re-election as Chair within two years of demitting office.
- 6.4.5** A casual vacancy in the office of Chair shall be filled by election at the next opportunity, the duties of the Chair of the Association being executed in the meantime by the Deputy Chair and Honorary Secretary.

**6.4.6** The Chair leads the Association and coordinates the work of the Executive Committee in consultation with the other Officers of the Association.

**6.4.7** The Chair shall act as line manager to the Executive Director.

## **6.5 Deputy Chairs, Treasurer and Honorary Secretary**

**6.5.1** There shall be two Deputy Chairs, a Treasurer and an Honorary Secretary of the Association; all of which should be appointed either by:

5.5.1 (a) A resolution of the Board to appoint a Board Member to these posts; or

5.5.1 (b) A resolution of the Board, to be elected by ballot amongst all Members of the Association.

**6.5.2** One of the Deputy Chair posts shall be held by a member from one of the devolved nations of the United Kingdom, namely, Wales, Scotland or Northern Ireland.

**6.5.3** The term of office of each of the Deputy Chairs, Treasurer and Honorary Secretary shall be three years, renewable up to a maximum consecutive term of office of six years.

**6.5.4** A casual vacancy in the office of Deputy Chair, Treasurer or Honorary Secretary shall be filled at the earliest opportunity.

## **6.6 Treasurer**

**6.6.1** The Treasurer shall be responsible for the finances of the Association and shall report annually to a general meeting on the financial affairs of the Association.

## **7.0 EXECUTIVE DIRECTOR**

**7.1** There shall be an Executive Director of the Association who shall be appointed by the Board. The Executive Committee will determine the appointment procedure in consultation with the Board.

**7.2** The Executive Director shall carry out such duties as the Board and the Executive Committee shall reasonably require.

## **8.0 ELECTIONS**

**8.1** Subject to the approval of the Board, the Returning Officer shall arrange for elections to be held:

- 8.1.1** once each year to fill vacancies in the elected membership of the Board;
  - 8.1.2** to fill the office of the Chair of the Association; and
  - 8.1.3** to fill the offices of Deputy Chair, Honorary Secretary or Treasurer (in accordance with the provisions of para 6.5)
- 8.2** In the event of the number of nominations for election to the Board not exceeding the number of vacancies at the due date for the receipt of nominations, the vacant places shall be filled in an order determined by lot, the longer-term vacancies being filled first.
- 8.3** In the event of a casual vacancy arising from the resignation of an elected member of the Board subsequent to the completion of an annual election the Board shall determine the arrangements if any to be made to fill the vacancy.
- 8.4** Any person elected to fill a casual vacancy shall be eligible for election in accordance with the terms of Clause 5.3.7 to take office upon completion of the unexpired term of the casual vacancy.
- 8.5** Whenever required the determination of an election shall be by single transferable vote and governed by procedures recommended from time to time by the Electoral Reform Society of Great Britain and Ireland.
- 8.6** Nominations to elected positions shall require the support of two current institutional members of the Association (a proposer and seconder).
- 8.7** Nominations must be accepted by the individual proposed.
- 8.8** An election shall not take place if there are fewer nominations than places available, in which case the nominated individuals shall be appointed to the position(s) available.
- 8.9** Each member institution has one vote in elections, normally cast by the Primary Member of the member institution.

## **9.0 ASSOCIATION STRUCTURE**

### **9.1 Regional Groups**

- 9.1.1** The Association shall be organised through Regional Groups to be determined by the Association Officers in consultation with the Executive Committee.
- 9.1.2** The Association Officers and Executive Committee shall have the power to review or reform the Regional Group membership and structure to best fit the needs and aspirations of the Association and its Members.

- 9.1.3 The members in each Regional Group shall elect or nominate one of their number as the Regional Group Convenor, normally for a period of three years renewable up to a maximum of six years, to act as a link between the Executive Committee and the members of the Regional Group.
- 9.1.4 After demitting office a Regional Group Convenor shall be eligible for election to the position of Convenor after one year.
- 9.1.5 Each Regional Group Convenor shall also be a member of the Association Executive Committee.
- 9.1.6 Regional Groups Convenors shall determine the frequency and content of Regional Group meetings in consultation with the Association Executive Director who will support the work of the Regional Groups and provide summaries of the work of the Association.

