



**AUSTRALIAN ACADEMY OF THE HUMANITIES  
2015 SUPPLEMENTAL CHARTER AND BY-LAWS**

**Elizabeth the Second**, by the Grace of God of the United Kingdom, Australia and Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

PREAMBLE

- A. WHEREAS on 25 June 1969, by virtue of Our Prerogative Royal in that behalf and of all other powers enabling Us so to do, of Our especial grace, certain knowledge and mere motion have willed, granted, directed, appointed and declared and did thereby for Us, Our Heirs and Successors will, grant, direct, appoint and declare a Charter of Incorporation (hereinafter referred to as the “original charter” to the Australian Humanities Research Council reconstituting it as the “The Australian Academy of the Humanities for the Advancement of Scholarship in Language, Literature, History, Philosophy and the Fine Arts” (hereinafter referred to as “the Academy”) so as to assist in the attainment of high standards in scholarship in the Humanities in Australia and help Australian humanists to take their full part in international activities in the field of the Humanities, thereby serving the best interests of the community.
- B. WHEREAS on 8 December 1987 We assigned to Our Governor-General of the Commonwealth of Australia (“the Governor-General”) all Our powers and functions in respect of the issuing of letters patent:
- (a) granting a supplemental charter to anyone in the Commonwealth of Australia to whom a charter of incorporation has been granted by Us or Our predecessors; or
  - (b) revoking, amending, or adding to, any charter of incorporation or supplemental charter granted to anyone in the Commonwealth of Australia by Us or Our predecessors;

and authorised the Governor-General to exercise any of those powers and functions in Our name and on Our behalf.

- C. WHEREAS the Academy has petitioned the Governor-General to grant it a supplemental charter so that the Academy may more effectively carry out its purpose.

By these letters patent issued in Our name and on Our behalf by Our Governor-General We grant and declare with effect from *[insert date]* as follows:

1. Except that the Academy continues to be one body corporate and politic, the original charter is revoked and replaced with this charter. The revocation of the original charter does not affect the validity of anything done under that charter.
2. The Academy shall continue to have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have the power to do all other matters and things incidental or appertaining to a Body Corporate including power to take and hold personal property and power to purchase or take on lease and hold lands, tenements or hereditaments or any interest in any lands, tenements or hereditaments whatsoever for the purposes of the Academy and power to sell, let on lease, alienate or otherwise dispose of the same or any part thereof.
3. The income and property of the Academy shall be applied solely towards the advancement of the objects of the Academy as hereinafter set out. The Academy shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members.
4. Except as hereinafter provided, no member shall have any personal claim on any property of the Academy and no part of the income or property of the Academy shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to any individual member of the Academy. Nothing herein contained shall prevent —
  - (a) the payment of remuneration to any officer or servant of the Academy or any member of the Academy or any other person in return for services rendered to the Academy or for goods supplied in the ordinary course of business; or
  - (b) the payment by the Council of the Academy of the expenses incurred by any member of the Academy in attending meetings, including meetings of the Council of the Academy, or otherwise undertaking any business of the Academy at the request of, or with the approval of, the Council of the Academy.
5. The objects and purposes for which the Academy is hereby constituted are the advancement of scholarship and of interest in and understanding of the Humanities, that is to say, in Language, Literature, History, Philosophy and the Fine Arts, and for that purpose:
  - (a) To advance knowledge of the Humanities.
  - (b) To encourage and support scholarship in the Humanities, to promote studies therein and to assist the publication of any such studies.
  - (c) To establish and maintain relations with international bodies concerned with the Humanities.

- (d) To correlate and assist in correlating the efforts of other bodies in the Humanities.
  - (e) To arrange or assist in arranging meetings of humanists in Australia, to encourage and assist the visits of humanists from other countries to Australia, to assist Australian humanists in scholarly pursuits in Australia or elsewhere, and to assist in exchanges of scholars between Our Commonwealth of Australia and other countries.
  - (f) To administer or assist in administering funds for the purposes of research in the Humanities.
  - (g) To assist and promote the development of libraries and research facilities in Australia in the field of the Humanities.
  - (h) To act as a consultant and an advisory body in matters concerning the Humanities.
6. Unless and until the By-laws of the Academy otherwise provide, there shall be two classes of members of the Academy, termed Fellows and Honorary Fellows, respectively. The Fellows of the Academy shall consist of —
- (a) the persons who were Members of the Australian Humanities Research Council immediately before the date of the original charter; and
  - (b) all persons, being persons of the highest distinction in scholarship in the Humanities, who become Fellows after that date in accordance with the By-laws of the Academy.

