

13.0 PRESIDENT

13.1 The President is the Chief Executive Officer of the Council, and shall preside at all meetings of the Council and its Board, and convene meetings of the Board.

13.2 The Deputy President shall perform the above role in the unavoidable absence of the President.

14.0 SECRETARY

14.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example - Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

14.2 The Secretary must—

- i) maintain the register of members and
- j) keep custody of the common seal (if any) of the Council and, except for the financial records referred to in rule 15, all books, documents and securities of the Council in accordance with rule 14.4
- k) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and perform any other duty or function imposed on the Secretary by these Rules.

14.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

14.4 The Secretary shall ensure the keeping and maintenance of administrative records of the Council and its Board, including:

- a) minutes of Board and Council meetings, including those present and apologizing, and
- b) all proceedings including election results and appointments.

15.0 TREASURER

The Treasurer shall ensure the keeping and maintenance of the financial records of the Council and its Board including:

- a) correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council, and

16.0 BOARD MEETING PROCEDURES

16.1 Ordinary meetings of the Board shall be convened by the President at least two times per year.

16.2 Ordinary meetings of the Board may be held by electronic means such as teleconferencing.

16.3 At the first meeting of the Board after the Annual General Meeting, the Board shall determine the priorities and activities of the Council for the coming year based on the decisions of the Annual General Meeting, Council policy, previous decisions of the Board and on-going activities.

16.4 The President shall ensure that notice of any Board meeting, specifying the date, time, venue and agenda, shall be given to each Board member at least two weeks before each Board meeting, with a broad schedule determined at the final meeting of the previous year.

16.5 If the President is not present to preside at a Board meeting, the Deputy President shall preside at that meeting.

16.6 Board members, with the exception of affiliated members as per 4.1, shall have the right to one deliberative vote on each issue/election being decided at a Board meeting.

16.7 Proxy members are not permitted at Board meetings.

16.8 The President shall have both a deliberative vote and casting vote at all meetings of the Board.

16.9 The quorum for conducting business at meetings of the Board shall be the representation of one half plus one of the members of the Board.

16.10 If the Board Meeting is held by electronic means, then the Board shall establish a time-frame for participation in the meeting for the purposes of establishing a quorum and this timeframe will be clearly set out in the notification of the Board Meeting.

17.0 SERVICES

To fulfill the stated objectives of the Council, the Board shall also organise the Annual Conference of the Council and such other services as shall be determined from time to time.

18.0 ANNUAL GENERAL MEETINGS

18.1 The Annual General Meeting of the Council shall be held each calendar year, within five months of the end of the Association's financial year.

18.2 The Annual General Meeting of the Board may be held by electronic means such as teleconferencing.

18.3 The Annual General Meeting shall normally be held during the Annual Conference of the Council.

18.4 The date and venue for the Annual General Meeting shall be set by the Board and notified to all members at least 21 days before the Annual General Meeting.

18.5 The President shall preside at the Annual General Meeting. If the President is not present, the Deputy President shall preside.

18.6 The quorum for the Annual General Meeting shall be of one-half plus one of the representatives of member institutions (one representative only of each member institution, as defined under 2.0).

18.7 In the case of an equality of votes on any issue, the person presiding is entitled to exercise a casting vote, in addition to a deliberative vote.

18.8 The business of the Annual General Meeting shall include, but not be limited to:

- a) confirmation of the minutes of the last Annual General Meeting and any general meeting held since that meeting
- b) consideration of reports of the following documents which the Board shall ensure are presented to the Annual General Meeting, with each member receiving one copy: the audited statement of the Council's accounts and the annual report covering the principal activities of the Council during the previous year
- c) other commissioned report
- d) election (or confirmation, if no election necessary) of office-bearers of the Council.

18.9 Special General Meetings of the Council may be convened by the Board or by at

least ten members and shall be held within three months of a decision of the Board or at the requisition of at least ten members conveyed to the President. Only matters specified in the notice of the meeting may be dealt with at a Special General Meeting, unless unanimously agreed by the meeting.

19.0 NOTICE OF GENERAL MEETINGS

19.1 The Secretary (or, in the case of a special general meeting convened under rule 18.8, the members convening the meeting) must give to each member of the Association—

- a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- b) at least 14 days' notice of a general meeting in any other case.

19.2 The notice must—

- a) specify the date, time and place of the meeting; and
- b) indicate the general nature of each item of business to be considered at the meeting; and
- c) if a special resolution is to be proposed—
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution; and

19.3 A general meeting of the Council may

- a) by special resolution remove a committee member from office; and
- b) elect an eligible member of the Council to fill the vacant position in accordance with this Division.

20.0 QUORUM AT GENERAL MEETINGS

20.1 No business may be conducted at a general meeting unless a quorum of members is present.

20.2 The quorum for a general meeting is 10% of the members entitled to vote.

20.3 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

21.0 ADJOURNMENT OF GENERAL MEETING

21.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

21.2 Without limiting subrule (1), a meeting may be adjourned—

- a) if there is insufficient time to deal with the business at hand; or
- b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

21.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

21.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 19.

22.0 VOTING AT GENERAL MEETING

22.1 On any question arising at a general meeting—

- a) subject to subrule (3), each member who is entitled to vote has one vote; and
- b) except in the case of a special resolution, the question must be decided on a majority of votes.

22.2 If votes are divided equally on a question, the President (Chairperson) of the meeting has a second or casting vote.

22.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

23.0 SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required to alter these Rules, including changing the name or any of the purposes of the Association.