## 9.2 Working Groups

- 9.2.1 The Association shall establish ad hoc Working Groups on a time-limited basis to manage specific projects and to coordinate various defined aspects of the work of the Association.
- 9.2.2 Working Groups shall not necessarily be led by a member of the Executive Committee but the Convenor of the Working Group shall report to the relevant Executive Committee member and AHUA Office as part of their remit.
- 9.2.3 Membership of Working Groups shall be drawn from the general membership with regard to the experience and expertise of Members.

## 10.0 GENERAL MEETINGS

- 10.1 The affairs of the Association shall be governed by the members of the Association meeting in General Meetings including Annual General Meetings, Ordinary General Meetings and Extra-Ordinary General Meetings and approving or amending the policies of the Association thereat.
- 10.2 There shall be an Annual General Meeting, normally held at annual conference, at which business necessary to the objects of the Association shall be conducted and at which the members shall receive a report from the Board including a statement of accounts for the preceding financial year and a summary of accounts in the period since

the end of the preceding financial year to the date of the Annual General Meeting.

- 10.3** Extraordinary General Meetings of the Association shall be convened by the Chair upon the instruction of the Board or on receipt of a petition by not less than 20 Members of the Association or one fifth of the Members whichever is the less, not less than twenty eight days' notice being given to the Members of the Association. Any petition requesting the calling of an Extra-Ordinary General Meeting shall state the purpose of the meeting which shall be notified to all Members.
- 10.4** There shall be a quorum for the conduct of business at General Meetings requiring the presence of 10 Members or one tenth of the Members for the time being whichever is the lesser number.
- 10.5** In the event that a meeting, convened to set the levels of subscriptions, is inquorate the elected members of the Board have the power to set the subscriptions.

## **11.0 FINANCE**

- 11.1** Members shall pay such subscriptions as may be approved at a General Meeting upon the recommendation of the Board.
- 11.2** One subscription fee is payable for each institutional member of the Association regardless of the number of representative members from that institution participating in the Association.
- 11.3** The financial year for the Association's accounts shall be 1st August to 31st July in each year.
- 11.4** Subscriptions shall normally be charged in advance, with a subscription period running from 1<sup>st</sup> August to 31<sup>st</sup> July annually.
- 11.5** The Executive Director shall keep proper accounts of the finances of the Association the accounts of which shall be reviewed by a qualified opinion and the Honorary Treasurer and presented to the members at each Annual General Meeting.
- 11.6** The Board shall necessarily have control over the Association's funds and other assets.
- 11.7** Where expenditure is authorised by the Board or by its duly appointed Officers on behalf of the Association, the Officers shall be regarded as acting as agents of the members of the Association.
- 11.8** The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the object of the Association as set out in Clause 2 and no payment shall be made to any member

other than the reimbursement of out-of-pocket expenses incurred in the course of conducting the business of the Association or fees approved by the Board for payment to members other than members of the Board being the Association's Trustees.

**11.9** The Association shall actively seek to develop new sources of income to meet its aims and objectives and the needs of its members from general sponsors, specific conference and event sponsorship and other sources.

**11.10** Any general sponsorship provided shall be on a non-exclusive basis.

**11.11** Sponsors may support Association conferences, events or projects but this will not be deemed to be an endorsement by the Association of the sponsor.

## **12.0 TRUSTEES**

**12.1** The Board shall hold the title to:

**12.1.1** all property held by or in trust for the Association; and

**12.1.2** all investments held by or on behalf of the Association to be vested either in a corporation entitled to act as Custodian Trustee or in not less than three individuals appointed by them as Holding Trustees. Holding Trustees shall act in accordance with the lawful directions of the Board and may be removed by the Board on behalf of the Association at their pleasure. Provided that they act only in accordance with the directions of the Board, the Holding Trustees shall not be liable for their acts and defaults.

## **13.0 ASSOCIATION ACTIVITIES**

**13.1** The Association's conferences, events and publishing activities shall encourage the objects of the Association particularly by providing opportunities for training, networking, professional development and the enhancement of leadership, management and governance within the higher education sector.

**13.2** The Association shall provide services to its members based on the recommendation of the Executive Committee and Board informed by policies and practices which may be reviewed at any time.

### **13.3 Conferences and Events**

**13.3.1** The Association normally holds two conferences per year:

- 13.3.2** The April and September Conferences are restricted in attendance to Association members. Other individuals and organisations may attend at the invitation and discretion of the Executive Director in consultation with the Executive Committee, who may refer the matter to the Board for consideration.
- 13.3.3** The Association shall actively identify opportunities for events in collaboration with other organisations and sponsors.
- 13.3.4** Other conferences, workshops and events shall be arranged on a regular basis to address current issues. Such events shall be organised, where appropriate on the basis of being open to any relevant staff throughout the sector in order to provide maximum benefit to institutions and provide both training and networking opportunities for participants and enable the sharing of good practice.
- 13.3.5** Association conferences and events shall be managed by the Executive Director.