The Honorary Fellows of the Academy shall consist of all persons who become Honorary Fellows after the date of the original charter in accordance with the By-laws of the Academy.

7. The qualifications, methods and terms of admission of members of the Academy, their privileges and obligations, their liability to expulsion or suspension, and conditions of resignation from membership shall be as provided by the By-laws of the Academy.
8. Unless and until the By-laws of the Academy otherwise provide, all members of the Academy may use after their names the abbreviated designation “FAHA”.
9. The affairs of the Academy shall be managed by a body to be called “the Council of the Academy” which shall be the governing body of the Academy.
10. The Council of the Academy shall consist of such Fellows of the Academy elected or appointed in such manner as is provided by the By-laws of the Academy. The members of the Council of the Academy shall hold office for such periods as are provided by the By-laws and, if so provided by the By-laws, may be re-elected or re-appointed to the Council of the Academy in accordance with, and in the manner provided by, the By-laws.
11. A member of the Council of the Academy shall not be paid any remuneration in respect of the member's service as such a member and no member of the Council of the Academy shall be appointed to any salaried office of the Academy or any office of the Academy paid by fees.

12. The first Council of the Academy shall consist of the persons who were members of the Australian Humanities Research Council immediately before the date of these Presents and those persons shall hold office until the taking of office by their successors in accordance with the By-laws of the Academy.
13. The Council of the Academy shall have the sole control, management, and superintendence of the property, income, affairs and concerns of the Academy and may appoint such secretaries and officers as it considers necessary and if not contrary to or inconsistent with the provisions of this Our Charter or any By-laws made hereunder or the Laws and Statutes of Our Commonwealth of Australia or any State or Territory thereof, may do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Academy and, in particular, without prejudice to the foregoing powers, the Council of the Academy shall have the following powers:
  - (a) to accept any gift of property whether subject to any special trust or not for any of the objects of the Academy;
  - (b) to invest any moneys of, or belonging to, the Academy in such manner as may from time to time be provided by the By-laws of the Academy;
  - (c) to borrow, raise or secure the payment or repayment of moneys in such manner as it may think fit;
  - (d) to construct, maintain or alter any building or works necessary or convenient for the purposes of the Academy; and
  - (e) to sell, lease mortgage, dispose of or otherwise deal with all or any part of the property of the Academy.
14. The Council of the Academy may, so far as it deems expedient, delegate any of its powers (except this power of delegation) to such committees as it may from time to time establish. The Council of the Academy shall appoint the members of any committee that it establishes and shall determine the terms for which the members of any such committee shall hold office and may make rules for the conduct of the proceedings of any such committee and may otherwise regulate the activities of any such committee.
15. Unless and until the By-laws of the Academy otherwise provide, a general meeting, to be called the Annual General Meeting, shall be held in each year at such place, being the capital city of Our Commonwealth of Australia or of a State or Territory thereof, and at such date and time, as the Council of the Academy shall determine.
16. Other general meetings of the Fellows of the Academy, to be called Special General Meetings, may be convened by the Council of the Academy at any time, and shall be convened by the Council of the Academy on the requisition of such number of Fellows as the By-laws of the Academy from time to time prescribe.
17. Subject to the By-laws of the Academy, the Council of the Academy may determine any question relating to the notice to be given of or as to any matter of procedure at any general meeting of the Academy.

18. The Council of the Academy may submit any question to the vote of the Fellows of the Academy by means of a ballot to be conducted in such manner as the Council, subject to the By-laws, may decide, and the decision arrived at by such a vote shall have the same force and effect as a resolution of the Fellows in general meeting.
  
19. A majority of not less than two-thirds of the Fellows of the Academy present in person or by proxy and voting at a general meeting of the Academy specially called for the purpose and of which due notice has been given or the like majority of the Fellows voting by means of a ballot as hereinbefore provided shall have power from time to time to make such By-laws as seem necessary and convenient for the regulation, government and advantage of the Academy and for the furtherance of its objects and purposes and from time to time to revoke or amend any such By-law but so that the same be not repugnant to these Presents or the Laws or Statutes of Our Commonwealth of Australia or any State or Territory thereof. No such By-law, or the revocation or amendment, thereof, shall take effect until approved by Our Governor-General. The Academy shall cause all By-laws of the Academy when approved to be printed and published, with the formal approval, in the official Gazette published by Our Government of Our Commonwealth of Australia.
  
