

**CONSTITUTION
OF
ACADEMY OF THE SOCIAL
SCIENCES IN AUSTRALIA LTD**

Australian Company Number (ACN) [insert ACN]

Australian Business Number (ABN) 59 957 839 703

A company limited by guarantee

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Preliminary

1. Name of the Company

The name of the company is The Academy of the Social Sciences in Australia Ltd (the **Academy**).

2. Type of Company

The **Academy** is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a **registered charity**.

3. Company limited by guarantee

3.1 The liability of **Fellows** is limited to an amount not exceeding \$10 (the guarantee) plus any amount unpaid by the **Fellow** in respect of **Academy** membership fees. This is the amount which each **Fellow** must contribute to the property of the **Academy** if the **Academy** is wound up while the **Fellow** is a **Fellow**, or within 12 months after they stop being a **Fellow**.

3.2 This contribution is required to pay for the:

- (a) debts and liabilities of the **Academy** incurred before the **Fellow** stopped being a **Fellow**, or
- (b) costs associated with the winding up.

4. Application of the Corporations Act

4.1 The replaceable rules set out in the **Corporations Act** are displaced by this constitution and do not apply to the **Academy**.

4.2 While the **Academy** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.

4.3 If the **Academy** is not a **registered charity** (even if it remains a charity under section 5 of the Charities Act), the **Corporations Act** overrides any clause in this constitution which is inconsistent with the **ACNC Act**.

4.4 A word or expression that is defined in the **Corporations Act** or used in that Act and covering the same subject, has the same meaning in this constitution.

5. Definitions and Interpretation

In this constitution, words and phrases have the meaning set out in clause 71 and interpretation of this constitution is set out in clause 72.

Charitable Object, purposes and powers

6. Object

The **Academy's** object is to pursue the following charitable purposes:

- (a) to promote excellence in and encourage the advancement of the social sciences in Australia
- (b) to act as a co-ordinating group for the promotion of research and teaching in the social sciences
- (c) to foster excellence in research and to facilitate the publication of studies in the social sciences
- (d) to encourage and assist in the formation of other national associations or institutions for the promotion of the social sciences or any branch of them

- (e) to promote international scholarly cooperation and to act as an Australian national member of international organisations concerned with the social sciences
- (f) to act as consultant and adviser in regard to the social sciences
- (g) to comment where appropriate on national needs and priorities in the area of the social sciences
- (h) to raise funds by any legal means for the purpose of carrying out the **Academy's** purposes, and
- (i) to engage in all other projects and activities incidental, complementary or conducive to the **Academy's** purposes.

7. Powers

Subject to clause 8, the **Academy** has the following powers, which may only be used to carry out its purposes set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the **Corporations Act**.

8. Not-for-profit

8.1 The **Academy** must not distribute any income or assets directly or indirectly to its **Fellows**, except as provided in clauses 8.2.

8.2 Clause 8.1 does not stop the **Academy** from doing the following things, provided they are done in good faith:

- (a) paying a **Fellow** for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Academy**, or
- (b) making a payment to a **Fellow** in carrying out the **Academy's** purposes.

9. Amending the constitution

9.1 Subject to clause 9.3, the **Fellows** may amend this constitution by passing a **special resolution**.

9.2 Any amendment to this constitution will take effect from the date of the **special resolution**, or from any later date specified in the resolution passing the amendment.

9.3 The **Fellows** must not pass a **special resolution** that amends this constitution if passing it causes the **Academy** to no longer be a charity.

Members

10. Members

10.1 The members of the **Academy** are known as **Fellows**.

10.2 Only natural persons may become **Fellows**.

10.3 **Fellows** are those persons who have either been elected as Fellows of the Academy or appointed as Honorary Fellows as provided by clause 11.2.

10.4 In order to remain a member of the **Academy**, a **Fellow** must:

- (a) comply with the terms of this constitution
- (b) comply with the terms of the **Academy's** code of conduct, and

- (c) remain in good standing with respect to annual membership fees as provided by clause 16.

