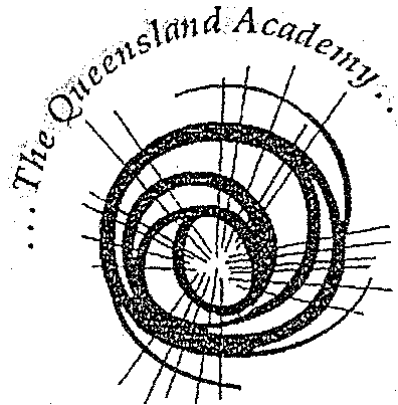


Company Limited by Guarantee



CONSTITUTION  
of  
QUEENSLAND ACADEMY OF ARTS AND SCIENCES

ABN: 37 088 613 138

ACN: 088 6131 8

Last Amended 5 November 2025

## Chapter 1

### 1. NAME

The name of the Company is Queensland Academy of Arts and Sciences.

### 2. OBJECTS

2.1 The objects of the Academy are

#### (a) Advancement of the Arts and Sciences

- i. To establish and maintain a broadly-based and permanent body comprising individuals of exceptional distinction from the arts and sciences to work together to encourage and promote the advancement of the arts and sciences in ways set out in the succeeding objects.

#### (b) Promotion of excellence

- i. To promote excellence in the arts and sciences through recognizing (i) outstanding achievement in professional practice and/or scholarly research and inquiry in the arts or sciences; or (ii) significant support for any aspect of the arts or sciences.

#### (c) Interaction among disciplines

- i. To facilitate interaction among disciplines within the arts and sciences for the benefit of Australian society and the broader international community.

#### (d) Forum

- i. To provide a forum for co-operation, collaboration, constructive debate, and the effective exchange of views amongst scholars, practitioners in the arts and sciences, other like bodies, and the public on issues of major public policy of interest to Australia and all matters relating to achieving these objects.

2.2 The QAAS may only exercise the powers in s124 (7) of the Corporations Act to

(a) carry out the objects in this clause, and

(b) do all things incidental or convenient in relation to the exercise of power in clause 2.1.

### 3. POWERS

Solely for the purpose of carrying out the aforesaid objects and not otherwise Queensland Academy of Arts and Sciences shall have the following powers:

(a) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

- i. Provided that no member of Queensland Academy of Arts and Sciences shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by Queensland Academy of Arts and Sciences.

(b) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporate or not, the objects of which are similar to those of Queensland Academy of Arts and Sciences.

- i. Provided that Queensland Academy of Arts and Sciences shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its Fellows and Members to an extent at least as great as that imposed on Queensland Academy of Arts and Sciences under or by virtue of Clause 4 of this Constitution.

(c) To buy, sell and deal in all kinds of materials (written and other), apparatus and provisions required by the Fellows and Members of Queensland Academy of Arts and Sciences or persons frequenting Queensland Academy of Arts and Science's premises.

- (d) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of Queensland Academy of Arts and Sciences.
  - i. Provided that in case Queensland Academy of Arts and Sciences shall take or hold any property which may be subject to any trusts Queensland Academy of Arts and Sciences shall only deal with the same in such manner as is allowed by the law having regard to such trusts.
- (e) To enter into any arrangements with any Government or authority (municipal, local or otherwise) or Court or tribunal, that may seem conducive to Queensland Academy of Arts and Science's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which Queensland Academy of Arts and Sciences may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of Queensland Academy of Arts and Sciences.
- (g) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of any such person; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance Queensland Academy of Arts and Science's interests and to contribute to, subsidise or otherwise assist and take part in, the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) To invest and deal with the money of Queensland Academy of Arts and Sciences not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (j) To borrow or raise or secure the payment of money in such manner as Queensland Academy of Arts and Sciences may think fit and secure the same or the repayment or performance of any debt liability, contract guarantee or other engagement incurred or to be entered into by Queensland Academy of Arts and Sciences in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of Queensland Academy of Arts and Science's property (both present and future), and to purchase, redeem or pay off such securities.
- (k) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
  - i. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of Queensland Academy of Arts and Sciences.
- (l) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of Queensland Academy of Arts and Science's property of whatsoever kind sold by Queensland Academy of Arts and Sciences or any money due to Queensland Academy of Arts and Sciences from purchases and others.
- (m) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of Queensland Academy of Arts and Sciences but subject always to the proviso in Paragraph (d) of this Clause 3.

