

The Council for the Humanities, Arts and Social Sciences

CONSTITUTION

At 16 August 2005

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Part A. INTRODUCTION

1. NAME

The name of the association shall be "The Council for the Humanities, Arts and Social Sciences Incorporated" (CHASS).

2. INTERPRETATION

In the Constitution and by-laws:

"The Board" means the Board of CHASS as defined in Section 10 of this constitution.

"By-laws" means the rules and procedures as made or amended from time to time in accordance with Section 28 of the constitution.

"CHASS" means The Council for the Humanities, Arts and Social Sciences Incorporated.

"Constitution" means the rules set forth in this document as amended from time to time in accordance with Section 26 of this Constitution.

"Council" means the Council of CHASS as defined in Section 9 of this constitution.

"Delegate" means an individual empowered to vote and otherwise participate in a general meeting of Council as the duly authorised representative of a Member Organisation.

"Executive" means the Executive appointed as defined in Section 12 of this constitution.

"Financial year" means the year ending with the close of business on the 30th day of June of each year.

"Member" means a natural person who is:

- an individual member of a Member Organisation; or
- an individual participating with voting and speaking rights, as described in this Constitution and/or the By-Laws, in Council when it is in session; or
- an individual serving on the Executive or Board of CHASS, by any means in accordance with this Constitution and/or the By-Laws.

"Member Organisation" means a society, association, corporation or similar group that has entered into membership of CHASS, in whatever capacity provided for herein, with rights and obligations as described in this Constitution and/or the By-Laws.

"The Act" means the Australian Capital Territory Associations Incorporation Act 1991.

"The regulations" means the Australian Capital Territory Associations Incorporation Regulations 1991.

3. OBJECTIVES OF CHASS

The objectives of CHASS are to promote the interests of the humanities, arts and social sciences in Australia. Specifically, the aims of CHASS are to:

- represent the interests of the sector;
- promote the contribution of the sector to government, industry and the public;
- provide a forum for discussion between the humanities, arts and social sciences sectors in Australia; and
- build up the innovative capacity of Australia, through better linkages between this sector, and science, engineering and industry.

4. POWERS OF CHASS

CHASS shall have the powers referred to in Schedule 1.

Part B. MEMBERSHIP

5. MEMBERSHIP OF CHASS

(a) Eligibility

An organisation is eligible to be a Member Organisation of CHASS if

- (i) it is a society, institute or like body active in an area of the humanities, arts or social sciences in Australia; and
- (ii) it subscribes to the objectives of CHASS.

(b) Admission

Organisations shall be admitted to membership of CHASS upon resolution of the Board. Application for membership must be made in the form posted on the CHASS web site.

(c) Termination

A Member Organisation of CHASS must agree in writing that it will not withdraw its membership of CHASS on less than twelve (12) months notice, unless there are special circumstances approved by the Board.

(d) Voting Rights

Member Organisations may appoint a delegate to attend any general meeting of Council with full voting rights.

(e) Affiliate Organisations

- (i) Affiliate Organisations will be organisations eligible for full membership as described in subrule 5 (a).
- (ii) Affiliate Membership offers a trial membership period for a limited time. This period will be determined by the Board.
- (iii) Affiliate Organisations can choose a nominee to attend the Council, but have no voting rights.

6. MEMBER ORGANISATIONS' LIABILITIES

The liability of a Member Organisation to contribute towards the payment of the debts and liabilities of CHASS or the costs, charges and expenses of the winding up of CHASS is limited to the amount (if any) unpaid by the Member Organisation in respect of membership of CHASS as required by rule 8.

7. DISCIPLINING OF MEMBER ORGANISATIONS

- (a) Where the Board is of the opinion that a Member Organisation
- (i) has persistently refused or neglected to comply with a provision of these rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of CHASS;

the Board may, by resolution

- (iii) expel the Member Organisation from CHASS; or
- (iv) suspend the Member Organisation from such rights and privileges of membership of CHASS as the Board may determine for a specified period.

- (b) A disciplined Member Organisation may appeal to Council, and the matter shall be considered at a general meeting.