11. Who may become a Fellow

11.1 Persons who are deemed to have achieved distinction in one or more branches of the social sciences may be elected as **Fellows** of the **Academy** if:

- (a) they are nominated by one **Fellow** and seconded by two other **Fellows**, and
- (b) they are recommended by the Membership Committee after investigation of their eligibility, and
- (c) they receive the support of either fifty percent of the total **Fellows** or seventy-five percent of those **Fellows** who voted in a **general meeting**.

11.2 Persons who are deemed to have made a significant contribution to the social sciences or to the Academy may, on recommendation of one or more directors and with support of at least three other Fellows, have the title of Honorary Fellow conferred by the directors for such time as they deem fit.

12. When a person becomes a Fellow

A person will become a **Fellow** when they are entered on the register of **Fellows**.

13. Register of Fellows

13.1 The **Academy** must establish and maintain a register of **Fellows**. The register of **Fellows** must be kept by the secretary and must contain:

- (a) for each current **Fellow**:
 - (i) name
 - (ii) address
 - (iii) any alternative address nominated by the **Fellow** for the service of notices, and
 - (iv) date the **Fellow** was entered on to the register.
- (b) for each person who stopped being a **Fellow** in the last 7 years:
 - (i) name
 - (ii) address
 - (iii) any alternative address nominated by the **Fellow** for the service of notices, and
 - (iv) dates the Fellowship started and ended.

13.2 The **Academy** must give current **Fellows** access to the register of **Fellows**.

13.3 Information that is accessed from the register of **Fellows** must only be used in a manner relevant to the interests or rights of **Fellows**.

14. Cessation of Fellowship

14.1 A person immediately stops being a **Fellow** if:

- (a) they die
- (b) the **Academy** is wound up or otherwise dissolved or deregistered
- (c) they resign under clause 14.2
- (d) they are expelled under clause 16.4 or clause 18.1, or

- (e) they have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a **Fellow**.

14.2 **Fellows** may resign their Fellowship of the **Academy** by providing written notice to the secretary. When a **Fellow** resigns from the **Academy**, they are no longer entitled to refer to or represent themselves as a **Fellow** of the **Academy**.

15. Reinstatement of Fellowship

15.1 A person who has resigned from the Fellowship or who has been expelled on grounds of unpaid fees under clause 16.4 may apply to have their Fellowship reinstated by making a request in writing to the **Academy** secretary within a period of no more than five years since their resignation or expulsion.

15.2 Such requests will be considered by the directors, who will have sole discretion regarding the application for reinstatement.

15.3 Should an application for reinstatement be approved, the **Fellow** will be liable for the balance of any unpaid membership fees at the time of their resignation, plus a reinstatement fee as determined by the **Academy**.

15.4 Persons who have been expelled from the **Academy** under clause 18.1 are not eligible for reinstatement of Fellowship.

16. Membership Fees

16.1 **Fellows** are required to pay an annual membership fee, the amount of which is determined annually at a **general meeting**.

16.2 Honorary and Emeritus Fellows (opt-in for those aged 80 and over) pay no fee.

16.3 If a **Fellow's** membership fees are unpaid for two financial years (from 1 July in the first year to 30 June in the second year) they will have their Fellowship status and rights suspended until such time as their account is rectified.

16.4 Should a **Fellow's** membership fees remain unpaid for three financial years or more, the **Academy** reserves the right to expel the **Fellow** from the **Academy**.

Dispute resolution and disciplinary procedures

17. Dispute resolution

17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a **Fellow** or director and:

- (a) one or more **Fellows**
- (b) one or more directors, or
- (c) the **Academy**.

17.2 A **Fellow** must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18 until the disciplinary procedure is completed.

17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

17.4 If those involved in the dispute do not resolve it under clause 17.3, they must within 10 days:

- (a) tell the directors about the dispute in writing
- (b) agree or request that a mediator be appointed, and

(c) attempt in good faith to settle the dispute by mediation.

