Australian Academy of the Humanities

By-laws

(as amended on 27 March 2025)

Chapter I: INTERPRETATION

1. In these By-laws, unless the contrary intention appears:

   1.1 'Academy' means the Australian Academy of the Humanities established by the Charter;

   1.2 'Charter' means the Royal Charter of Incorporation proclaimed on 25 June 1969 as modified by the Second Supplemental Charter proclaimed on 27 March 2025;

   1.3 'Council' means the Council of the Academy;

   1.4 'Fellow' means a person of the highest distinction in a field of the humanities who has been elected in accordance with these By-laws. 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;

   1.5 'Fellowship' means the sum of all the Fellows, Honorary Fellows, Emeritus Fellows and Corresponding Fellows of the Academy, and such other categories of membership as may be approved;

   1.6 'Foundation Fellow' means 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 has all rights and obligations of a Fellow;

   1.7 'General Meeting' is a General Meeting of the Members of the Academy, and includes an Annual General Meeting or a Special General Meeting of the Academy;

   1.8 'Member' means a Fellow, Honorary Fellow, Emeritus Fellow or Corresponding Fellow and such other categories of membership as may be approved;

   1.9 'Section' has the meaning given in By-laws 92-96;

   1.10 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; and

   1.11 Words in the singular include the plural, and words in the plural include the singular.

Chapter II: MEMBERSHIP

2. The Academy comprises of Members in the following categories:

   2.1 Fellow (which includes a Foundation Fellow),

   2.2 Honorary Fellow,

   2.3 Corresponding Fellow, and

   2.4 Emeritus Fellow.

3. The Council may recommend, and a General Meeting of the Academy, by a two-thirds majority vote, may approve changes to the categories of Members and their associated criteria of eligibility.

4. The disclosure of information about Members is to be the subject of a policy approved by the Council.

5. The General Meeting of the Academy shall have power, from time to time, at an Annual General Meeting, to determine the total number of Members of the Academy, and also to determine the maximum annual intake of Members for the ensuing year or years.

Nomination of Members

6. A candidate for election as a Fellow, Honorary Fellow, or Corresponding Fellow shall be proposed by means of a certificate and the following procedures shall apply:

    6.1 the certificate shall be in the form prescribed from time to time by the Council and completed in accordance with these By-laws;

    6.2 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, where relevant, a selection of scholarly reviews of those publications;

    6.3 each Member 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 6 to be elected in the category of membership in which they are nominated;

    6.4 a certificate shall be lodged with the Secretary by a date in each year to be determined by the Council;

    6.5 a certificate received by the date specified in paragraph 6.4 shall be valid for the next three Annual General Meetings of the Academy;

    6.6 additional information may be added, and corrections may be made, at any time to the certificate under the signature of the proposer and seconders (as applicable) and if the proposer or either of the seconders (as applicable) dies or is otherwise unavailable they may be replaced by another Member;

    6.7 a certificate may at any time be withdrawn by the signing Members; and

    6.8 in recommending to the Academy candidates for election, the Council may avail itself of information provided by the relevant Section or seek other information outside the Academy to verify the standard of candidates.

Fellows

7. A Fellow shall be a person of the highest distinction in scholarship in a field of the Humanities.

8. To be eligible for nomination for election as a Fellow, a person must have been resident in Australia for at least two years at the time of their nomination.

9. A candidate for election as a Fellow shall be nominated by one Fellow and seconded by two other Fellows of the Academy in accordance with By-law 6 above. A Corresponding Fellow may serve as one of the two seconders.

10. A person shall not be elected as a Fellow except on the recommendation of the Council and with the approval of two-thirds of those Members casting votes by secret ballot in the manner prescribed by Council.

11. A Fellow:

    11.1. is affiliated with at least one and up to three Sections of the Academy;

    11.2. is liable to pay an annual fee determined by Council;

    11.3. has the right to vote in a General Meeting;

    11.4. has the right to participate in the activities of any Section to which they are affiliated, including voting; and

    11.5. is eligible to be elected to the Council of the Academy.

Honorary Fellows

12. Honorary Fellows shall be persons who are of the highest distinction whose election, in accordance with a Procedure approved by Council, is considered by the Academy to be of benefit to the advancement of the Humanities in Australia.