#### **13.4 Communications**

- 13.4.1** The email lists shall provide ongoing communication and support both for the membership and for other specific purposes and act as a useful tool to maintain contact and encourage communication between Association members and others with an interest in higher education matters for the exchange of ideas, discussion of current issues and the dissemination of information. Dedicated email lists shall be provided for:
- 13.4.1.1** the Executive Committee and Board;
  - 13.4.1.2** Representative Members of the Association;
  - 13.4.1.3** the Regional Groups; and
  - 13.4.1.4** other lists will be created and maintained ad hoc to meet the needs of members of the Association, its Regional Groups, Working Groups, conferences and events.
- 13.4.2** The email lists will be adapted as necessary to suit the work of the Association based on the advice of the Executive Director and will be maintained by the AHUA office team.
- 13.4.3** The Association shall publish documentation to support its objects and provide services to both its members and the wider higher education community.

**13.4.4** The Association shall develop other means of communication and information provision as necessary to meet the needs of its members, maintain an external profile and develop material for the benefit of the sector.

**13.4.5** The Executive Director shall be responsible for maintaining and developing the communication methods, opportunities and support provided for AHUA members in consultation with the other Officers of the Association and the Executive Committee to meet the internal and external needs of the Association.

### **13.5 Leadership, Partnership and Networking**

**13.5.1** The Association shall liaise with other bodies throughout the sector and ensure issues are shared and dealt with in the most effective manner. The Association shall draw on the expertise and experience of its membership to support its aims and objectives in this context.

**13.5.2** The Association shall seek regular liaison meetings with relevant stakeholders in the higher education sector to address issues of interest and importance.

**13.5.3** The Association shall aim to provide a coordinating role within the sector, to provide networking opportunities between individuals and organisations and engage with government, the devolved administrations throughout the UK, sector organisations, the business community and HE organisations internationally to enable effective engagement with issues of common concern in the areas of leadership, management, governance and better regulation.

## **14.0 DISSOLUTION**

**14.1** If the Board decides that on grounds of expense or otherwise it is desirable that the Association shall be dissolved it shall call a Special General Meeting by giving not less than twenty-eight days' notice to each Member stating the terms of any Resolution to be proposed thereat. If it is decided at the Special General Meeting by a two-thirds majority of those present and voting that the Association shall be dissolved the Board shall forthwith wind up the affairs of the Association.

**14.2** Any assets remaining after satisfaction of any liabilities properly payable therefrom shall not be distributed amongst members but shall be given to such charitable organisation or organisations for the advancement of education as the Board, having taken account of any views of the members expressed at the Special General Meeting held under Clause 12.1, shall decide.

## 15.0 AMENDMENTS TO THE CONSTITUTION

**15.1** This Constitution may only be amended by a Resolution passed by a simple majority of the Members present and voting at any General Meeting of the Association providing that notice of the meeting stating the terms of the Resolution to be proposed thereat shall have been sent to all Members of the Association not less than twenty eight days before the date of the meeting.

**15.2** Members should not hold personal interests, alongside their membership, in the receipt of finances and / or assets.

**15.2.1** No member may:

**15.2.1.1** receive any benefit in money or in kind from the Association; or

**15.2.1.2** have a financial interest in the supply of good or services to the Association; or

**15.2.1.3** acquire or hold any interest in property belonging to the Association or receive remuneration or be interested in any contract entered into by trustees (otherwise than as a trustee for the Association).

Amended at the Conference Business (extensive constitutional review) Session 21 April 2026 at the University of Exeter

Amended at the Conference Business Session, (clauses 4.3, 4.3.1, 4.3.1.1, 4.3.1.2, 4.3.2, 4.3.3), 15 April 2025 at Swansea University.

Amended at the Conference Business Session, (clauses 5.4.1 and 5.4.2), 22 September 2006 at Cardiff University.

Amended at the Conference Business Session (clause 7.3.8), 21 September 2007, at the University of Bristol.

Amended at the Conference Business Session (clauses 4.2.1, 5.4.1, 5.4.2, 5.4.3, 5.4.4, 7.3.3, 7.6, 8.1.4), 20 April 2010, at Aston University.

Amended at the Conference Business Session (clauses 4.2.2 and 4.2.3), 2 April 2019 at the University of Birmingham.

