
Letters Patent for the Second Supplemental Charter

Charles the Third, by the Grace of God of Australia and his other Realms and Territories, Head of the Commonwealth:

GREETING:

PREAMBLE

The association now called the Australian Academy of the Humanities (“the Academy”) was granted a Royal Charter of Incorporation as a body corporate and politic on 25 June 1969.

On 8 December 1987, Her Majesty Queen Elizabeth the Second assigned to the Governor-General of the Commonwealth of Australia (“the Governor-General”) all sovereign 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.

In Our name and on Our behalf, the Governor-General granted to the Academy a supplemental charter varying the Original Charter on 26 October 2015 – the “First Supplemental Charter”.

In 2024, the Academy petitioned the Governor-General to grant it a further supplemental charter so that the Academy may more effectively carry out its purposes. This Second Supplemental Charter appears in the Operative Provisions of these letters patent.

OPERATIVE PROVISIONS

By these letters patent issued in Our name and on Our behalf by the Governor-General, We grant and declare with effect from 27 March 2025 the Second Supplemental Charter of the Academy as follows:

1. A body corporate and the revocation of previous charters and By-laws

- 1.1 The First Supplemental Charter is revoked.
- 1.2 Except that the Academy continues to be one body corporate and politic, the Original Charter is revoked.

- 1.3 All previous By-laws are revoked and are to be replaced by the By-laws declared in conjunction with this Second Supplemental Charter and will take effect from 27 March 2025.
- 1.4 The revocation of the Original Charter in part, and the revocation of the First Supplemental Charter in its entirety, does not affect the validity of anything done under the Original Charter and the First Supplemental Charter.
- 1.5 The revocation of all previous By-laws of the Academy does not affect the validity of anything done under the Original Charter and the First Supplemental Charter.

2. Name

- 2.1 The name of the Academy is “The Australian Academy of the Humanities”.

3. Objects

- 3.1 The objects of the Academy are charitable.
- 3.2 The objects of the Academy are the advancement of education through the promotion of scholarship and the public interest in, and understanding of, the Humanities.
- 3.3 For the purposes of this Second Supplemental Charter, the “Humanities” are defined as:
 - a. those scholarly disciplines and areas of study that create, preserve and transmit knowledge of societies, languages, cultures and their environments in the interests of deeper understanding; and
 - b. which are represented in the Academy’s Sections now and in the future.
- 3.4 Pursuant to this clause 3, the objects of the Academy include, but are not limited to, the following:
 - a. To advance knowledge of the Humanities and to promote their value to the Australian public.
 - b. To encourage and support scholarship in the Humanities, to promote studies therein and to assist the publication of any such studies.
 - c. To support the freedom of scholars to engage in intellectual enquiry, to discuss, research, and to disseminate the results of their research, in accordance with appropriate ethical and intellectual standards.
 - d. To establish and maintain relations with foreign and international bodies concerned with the Humanities.
 - e. To correlate and assist in correlating the efforts of other bodies in the Humanities.
 - f. To arrange or assist in arranging meetings of Humanities scholars in Australia.
 - g. To encourage and assist the visits of Humanities scholars from other countries to Australia, to assist Australian Humanities scholars in scholarly pursuits in Australia or elsewhere, and to assist in exchanges of scholars between Our Commonwealth of Australia and other countries.
 - h. To administer or assist in administering funds for the purposes of research in the Humanities.
 - i. To assist and promote the development of research facilities and infrastructure in Australia in the field of the Humanities.
 - j. To act as a consultant and an advisory body in matters concerning the Humanities.

4. All property of the Academy is subject to the charitable trust

- 4.1 The Academy holds all of its income and capital for the objects of the charitable trust created by this Second Supplemental Charter.
- 4.2 The Academy must not distribute any surplus, income or capital directly or indirectly to its members.

5. Legal capacity and powers

- 5.1 The Academy has the legal capacity and powers of a body corporate.
- 5.2 The Academy has perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at its own discretion.
- 5.3 The Academy may sue and be sued in all Courts and in all manner of actions and suits.
- 5.4 The Academy may only exercise its powers for the objects stated in clause 3; and any purpose necessary and incidental to the advancement of the objects stated in clause 3.
- 5.5 The Academy has power to recognise the continuing connection to Country and the traditional knowledge of the Ngunnawal and Ngambri people of the Canberra region and First Nations people on whose traditional lands Fellows in Australia meet and work.

6. Not for profit of the members

- 6.1 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 its members. 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;
 - 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; or
 - c. the conduct of any trade or business for a profit, or the exercise of powers to invest for a profit, where that profit is directed to the advancement of the objects stated in clause 3.

7. Division of functions and powers between the General Meeting and the Council

- 7.1 The Second Supplemental Charter and the By-laws allocate the exercise of specific functions to either the General Meeting of the members of the Academy or to the Council of the Academy.
- 7.2 The General Meeting and the Council exercise the powers of the Academy to perform the functions that have been allocated to the General Meeting and the Council respectively.
- 7.3 Where no express allocation of a function or a power has been made, that function and the power will be exercised by the Council.