13. The following provisions apply with respect to the election of Honorary Fellows:

    13.1 the total number of Honorary Fellows shall not at any time exceed one-quarter of the total number of the Fellowship;

    13.2 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;

    13.3 if not less than two-thirds of the Members of the Council approve the nomination, it shall be offered for consideration by the Fellowship; and

    13.4 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 Members casting votes by secret ballot in the manner prescribed by Council.

14. An Honorary Fellow may apply or be recommended for conversion to Fellow in accordance with a procedure to be determined by the Council.

15. An Honorary Fellow:

    15.1. may be affiliated with a Section of the Academy;

    15.2. is not required to pay a fee;

    15.3. does not have the right to vote in a General Meeting;

    15.4. has the right to participate in the activities of any Section to which they are affiliated, excluding acting as a signing Member, voting or acting as Head of Section; and

    15.5. is eligible to be elected to the Council of the Academy, but may not serve in the role of President.

Corresponding Fellows

16. Corresponding Fellows shall be persons, not usually resident in Australia, who have made outstanding contributions in a field of the humanities, and who are in a position to support, promote, and develop the work of the Academy.

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

    17.1 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;

    17.2 not more than five Corresponding Fellows may be elected in any calendar year; and

    17.3 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 casting votes by secret ballot in the manner prescribed by Council.

18. A Corresponding Fellow:

    18.1 may be affiliated with a Section of the Academy;

    18.2 is liable to pay a concessional fee as determined by the Council;

    18.3 has the right to vote in a General Meeting;

    18.4 has the right to participate and vote in the activities of any Section to which they are affiliated, excluding acting as Head of Section; and

    18.5 is not eligible to be elected to Council.

Emeritus Fellows

19. A Fellow may, by notice given to the Council, choose to be an Emeritus Fellow in accordance with this By-law, and ceases to be a Fellow, becoming an Emeritus Fellow, on and from the day the Council acknowledges receipt and compliance of the Fellow's notification under By-laws 19-21.

20. An Emeritus Fellow must:

    20.1 be at least 80 years of age;

    20.2 have been a Fellow for at least five years immediately preceding the notice;

    20.3 not be the subject of a cancellation of membership (unless that cancellation has been superseded by a reinstatement of membership); and

    20.4 not be in arrears in respect of the payment of any subscription fee to the Academy.

21. An Emeritus Fellow:

    21.1 may not be affiliated with a Section of the Academy;

    21.2 is not required to pay a fee; and

    21.3 does not have the right to vote in the General Meeting.

Postnominals

22. All Members of the Academy may use after their names the abbreviated designation "FAHA".

Charter Book and Obligation

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

24. In signing the Charter Book, the Member shall subscribe to the following obligation:

    We, whose names are underwritten, having become Fellows/Honorary Fellows/Corresponding Fellows of The Australian Academy of the Humanities, do hereby promise, each for themself, 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 General Meetings and upon extraordinary occasions; and that we will observe the Charter, By- laws, and Code of Conduct for the time being of the Academy.

Subscriptions

25. The Council has power to levy such subscriptions as it considers necessary for each category of Members, and to determine the conditions under which subscriptions may be reduced or excused in relation to any particular Member.

Termination of Membership

26. A Member shall cease to be a Member of the Academy upon the happening of any one of the following events:

    26.1 if the Member resigns by notice in writing to the President; or

    26.2 in the case of a Member subject to payment of subscriptions, if the Member is in default for two consecutive years and the Council resolves that the Member shall cease to be a Member, except that, on payment of all arrears of subscriptions, the Member may be reinstated by resolution of the Council; or

    26.3 if a resolution is passed by the Council to the effect that, in its opinion, a Member has engaged in conduct which is detrimental to the Academy, provided that;

    a. before the draft resolution is submitted for the vote of the Council, the Member shall be informed of the particulars of the alleged conduct, and be given a reasonable opportunity to show cause why the Member should not have their membership cancelled; and

    b. if fewer than two-thirds of the Members of the Council present vote in favour of the resolution, the resolution shall be deemed to have failed and lapsed.

Reinstatement of Membership

27. A Member who has resigned may apply for reinstatement by making a request in writing to the Secretary of the Academy within a period of no more than five years since the Member's resignation.

28. The Council may decide at its sole discretion whether to reinstate the Member, whether to treat the request as a new application for membership, and how any subscription arrears is to be paid.