17.5 The mediator must:

- (a) be chosen by agreement of those involved, or
- (b) where those involved do not agree:
 - (i) for disputes between **Fellows**, a person chosen by the directors, or
 - (ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **Academy** has its registered office.

17.6 A mediator chosen by the directors under clause 17.5(b)(i):

- (a) may be a **Fellow** or former **Fellow** of the **Academy**
- (b) must not have a personal interest in the dispute, and
- (c) must not be biased towards or against anyone involved in the dispute.

17.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard
- (b) allow those involved a reasonable chance to review any written statements
- (c) ensure that those involved are given natural justice, and
- (d) not make a decision on the dispute.

18. Disciplinary procedures

18.1 **Fellows** may be expelled or suspended from the **Academy**, have part of their membership rights revoked, or be asked to comply with conditions if in the opinion of the directors they have:

- (a) acted prejudicially to the interests of the **Academy**
- (b) refused or neglected to comply with this constitution or a condition imposed by the directors
- (c) acted in a manner contrary to or inconsistent with the **Academy's** Code of Conduct
- (d) acted in a way that is causing, has caused, or is likely to cause harm to the **Academy** or bring the **Academy** into disrepute, or
- (e) acted prejudicially to the interests of the **Academy**.

18.2 At least 14 days before the directors' meeting at which a resolution under clause 18.1 will be considered, the secretary must notify the **Fellow** in writing:

- (a) that the directors are considering a resolution to warn, suspend or expel the **Fellow**
- (b) that this resolution will be considered at a directors' meeting and the date of that meeting
- (c) what the **Fellow** is said to have done or not done
- (d) the nature of the resolution that has been proposed, and
- (e) that the **Fellow** may provide an explanation to the directors, and details of how to do so.

- 18.3 Before the directors pass any resolution under clause 18.1, the **Fellow** must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 18.4 After considering any explanation under clause 18.3, the directors may:
- (a) take no further action
 - (b) warn the **Fellow**
 - (c) suspend the **Fellow's** rights as a **Fellow** of the **Academy** for a period of no more than 12 months
 - (d) expel the **Fellow**
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 18.5 The directors cannot fine a **Fellow**.
- 18.6 The secretary must give written notice to the **Fellow** of the decision under clause 18.4 as soon as possible.
- 18.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 18.8 There will be no liability for any loss or injury suffered by the **Fellow** as a result of any decision made in good faith under this clause.

General meetings of Fellows

19. General meetings called by directors

- 19.1 The directors may call a **general meeting**.
- 19.2 If **Fellows** with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **Academy** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the **Fellows'** request, give all **Fellows** notice of the **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the **Fellows'** request.
- 19.3 The percentage of votes that **Fellows** have (in clause 19.2) is to be worked out as at midnight before the **Fellows** request the meeting.
- 19.4 The **Fellows** who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **Academy**.
- 19.5 Separate copies of a document setting out the request may be signed by **Fellows** if the wording of the request is the same in each copy.

20. Annual general meeting

- 20.1 An annual **general meeting** must be held at least once in every calendar year, within five months of the end of the financial year.

- 20.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **Academy's** activities
 - (b) a review of the **Academy's** finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors.
- 20.3 Before or at the annual **general meeting**, the directors must give information to the **Fellowship** on the **Academy's** activities and finances during the period since the last annual **general meeting**.
- 20.4 The **elected chairperson** of the annual **general meeting** must give **Fellows** as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Academy**.
- 21. Notice of general meetings**
- 21.1 Notice of a **general meeting** must be given to:
- (a) each **Fellow** entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3 **Fellows** may elect to receive notice by post or by electronic means.
- 21.4 Subject to clause 21.5, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the **Fellows** entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, **Fellows** with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.5 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 21.6 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that **Fellows** have the right to appoint proxies and that, if a **Fellow** appoints a proxy:
 - (i) the proxy must be a **Fellow** of the **Academy**

- (ii) the proxy form must be delivered to the **Academy** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
- (iii) the proxy form must be delivered to the **Academy** at least 48 hours before the meeting.