24.0 DETERMINING WHETHER RESOLUTION CARRIED

24.1 Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- a) carried; or
- b) carried unanimously; or
- c) carried by a particular majority; or
- d) lost—
and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

24.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- b) the Chairperson must declare the result of the resolution on the basis of the poll.

24.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

24.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

25.0 MINUTES OF GENERAL MEETING

25.1 The Committee must ensure that minutes are taken and kept of each general meeting.

25.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

25.3 In addition, the minutes of each annual general meeting must include—

- a) the names of the members attending the meeting; and
- b) the financial statements of the Council for the preceding financial year submitted to the members; and

- c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

26.0 SPECIAL RESOLUTIONS OF THE COUNCIL

- 26.1 A special resolution of the Council is required for amendment of this Constitution, for the winding up of the Council, for the vesting of surplus funds or assets in the event of the Council being wound up, and any other matter the Act requires under section 70.
- 26.2 A resolution shall be taken to be a special resolution if it is passed at a general meeting of the Council, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the Council and it is passed by at least three-quarters of the votes of those members of the Council who, being entitled to vote, vote in person or by proxy at the meeting.

27.0 FUNDS SOURCES AND MANAGEMENT

- 27.1 The funds of the Council shall be derived from the annual membership levies. In addition funds may be derived on an approximate cost recovery basis for conference registrations, publication sales, and other supplies. Funds may also be derived from donations and such other sources as the Board determines.
- 27.2 All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- 27.3 The assets and income of the Council shall be applied exclusively to the promotion of its objectives as outlined in Section 3. No portion shall be paid or distributed directly or indirectly to the members of the Australian Council of Deans and Directors of Creative Arts representing member institutions, except as bona fide remuneration for services rendered or allowable expenses incurred on behalf of the Council.
- 27.4 The Board shall pass or ratify all accounts for payment, and any disbursements not ratified by the Board will be the personal responsibility of the signatories to the bank account concerned. All disbursements of money other than petty cash shall be by EFT on the Council's bankers (or draft, transfer or other negotiable instrument) signed (or otherwise formally authorised) by the Treasurer or other person authorised by the Board.
- 27.5 The financial year for the Council will be July 1 - June 30.

28.0 AUDITOR OF BOOKS

An appropriate qualified person who is not a member of the Board shall be appointed by the Board as the Council auditor.

29.0 TRANSFER OF OFFICE

All books, records and assets of the Council, with the exception of Council affairs in the process of being finalised, shall be handed over to the incoming Secretary/Treasurer within twenty-one days of the termination of the Annual Meeting of the Board, and the balance shall be transferred within two months of the same.

30.0 WINDING UP

The Council may be wound up or dissolved by special resolution of the Council to do so.

31.0 SURPLUS PROPERTY

On the dissolution or the completion of the winding up of the Council, any surplus property of the Council shall be taken to:

- a) vest in another association (whether or not the other association is incorporated), fund, authority or institution that has been nominated by special resolution of the Council, and
- b) has objects substantially the same as the objects of the Council
- c) is not carried on for the object of trading or securing pecuniary gain for its members; and
- d) has a provision in its rules requiring any surplus property of the association to be passed, on the dissolution or winding up of the association, to another association that has objects substantially the same as the first mentioned association; and is not carried on for the object of trading or securing pecuniary gain for its members; or,
- e) where no association, fund, authority or institution has been nominated, vest in the Registrar-General of the state of Victoria.

32.0 COMMON SEAL

32.1 The common seal of the Council shall be under the control of the Treasurer.

32.2 The common seal shall not be affixed to any instrument except by the authority of the Board, and the affixing of the common seal shall be attested by the signatures of two members of the Board.

33.0 CUSTODY AND INSPECTION OF BOOKS

The records, books and other documents relating to the Council shall be under the control of the Treasurer, and shall be open to inspection at a place in the state of Victoria nominated by the Treasurer by any member of the Council at any reasonable hour.

34.0 GRIEVANCE PROCEDURE

Application

34.1 The grievance procedure set out in this Division applies to disputes under these Rules between—

- a) a member and another member;
- b) a member and the Committee;
- c) a member and the Association.

34.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

35.0 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

36.0 APPOINTMENT OF MEDIATOR

36.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 35, the parties must within 10 days—

- a) notify the Committee of the dispute; and
- b) agree to or request the appointment of a mediator; and
- c) attempt in good faith to settle the dispute by mediation.

36.2 The mediator must be—

- a) a person chosen by agreement between the parties; or

- b) in the absence of agreement—
 - i. if the dispute is between a member and another member—a person appointed by the Committee; or
 - ii. if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

36.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

- a) has a personal interest in the dispute; or
- b) is biased in favour of or against any party.

37.0 MEDIATION PROCESS

37.1 The mediator to the dispute, in conducting the mediation, must—

- a) give each party every opportunity to be heard; and
- b) allow due consideration by all parties of any written statement submitted by any party; and
- c) ensure that natural justice is accorded to the parties throughout the mediation process.

37.2 The mediator must not determine the dispute.

38.0 FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

39.0 AMENDMENTS

Amendments to this constitution may be made only by a special resolution of the Council as per clause 18 of this Constitution.

Dated this day the **15** day of **February** in the year **2013**

N.B. Constitution to be read in conjunction with Model Rules 55.3 *Term of Office* and 75.4 *Custody and Inspection of books and records*, as per Consumer Affairs letter dated 23 December, 2014 – Ref. 8633109