20. Subject to clause 19, the By-laws appended to this Charter are the By-laws of the Academy.
  
21. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the Academy, any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

Witness under my hand on *26th October* 2015



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THE HON PAUL DE JERSEY

Administrator of the Government of the Commonwealth of Australia

## AMENDED BY-LAWS

### Chapter I: INTERPRETATION

- 1 In these By-laws, unless the contrary intention appears:
- (a) 'Academy' means the Australian Academy of the Humanities for the Advancement of Scholarship in Language, Literature, History, Philosophy and the Fine Arts established by the Charter;
  - (b) 'Charter' means the charter establishing the Academy and includes supplemental charters amending, revoking or replacing that charter;
  - (c) 'Council' means the Council of the Academy;
  - (d) 'Fellowship' means the Fellows, Honorary Fellows, Emeritus Fellows and Corresponding Fellows;
  - (e) 'General Meeting' includes an Annual General Meeting or a Special General Meeting of the Academy;
  - (f) 'Member' means a Fellow, Honorary Fellow, Emeritus Fellow or Corresponding Fellow;
  - (g) 'Section' has the meaning given in By-law 71;
  - (h) expressions referring to writing shall be construed as including references to any mode of representing or reproducing words, numbers or other symbols in a visible form;
  - (i) words in the singular include the plural, and words in the plural include the singular; and
- for the avoidance of doubt and for the purposes of these By-laws, a person is not a Fellow if they are an Honorary Fellow, Emeritus Fellow or Corresponding Fellow.

### Chapter II: MEMBERSHIP

- 2 The Fellowship together constitute the Academy.

#### *Fellows*

- 3 The Foundation Fellows of the Academy are those persons who were Members of the Australian Humanities Research Council at the date of the grant of the Royal Charter establishing the Academy. For the purposes of these By-laws, a Foundation Fellow is also a Fellow.
- 4 Subject to By-law 3, a Fellow shall be a person of the highest distinction in scholarship in a field of the humanities and have been resident in Australia for at least 2 years at the time of their nomination for election.
- 5 A candidate for election as a Fellow shall be nominated by one Fellow and seconded by two other Fellows of the Academy.

- 6 A person shall not be elected as a Fellow except on the recommendation of the Council and with the approval of two-thirds of the Fellows voting by secret ballot at an Annual General Meeting.
- 7 A candidate for election as a Fellow shall be proposed by means of a certificate and the following provisions shall apply:
- (a) the certificate shall be in the form prescribed from time to time by the Council and completed in accordance with these By-laws;
  - (b) the certificate shall specify the name, professional position and usual place of residence of the candidate, shall contain a statement of up to 500 words of the candidate's qualifications and shall be accompanied by a list of the candidate's principal publications (if any), and a selection of scholarly reviews of those publications;
  - (c) each of the 3 Fellows signing the certificate shall be deemed thereby to certify that to the best of their knowledge and belief the candidate satisfies the requirements in By-law 4 to be a Fellow;
  - (d) a certificate shall be lodged with the Secretary by a date in each year to be determined by the Council;
  - (e) a certificate received by the date specified in paragraph (d) shall be valid for the next 3 Annual General Meetings;
  - (f) additional information may be added, and corrections may be made, at any time to the certificate under the signature of the proposer and seconders and if the proposer or either of the seconders dies or is otherwise unavailable they may be replaced by another Fellow;
  - (g) a certificate may at any time be withdrawn by the proposer and seconders;
  - (h) in recommending to the Academy candidates for election as Fellows, the Council may avail itself of the relevant Section or seek other information outside the Academy to verify the standard of scholarship of candidates.
- 8 The Fellows of the Academy shall have power, from time to time, at an Annual General Meeting, to determine the total number of Fellows of the Academy and also to determine the maximum annual intake for the ensuing year or years.