- (n) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of Queensland Academy of Arts and Sciences in the shape of donations, annual subscriptions or otherwise.
- (o) To print and publish any newspapers, periodicals, books or leaflets that Queensland Academy of Arts and Sciences may think desirable for the promotion of its objects.
- (p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagement of any one or more of the companies, institutions, societies or associations with which Queensland Academy of Arts and Sciences is authorised to amalgamate.
- (q) To transfer all or any part of the property, assets, liabilities and engagements of Queensland Academy of Arts and Sciences to any one or more of the companies, institutions, societies or associations with which Queensland Academy of Arts and Sciences is authorised to amalgamate.
- (r) (To make donations for patriotic or charitable purposes.

PROVIDED THAT Queensland Academy of Arts and Sciences shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Fellows and Members or others any regulations or restrictions which if an object of Queensland Academy of Arts and Sciences would make it a trade union.

#### 4. INCOME AND PROPERTY OF QUEENSLAND ACADEMY OF ARTS AND SCIENCES

The income and property of Queensland Academy of Arts and Sciences whencesoever derived shall be applied solely towards the promotion of the objects of Queensland Academy of Arts and Sciences as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Fellows and Members of Queensland Academy of Arts and Sciences.

PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any members of Council or servants of Queensland Academy of Arts and Sciences or to any member of Queensland Academy of Arts and Sciences in return for any services actually rendered to Queensland Academy of Arts and Sciences or for goods or services supplied in the ordinary and usual way of business or a profession nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of Queensland Academy of Arts and Sciences or reasonable and proper rent for premises demised or let by any member to Queensland Academy of Arts and Sciences but so that no member of Council shall be appointed to any salaried office of Queensland Academy of Arts and Sciences or any office of Queensland Academy of Arts and Sciences paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by Queensland Academy of Arts and Sciences to any member of Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to Queensland Academy of Arts and Sciences. The rate of interest for the purposes of this paragraph is eight (8) percent per annum.

PROVIDED FURTHER THAT Council must approve any payments made to members of Council before any such payment is made.

#### 5. LIMITED LIABILITY

The liability of the Fellows and Members is limited.

#### 6. GUARANTEE

The Companions, Honorary Fellows and Fellows of the Queensland Academy of Arts and Sciences undertake to contribute to the property of Queensland Academy of Arts and Sciences in the event of the same being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of the debts and liabilities of Queensland Academy of Arts and Sciences (contracted before he, she or it ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$100.00.

7. DISTRIBUTION ON WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of Queensland Academy of Arts and Sciences there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Queensland Academy of Arts and Sciences, but shall be given or transferred to some other institution or institutions having objects similar to the objects of Queensland Academy of Arts and Sciences and whose constitution shall prohibit the distribution of its or their income and property among its or their membership to an extent at least as great as is imposed on Queensland Academy of Arts and Sciences under or by virtue of Clause 4 and which has the same status in respect of the taxation of income earned by it and the deductibility for the purposes of taxation of gifts and donations made to it as the Queensland Academy of Arts and Sciences has, such institution or institutions to be determined by the Companions, Honorary Fellows and Fellows of the Queensland Academy of Arts and Sciences at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

8. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by Queensland Academy of Arts and Sciences and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of Queensland Academy of Arts and Sciences, and subject to any reasonable requirements as to the time and manner of inspecting that may be imposed in accordance with the articles of association for the time being in force shall be open to the inspection of the Fellows and Members. The accounts of the Queensland Academy of Arts and Sciences shall be prepared and maintained in accordance with the requirements of the Australian Charities and Not-for-Profits Commission and the Australian Securities and Investments Commission or any legislative successors.