8. SUBSCRIPTIONS

- (a) Member Organisations and Affiliate Member Organisations shall pay a subscription determined by the Board from time to time, in accordance with guidelines established by Council and set out in the By-Laws.

- (b) Member Organisations which have not paid their subscriptions by the date set out in the By-laws will be unable to nominate a recognised delegate for general meetings of Council, or to nominate candidates for election to the Board. They may also be denied other privileges of membership as determined by the Board until such time as they have paid any and all subscriptions owed in accordance with the By-Laws and resolutions of the Board.

PART C. COUNCIL, BOARD AND EXECUTIVE

9. COUNCIL

- (a) Role and Powers

The Council shall be the only body empowered to make and amend the constitution and by-laws of CHASS. It may exercise such powers as are consistent with and in accordance with the objectives of CHASS.

- (b) Membership

The Council shall be comprised of one (1) appointed delegate from each Member Organisation, plus all members of the Board. All delegates have the power to vote, but Board members do not have the right to vote other than as an appointed delegate of a Member Organisation. Affiliate Member Organisations and observers, including representatives of Member Organisations other than those appointed as delegates, may attend Council but do not have the power to vote.

(c) Meetings

There will be one Annual General Meeting of Council, and other Special General Meetings as are deemed necessary for the performance of the functions of Council, called and held pursuant to Part D of this Constitution.

10. BOARD

(a) Role and Powers

The Board, subject to the Act, the regulations, this Constitution, the By-Laws, and to any resolution passed by Council in general meeting

- (i) shall control and manage the affairs of CHASS; and
- (ii) may exercise all such functions as may be exercised by CHASS other than those functions that are required by these rules to be exercised by Council in general meeting; and
- (iii) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of CHASS.

(b) Membership

The Board will consist of the president, vice-president, secretary, treasurer, Executive Director and six other members. The Executive Director shall be an ex officio non-voting member. Other members shall be elected by Council at an Annual General Meeting, and will take office immediately upon the conclusion of that Meeting.

(c) Term of office

- (i) The President shall hold office for a period of two years, until the conclusion of the second Annual General Meeting of Council following the date of her or his election as President.
- (ii) All other elected members of the Board shall hold office for a period of one year, until the conclusion of the annual general meeting of Council following the date of their election.
- (iii) Retiring members of the Board are eligible for re-election.
- (iv) The Executive Director shall remain an ex officio member of the Board for the term of her or his employment in that role.

11. ELECTION OF BOARD

(a) Nominations

Nominations of candidates for election as Board members of CHASS shall be

- (i) made in writing, in the form laid out in Appendix 3, signed by authorised signatories of one (1) Member Organisation of CHASS and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (ii) delivered to the CHASS office seven days before the commencement of the Council meeting at which the election is to take place.

(b) Conduct of the ballot

The ballot for the election of Board members shall be conducted at the Annual General Meeting of Council at such time and in such manner as the Board

may direct.

12. EXECUTIVE OF THE BOARD

(a) Role and powers

The Executive shall control and manage the affairs of CHASS as directed by the Board.

(b) Membership

- (i) The Executive shall consist of the president, vice-president, secretary and treasurer.
- (ii) In addition, the Executive Director shall be a non-voting ex officio member.

13 PRESIDENT

(a) The President shall:

- (i) represent the interests of CHASS in any way consistent with these rules and convenient and advantageous to CHASS;
- (ii) on behalf of the Executive and Board, act as the immediate supervisor of the Executive Director;
- (iii) preside at meetings of the Executive, Board and Council.

(b) In the absence of the President, the President's functions shall be conducted by the Vice-President, or failing that by any other Board member the President nominates.

(c) In the event of a vacancy of the office of President, the Vice-President shall succeed to the position of President, and the position of Vice-President thus vacated will be filled by and from the Board, including any new member co-opted pursuant to Section 16. The arrangement will prevail until the conclusion of the next annual general meeting of Council, at which time an election will be held for the position of President irrespective of the stage in the two-year cycle stipulated in Section 10 (c) (ii).