21.7 If a **general meeting** is adjourned (put off) for one month or more, the **Fellows** must be given new notice of the resumed meeting.

22. Quorum at general meetings

22.1 For a **general meeting** to be held, at least 5% of **Fellows** (a quorum) must be present (in person, via technology or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one **Fellow**).

22.2 No business may be conducted at a **general meeting** if a quorum is not present.

22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the **elected chairperson** specifies.

22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

23.1 The auditor is entitled to attend any **general meeting** and to be heard by the **Fellows** on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

23.2 The **Academy** must give the auditor any communications relating to the **general meeting** that a **Fellow** of the **Academy** is entitled to receive.

24. How meetings of Fellows may be held

24.1 The **Academy** may hold a **general meeting** at:

- (a) one or more physical venues, or
- (b) one or more physical venues and using virtual technology, or
- (c) using only virtual technology.

24.2 The Fellowship as a whole must be given a reasonable opportunity to participate in **general meetings**.

24.3 Anyone using virtual technology to participate in a **general meeting** is taken to be present in person at the meeting.

25. Chairperson for general meetings

25.1 The **elected chairperson** is entitled to chair **general meetings**.

25.2 The **Fellows present** and entitled to vote at a **general meeting** may choose a director or **Fellow** to be the chairperson for that meeting if:

- (a) there is no **elected chairperson**, or
- (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

26. Role of the chairperson

- 26.1 The **elected chairperson** is responsible for the conduct of the **general meeting**, and for this purpose must give **Fellows** a reasonable opportunity to make comments and ask questions (including to the auditor).
- 26.2 The **elected chairperson** does not have a casting vote.

27. Adjournment of meetings

- 27.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **Fellows present** direct the **elected chairperson** to adjourn it.
- 27.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Fellows' resolutions and statements

28. Fellows' resolutions and statements

- 28.1 **Fellows** with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **Academy** of a resolution they propose to move at a **general meeting (Fellows' resolution)**, and/or
 - (b) a written request to the **Academy** that the **Academy** give all **Fellows** a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting (Fellows' statement)**.
- 28.2 A notice of a **Fellows' resolution** must set out the wording of the proposed resolution and be signed by the **Fellows** proposing the resolution.
- 28.3 A request to distribute a **Fellows' statement** must set out the statement to be distributed and be signed by the **Fellows** making the request.
- 28.4 The percentage of votes that **Fellows** have (as described in clause 28.1) is to be worked out as at midnight before the request or notice is given to the **Academy**.
- 28.5 If the **Academy** has been given notice of a **Fellows' resolution** under clause 28.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 28.6 This clause does not limit any other right that a **Fellow** has to propose a resolution at a **general meeting**.

29. Academy must give notice of proposed resolution or distribute a statement

- 29.1 If the **Academy** has been given notice or request under clause 28.1(b):
- (a) in time to send the notice of proposed **Fellows' resolution** or a copy of the **Fellows' statement** to **Fellows** with a notice of meeting, it must do so at the **Academy's** cost, or
 - (b) too late to send the notice of proposed **Fellows' resolution** or a copy of the **Fellows' statement** to **Fellows** with a notice of meeting, then the **Fellows** who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Academy** in giving **Fellows** notice of the proposed **Fellows' resolution** or a copy of the **Fellows' statement**. However, at a **general meeting**, the **Fellows** may pass a resolution that the **Academy** will pay these expenses.
- 29.2 The **Academy** does not need to send the notice of proposed **Fellows' resolution** or a copy of the **Fellows' statement** to **Fellows** if:
- (a) it is more than 1,000 words long

- (b) the directors consider it may be defamatory
- (c) clause 29.1(b) applies, and the **Fellows** who proposed the resolution or made the request have not paid the **Academy** enough money to cover the cost of sending the notice of the proposed **Fellows'** resolution or a copy of the **Fellows'** statement to **Fellows**, or
- (d) in the case of a proposed **Fellows'** resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the **Fellows**.