#### *Honorary Fellows*

- 9 Honorary Fellows shall be persons, not necessarily resident in Australia, who are of the highest distinction in a field of the humanities or whose election would be of benefit to scholarship and the advancement of the humanities in Australia.
- 10 The following provisions apply with respect to the election of Honorary Fellows:
- (a) the total number of Honorary Fellows shall not at any time exceed one-quarter of the total number of the Fellowship;
  - (b) a nomination for the election of a person as an Honorary Fellow shall be made in the first instance at a meeting of the Council;

- (c) if not less than two-thirds of the members of the Council approve the nomination, it shall be brought before a General Meeting of the Academy for consideration by the Fellowship; and
- (d) a person nominated for election as an Honorary Fellow shall be declared elected if a resolution for their election is passed by two-thirds of the Fellows voting by secret ballot at a General Meeting of the Academy.

11 An Honorary Fellow is not:

- (a) required to pay any subscriptions;
- (b) eligible to be a member of any Section of the Academy; or
- (c) eligible to vote in any ballots;

however an Honorary Fellow may attend a General Meeting.

#### *Emeritus Fellows*

12 A Fellow may, by notice given to the Council, choose to be an Emeritus Fellow in accordance with this By-law.

13 An Emeritus Fellow must:

- (a) be at least 75 years of age; and
- (b) have been a Fellow for at least 5 years.

14 An Emeritus Fellow is not:

- (a) required to pay any subscriptions;
- (b) required to attend any meetings of the Academy;
- (c) required to participate in any activities of the Academy;
- (d) eligible to be a member of any Section of the Academy; or
- (e) eligible to vote in any ballots.

15 A Fellow is an Emeritus Fellow on and from the day the Council gives notice to the Fellow of the Council's acknowledgment of the notice given by the Fellow under By-law 12.

#### *Corresponding Fellows*

16 A person may be elected as a Corresponding Fellow under By-law 17 or choose to be a Corresponding Fellow under By-law 18.

17 The following provisions apply with respect to the election of a Corresponding Fellow:

- (a) the person must have made an outstanding contribution in a field of the humanities;



- (b) the person must not be usually resident in Australia;
- (c) a nomination for the election of a person as a Corresponding Fellow shall be made in the first instance at a meeting of the Council;
- (d) not more than 5 Corresponding Fellows may be elected in any calendar year; and
- (e) a person nominated for election as a Corresponding Fellow shall be declared elected if a resolution for their election is passed by two-thirds of the Fellows voting by secret ballot at a General Meeting of the Academy.

18 A Fellow who intends to take up residence outside Australia for at least 2 years may choose to be a Corresponding Fellow during the period of his or her absence by giving notice to the Council to that effect.

19 A Fellow who chooses to be a Corresponding Fellow under By-law 18:

- (a) commences to be a Corresponding Fellow on the date specified by the Council in a notice of approval given to the Fellow; and
- (b) resumes the status of Fellow upon returning to reside in Australia.

20 A Corresponding Fellow is not:

- (a) required to pay any subscriptions;
- (b) required to attend any meetings of the Academy;
- (c) eligible to be a member of any Section of the Academy;
- (d) eligible to vote in respect of any ballot of the Academy; or
- (e) eligible to be elected or appointed as a member of the Council.

#### *Charter Book and Obligation*

21 There shall be a Charter Book and each Fellow shall sign this at the first General Meeting after the date of becoming a Fellow or at any later time when circumstances may permit.

22 In signing the Charter Book, the Fellow shall subscribe to the following obligation:

We, whose names are underwritten, having become Fellows of The Australian Academy of the Humanities for the Advancement of Scholarship in the Humanities, do hereby promise, each for herself/himself, that we will endeavour to promote the good of the Academy and to pursue the ends for which it was founded; that we will be present at the meetings of the Academy as often as we conveniently can, especially at the Annual elections and upon extraordinary occasions; and that we will observe the Charter and By-laws for the time being of the Academy.

23 An Honorary Fellow shall also sign the Charter Book after becoming an Honorary Fellow as soon as circumstances permit.

24 In signing the Charter Book, the Honorary Fellow shall subscribe to the following obligation:

We, whose names are underwritten, having become Honorary Fellows of The Australian Academy of the Humanities for the Advancement of Scholarship in the Humanities, do hereby promise, each for herself/himself, that we will endeavour to promote the good of the Academy and to pursue the ends for which it was founded.

### *Subscriptions*

- 25 The Council shall be empowered to levy such subscriptions as it considers necessary and to determine the conditions under which subscriptions may be reduced or excused.
- 26 Each Fellow shall pay an initial subscription which shall be determined by Council.
- 27 A Fellow, after 25 years of paid membership, is not required to pay any further subscription.