Chapter III: GENERAL MEETINGS OF MEMBERS

29. General Meetings of the Academy are held in accordance with Rules approved by Council and all Members are eligible to attend.

30. The Annual General Meeting shall be held each year at such place and at such date and time, as the Council of the Academy shall determine.

31. 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.

32. 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.

33. The business of the Annual General Meeting shall include, but not be limited by, the statement of the functions of the Annual General Meeting in clause 11 of the Charter.

34. All business transacted at the Annual General Meeting other than that specified in paragraphs (a) to (g) of clause 11.2 of the Charter, and all business transacted at a Special General Meeting, shall be deemed special.

35. The President is entitled to take the Chair at every General Meeting of the Academy at which the President is present. The President may nominate the Immediate Past President or a Vice-President to take the Chair at any General Meeting. If none of the above has been so nominated, the Members present at a General Meeting shall elect a Chair.

36. The Council may submit any question to the vote of the Members 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.

37. 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 Members eligible to vote who are present, the Chair having a deliberative, and, in the case of an equality of votes, a casting vote.

38. 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 Members eligible to vote and 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.

39. A ballot, if so required or demanded, shall be taken in such manner as the Chair of the meeting directs.

40. Subject to these By-laws, each Member present at a General Meeting of the Academy, and eligible to vote, may vote only once on any resolution.

41. 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 32 includes mention of the special business, or the Council has approved of its submission to the meeting.

42. 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.

43. The quorum at a General Meeting of the Academy shall be one fifth of the total number of Fellows whether present online, in person or by proxy at the commencement of the meeting.

44. 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.

45. When a meeting is adjourned for more than six 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.

Chapter IV: THE COUNCIL AND OFFICERS

The Council

46. The affairs of the Academy shall be managed by a Council of eleven Members, comprising:

    46.1 a Fellow who is elected by the Annual General Meeting to the office of President;

    46.2 four Members who are either Fellows or Honorary Fellows, who are to be elected by the Annual General Meeting to the offices of Secretary, Treasurer, International Secretary, and Editor;

    46.3 five Fellows or Honorary Fellows, who are to be elected by the Annual General Meeting, of whom two will be appointed as Vice–Presidents on a vote taken by the eleven persons identified in By-law 46; and

    46.4 the Member who was the last person to have acted as President of the Academy (being a person different from the President elected under By-law 46.1); or if that person is not available, a further person, nominated by the President, who has held the office of President in the past; and if such a person is not available, a person nominated by the President who has occupied a position on the Council of the Academy in the past (and who does not already occupy a position on the Council under By-laws 46.1-46.3).

Election of the Council

47. The Members of the Council, other than the person identified in By-law 46.4, shall be elected at an Annual General Meeting in accordance with a Procedure approved by Council and shall hold office in accordance with By-laws 57-58.

48. In the notice given to each Member under By-law 32, the Secretary shall include a voting paper containing one nomination made by the Council for each vacancy on the Council.

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

50. No Fellow or Honorary Fellow shall be nominated for election to the Council without the nominee's written consent.

51. Each Member eligible to vote and present at an Annual General Meeting and desiring to vote shall do so by submitting to the Returning Officer a voting form prepared by the Secretary in accordance with the instructions of the Council.

52. Each Member eligible to vote shall mark in the manner specified the name of each candidate whom the Member desires to see elected.

53. The Chair of the meeting shall appoint a Returning Officer and may determine any questions regarding electoral procedure and the validity or effect of any voting form.

54. Where two or more candidates have obtained an equal number of votes, the Chair has a casting vote.

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

56. At the first meeting of the Council after the Annual General Meeting the Council on the nomination of the President shall appoint two of its Members as Vice-Presidents.

Terms of Office

57. Subject to By-law 47, an officer or ordinary member of Council is elected for a term of office commencing on 1 January of the year following the Annual General Meeting, and for the following terms:

    57.1 the President of the Academy is elected for a non-renewable three-year term;

    57.2 the Secretary, the Treasurer, the International Secretary, and the Editor of the Academy are elected for three-year terms and are eligible for two such terms; and

    57.3 Ordinary Members of Council are elected for a term of three years and may not serve consecutive terms.

58. As a transitional arrangement, the persons occupying positions on the Council immediately prior to the declaration of the Second Supplemental Charter and these By-laws shall continue in their positions and offices on the Council until the election of a new Council by the first Annual General Meeting held after the declaration.