14. SECRETARY

(a) The secretary shall keep minutes of

- (i) all elections and appointments of Executive and Board members; and
- (ii) the names of members of the Board present at a Board meeting or a general meeting; and
- (ii) the names of members of the Executive present at an Executive meeting or a general meeting;
- (iii) the names of Member Organisations and their appointed delegates present at a general meeting of Council; and
- iv all proceedings at Board meetings, Executive meetings and general meetings.

(b) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. TREASURER

The treasurer of CHASS shall

- (i) collect and receive all moneys due to CHASS and make all payments authorised by CHASS; and
- (ii) keep correct accounts and books showing the financial affairs of CHASS with full details of all receipts and expenditure connected with the activities of CHASS.

16. VACANCIES

In the event of a vacancy in the membership of the Board, the remaining Board members may appoint a person to fill the vacancy. This person shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

17. REMOVAL OF BOARD MEMBERS

Council in general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.

18. BOARD MEETINGS AND QUORUM

- (a) The Board shall meet at least twice in each calendar year at such place and time as the Board may determine.
- (b) The President is authorised to call additional meetings of the Board; and must do so if requested by any three (3) members of the Board. .
- (c) Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under sub rule 18(c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (e) Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) At meetings of the Board
 - (i) the president or, in the absence of the president, the vice-president shall preside; or
 - (ii) if the president and the vice-president are absent, one (1) of the members of the Board present will be chosen by the members present to preside.

19. EXECUTIVE MEETINGS AND QUORUM

- (a) The Executive shall meet at least four (4) times in each calendar year at such place and time as the Executive may determine.

- (b) Additional meetings of the Executive may be convened by any two (2) members of the Executive.
- (c) Oral or written notice of a meeting of the Executive shall be given by the secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under sub rule 19(c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Executive members present at the meeting unanimously agree to treat as urgent business.
- (e) Any three (3) members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (f) At meetings of the Executive
 - (i) the president or, in the absence of the president, the vice-president shall preside; or
 - (ii) if the president and the vice-president are absent, one (1) of the members of the Executive present will be chosen by the members present to preside.

20. DELEGATION BY EXECUTIVE TO SUBCOMMITTEE

The Executive may, by instrument in writing, delegate to one (1) or more subcommittees the exercise of such of the functions of the Executive as are specified in the instrument, other than

- (i) this power of delegation; and
- (ii) a function which is a function imposed on the Executive or the Board by the Act, by any other Territory law, or by resolution of Council in general meeting.

21. VOTING AND DECISIONS

(a) Questions arising at a meeting of the Council, the Board, the Executive or of any subcommittee appointed by the Executive shall be determined by a simple majority of the votes of members of the Council, the Board or Executive or subcommittee present at the meeting.

(b) Each member present at a meeting of the Board, the Executive or of any subcommittee appointed by the Executive (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Part D. General meetings

22. ANNUAL GENERAL MEETINGS

(a) Timing

CHASS shall, at least once in each calendar year and within the period of four (4) months after the expiration of each financial year of CHASS

on 30 June, convene an annual general meeting of its Member Organisations, meeting in Council.

(b) Business to be transacted

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
- (ii) to receive from the Board reports on the activities of CHASS during the last preceding financial year; and
- (iii) to elect members of the Board;
- (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to Member Organisations under the Act, section 73 (1); and
- (v) to appoint the Council's auditors for the current financial year.

23. GENERAL MEETINGS AND QUORUM

(a) The Executive may, whenever it thinks fit, convene a general meeting of Council.

(b) The Executive shall, on the requisition in writing of not less than twenty per cent of the total number of voting Member Organisations, convene a general meeting of Council.

(c) The secretary shall provide 21 days notice of the general meeting to all Member Organisations.

(d) Delegates

- (i) Each Member Organisation shall be entitled to appoint one delegate to represent it at a general meeting of Council, by means of giving notice to the secretary before the commencement of the meeting in respect of which the appointment is made.
- (ii) The notice constituting the delegate credential shall be in the form set out in Appendix 1, and shall be signed by an authorised and identified signatory of the Member Organisation.

(e) Proxies

- (i) Each Member Organisation shall be entitled to appoint another Member Organisation as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (ii) The notice appointing the proxy shall be in the form set out in appendix 2.