## **Chapter 2**

5

9. INTERPRETATION

In this Constitution unless the context requires the following words shall have the following meanings:-

- (a) "The Act" means "The Corporations Law" and any Act amending the same or substituted therefor;
- (b) "Annual General Meeting" means the meeting of the Academy held annually;
- (c) "Academy" and "The Academy" means the Queensland Academy of Arts and Sciences;
- (d) "Certificate of Nomination" means a certificate in such form and containing such particulars as the Council shall from time to time require;
- (e) "Companion" means a Companion of the Academy appointed in accordance with this Chapter;
- (f) "Council" and "The Council" means the Board of Directors of the Academy being the council and managing body of the Academy constituted under this Chapter;

- (g) "Fellow" means a Fellow of the Academy elected in accordance with this Chapter and unless otherwise stated includes Overseas Fellows;
- (h) "General Meeting" means either an Annual or a Special Meeting;
- (i) "Honorary Fellow" means an Honorary Fellow elected in accordance with this Chapter;
- (j) "Member" means a person elected as a Member in accordance with this Chapter;
- (k) "Ordinary Resolution of Fellows" means a Resolution passed by a simple majority of votes of Fellows voting at any meeting of the Academy;
- (l) "Ordinary Resolution of Members" means a Resolution passed by a simple majority of votes of Members voting at any meeting of the Academy;
- (m) "Roll" means the roll of Fellows and Members and kept in accordance with this Chapter;
- (n) "Seal" means the Common Seal of the Academy;
- (o) "State" means the State of Queensland;
- (p) "Year" means a financial year ending on 30th June;

Words or expressions contained herein shall be interpreted in accordance with the provisions of "*The Acts Interpretation Acts, 1954*" and of the Act.

#### 10. MEMBERSHIP OF THE ACADEMY

The membership of the Academy consists of:

- (a) Companions
- (b) Honorary Fellows
- (c) Fellows
- (d) Members
- (e) Affiliate Members

#### 11. NOMINATION AND ELECTION TO MEMBERSHIP OF THE ACADEMY

(a) A person may be proposed for election to any of the following categories of membership of the Academy by means of the appropriate Certificate of Nomination endorsed by at least two Fellows:

- (i) Companion
- (ii) Honorary Fellow
- (iii) Fellow
- (iv) Member

(b) A person may apply for election as an Affiliate Member.

(c) The Council shall

- (i) consider in a timely manner all Nominations and Applications for membership of the Academy,
- (ii) assess and approve each Nomination or Application by reference to the criteria for election,
- (iii) vote on each candidate whose nomination has been approved.

(d) Companion

- (i) A candidate for Companionship will have made an outstanding contribution to the leadership of the Academy.
- (ii) A candidate is elected as a Companion of the Academy if no less than three quarters of Council members who are present at the meeting convened for that purpose vote in favour of the candidate.

(e) Honorary Fellowship

- (i) A candidate for Honorary Fellowship will be a distinguished public figure who advocates for the arts and sciences and/or who has the potential to advance the Objects of the Academy evidenced by sustained leadership, advocacy, policy development and/or international engagement in the arts and sciences.
- (ii) A candidate is elected as an Honorary Fellow of the Academy if no less than three quarters of Council members who are present at the meeting convened for that purpose vote in favour of the candidate.

(f) Fellow

- (i) A candidate for Fellowship must have achieved eminence in the arts or sciences or both and/or will have made significant contributions to the arts and/or sciences as a practitioner.
- (ii) A candidate is elected as a Fellow of the Academy if no less than two-thirds of Council members who are present at the meeting convened for that purpose vote in favour of the candidate.

(h) Member

- (i) A candidate for Membership must either be, or have been, actively engaged in or with the arts and/or sciences.
- (ii) A candidate is elected as a Member of the Academy if no less than two-thirds of Council members who are present at the meeting convened for that purpose vote in favour of the candidate.

(i) Affiliate Member

- (i) A person who subscribes to the Objects of the Academy and supports the Academy in the promotion of its Objects is eligible to apply to become an Affiliate Member of the Academy.
- (ii) A candidate is elected as an Affiliate Member if a simple majority of Council members who are present at the meeting convened for that purpose vote in favour of the candidate.