### *Termination of Membership*

- 28 A Member shall cease to be a Member of the Academy upon the happening of any of the following events:
- (a) if the Member resigns by notice in writing to the President;
  - (b) in the case of a Fellow, if the Fellow is in default for 2 consecutive years in the payment of subscriptions and the Council resolves that the Fellow shall cease to be a member, except that, on payment of all arrears of subscriptions, the Fellow may be reinstated by resolution of the Council;
  - (c) if a resolution is passed by the Council to the effect that in its opinion a Member has been guilty of conduct detrimental to the Academy, and the following provisions shall apply with respect to any such resolution:
    - (i) before it is submitted to a vote the Member shall be informed of the conduct complained of and given a reasonable opportunity to show cause why the Member should not be expelled; and
    - (ii) if fewer than two-thirds of the members of the Council present vote in favour of the resolution, it shall be deemed to have lapsed.

## Chapter III: THE COUNCIL AND OFFICERS

### *The Council*

- 29 The affairs of the Academy shall be managed by a Council consisting of:
- (a) 4 Officers, namely, the President, the Secretary, the Treasurer and the Editor;
  - (b) the Immediate Past President, who shall hold office ex officio or if the Immediate Past President is not available, a Past President nominated by the President; and
  - (c) 6 other Fellows, who shall be ordinary members of Council.

30 The Council may exercise all the powers of the Academy which are not by the Charter or these By-laws required to be exercised by General Meeting of the Academy.

#### *Election of the Council*

31 The members of the Council, other than the ex officio member, shall be elected at the Annual General Meeting and shall hold office until the conclusion of the next Annual General Meeting.

32 No Fellow shall be an ordinary member of the Council for more than 3 consecutive years.

33 In the notice given to each Member under By-law 86, the Secretary shall include a voting paper containing one nomination made by the Council for each of the 4 Officers and one nomination for each of the 6 ordinary seats on the Council.

34 With the approval of the Council, additional nominations may be submitted up to 14 days prior to the Annual General Meeting.

35 No Fellow shall be nominated for election to the Council without their written consent.

36 Each Fellow present at an Annual General Meeting and desiring to vote shall do so by handing to the Returning Officer a voting paper prepared by the Secretary in accordance with the instructions of the Council.

37 Each Fellow shall mark in the manner specified the name of each candidate whom the Fellow desires to see elected.

38 The Chair of the meeting shall appoint a Returning Officer and may determine any questions as to the procedure in the election and as to the validity or effect of any voting paper and may, where the Chair chooses to exercise it, have a casting vote, if 2 or more candidates have obtained an equal number of votes.

39 A voting paper on which votes are shown for more than the number of vacancies shall be deemed informal.

40 At the first meeting of the Council after the Annual General Meeting the Council on the nomination of the President shall appoint 2 of its members as Vice-Presidents and one member as International Secretary.

41 The Fellows so appointed shall hold office until the conclusion of the next Annual General Meeting.

#### *Committees of the Council*

42 The Council may at any time set up such committees as it considers necessary.

43 A committee may include persons who are not Fellows.

44 The Council may give directions as to the conduct of the committee's work.

#### *Meetings of the Council*

45 The Council shall meet at least 3 times a year.

- 46 Unless otherwise determined by resolution of the Fellows in a General Meeting of the Academy, the quorum for a meeting of the Council shall be 6 Fellows present at the meeting, whether in person or by electronic communication.
- 47 No business shall be transacted at any meeting of the Council unless a quorum is present at the commencement of the meeting, but any decision (not being a decision requiring any specified number or majority of votes) of a meeting at which a quorum is not present shall be valid if ratified by the resolution of a subsequent meeting of the Council at which a quorum is present, or by the written approval of a sufficient number of members of the Council to constitute a quorum.
- 48 Except as otherwise provided by the Charter or these By-laws, all questions before the Council shall be decided by a majority of votes of the members present and voting, the Chair having a deliberative, and, in the case of an equality of votes, a casting vote.
- 49 The President, if present, shall take the Chair at every meeting of the Council, but, if the President is absent, the meeting shall elect the Immediate Past President or one of the Vice-Presidents, or, if none of them is present, one of the other members, to act as Chair.
- 50 A resolution in writing signed by all the members of the Council who are for the time being in Australia shall be as valid and effectual in all respects as if had been passed at a meeting of the Council duly convened. Unless otherwise provided for in the resolution, the resolution takes effect on the date the last signature is given.
- 51 Any casual vacancy occurring in any office on the Council shall be filled by the Council, and the Fellow so appointed shall hold office until the conclusion of the next Annual General Meeting but the term of that office shall not be taken into account for the purposes of By-law 32.

