

The Australian National University Emeritus Faculty Incorporated

Incorporated in the Australian Capital Territory

CONSTITUTION

As amended at the Annual General Meeting in December 2018

1. Association Name

The name of the association is “The Australian National University Emeritus Faculty Incorporated”, hereinafter referred to as “**the Faculty**”.

2. Faculty Objectives

(a) The objectives of the Faculty are to:

- (i) foster collegiality among its members;
- (ii) enable members to join in, or continue to contribute to, the academic and cultural life of the Australian National University (“**University**”);
- (iii) augment the social and intellectual life of the wider community;
- (iv) help enhance the visibility and reputation of the University.

(b) The Faculty does not see its activities as replacing those of current staff of the University in any way.

3. Faculty Status

This Constitution records the Faculty’s status as an independent, incorporated association under ACT law. The Constitution has been communicated to the Council of the University. Where the Faculty intends to make any changes to the Constitution these will be reported to Council.

4. Membership

(a) Membership of the Faculty is open to former academic and general staff of the University who wish to continue an association with the University and who meet one of the following criteria (“**Faculty members**”):

- (i) former ANU academic staff members, either full-time or part-time or holding fractional appointments, of two years standing or more;
- (ii) former members of the ANU Council;
- (iii) former ANU professional staff who have given substantial service to the ANU.
- (iv) ANU Visiting Fellows or former Visiting Fellows who have retired from employment at another university having been employed by a university for two years or more.

Invited Membership is available to:

- (i) surviving spouses or partners of deceased members;

- (ii) former staff of other universities and similar research or teaching institutions, or those who have provided significant service to the public at large; applicants under this category must be nominated by a Faculty member and brought to Committee for determination of eligibility as invited members.

Invited members have the same rights and entitlements as members.

- (b) Those persons who were members of the Faculty immediately before the date on which the Faculty was incorporated are taken to be members of the Faculty at the time of incorporation.
- (c) Application for membership is made in writing to the Secretary of the Faculty and decided by the Committee.
- (d) A person will cease to be a Faculty Member if the member dies, resigns in writing from membership, or is expelled from the Faculty.
- (e) The annual membership fee for Faculty members is set by resolution at the Faculty's annual general meeting.
- (f) The annual membership fee may be waived by resolution at the Faculty's annual general meeting for such categories of Faculty members as determined by the annual general meeting.
- (g) A Faculty Member will be a financial member of the Faculty when his or her annual membership fee is fully paid at the time payment is due.
- (h) The rights, privileges and obligations of membership are not transferable and terminate on cessation of the person's membership.
- (i) The liability of a Faculty Member to contribute towards payment of the Faculty's debts and liabilities, or costs, charges and expenses on its winding up is limited to the amount of any unpaid part of their annual membership fee.

5. Financial Management

- (a) Financial management of the Faculty is the responsibility of the Management Committee ("**Committee**"), with financial records kept by the Treasurer.
- (b) Subject to any resolution passed by the Faculty in a general meeting, the funds and property of the Faculty shall be used solely in pursuance of the objectives of the Faculty in such manner as the Committee determines, and no portion of such funds or property will be paid or transferred, whether by way of dividend, bonus or in any other way that amounts to a distribution of profits or surplus to the Faculty members. This does not prevent the payment in good faith of:
 - (i) out-of-pocket expenses incurred by a Committee member in the performance of any duty as a Committee member where the amount payable is approved by the Committee;
 - (ii) reasonable and proper remuneration to any member of the Faculty in return for services provided to the Faculty (other than in the capacity as a Committee member or other officer of the Faculty) where the services and amount payable are approved by the Committee;
 - (iii) premiums on indemnity insurance to the extent permitted by law.
- (c) Signatories for financial transactions, including the drawing and signing of cheques on behalf of the Faculty, are one of the four Office Bearers on the authorization of two of the Office Bearers (see clause 6(d)).

- (b) The financial year of the Faculty is from 1 December to 30 November the following year.
- (c) Subject to the requirements of the *Associations Incorporation Act 1991* (ACT) (“Act”), section 114, funding of the Faculty’s activities is met from income from membership fees, grants, sales, donations, contracts and similar activities and instruments decided by the Committee consistent with the objectives of the Faculty at clause 2(a).
- (d) All monies received by the Faculty, excluding those monies received from The Australian National University and managed in accordance with University procedures, are deposited as soon as practicable and without deduction to the credit of the Faculty’s bank account[s].