12. PROVISION OF LETTERS FOR MEMBERSHIP

- (a) Letters of Academy members that follow a member's name shall be as follows:

Companion: CQA

Honorary Fellow: FQA (Hon)

Fellow: FQA

7

Member: MQA

13. PROVISIONS APPLICABLE TO ALL GENERAL MEETINGS

- (a) The Council shall determine the place and time of the Annual General Meeting of the Academy provided that it takes place as soon as practicable after the 30<sup>th</sup> June but within the same calendar year.
- (b) The Council may call a Special Meeting whenever it thinks fit, and shall call a Special Meeting on the requisition in writing of ten Companions, Honorary Fellows or Fellows entitled to vote stating the object of such meeting. If the Council fails for a period of fourteen days to call a meeting, a meeting may be called by the requisitionists on the same notice and in the same manner as is required for a meeting called by the Council.
- (c) Any action required or permitted to be taken at any General Meeting of the Academy, or at any meeting of a Committee delegated thereby, may be taken by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

- (d) Notice of the Annual General Meeting or any Special Meeting shall be given in writing to all Companions, Honorary Fellows, Fellows and Members sent to their respective addresses held by the Academy no later than twenty one days before the date for the meeting. The notice shall set out the day, place and hour of the meeting, include a brief description of the business to be attended to at the meeting, and, for the Annual General Meeting, any vacancies for office and the last day for the receipt of nominations of candidates.
- (e) The non-receipt of the notice of meeting shall not invalidate the proceedings at the meeting.
- (f) No Companion, Honorary Fellow, Fellow or Member may vote at any meeting of the Academy or Council unless all subscriptions and levies payable by that member have been paid.
- (g) The business to be transacted at every Annual General Meeting shall include:
  - (i) Receipt of a report from the Council; and
  - (ii) The balance sheet and statement of accounts for the preceding financial year; and
  - (iii) Receipt of the auditor's report (if any) for the preceding financial year.
  - (iv) The election of the President, Treasurer, Secretary and members of the Council; and
  - (v) The appointment of an auditor (if any) and the remuneration to be paid in respect of any audit.
- (h) A General Meeting may proceed with business and pass resolutions in respect of all matters for which notice has been given or arising out of the Minutes of the previous meeting. Any Companion, Honorary Fellow, Fellow or Member may bring forward any other business if notice in writing has been given to the Secretary not less than four clear days before the meeting or if the meeting by a two-thirds majority allows the matter to be heard.
- (i) If within half an hour of the time fixed for the commencement of a meeting, the subject of this clause, a quorum should fail to attend, the meeting shall lapse.
- (j) The Chair of any meeting may (unless forthwith upon announcing his or her decision the meeting overrules it) adjourn the meeting from time to time and to the same or another place and declare the meeting closed. No business shall be transacted at any adjourned meeting other than the business of the meeting from which the adjournment took place.
- (k) Decisions at any meeting (save as by law or this Chapter otherwise provided) shall be arrived at by the making of ordinary resolutions.
- (l) Every Companion, Honorary Fellow, Fellow or Member (subject to Clause 20 Amendment of this Constitution) shall have one vote and no more save that in the case of an ordinary resolution in the event of an equality of votes the Chair shall have and may exercise a casting vote as well as his or her deliberative vote.
- (m) A Companion, Honorary Fellow, Fellow or Member may appoint another member as his or her proxy to attend and vote in his or her stead at that meeting.
- (n) The instrument appointing a proxy shall be deposited at the registered office of the Academy or at another place designated by the Secretary no less than twenty four (24) hours before the time appointed for the commencement of the meeting or adjourned meeting to which the instrument shall apply.
- (o) Unless a poll is demanded by a least five members entitled to vote present at any meeting, voting shall be by show of hands.
- (p) Upon a poll being so demanded, it shall be taken forthwith in the manner the Chair shall direct.
- (q) At any meeting, during or after debate on a resolution but before a vote is taken, if one-third or more of the members present entitled to vote so request or if the Chair of the meeting so decides, the vote shall be determined by holding a ballot of all members eligible to attend and vote at the meeting. The ballot shall be taken and concluded within three weeks after



the day of the meeting in such manner as the Chair of the meeting decides and the determination of the resolution by such ballot is conclusive.