#### *The Executive of the Council*

- 52 The Executive of the Council shall consist of:
- (a) the President;
  - (b) the Secretary; and
  - (c) the Treasurer.
- 53 The role of the Executive of the Council is to advise the President on matters that require urgent attention between meetings of the Council.
- 54 The Executive of the Council is to report any advice it provides to the President at the next meeting of the Council to occur after the advice is provided.
- 55 The Executive of the Council may ask any member of the Council or Member of the Academy to provide assistance to it in performing its role.

#### *The President*

- 56 The President shall represent the Academy publicly and sit on boards or panels in relation to which the Council has determined the Academy should be represented.

57 The President may nominate a Fellow as a deputy to undertake the President's representative duties.

58 No Fellow shall hold the office of President for more than 3 consecutive years.

#### *The Secretary*

59 The Secretary shall be responsible for recording the proceedings of the Academy, for the keeping of the minutes of General Meetings of the Academy and of the meetings of the Council, for the conduct of the correspondence of the Academy, for the keeping of its records and for all other business except that relating to finance and to publications.

60 With the approval of the Council, the Secretary may appoint a Fellow as a deputy and delegate any or all of the powers or duties of the Secretary to the deputy.

61 A person appointed as deputy of the Secretary may, if not already a member of the Council, attend any meeting of the Council (other than a meeting attended by the Secretary) and vote on any matter raised at that meeting.

#### *The Treasurer*

62 The Treasurer shall be responsible for the receipt and payment into a banking account of the Academy of all moneys payable to the Academy, for the disbursement of all sums due from or payable by the Academy, for the keeping of proper accounts of all such receipts and payments, and for the custody of the books of account and the securities and other property of the Academy.

63 With the approval of the Council, the Treasurer may appoint a Fellow as a deputy and delegate any or all of the powers or duties of the Treasurer to the deputy.

64 A person appointed as deputy of the Treasurer may, if not already a member of the Council, attend any meeting of the Council (other than a meeting attended by the Treasurer) and vote on any matter raised at that meeting.

#### *The Editor*

65 The Editor shall be responsible for the oversight of all the publications of the Academy, acting as intermediary between an author and the publishers to the Academy, conducting the correspondence connected with the works sponsored or supported by the Academy and when required, exercising general supervision over such publications.

66 With the approval of the Council, the Editor may appoint a Fellow as a deputy and delegate any or all of the powers or duties of the Editor to the deputy.

67 A person appointed as deputy of the Editor may, if not already a member of the Council, attend any meeting of the Council (other than a meeting attended by the Editor) and vote on any matter raised at that meeting.

### *The International Secretary*

- 68 The International Secretary shall be appointed by the Council and is responsible, subject to the direction of the Council, for all the international business of the Academy.
- 69 With the approval of the Council, the International Secretary may appoint a Fellow as a deputy and delegate any or all of the powers or duties of the International Secretary to the deputy.

### *Acting Appointments*

- 70 The President may, as occasion arises, appoint a Fellow or Fellows to carry out all or any of the duties of the Secretary, the Treasurer or the Editor if the Secretary, the Treasurer or the Editor, as the case may be, is unable or, in the opinion of the President, unfit for any reason to carry out those duties.

### *Sections of the Academy*

- 71 There shall be Sections of the Academy which represent the different disciplines of the humanities. The Council shall, from time to time, determine the number of Sections and the purview of each.
- 72 The role of a Section of the Academy is to provide advice to the Council:
- (a) in respect of the discipline or disciplines of the Academy which the Section represents; and
  - (b) on the quality of candidates for election as Fellows; and
  - (c) other matters as requested by the Council.
- 73 Each Fellow must be a member of at least one Section and may be a member of no more than 3 Sections.