6. General Management

- (a) All management functions of the Faculty are vested in the Committee subject to the Act, this Constitution, and any resolutions passed by the Faculty in a general meeting.
- (b) The Committee (consisting of at least five and not more than twelve Faculty members) is elected at the annual general meeting by secret ballot. Proxy voting (see 7(i)) is permitted. Candidates are self nominated in writing to the Returning Officer of the Faculty at least 21 days before the election takes place. Should sufficient nominations not be received prior to the annual general meeting, further nominations may be taken from the floor.
- (c) Each Committee member holds office, subject to this Constitution until the conclusion of the next annual general meeting. Committee members are eligible for re-election to the Committee.
- (d) The Committee elects from those of its elected members the four office bearers of the Committee, being the Chair, Deputy Chair, Secretary and Treasurer (“**Office Bearers**”) and the Public Officer (who acts as the contact between the Faculty and the ACT Registrar General’s Office). It also appoints a Returning Officer to receive nominations for election of the Committee.
- (e) The Committee holds meetings from time to time as it decides.
- (f) Written notice of a Committee meeting and the general nature of business for the meeting is given to the Committee members by the Secretary at least 48 hours (or any other period that may be unanimously agreed by the Committee members) before the time appointed for the holding of the meeting.
- (g) Meetings of the Committee are presided over by the Chair, and in the Chair’s absence by an Acting Chair (being the Deputy Chair, or in the absence of the Deputy Chair, a member of the Committee elected to be Acting Chair).
- (h) The Committee acts by resolution, with all matters decided by a majority vote. Each member (except where that member is co-opted, see 6 (s)) has one vote and in the case of an equality of votes the Chair or Acting Chair has a second, casting vote.
- (i) The quorum for a Committee meeting is half the total elected membership of the Committee. If a quorum is not present 30 minutes after the appointed time for the start of the meeting, the meeting will be adjourned to a day and time not longer than one calendar month later.
- (j) The Committee has power to make by-laws but such by-laws must be approved by the Faculty Membership in a general meeting. A register of current by-laws is kept by the Secretary.
- (k) The Secretary keeps minutes of all elections, appointments, and deliberations and decisions of the Committee and general meetings. The Secretary is responsible for custody of the Faculty’s common seal and, with the Chair, for proper use of the seal. The Secretary keeps and maintains a register of Faculty members in accordance with the requirements of the Act, and also has custody of all records, books, and other documents relating to management of the Faculty. These are available for inspection by any Faculty Member by arrangement with the Secretary.
- (l) The Treasurer keeps records of all financial transactions, and prepares an annual financial report and arranges for its audit by an auditor appointed by the Committee in accordance with the requirements of the Act.

- (m) The Committee presents the audited annual financial report and auditor's report, and a general report prepared by the Chair and Secretary in accordance with the requirements of the Act, to the annual general meeting of the Faculty.
- (n) There will be a vacancy in the office of a Committee member or Public Officer if the member:
 - (i) dies;
 - (ii) ceases to be a member of the Faculty;
 - (iii) resigns from office;
 - (iv) becomes an insolvent under administration within the meaning of the Corporations Act;
 - (v) suffers from mental or physical incapacity;
 - (vi) is disqualified from office under the Act, section 63(1);
 - (vii) in the case of the Public Officer, ceases to reside in the ACT.
- (o) Subject to the Act, section 50, the Faculty in general meeting may also remove by resolution any member of the Committee before the end of the member's term of office, and their position becomes vacant.
- (p) A Committee member who fails to attend four or more consecutive meetings of the Committee without satisfactory explanation to the Committee will be deemed to have resigned from the Committee and their position becomes vacant.
- (q) In the event of a vacancy on the Committee, the Committee may invite another Faculty Member to become a member of the Committee and to hold office until the conclusion of the next annual general meeting held after the date of appointment.
- (r) The Committee may take advice from subcommittees. Any subcommittee appointed is advisory only and does not have the power to make decisions.
- (s) The Committee may co-opt additional Faculty members to serve on the Committee until the conclusion of the next annual general meeting, except that such co-opted members shall not have voting rights.

7. Annual General Meetings and Special General Meetings

- (a) Subject to the requirements of the Act, sections 68 and 69, the annual general meeting is held on a date and at a place decided by the Committee.
- (b) A special general meeting may be called by the Committee at any time, or on a requisition signed by one tenth of the financial Faculty members. The requisition states the nature of matters to be considered by the meeting.
- (c) If a general meeting is called, the Secretary gives written notice specifying the place, date and time of the meeting, matters to be considered at the meeting, and whether the meeting is an annual general meeting or special general meeting, at least 14 days (21 days in the case of special resolutions – see clause 7 (e) below) before the annual general meeting or any special general meeting.
- (d) At the annual general meeting, business consists of reception of the annual report, the audited financial report and auditor's report as required to be submitted to members under the Act, section 73(1), election of the Committee, and any other business that may be transacted at an annual general meeting.
- (e) General meetings at which 'special resolutions' are considered and decided have special requirements. Those decisions requiring special resolutions are set out in the Act ("**Special Resolutions**"), and include:
 - (i) altering the Constitution, including altering the objectives of the Faculty (in accordance with the Act);