- (r) A quorum for the transaction of any business at an Annual General meeting or Special meeting shall be five Companions, Honorary Fellows, or Fellows in person, although any member entitled to vote can vote via a proxy.
- (s) The President, Treasurer, Secretary and other members of Council shall be elected at the Annual General Meeting by Companions, Honorary Fellows, Fellows and Members entitled to vote according to by-laws promulgated from time to time by the Council including also any proxies issued and received by the due date.
- (t) Eligibility for election to Council is limited to Companions, Honorary Fellows and Fellows.
- (u) The President
  - (i) shall be elected for a term of two years to commence at the first Council Meeting following the AGM;
  - (ii) may stand for re-election to an immediately successive term of the respective Office, but shall not be eligible for election to further consecutive terms as President;
  - (iii) shall be eligible for renomination and election for an additional period not to exceed two years if the Council, by a three quarters majority vote, determines that an extension is justified by compelling circumstances and is in the best interests of the Academy.
- (v) Other Councillors
  - (i) shall be elected for a term of two years to commence at the first Council Meeting following the AGM;
  - (ii) may stand for re-election to a maximum of three immediately successive terms;
  - (iii) shall be eligible for renomination and election for an additional period not to exceed two years if the Council, by a three quarters majority vote, determines that an extension is justified by compelling circumstances and is in the best interests of the Academy.

#### 14. THE COUNCIL

- (a) The affairs of the Academy shall be managed by a Council consisting of:
  - (i) the President
  - (ii) three Vice Presidents
  - (iii) eight other persons elected at the AGM.
- (b) The Term of Office of the Council shall commence at the first Council Meeting to be held as soon as practicable and no later than 30 days following the AGM.
- (c) The Council shall meet at least four times in each year and at its first meeting, elect three Vice Presidents from among its number.
- (d) Councillors are required to attend at least one half of all Council meetings during each 12 month period unless granted leave of absence by the Council in a particular case.
- (e) A Council member who anticipates being absent for a period of no less than three months and no more than 12 months shall inform the President and be thereby deemed to be on leave of absence from Council.
- (f) A quorum for any meeting of the Council shall be the smallest number greater than half the elected members of Council (excluding any Councillors deemed to be on leave of absence).
- (g) Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if three quarters of all the members of Council entitled to vote consent to

the action in writing and the written consents are filed with the records of the meeting of the Council. Such consents shall be treated as a vote for all purposes.

- (h) Any action required or permitted to be taken at any meeting of the Council, or at any meeting of the Committee delegated thereby, may be taken by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- (i) The Council may constitute an Executive Committee which shall consist of at least the following members of Council:
  - (i) President
  - (ii) the three Vice Presidents
  - (iii) Secretary
  - (iv) Treasurer

The Council may delegate to the Executive Committee such duties as it sees fit from time to time but may not delegate the power to elect or admit members to the Academy. At each meeting of the Council, the Executive Committee shall report on all actions it has taken since the last Council meeting, and the Council may take such further action as it may deem appropriate.

- (j) The Council may, from time to time, co-opt any Companion, Honorary Fellow, Fellow or Member to be a Co-opted member of the Council in addition to the ordinary members of the Council. Unless the Council otherwise determines Co-opted members shall not be entitled to vote at Council meetings. There shall be no more than five Co-opted members at any time and the term of appointment of a Co-opted member shall be no more than twelve months.
- (k) The Council shall be elected biennially at the corresponding Annual General Meeting following a call for nominations to Council from the Academy membership.
- (l) The Council may, from time to time, appoint any Companion, Honorary Fellow, Fellow or Member to be a temporary member of the Council in addition to the ordinary members of the Council. The Council shall, in making such an appointment, determine whether the appointee shall be entitled to vote at Council meetings. There shall be no more than five temporary members at any time and the term of appointment of a temporary member shall be no more than twelve months.

## 15. OFFICERS

10

- (a) The officers of the Academy shall be the President, the three Vice Presidents, the Secretary and the Treasurer, and such other officers as the Council may determine.
- (b) The Council shall from time to time as necessary appoint any member elected to Council to be the Secretary and the same or another member elected to the Council to be the Treasurer, and shall appoint such other officers as it thinks fit, and may terminate any such appointment.
- (c) The office of Secretary and that of Treasurer shall be honorary or otherwise as the Council may decide; provided that in any particular case and from time to time the Council may allow and pay an honorarium or other remuneration to such officer or officers whether as a lump sum or on a periodic basis.