8. Statement of recognition

- 8.1 The Australian Academy of the Humanities recognises the continuing connection to Country and the traditional knowledge of the Ngunnawal and Ngambri people of the Canberra region and First Nations Australians on whose traditional lands Fellows in Australia meet and work.

9. By-laws

- 9.1 The By-laws appended to the Second Supplemental Charter are the By-laws of the Academy and govern the procedures of the Academy.
- 9.2 The By-laws address the matters specified in clauses 10 to 16 of the Second Supplemental Charter and also those matters which are necessary, incidental or convenient for the conduct of the activities of the Academy.

10. Membership

- 10.1 The By-laws shall provide for:
- a. the categories of membership;
 - b. for each category of membership, the rights and privileges that accrue; the qualifications required for and the methods and terms of admission; subscriptions and fees; and eligibility to vote;
 - c. the regulation of members, according to a code of conduct established for this purpose, and their liability to expulsion or suspension, and provisions for resignation;
 - d. a register of members; and
 - e. the conduct of membership elections.

11. General Meetings of Members

- 11.1 A general meeting of the Academy's members, to be called the Annual General Meeting, shall be held in each year at such place and at such date and time, as the Council of the Academy shall determine.
- 11.2 The functions of the Annual General Meeting are:
- a. to confirm the election of Members;
 - b. to receive and consider the annual report;
 - c. to appoint the Auditor;
 - d. to receive and consider the financial report and the Auditor's report;
 - e. to receive and consider reports from any committee established by the Council;
 - f. from time to time, to elect the Officers and ordinary members of the Council; and
 - g. to transact any other business which may, consistently with this Charter and the By-laws, be transacted at a General Meeting.
- 11.3 Other general meetings of the members of the Academy, to be called Special General Meetings, may be convened by the Council of the Academy at any time.
- 11.4 Special General Meetings shall also be convened by the Council of the Academy on the requisition of such number of the members as the By-laws of the Academy from time to time prescribe.

12. Council

- 12.1 The Academy shall have a Council which acts as the executive organ of the Academy, and which will be responsible for the governance of the Academy.
- 12.2 The By-laws must provide for the constitution of the Council, including its officers and members, the eligibility of persons to be elected to Council, the manner of their election, and the conduct of its meetings.
- 12.3 Without limiting the Council's exercise of other powers of the Academy, the Council may exercise the power:
- 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;
 - e. to sell, lease mortgage, dispose of or otherwise deal with all or any part of the property of the Academy; and
 - f. to enter into a legal obligation for the provision of services to the Academy pursuant to an express written agreement.
- 12.4 The Council may, subject to the By-laws, make and publish policies for the Academy and establish committees to perform the work of the Council.

13. Delegation of Council's powers

- 13.1 The Council may delegate the exercise of any of the Academy's powers not specially committed to the General Meeting by the By-laws:
- a. to a person appointed as the Executive Director of the Academy;
 - b. to a Committee established under clause 12.4; and/or
 - c. to any employee of the Academy.

14. Sections of the Academy

- 14.1 There shall be Sections of the Academy which represent the different disciplines and areas of study which constitute the Humanities. The Council shall, from time to time, determine the number of Sections and the scope of each.
- 14.2 The By-laws may specify which categories of members may participate in the activities of Sections.

15. Amendment of this Charter

- 15.1 A majority of not less than two-thirds of the Fellows of the Academy present in person, online 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 shall have power from time to time to petition the Governor-General:

- a. to revoke, amend, or add to this Second Supplemental Charter and to grant the Academy a further supplemental charter; and
 - b. to revoke, amend, or add to the By-laws.
- 15.2 The Academy shall provide the Commonwealth and ACT Attorneys-General with 30 days' written notice of any pending amendment of the Second Supplemental Charter which causes the charitable objects of the Academy to be altered.

16. Dissolution of the Academy

- 16.1 The Academy may only be dissolved through the express revocation of the Second Supplemental Charter by the Governor-General.
- 16.2 The Academy shall provide the Commonwealth and ACT Attorneys-General 30 days' notice of any pending revocation or amendment of the Second Supplemental Charter which causes the Academy to be dissolved.
- 16.3 Subject to the *Corporations Act 2001* (Cth) any other applicable legislation, and any court order, any surplus assets that remain after the Academy is dissolved are to be distributed *cy-près* to a charitable trust with objects which are, as nearly as possible, identical or similar to the objects stated in clause 3.
- 16.4 In the event of its dissolution, the Academy may, through a special resolution of the General Meeting, recommend to the Governor-General, the Commonwealth and ACT Attorneys-General, and any Court exercising jurisdiction over the distribution of the Academy's surplus assets, the charitable trust to which the assets of the Academy should be transferred.
- 16.5 The surplus assets of the Academy must not be transferred to any organisation that has power to distribute any of its income or capital to its members.

17. Jurisdiction

- 17.1 For the avoidance of disputation, the law governing this Second Supplemental Charter shall be the law of the Australian Capital Territory, and the Supreme Court of the Australian Capital Territory shall be the forum for any suit or legal action in respect of the Academy, its rights, obligations, status and privileges.
- 17.2 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 Courts within the Commonwealth of Australia, its States and Territories and 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.