30. Circular resolutions of Fellows

- 30.1 Subject to clause 30.3, the directors may put a resolution to the **Fellows** to pass a resolution without a **general meeting** being held (a circular resolution).
- 30.2 The directors must notify the auditor as soon as possible that a circular resolution has or will be put to **Fellows** and set out the wording of the resolution.
- 30.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 30.4 A circular resolution is passed if all the **Fellows** entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 30.5 or clause 30.6.
- 30.5 **Fellows** may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 30.6 The **Academy** may send a circular resolution by email to **Fellows** and **Fellows** may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

31. How many votes a Fellow has

Each **Fellow** has one vote.

32. Challenge to Fellow's right to vote

- 32.1 A **Fellow** or the **elected chairperson** may only challenge a person's right to vote at a **general meeting** at that meeting.
- 32.2 If a challenge is made under clause 32.1, the **elected chairperson** must decide whether or not the person may vote. The **elected chairperson's** decision is final.

33. Method of voting

- 33.1 Voting must be decided on a poll if:
- (a) the notice of the meeting set out an intention to propose the resolution and stated the resolution, or
 - (b) the **Academy** has given notice of the resolution under clause 29, or
 - (c) a poll is demanded.

- 33.2 If a poll is not required or has not been demanded, voting may be conducted by:
- (a) a show of hands,
 - (b) a vote in writing, or
 - (c) another method chosen by the **elected chairperson** that is fair and reasonable in the circumstances.

33.3 Before a vote is taken, the **elected chairperson** must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

34. Demand for a poll

34.1 A demand for a poll may be made by:

- (a) The **elected chairperson** of the meeting
- (b) at least 5 **Fellows** entitled to vote on the resolution, or
- (c) at least 5% of **Fellows present** having the right to vote at the meeting.

34.2 The poll may be demanded:

- (a) before a vote is taken, or
- (b) before the voting results on a show of hands are declared, or
- (c) immediately after the voting results on a show of hands are declared.

35. Conduct of a poll

35.1 The demand for a poll may be withdrawn.

35.2 If a poll is duly demanded (and the demand not withdrawn), it must be taken in such manner and at such time as the **elected chairperson** of the meeting directs.

35.3 A poll demanded on the election of an **elected chairperson** or on any question of adjournment must be taken at the meeting and without an adjournment.

35.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

36. Declaring the result of a vote on show of hands

36.1 On a show of hands, the **elected chairperson's** decision is conclusive evidence of the result of the vote.

36.2 The **elected chairperson** and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

37. When and how a vote in writing must be held

37.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five **Fellows present**
- (b) **Fellows present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
- (c) the **elected chairperson**.

37.2 A vote in writing must be taken when and how the **elected chairperson** directs unless clause 37.3 applies.

37.3 A vote in writing must be held immediately if it is demanded under clause 37.1:

- (a) for the election of a chairperson under clause 25.2, or

(b) to decide whether to adjourn the meeting.

37.4 A demand for a vote in writing may be withdrawn.

38. Appointment of proxy

38.1 A **Fellow** may appoint a proxy to attend and vote at a **general meeting** on their behalf.

38.2 A proxy must be a **Fellow**.

38.3 A proxy appointed to attend and vote for a **Fellow** has the same rights as the **Fellow** to:

- (a) speak at the meeting
- (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
- (c) join in to demand a vote in writing under clause 37.1.

38.4 An appointment of proxy (proxy form) must be signed by the **Fellow** appointing the proxy and must contain:

- (a) the **Fellow's** name and address
- (b) the **Academy's** name
- (c) the proxy's name or the name of the office held by the proxy, and
- (d) the meeting(s) at which the appointment may be used.

38.5 A proxy appointment may be standing (ongoing).

38.6 Proxy forms must be received by the Academy at the address stated in the notice under clause 21.6(d) or at the Academy's registered address at least 48 hours before a meeting.