## 16. THE PRESIDENT

- (a) The President, or in the absence of the President, the next senior officer of the Academy, shall preside at all meetings of the Academy and the Council.
- (b) The President shall be the Chief Executive of the Academy, acting in conformity with policies established by the Council. The duties of the President include:

- (i) the presentation to Council for its consideration all matters pertinent to the interests of the Academy and to the discharge of its obligations;
- (ii) the preparation and submission of a budget to the Council on an annual basis.
- (c) The Vice Presidents shall have such duties as the Council shall determine.
- (d) In the case of a temporary incapacity of the President, the next senior officer of the Academy shall carry out the duties of the office of President.

#### 17. THE SECRETARY

- (a) The Secretary shall be responsible for the despatch, receipt and dissemination to the Council of all correspondence of the Academy and of the Council.
- (b) The Secretary shall attend the meetings of the Academy and the Council, shall be the Secretary of the Council, and shall arrange for the keeping of a record of the attendance and of the proceedings of those bodies.
- (c) The Secretary shall cause to be maintained a record of the names and addresses of members of the Academy.

#### 18. THE TREASURER

- (a) The Treasurer shall collect all money due and payable to the Academy and all gifts and bequests made payable to it. The Treasurer shall pay all bills due and payable by the Academy when approved by the proper Officers of the Council. The Treasurer may invest and reinvest assets of the Academy in short term instruments, in accordance with written or other guidelines established by the Council. The Treasurer shall keep an account of all receipts and expenses, submit reports to each Meeting of the Council, and submit accounts annually to the Academy at the Annual General Meeting, and render them at the expiration of the term of office.
- (b) With the approval of the majority of the members of Council, the Treasurer may appoint an Assistant Treasurer to assist in the performance of the Treasurer's duties.
- (c) At such times as the Council may determine, the Treasurer shall report in written form of all of the official doings of the Treasurer for the preceding year, stating the amount and condition of all of the property of the Academy entrusted through the Treasurer.

#### 19. MANAGEMENT – BUSINESS OF COUNCIL

- (a) The business of the Academy shall be managed by the Council which may, from time to time, make, vary and repeal by-laws not inconsistent with this Chapter for the regulation of such business and of the officers employees and members of the Academy or any section of such officers employees or members of the Academy and may out of the funds of the Academy pay all the expenses of and incidental to the formation, incorporation and registration of the Academy and may exercise all such powers of the Academy as are not by "The Corporations Law" or by this Chapter required to be exercised by the Academy in General Meeting but subject nevertheless to the provisions of the Constitution and of these present and to any regulation from time to time made by the Academy in General Meeting. But no regulation made by the Academy in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- (b) In particular but without limiting its powers and duties, the Council may:-
  - (i) appoint a Patron and Vice Patrons of the Academy;
  - (ii) make regulations not inconsistent with this Chapter for the conduct of its own business;
  - (iii) appoint and control Committees as hereinafter provided;
  - (iv) represent the Academy;
  - (v) make rulings on all matters within its powers;

- (vi) appoint a person or persons (whether or not a member of the Academy) to represent the Academy at any meeting or on any body;
- (vii) appoint deputations to meet any body or person in respect of the affairs, interests, and objects of the Academy;
- (viii) make statements to the media; or other public statements to any authority or person in respect of any of the affairs, interests and objects of the Academy;
- (ix) manage the funds, pay the debts of the Academy and levy contributions from members of the Academy to the funds of the Academy provided that the Council shall have power to waive or exempt or reduce any levy in respect of any individual member or class of members;
- (x) constitute, and appoint persons to, an Advisory Board which Board shall, so far as is possible, be representative of the arts and sciences communities; and
- (xi) make By-laws as hereinafter provided.

(c) {Associate Members clause 19 (c) deleted at 2018 AGM}

## 20. AMENDMENT OF THIS CONSTITUTION

- (a) Amendments to this Constitution may be proposed and/or voted upon by any member of the Academy (with the exception of Members) entitled to vote.
- (b) Notice of such amendments must be provided to the Secretary at least twenty-one days before the meeting of the Academy at which the amendments are proposed to be considered.
- (c) No Companion, Honorary Fellow or Fellow may vote on any Constitutional Amendment unless all subscriptions and levies payable by that member have been paid.
- (d) The affirmative vote of three-quarters of the Fellows, Companions and Honorary Fellows voting on the amendment shall be required to effect any amendment to this Constitution.