(f) Twenty per cent of the total number of voting Member Organisations, being represented in person, constitute a quorum for the transaction of the business at a general meeting.

Part E. Miscellaneous

24. FUNDS

(a) Source

(i) The funds of CHASS shall be derived from fees, subscriptions of Member Organisations, grants, donations, interest, dividends and, subject to any resolution passed by Council in general meeting and subject to the Act, section 114, such other sources as the Executive determines.

(ii) All money received by CHASS shall be deposited as soon as practicable and without deduction to the credit of CHASS's bank account.

(iii) CHASS shall issue an appropriate receipt as soon as practicable upon receiving any money

(b) Management

(i) Subject to any resolution passed by Council in general meeting, the funds of CHASS shall be used for the objects of CHASS in such manner as the Executive determines.

(ii) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Executive, or by one Executive member and any employee of CHASS authorised to do so by the Executive.

(c) Non-profit

The assets and income of the organisation shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the Member Organisations except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

(d) Dissolution

In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which, itself, is exempt from income tax.

25. EXECUTIVE DIRECTOR

The Executive Director of CHASS shall be appointed by the Board. Subject to the supervision and control of the Board and Executive through the President, the Executive Director shall be responsible for the day-to-day management of CHASS, including the direct supervision of other CHASS staff, and shall perform such functions assigned by the Board or Executive.

26. AMENDMENT OF CONSTITUTION

(a) Council shall have power to vary, add or amend the rules set forth in this constitution as necessary or convenient for carrying out the objectives of CHASS. Proposals for amendments to this constitution will be considered at a meeting of Council.

(b) Such amendments will require a 75 per cent majority vote of Council for adoption.

(c) Amendments to this constitution may be proposed by a general meeting of Council, by the Board, by the Executive, or by at least ten (10) Member Organisations.

(d) Notice of any proposed amendment shall be transmitted by post, courier, electronic mail or facsimile to the last known address of each Member Organisation at least 21 days prior to the date of the meeting of Council.

27. AUTONOMY OF MEMBER ORGANISATIONS

Nothing in this constitution shall imply that CHASS has authority over the corporate affairs of any Member Organisation. All Member Organisations shall continue to function as autonomous bodies in accordance with their own constitution, charter, articles of incorporation or related documents.

28. BY-LAWS

(a) Council shall have power to make by-laws not inconsistent with this constitution prescribing all matters which by this constitution are required or permitted to be prescribed or which are necessary or convenient to be prescribed for the carrying out or giving effect to the provisions of the constitution.

(b) The by-laws shall form a supplement to, but not a part of, this Constitution.

(c) By-laws may be adopted, amended or deleted by a simple majority of a general meeting of Council.

(d) Provided the motion is seconded, any voting Member Organisation at a general meeting of Council may propose an addition to, amendment of or deletion from the by-laws, either:

(i) by written notice to the Secretary before the commencement of the general meeting of Council at which the proposal is to be considered; or

(ii) by notice to the Chair from the floor during the part of the meeting designated for consideration of the by-laws,

29. COMMON SEAL

(a) The secretary shall keep in his or her custody or under his or her control the common seal of CHASS.

(b) The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Executive or of one (1) member of the Executive and of the Executive Director.

30. CUSTODY OF BOOKS

Subject to the Act, the regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to CHASS.

31. INSPECTION OF BOOKS

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

32. SERVICE OF NOTICE

For these rules, a notice may be served by or on behalf of CHASS on any Member Organisation either personally or by sending it by mail to the Member Organisation at the Member Organisation's address shown in the register of Member Organisations.

33. PUBLIC OFFICER

The Board shall, within 14 days after the incorporation of CHASS under the Ordinance, appoint a person resident in the Australian Capital Territory to be the public officer of CHASS and, if that office at any time becomes vacant, appoint a person resident in the Australian Capital Territory to fill that vacancy.