38.7 A proxy does not have the authority to speak and vote for a **Fellow** at a meeting while the **Fellow** is at the meeting.

38.8 Unless the **Academy** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing **Fellow**:

- (a) dies
- (b) is mentally incapacitated
- (c) revokes the proxy's appointment, or
- (d) revokes the authority of a representative or agent who appointed the proxy.

38.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

39. Voting by proxy

39.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a **Fellow** appointed as a proxy from voting as a **Fellow** on a show of hands).

39.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy holds more than one proxy, may cast the votes held in different ways.

Directors

40. Number of directors

The **Academy** must have at least three and no more than twelve directors.

41. Election and appointment of directors

41.1 The **Fellows** may elect a director by a resolution passed in a **general meeting**.

41.2 Each of the directors must be appointed by a separate resolution, unless:

- (a) the **Fellows present** have first passed a resolution that the appointments may be voted on together, and
- (b) no votes were cast against that resolution.

41.3 A person is eligible for election as a director of the **Academy** if they:

- (a) are a **Fellow** of the **Academy**
- (b) are nominated by two **Fellows** entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
- (c) give the **Academy** their signed consent to act as a director of the **Academy**, and
- (d) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

41.4 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

- (a) is a **Fellow** of the **Academy**
- (b) gives the **Academy** their signed consent to act as a director of the **Academy**, and
- (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

41.5 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

42. Election of chairperson

42.1 The **Fellows** must elect a director as the **Academy's elected chairperson**.

42.2 The election of the chairperson must take place at an annual **general meeting**.

42.3 The term of an **elected chairperson** will expire after a term of three years, immediately prior to elections under clause 42.2.

42.4 A director may serve as **elected chairperson** for one three-year term.

42.5 Should the **elected chairperson** resign as chairperson, the directors may, at their discretion, agree to appoint as chairperson a director, including somebody who has previously served as **elected chairperson**, until such time as a new chairperson can be elected under clause 42.1.

43. Term of office

43.1 At each annual **general meeting**:

- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
- (b) at least one-third of the remaining directors must retire.

- 43.2 The directors who must retire at each annual **general meeting** under clause 43.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 43.3 A director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 43.4 Each director must retire at least once every three years.
- 43.5 A director who retires under clause 43.1 may nominate for election or re-election, subject to clause 43.6.
- 43.6 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**.

44. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **Academy**
- (b) die
- (c) are removed as a director by a resolution of the **Fellows**
- (d) stop being a **Fellow** of the **Academy**
- (e) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (f) become ineligible to be a director of the **Academy** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

45. Powers of directors

- 45.1 The directors are responsible for managing and directing the activities of the **Academy** to achieve the purposes set out in clause 6.
- 45.2 The directors may use all the powers of the **Academy** except for powers that, under the **Corporations Act** or this constitution, may only be used by **Fellows**.
- 45.3 The directors must decide on the responsible financial management of the **Academy** including:
- (a) any suitable written delegations of power under clause 46, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 45.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a **Fellows'** resolution at a **general meeting**.

46. Delegation of directors' powers

- 46.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **Academy** (such as a Chief Executive Officer) or any other person, as they consider appropriate.
- 46.2 The delegation must be recorded in the **Academy's** minute book.

47. Payments to directors

- 47.1 The **Academy** must not pay fees to a director for acting as a director.

47.2 The **Academy** may:

- (a) pay a director for work they do for the **Academy**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
- (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **Academy**.

47.3 Any payment made under clause 47.2 must be approved by:

- (a) two directors of the **Academy**, or
- (b) a director and the secretary

47.4 Directors may not approve a payment under clause 47.3 in which they have a material interest.

47.5 The **Academy** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

48. Execution of documents

The **Academy** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **Academy**, or
- (b) a director and the secretary.

Duties of directors

49. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **Academy**
- (b) to act in good faith in the best interests of the **Academy** and to further the purposes of the **Academy** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 50
- (f) to ensure that the financial affairs of the **Academy** are managed responsibly, and
- (g) not to allow the **Academy** to operate while it is insolvent.