## 21. SUBSCRIPTIONS

- (a) The Council may from time to time fix the annual subscriptions payable by Fellows or Members and may fix a different rate for each of those classes. The subscription for Fellows must always be greater than that for Members.
- (b) Unless otherwise exempted, every Fellow or Member shall pay such subscription in the amount and at the time as the Council determines.
- (c) Any Fellow or Member who fails to pay the appropriate subscription for six months after it is due, shall, unless the Council otherwise determines (either before or after the expiry of the six month period) cease to be a Fellow or Member as the case requires.
- (d) A Fellow or Member may be removed from the Roll of the Academy upon a resolution of three quarters of those entitled to vote and present at a general meeting of the Academy, provided that no such resolution may be considered by a general meeting unless the Fellow or Member concerned has been provided with an opportunity to address the Council in writing with respect to the continuing membership of the Fellow or Member at least thirty (30) days prior to the general meeting.
- (e) Any Fellow or Member may resign from the Academy by giving three months' notice in writing of his, her or its intention so to do and, upon paying all relevant subscriptions up to the end of the year in which notice is given and any levy payable at the time of the giving of such notice, the resignation shall be effective.
- (f) When any Fellow or Member shall for any reason cease to be a Fellow or Member, the fact reason and date thereof shall be entered by the Secretary in the Roll of the Academy against the name of the Fellow or Member concerned, and thereupon that name shall be

taken to have been removed from such Roll.

- (g) Subject to this Chapter when a candidate for Fellowship or Membership has been elected the Secretary of the Academy shall forthwith send to him or her at the address given upon the Certificate of Nomination a request for payment of the first annual subscription. Upon payment of the first annual, subscription an elected candidate shall become a Fellow or Member of the Academy. If such payment be not made within two months after the date of election the Council may, in its discretion, cancel such election.
- (h) A Roll of the Fellows and Members of the Academy for the time being shall be kept at the Academy's registered office (or such other place as the Council directs) setting forth their names in full and their addresses as last notified in writing to the Secretary. In addition to showing the names and addresses of Fellows and Members it shall also show the date when the persons therein named respectively became and ceased to be Fellows or Members.

## 22. ORIGINAL MEMBERSHIP OF THE COUNCIL

Notwithstanding anything else contained in this Constitution:

- (a) until the first election of the Council under this Chapter at the Annual General Meeting in 2001 the Council shall consist of:
  - James More Bain
  - Thomas Blair Connor
  - Elizabeth Anne Byrne Henderson
  - Cherrell Hirst
  - Robert William Johnson
  - John Edward O'Hagan
  - Susan Mary Kiefel
  - Glenn Charles Martin
  - Roger Dennis Scottand such other persons as are appointed under (b) below,
- (b) the named members of the Council as referred to in (a) above shall, at their first meeting, appoint at least two other persons to be members of the Council, and
- (c) the members of Council (constituted by those named in (a) and those appointed under (b)) shall, at the first meeting of Council appoint the officers of the Academy who, subject to this Constitution, will hold office until the Annual General Meeting in 2002, and
- (d) the members of Council may, at any time before the Annual General Meeting in 2002, appoint other persons<sup>18</sup> to be members of Council provided that, at no time, shall there be more members of Council than allowed under Clause 13.

## 23. CESSER OF OFFICE

- (a) The office of a member of the Council shall be vacated if he or she:
  - i. dies;
  - ii. resigns his or her office;
  - iii. is removed from office in accordance with this Chapter;
  - iv. ceases to be a Fellow or Member;
  - v. is absent from five consecutive meetings of the Council without its consent and if the Council resolves that the office held be vacated; or
  - vi. is adjudicated a bankrupt.
- (b) Any member of the Council may resign from office by a resignation in writing accepted by the Council.
- (c) Any member of the Council may be removed from office by the special resolution of the Council, provided that such a member may within seven (7) days of his or her becoming

aware of such resolution request the Council in writing that the matter be referred to a General Meeting, whereupon the removal shall not become effective until confirmed by a General Meeting.