34. FINANCE AND AUDIT

The Executive shall at least once in each period of twelve months:

(a) prepare or cause to be prepared a statement of income and expenditure and a balance sheet of CHASS for the last financial year; and

(b) cause the financial affairs of CHASS to be audited by a person:

- (i) who is not a Member Organisation of CHASS;
- (ii) who is not a member of the Council, the Board, the Executive or any subcommittee of CHASS; and
- (iii) who is not the Public Officer of CHASS.

THE COUNCIL FOR THE HUMANITIES, ARTS AND SOCIAL SCIENCES
INCORPORATED (CHASS).

SCHEDULE 1 TO THE CONSTITUTION

Powers of CHASS

The Council shall have power to do all things necessary or convenient to be done for or in connection with giving effect to or furthering its objects and, without limiting the generality of the foregoing, may for these purposes exercise any of the following powers:

- (a) the soliciting and accepting of any gift, whether subject to a special trust or not;
- (b) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph 78(1)(a) of the Income Tax Assessment Act 1936 relates;
- (c) the establishment or support, or aiding in the establishment or support, of any other association, foundation, organisation or trust formed for any object or purpose similar to any of the objects of CHASS;
- (d) the printing or publishing of newspapers, periodicals, books, leaflets, or other documents;
- (e) the raising or borrowing of money upon such terms and in such manner as it thinks fit, and securing the repayment of a debt or liability of CHASS, by giving mortgages, charges or securities upon or over all or any of the real or personal property of CHASS;
- (f) the investment of any moneys of CHASS not immediately required for any of its objects upon such terms and in such manner as it thinks fit;
- (g) the purchase, taking on lease or in exchange, otherwise acquiring, selling, leasing, exchanging or otherwise disposing of any real or personal property;
- (h) the buying, selling or supplying of, or dealing in, goods of all kinds;
- (i) the construction, maintenance, or alteration of any building or works;
- (j) the acting as trustee of any trust or fund which may be established for the benefit of, or with similar objects to those of, CHASS; and
- (k) the doing of anything that is incidental to the attainment of any of the objects, or to the exercise of any of the powers, of CHASS.

Appendix 1 (see rule 23(d))

Form of appointment of delegate

I, (full name)

of

..... (address)

being the (nominate position)

and an authorised signatory of

.....
(name of Member Organisation)

which is a current financial Member Organisation of CHASS,

hereby appoint

..... (full name of delegate)

of

..... (address)

as its delegate to vote for and on behalf of it at the general meeting of the
Council (annual general meeting or other general meeting, as the case may
be) to be held on (insert date)

and at any adjournment of that meeting.

.....
(Signature of member appointing delegate)

Date

Note: an authorised signatory may appoint herself or himself as delegate.

This form must be sent or given to the Secretary before the commencement of the meeting.

Appendix 2 (see rule 23 (e))

Form of appointment of proxy

I, (full name)

of

..... (address)

being an authorised signatory of

.....,

(name of Member Organisation)

which is a current financial Member Organisation of CHASS, hereby appoint

.....

(insert here either: "Secretary of CHASS", OR the name of another

Organisation which is a current financial Member Organisation of CHASS)

as our proxy to vote for and on behalf of our organisation at the general

meeting of the Council to be held on

..... (insert date)

and at any adjournment of that meeting.

*Our proxy is authorised to vote in favour of/against (specify) the resolution/s

detailed overleaf. (*To be inserted if desired.)

..... (Signature)

..... (Date)

Note: A proxy vote may only be given to another organisation which is a Member Organisation of CHASS.

This form must be sent or given to the Secretary at least 24 hours prior to the commencement of the meeting.

Appendix 3 (see rule 11(a))

Nomination of a candidate for election to the Board of CHASS

I,
(print full name)

of.....
(Name of Member Organisation)

being an authorised signatory of this organisation, which is a current financial Member Organisation of CHASS, nominate

.....
(print full name of nominee)

of.....
(name of nominee's Member Organisation)

as a candidate for election to the Board of CHASS at the Annual General Meeting to be held on

..... (date of AGM)

..... (Signature of nominator)

..... (date)

Nominee's written consent for nomination is required. It may be given on this form or provided separately.

..... (Signature of nominee)

..... (date)

This form must be sent or given to the Secretary at least 7 days prior to the commencement of the meeting.