Committees of the Council

59. The Council may at any time set up such Committees as it considers necessary.

60. Each Committee must have a Chairperson who is to report to the Council on behalf of the Committee.

61. A Committee may include persons who are not Members, but the Chairperson of a Committee must be a Member.

62. The Council may give directions as to the conduct of the Committee's work.

Meetings of the Council

63. The Council shall meet at least three times a year.

64. Unless otherwise determined by resolution of a General Meeting of the Academy, the quorum for a meeting of the Council shall be six Council Members present at the meeting, whether conducted in person or by electronic communication.

65. 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.

66. 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.

67. 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 is to act as Chair.

68. 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 effective in all respects as if it 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.

69. Any casual vacancy occurring in any position on the Council shall be filled by the Council, and the Member 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 the By-laws regulating terms of office.

The Executive of the Council

70. The Executive of the Council shall consist of the President, the Secretary, and the Treasurer.

71. The role of the Executive of the Council is to advise the President on matters that require urgent attention between meetings of the Council.

72. 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.

73. 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

74. 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.

The Vice-Presidents

75. The Vice-Presidents' duties shall be identified and allocated by the President upon the recommendation of the Council.

76. Either Vice-President, upon the recommendation of the President and/or with the approval of Council, may represent the President when required.

The Secretary

77. The Secretary shall oversee the record-keeping of the Academy, including Council minutes and minutes of the General Meetings. The Secretary is responsible for overseeing the election of

Fellows, Corresponding Fellows, and Honorary Fellows, and for the keeping of records relating to the Members of the Academy.

78. With the approval of the Council, the Secretary may appoint an eligible Member as a deputy and delegate any of the functions of the Secretary on that deputy.

79. 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

80. The Treasurer shall oversee and actively monitor the Academy's budgets, finances, investments, funds under management, strategic risk management and audit, and shall advise and assist Council in these matters. The Treasurer shall present the financial report to the Members of the Academy at the Annual General Meeting.

81. With the approval of the Council, the Treasurer may appoint an eligible Member as a deputy and delegate to that Member the performance of any of the functions of the Treasurer.

82. A person appointed as a 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

83. The Editor shall be responsible for oversight of all the publications of the Academy.

84. With the approval of the Council, the Editor may appoint an eligible Member as a deputy and delegate the performance of any of the functions of the Editor upon the deputy.

85. 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

86. The International Secretary shall be elected at the Annual General Meeting and is responsible, subject to the direction of the Council, for all the international business of the Academy.

87. With the approval of the Council, the International Secretary may appoint an eligible Member as a deputy and delegate the performance of any of the functions of the International Secretary upon the deputy.

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

Vacancies and Acting Appointments

89. The President may, as occasion arises, appoint an eligible Member or Members to carry out all or any of the duties of the Secretary, the Treasurer, the International Secretary, or the Editor if the

Secretary, the Treasurer, International Secretary, 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.

90. The Council, by three-quarters majority vote, may, as occasion arises, appoint a Fellow to carry out all or any of the duties of the President if the President is unable or, in the opinion of the Council, is unfit for any reason to carry out those duties.

91. Where an acting appointment to an office of the Academy has been made or where a vacancy on the Council has otherwise occurred, that vacancy will be filled, in accordance with the procedures laid out at By-laws 47-56, at the next Annual General Meeting of the Academy.

Sections of the Academy

92. There shall be Sections of the Academy which represent the different disciplines and areas of study of the Humanities. The Council shall, from time to time, determine the number of Sections and the scope of each.

93. The Members comprising a Section of the Academy are to provide advice to the Council:

    93.1 in respect of the discipline or disciplines of the Academy which the Section represents;

    93.2 on the quality of candidates for election as Fellows and Corresponding Fellows; and

    93.3 other matters, as requested by the Council.

94. Each Section shall elect a Member as a Head of Section in accordance with a procedure approved by the Council.

95. The Head of Section shall have rights and duties identified in a policy approved by Council.

96. The Head of Section shall serve a term of three years from the time of their election. If they choose to seek an extension of their term of office, they may, upon re-election, serve an additional consecutive term of up to three years.