50. Conflicts of interest

50.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution), except provided under clause 50.2:

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the **Fellows** at the next **general meeting**, or at an earlier time if reasonable to do so.

- 50.2 A director does not need to disclose an actual or perceived material conflict of interest to the other directors under clause 50.1 if:
- (a) their interest arises because they are a **Fellow** of the **Academy**, and the other **Fellows** have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **Academy** (see clause 68)
 - (c) their interest relates to a payment by the **Academy** under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
- 50.3 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 50.4 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 50.5:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 50.5 A director may still be present and vote if:
- (a) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (b) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **Academy**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

51. When the directors meet

The directors may decide how often, where and when they meet.

52. Calling directors' meetings

52.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.

52.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

53. Chairperson for directors' meetings

53.1 The **elected chairperson** is entitled to chair directors' meetings.

53.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:

- (a) not present within 30 minutes after the starting time set for the meeting, or
- (b) present but does not want to act as chairperson of the meeting.

54. Quorum at directors' meetings

54.1 Unless the directors determine otherwise, the quorum for a directors' meeting is at least two-thirds of directors (66.6% rounded up to the nearest whole person).

54.2 A quorum must be present for the whole directors' meeting.

55. Using technology to hold directors' meetings

55.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

55.2 The directors' agreement may be a standing (ongoing) one.

55.3 A director may only withdraw their consent within a reasonable period before the meeting.

56. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

57. Circular resolutions of directors

57.1 The directors may pass a circular resolution without a directors' meeting being held.

57.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 57.3 or clause 57.4.

57.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

57.4 The **Academy** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

57.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 57.3 or clause 57.4.

Secretary

58. Appointment and role of secretary

58.1 The **Academy** must have at least one secretary, who may also be a director.

58.2 A secretary must be appointed by the directors (after giving the **Academy** their signed consent to act as secretary of the **Academy**) and may be removed by the directors.

58.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

58.4 The role of the secretary includes:

- (a) maintaining a register of the **Academy's Fellows** as set out in clause 103, including receiving resignations and making requests to **Fellows** as set out in clause 14.1(e),
- (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions, including as set out in clause 59.

Minutes and records

59. Minutes and records

59.1 The **Academy** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of **general meetings**
- (b) minutes of circular resolutions of **Fellows**
- (c) a copy of a notice of each **general meeting**, and
- (d) a copy of a **Fellows'** statement distributed to **Fellows** under clause 28.3.

59.2 The **Academy** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of directors.

59.3 The **Academy** must allow **Fellows** to inspect the **Academy's** records as follows:

- (a) the **Academy** must give a **Fellow** access to the records set out in clause 59.1, and
- (b) the directors may authorise a **Fellow** to inspect other records of the **Academy**, including records referred to in clause 59.2 and clause 60.1.

59.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:

- (a) the **elected chairperson** of the meeting, or
- (b) the **elected chairperson** of the next meeting.

59.5 The directors must ensure that minutes of the passing of a circular resolution (of **Fellows** or directors) are signed by a director within a reasonable time after the resolution is passed.

60. Financial and related records

60.1 The **Academy** must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

60.2 The **Academy** must also keep written records that correctly record its operations.

60.3 The **Academy** must retain its records for at least 7 years.

60.4 The directors must take reasonable steps to ensure that the **Academy's** records are kept safe.

By-laws

61. By-laws

61.1 The directors may pass a resolution to make by-laws to give effect to this constitution.

61.2 **Fellows** and directors must comply with by-laws as if they were part of this constitution.

Notice

62. What is notice

62.1 Anything written to or from the **Academy** under any clause in this constitution is written notice and is subject to clauses 63 to 65, unless specified otherwise.

62.2 Clauses 63 to 65 do not apply to a notice of proxy under clause 38.5.

63. Notice to the Academy

Written notice or any communication under this constitution may be given to the **Academy**, the directors or the secretary by:

- (a) delivering it to the **Academy's** registered office
- (b) posting it to the **Academy's** registered office or to another address chosen by the **Academy** for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the **Academy** to the **Fellows** as the **Academy's** email address or other electronic address.