- (ii) changing the name of the Faculty;
 - (iii) amalgamating the Faculty with another organisation;
 - (iv) winding up the Faculty.
- (f) Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Faculty, at least 21 days notice of the general meeting and notice of intention to propose a resolution as a Special Resolution must also be given. To become effective such Special Resolutions must be passed by a general meeting at which at least three-quarters of financial Faculty members who vote at the meeting, either in person or by proxy, vote to pass the resolution. (g) General meetings are presided over by the Chair, and in the Chair's absence by an Acting Chair (being the Deputy Chair, or in the absence of the Deputy Chair, a member of the Faculty elected to be Acting Chair).
- (h) Every Faculty Member is entitled to one vote upon each motion at any general meeting, in person or by proxy. General meetings act by resolution, with all decisions (other than those requiring a Special Resolution, see 6(f)) decided by a majority of the financial Faculty members who vote at the meeting by a show of hands (or secret ballot in the case of the election of Committee members, see 6(b)), and counting of proxy votes. In the case of an equality of votes, the Chair, or in the Chair's absence the Acting Chair, has a second casting vote.
- (i) Proxy voting is in writing using a form consistent with that attached to this Constitution, and delivered to the Secretary not less than three days before the general meeting at which the vote will be exercised.
- (j) The quorum for general meetings is twelve financial members. If a quorum is not present 30 minutes after the appointed time for the start of the meeting, the meeting will be adjourned to a day and time not longer than one calendar month later.

8. Disciplining of Members

- (a) If the Committee considers that a Faculty Member has persistently or wilfully acted in a manner prejudicial to the interests of the Faculty, the Committee may by resolution expel the Faculty Member from the Faculty, or suspend the Faculty Member for a specified period. The resolution is of no effect unless confirmed at a meeting of the Committee within 28 days in accordance with this clause 8.
- (b) If action is taken under clause 8(a), the Committee must within seven days of its decision give written notice to the Faculty Member of the resolution and its grounds and advise the Faculty Member that the Committee will meet at a specified place, date and time (being no later than 28 days after the notice is given to the Faculty Member). The notice must also invite the Faculty Member to respond to the Committee in relation to the resolution in person at the meeting or in writing to the Committee at or before the date of the meeting.
- (c) Subject to the Act, section 50, having considered any response of the Faculty Member given in accordance with clause 8(b), the Committee will by resolution confirm or revoke the resolution made under clause 8(a), and notify the member within seven days.
- (d) A resolution confirmed under clause 8(c) will not take effect until the end of the period within which the Faculty Member is entitled to appeal against the decision pursuant to clause 9 (if the Faculty Member does not appeal within that time), or unless and until the Faculty confirms the resolution in accordance with clause 9 (where the Faculty Member does appeal the decision within the required period).

9. Right of Appeal of Disciplined Members

- (a) A Faculty Member may appeal against expulsion or suspension by the Faculty by giving written notice to the Secretary within seven days of receipt of notice of the confirmed Committee decision under clause 8(c).

- (b) Subject to the Act, section 50, where a Faculty Member makes an appeal in accordance with clause 9(a), a special general meeting must then be held to consider the appeal within 28 days (but not less than 21 days) of receipt of the notice of the Faculty Member's appeal. No other business is to be transacted by the special general meeting. The Faculty Member and the Committee may make representations to that meeting in writing (at or before the date of the meeting) or orally (at the meeting) or both, following which Faculty members present at the general meeting will vote by secret ballot (including proxy votes), to confirm or revoke by simple majority the Committee's original disciplinary decision.

10. Notices

A written notice to a Faculty Member may be sent by post or emailed, and is deemed received at the time when the letter would have been delivered in the ordinary course of post if sent by post or upon sending if sent by email.

11. Winding up the Faculty

Should a decision to wind up the Faculty be made by Special Resolution passed at a special general meeting, then after providing for all liabilities, debts, costs, charges and expenses of the Faculty, the residue of the property of the Faculty shall be disposed of by vesting it in:

- (i) another association for the Act, section 92(1)(a) (where that association fulfils the requirements specified in the Act, section 92(2)); or
- (ii) a fund, authority or institution for the Act, section 92(1)(b), as decided by Special Resolution of the Faculty.