Chapter V: FINANCE AND ACCOUNTS

Investments

97. In the pursuit of its objects, the Academy has the power, by way of investment, on its own behalf or on behalf of any other person, either by itself or by any person authorised by it, to:

    97.1 purchase, acquire, take on lease, hire, sell, improve, subdivide, amalgamate, dispose of, exchange, lease, let, mortgage, charge, encumber, grant licences and other rights in connection with, and otherwise deal in any way with, real or personal property of any kind whatsoever and wheresoever situated and any interest therein, on such terms as the Council of the Academy thinks fit;

    97.2 deposit money with any financial institution, authorised dealer in the short-term money market with lines of credit with the Reserve Bank of Australia or a lender of last resort, or other financial entity or other person whatsoever;

    97.3 carry on any business, enterprise or undertaking whatsoever;

    97.4 invest moneys in investments of any kind whatsoever, whether secured or unsecured, including capital market investments, debentures, securities or other obligations of governments, government authorities and corporation, shares, stock, notes, certificates,

provident funds, bonds, units or other interests in trusts, options, futures, currency transactions, secondary mortgage securities, mortgages over real or personal property and bills of exchange;

97.5 trade in any commodities;

97.6 construct, demolish, improve, maintain, develop, restore, work, manage, carry out, control or otherwise deal with any buildings, fixtures, works, roads, bridges, ways, services, earthworks, infrastructure or any other structure or improvement whatsoever or to assist in any of the foregoing;

97.7 enter into partnership or any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any statutory body or other person in any undertaking, business, transaction or other investment, or act as a principal, agent, contractor, trustee or beneficiary in respect of any such undertaking, business, transaction or investment; and

97.8 invest in such other investments, activities or undertakings as the Council of the Academy thinks fit.

Annual Accounts

98. 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 be submitted for the consideration of the Council at the Council meeting before the Annual General Meeting to which they are to be presented.

99. 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

100. An Auditor shall be appointed at the Annual General Meeting.

101. 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.

102. The Auditor shall not be a Member of the Academy or a candidate for election as a Fellow, Honorary Fellow or Corresponding Fellow.

103. The accounts of the Academy shall be audited annually.

104. 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.

105. 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:

105.1 the Auditor has obtained all the information and explanations required; and

105.2 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

105.3 the provisions in these By-laws relating to the administration of the funds of the Academy have been observed.

Chapter VI: GENERAL AND ADMINISTRATIVE

Public Statements

106. While the President will ordinarily make public statements on behalf of the Academy, the Council may authorise the Executive Director to do so.

107. No person may make any public statement on behalf of the Academy unless authorised by the Council.

108. Members, Employees, Workers and Participants may represent themselves or their employers and take positions in their personal capacity. However, Members, Workers and Participants may not present themselves as representing the Academy, nor represent any position not stated in an Academy document as being that of the Academy, without the explicit prior approval of the Academy's President and/or Executive Director.

Non-disclosure of Confidential Business

109. 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

110. 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

111. The Council may from time to time appoint an Executive Director and other staff to assist the Academy in its activities and may determine the remuneration and conditions of employment of such staff.

112. The Executive Director has responsibility for the following functions:

112.1 Council and governance;

112.2 program management and development;

112.3 financial management and administration;

112.4 communications and engagement;

112.5 leadership and culture;

112.6 policy, strategy and planning; and

112.7 advocacy, relationship/stakeholder management.

113. No Member of the Academy is eligible for appointment to the paid staff of the Academy.

Validation

114. Where a person who has acted as an office bearer was not properly elected or appointed, the validity of:

    114.1 the acts of that person as an office bearer, and

    114.2 decisions of meetings of bodies in which that person has participated;

is not affected.

Common Seal

115. The common seal of the Academy shall be kept in the custody of the Secretary or in such other custody as the Council directs.

116. 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.

117. 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.

118. 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

119. All Members must give the Academy contact details for notices and any changes to them.

120. In accordance with a Policy approved by Council, the Academy will communicate with Members using the information they have given.

Chapter VII: AMENDMENT OF BY-LAWS

121. 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 should specify with precision the alterations proposed.

122. 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.

123. 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.

124. If the proposed alterations receive the affirmative votes of not less than two-thirds of the Members casting votes as specified in clause 15 of the Charter, they shall be submitted for the approval of the Governor-General.

Witness under my hand on

Governor-General of the Commonwealth of Australia

27 March 2025