## Chapter IV: FINANCE AND ACCOUNTS

### *Investments*

- 74 No investment of the funds of the Academy or of any trust moneys under its control shall be made except with the prior approval of the Council or such person or persons to whom the Council may delegate such power of approval.
- 75 The funds of the Academy may be invested in any one or more of the following:
- (a) any investment for the time being authorised for the investment of trust funds by a law of the Commonwealth of Australia or any State or Territory;
  - (b) upon first mortgage of any freehold land or land held under lease from the Crown;
  - (c) in the purchase of, or subscription to (including the purchase of rights to subscribe for) the shares or debentures, notes or other securities or obligations of any company or

- corporation carrying on business in any part of Australia, the shares of which are quoted on a recognised stock exchange in Australia on the date of such purchase or acquisition;
- (d) in the purchase of units or sub-units of any fixed or flexible unit trust constituted in Australia and listed on a recognised stock exchange in Australia;
  - (e) upon deposit with any bank, building society, credit union or cash management fund;
  - (f) such investments of a similar nature outside Australia.

#### *Annual Accounts*

- 76 The Council shall present to each Annual General Meeting a balance sheet and a statement of income and expenditure. Such balance sheet and statement shall be prepared by the Treasurer and submitted for the consideration of the Council at the Council meeting before the Annual General Meeting to which they are to be presented.
- 77 At least 21 days before the Annual General Meeting at which they are to be presented, copies of such balance sheet and statement shall be sent to the Members.

#### *Audit*

- 78 An Auditor shall be appointed at the Annual General Meeting.
- 79 Any casual vacancy in the office of Auditor shall be filled by appointment by the Council, and the Auditor so appointed shall hold office until the conclusion of the next Annual General Meeting.
- 80 The Auditor shall not be a Member of the Academy or a candidate for election as a Fellow, Honorary Fellow or Corresponding Fellow.
- 81 The accounts of the Academy shall be audited annually.
- 82 The Auditor shall have the right of access to all books, accounts, vouchers and documents of the Academy and may require from the Council, any member of the Council or any employee of the Academy, such information and explanations as are necessary to enable the Auditor to carry out the Auditor's duties.
- 83 The Auditor shall prepare a report for submission to the Academy and in so doing, and in signing any statement of assets and liabilities or of accounts of the Academy, the Auditor shall state, whether in his or her opinion:
- (a) the Auditor has obtained all the information and explanations required; and
  - (b) the statements are properly drawn up so as to show a true and fair view of the financial position of the Academy according to the information at the Auditor's disposal and as shown by the books of the Academy; and
  - (c) the provisions in these By-laws relating to the administration of the funds of the Academy have been observed.

## Chapter V: GENERAL MEETINGS

- 84 The Annual General Meeting shall, unless the Council otherwise decides, be held in Canberra.
- 85 A Special General Meeting of the Academy may be convened by the Council at any time, and the Council shall convene such a meeting on the written requisition of 10 Fellows.
- 86 Not less than 21 days' notice of every General Meeting of the Academy, specifying the place, day and hour of meeting and, in the case of special business, the general nature thereof, shall be sent to all Members.
- 87 The Council may submit any question to the vote of the Fellows by means of a ballot to be conducted in such manner as the Council decides, and the decision upon such a vote shall have the same force and effect as a resolution of a General Meeting.
- 88 The business of the Annual General Meeting shall be:
- (a) to elect Members in accordance with the provisions of Chapter II;
  - (b) to receive and consider the annual report;
  - (c) to receive and consider the balance sheet, statement of income and expenditure, and other financial statements (if any), and the Auditor's report;
  - (d) to receive and consider reports from any committee of the Academy established by the Council;
  - (e) to appoint the Auditor;
  - (f) to elect a President, Secretary, Treasurer, Editor and the ordinary members of the Council in accordance with the provisions of Chapter III;
  - (g) to transact any other business which may, consistently with the Charter and these By-laws, be transacted at a General Meeting.
- 89 All business transacted at the Annual General Meeting other than that specified in paragraphs (a) to (f) of By-law 88, and all business transacted at a Special General Meeting, shall be deemed special.
- 90 No special business shall be brought forward at the Annual General Meeting unless at least 21 days' notice of it has been given to the Secretary and the notice given under By-law 86 includes mention of the special business, or the Council has approved of its submission to the meeting.
- 91 No business shall be transacted at a Special General Meeting other than that the general nature of which has been set out in the notice convening the meeting.
- 92 The quorum at a General Meeting of the Academy shall be one fifth of the total number of Fellows of the Academy whether present in person or by proxy at the commencement of the meeting.
- 93 The President is entitled to take the Chair at every General Meeting of the Academy at which the President is present.