#### 24. CASUAL VACANCIES

If the office of a member of the Council should for any reason be or become vacant, the Council at meeting convened for that purpose may appoint any other person otherwise entitled to be elected to the Council to act on the Council for the unexpired term of such member of the Council.

#### 25. MINUTES

- (a) The Council shall cause Minutes to be made of the names of all persons present at, and of the proceedings of, General Meetings and Council meetings.
- (b) Any minutes of a General Meeting or of a Council meeting, if purporting to be signed by the Chairman of such meeting or of a subsequent General Meeting or Council meeting respectively, shall so far as the Academy and its Fellow or Member, or any of them, are concerned, be prima facie evidence of the matters stated in such Minutes.

#### 26. MEETINGS

- (a) Meetings of the Council shall be called at the registered office of the Academy, unless the Council otherwise directs.
- (b) Meetings of the Council may be called by the President, or in his or her absence one of the Vice Presidents, or by any other three members thereof or by the Secretary at the request of the President, or a Vice President, or any other three members of the Council by giving notice thereof to all the other members of the Council.

#### 27. BY-LAWS

- (a) The Academy in general meeting or the Council may make by-laws with respect to any matter incidental to or referable to the objects of the Academy as set out in this Constitution, or which conduce to the effective operation of this Chapter. Such by-laws may deal with, but are not limited to:
  - i. the promulgation of limits on the number of persons who may be admitted as Fellows or Members, and
  - ii. the promulgation of limits on the number of persons who may be admitted as Fellows or Members in any calendar year.
- b) Any resolution of the Council made under (a) above shall be operative forthwith but may be revoked or amended by the Academy in general meeting.
- c) The Council may from time to time make alter add to and repeal By-laws for the conduct of its meetings and the disposal of the business, and also for the conduct of the Annual and Special Meetings of the Academy.

#### 28. CESSER OF MEMBERSHIP

- a) If, in the opinion of a majority of the members of Council, any Fellow or Member shall have rendered himself, herself or itself unworthy of being a Fellow or Member of the Academy, the Council shall recommend to the Academy in general meeting that such Fellow or Member have his, her or its name removed from the Roll of the Academy. Notice of such recommendation to the Academy in general meeting shall be served upon the person concerned twenty-one clear days before the commencement of the general meeting. At such a general meeting, the person concerned shall be entitled to present such material as he, she or it thinks appropriate to the matter for the consideration of the meeting;

- b) If three quarters of the persons present at the general meeting called for the purpose of this Clause, adopt the Council's recommendation, then the person the subject of the recommendation shall have his, her or its name removed from the Roll of the Academy and shall no longer be entitled to any of the benefits of the Academy nor to hold out in any way that he, she or it is a Fellow or Member of the Academy.

## 29. MISCELLANEOUS

### *Notices*

- a) Notices may be sent to Fellow or Member by posting them to or leaving them at the last known address of the person concerned.
- b) A notice sent to a Fellow or Member in accordance with the preceding clause shall be deemed to have been received by him, her, or it, in the absence of proof to the contrary.

### *Time*

- c) Any time hereunder except as by law otherwise required may be enlarged or abridged by a General Meeting and either before, after or during the event to which it relates.

### *Obligation*

- d) This Chapter, the By-laws thereunder, and the rulings of the Council as respectively amended from time to time shall be binding on all the Fellows and Members, so far as the same are applicable to them.
- e) Every President, Vice President, member of the Council, agent, auditor, secretary and other officer for the time being of the Academy shall be indemnified out of the assets of the Academy against any liability incurred by him or her in defending any proceedings, whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

## 30. FELLOWS AND MEMBERS

The number of Fellows and Members of the Academy shall be determined by the number of candidates who otherwise satisfy the requirements of this chapter.

21 March 2001

Updated 5 August 2003 for Council approval

Amendments approved Annual General Meeting <sup>15</sup>23 November 2016

Amendments consequential upon the above made 6 November 2018

Amendments approved at Annual General Meeting 28 November 2018

Amendments approved at Annual General Meeting 1 December 2020

Minor formatting corrections 2 March 2021

Amendment approved (Clause 8) at Annual General Meeting 30 November 2021.

Amendment approved (Clause 2 Objects) at Annual General Meeting 5 November 2025)