64. Notice to Fellows

64.1 Written notice or any communication under this constitution may be given to a **Fellow**:

- (a) in person
- (b) by posting it to, or leaving it at the address of the **Fellow** in the register of **Fellows** or an alternative address (if any) nominated by the **Fellow** for service of notices, or
- (c) sending it to the email or other electronic address nominated by the **Fellow** as an alternative address for service of notices (if any).

64.2 If the **Academy** does not have an address for the **Fellow**, the **Academy** is not required to give notice in person.

65. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs, and
- (c) sent by email prior to 4pm is taken to be given on the business day it is sent, and otherwise, the next business day.

Financial year

66. Academy's financial year

The **Academy's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

67. Indemnity

67.1 The **Academy** indemnifies each officer of the **Academy** out of the assets of the **Academy**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Academy**.

67.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

67.3 In this clause, 'to the relevant extent' means:

- (a) to the extent that the **Academy** is not precluded by law (including the **Corporations Act**) from doing so, and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

67.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Academy**.

68. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **Academy** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Academy** against any liability incurred by the person as an officer of the **Academy**.

69. Directors' access to documents

69.1 A director has a right of access to the financial records of the **Academy** at all reasonable times.

69.2 If the directors agree, the **Academy** must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

Winding up

70. Surplus assets not to be distributed to Fellows

70.1 If the **Academy** is wound up, any **surplus assets** must not be distributed to a **Fellow** or a former **Fellow** of the **Academy**.

70.2 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **Academy** is wound up must be distributed to one or more charities:

- (a) with charitable objects similar to, or inclusive of, the purposes in clause 6, and
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Academy**.

70.3 If the **Company** is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation,

- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- (c) money received by the organisation because of such gifts and contributions.

70.4 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution of Fellows** at or before the time of winding up. If the **Fellows** do not make this decision, the **Academy** may apply to the Supreme Court to make this decision.

Definitions

71. Definitions in this constitution

In this constitution:

- (a) **Academy** means the company referred to in clause 1
- (b) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)
- (c) **Corporations Act** means the *Corporations Act 2001* (Cth)
- (d) **elected chairperson** means a person elected by the Fellows to be the **Academy's** chairperson under clause 42
- (e) **Fellow** means a member of the **Academy**
- (f) **general meeting** means a meeting of **Fellows** and includes the annual **general meeting**, under clause 20.1
- (g) **Fellows present** means, in connection with a **general meeting**, a **Fellow present** in person, by representative or by proxy at the venue or venues for the meeting
- (h) **registered charity** means a charity that is registered under the **ACNC Act**
- (i) **special resolution** means a resolution:
 - (i) of which notice has been given under clause 21.6(c), and
 - (ii) that has been passed by at least 75% of the votes cast by **Fellows present** and entitled to vote on the resolution, and
- (j) **surplus assets** means any assets of the **Academy** that remain after paying all debts and other liabilities of the **Academy**, including the costs of winding up.

Interpretation

72. Interpretation of this constitution

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression,
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations),
- (c) headings are for convenience only and do not affect interpretation,
- (d) a word or expression that is used in this constitution that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in that Act, and

- (e) unless the contrary intention appears:
- (i) a reference to a person includes natural persons, firms, companies, corporations, bodies corporate, trustee, trusts, charities, associations, partnerships, government authorities, and other legal entities,
 - (ii) a reference to a person includes references to that person's estate, personal representatives, executors, administrators and permitted substitutes, successors and assigns,
 - (iii) a reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations),
 - (iv) if a word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning,
 - (v) singular words include the plural and vice versa,
 - (vi) any gender includes every gender,
 - (vii) a reference to a clause is a reference to a clause of this constitution,
 - (viii) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced, and
 - (ix) if any day by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day.

End of Document