- 94 The President may nominate the Immediate Past President or a Vice-President to take the Chair at any General Meeting.
- 95 If none of the above has been so nominated, the Fellows present at a General Meeting shall elect a Chair.
- 96 The Chair of a General Meeting may, with the consent of the meeting, adjourn it from time to time for an agreed period but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 97 When a meeting is adjourned for more than 6 days, notice of the adjourned meeting shall be given to all of the Members, but in the case of a shorter adjournment no notice need be given to the Members.
- 98 Except as otherwise provided by the Charter or these By-laws, all questions before a General Meeting shall be decided by a majority of the votes of the Fellows present, the Chair having a deliberative, and, in the case of an equality of votes, a casting vote.
- 99 Every question submitted to a General Meeting shall be decided upon the voices or by a show of hands, unless the Charter or these By-laws require a ballot, or unless a ballot is demanded by one of the Fellows present either before the declaration of the results of a vote upon the voices or by a show of hands or immediately thereafter and before the meeting proceeds to the next business.
- 100 A ballot, if so required or demanded, shall be taken in such manner as the Chair of the meeting directs.
- 101 Subject to these By-laws, each Fellow present at a General Meeting of the Academy may vote only once on any resolution.

## Chapter VI: GENERAL AND ADMINISTRATIVE

### *Non-disclosure of Confidential Business*

- 102 Unless otherwise determined by the Council, all business transacted at a General Meeting of the Academy, or at a meeting of the Council or any committee, shall be treated as confidential to the Fellowship of the Academy and the other members (if any) of the committee.

### *Minutes*

- 103 The Council shall cause minutes to be made of all resolutions and proceedings of every General Meeting of the Academy and of every meeting of the Council, and any such minutes if signed by the Chair of the meeting at which they are read shall be received as conclusive evidence of the facts therein stated.

### *The Secretariat*

- 104 The Council may from time to time appoint staff to assist the Academy in its activities and may determine the remuneration and conditions of employment of such staff.
- 105 No Member of the Academy is eligible for appointment to the paid staff of the Academy.

### *Common Seal*

- 106 The common seal of the Academy shall be kept in the custody of the Secretary or in such other custody as the Council directs.
- 107 The Secretary shall affix the common seal of the Academy to any document which is approved by the Council and which is required to be under the seal of the Academy.
- 108 Where a document is required to be under the seal of the Academy but the affixing of the seal has not been authorised by the Council, the President or a Vice-President may direct the Secretary to affix the seal of the Academy to that document and at the first opportunity, the President or Vice-President, as the case may be, shall report to the Council the action so taken.
- 109 The affixing of the common seal of the Academy to any document shall be attested by the President or a Vice-President and the Secretary or another officer.


### *Notices*

- 110 All Members must give the Academy an address for notices and any changes to that address.
- 111 The address for notices may include an email address, or other type of electronic address which the Council has determined can be used for the giving of notices.
- 112 The Academy is not required to use a nominated type of electronic address for giving notices and may choose to give a notice using the postal address of a Member. Notice may be given to a Member by sending it to the address last given by the Member.
- 113 Notices sent by prepaid post are taken to have been given on the third day after posting that is not a Saturday, Sunday or public holiday in the place of receipt of the notice.
- 114 Notices sent electronically are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday in the place of dispatch of the notice.
- 115 The accidental omission to give a notice to a Member, or the non-receipt of a notice by a Member, does not invalidate the matter of which notice was given.

### Chapter VII: ALTERATION OF BY-LAWS

- 116 Each proposal to amend or repeal a By-law, or to make a new By-law, shall be given to the Secretary in writing and shall specify exactly the alterations proposed.
- 117 The next meeting of the Council shall consider the proposed alterations and the Council shall recommend that the alterations be approved, rejected or approved with amendments.
- 118 The Council shall then submit the proposal together with its recommendations to the Fellows, either at a General Meeting of the Academy or by a ballot, as the Council determines.
- 119 If the proposed alterations receive the affirmative votes of not less than two-thirds of the Fellows voting as specified in Clause 19 of the Charter, they shall be submitted for the approval of the Governor-General, and shall take effect from the date of formal allowance as published in the official Gazette of the Commonwealth of Australia.

Witness under my hand on *26th October* 2015

  
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THE HON PAUL DE JERSEY

Administrator of the Government of the Commonwealth of Australia