



Constitution of the Australasian Council of Deans of Arts, Social Sciences and Humanities

1.0 NAME

The name of the association shall be "Australasian Council of Deans of Arts, Social Sciences and Humanities". The initials DASSH may be used as the short title for the association where abbreviation is appropriate.

2.0 INTERPRETATIONS

In this constitution, unless the context otherwise requires:

- "COUNCIL" means the Australasian Council of Deans of Arts, Social Sciences and Humanities.
- "Deans of Arts, Social Sciences and Humanities" shall include such persons as each member university determines as hold the senior position(s) of responsibility for Arts, Social Science and Humanities in the relevant faculties or their equivalents in their universities.
- "STATE" includes territory.

3.0 PURPOSE

The purpose of the Council is to lead and promote the arts, social sciences and humanities, nationally and internationally. In so doing DASSH will advocate for the role of teaching, research and scholarship in the arts, social sciences and humanities;

- share information and disseminate best practice;
- foster research;
- provide a forum for the discussion of management in higher education;
- contribute to the development of education policy and administration issues with a view to establishing national position statements;
- take a leading role in fostering the arts, social sciences and humanities in Australasia;
- create alliances with related organizations and institutions, nationally and internationally; and
- identify issues of relevance to the arts, social sciences and humanities and respond, where appropriate.

4.0 AFFILIATIONS

The Council may affiliate with such other bodies (local, State, national or international) as may be desirable in order to further its purposes.

5.0 MEMBERSHIP AND MEETINGS OF THE COUNCIL

Members of the Council shall be financial member Faculties from universities represented by voting delegates.

Council will hold a meeting in each calendar year, called the Annual General Meeting of the Council, and other meetings as required.

The Annual General Meeting shall normally be held concurrently with the Annual Conference of the Council.

Each currently financial member Faculty represented at the Annual General Meeting shall be deemed to be represented by a person attending as its voting delegate. If more than one Faculty from the same university has taken a paid membership, then voting rights are attached to each paid membership.

Voting at the Annual General Meeting shall be restricted to voting delegates although non-voting delegates are welcome to attend.

6.0 MEMBERSHIP FEES

The annual membership fees to be paid by Faculties from universities shall be reported at the Annual General Meeting of the Council.

Any increase in the annual membership fee will be no larger than the increase in the Consumer Price Index for the previous year or the preceding years since the last fee increase. If the Board proposes an increase that is larger than the change in the Consumer Price Index, it must be approved at the Annual General Meeting. Members are to be advised of changes to the annual fee in writing.

Fees are for the financial year fall due on 1 July and must be paid by 31 August to maintain membership. If the fee is not paid before the Annual General Meeting, membership shall resume when the fee is received by the Treasurer.

7.0 MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, of any unpaid membership levies as required by Section 5.

8.0 DISCIPLINING OF MEMBERS

There shall be no grounds on which the Council can discipline members.

9.0 THE BOARD OF THE COUNCIL

There shall be a Board responsible for the management of the affairs of the Council. The Board shall have the power, subject to this Constitution and the directions of the General Meetings of the Council, to regulate its own proceedings. The Board shall appoint the Council's Public Officer (who must be a resident of the ACT), a Returning Officer, and any other officers or representatives to external bodies deemed necessary.

10.0 MEMBERSHIP OF THE BOARD

The Board members shall be the President, the Vice-President, the Secretary, the Treasurer, a New Zealand university representative, and up to four other members (as voting members), and non-voting ex officio members consisting of the annual Conference Convenor, and co-opted members as determined by the Board.

Members may hold more than one office, with the exception of President. The office of a Board member becomes vacant if the Board member dies or suffers from mental or physical incapacity or resigns from office or is removed from office by the Council in general meeting, subject to natural justice (as required by section 50 of the ACT *Associations Incorporation Act 1991*) or becomes insolvent under administration within the meaning of the Corporations Law or is disqualified from office under subsection 63 (1) of the ACT *Associations Incorporation Act 1991*.

11.0 ELECTION OF BOARD MEMBERS OF THE COUNCIL

Board Members, other than the ex officio members, shall be elected for two years by the Council prior to its Annual General Meeting.

Elections for each office of the Board (unless specifically otherwise provided) shall proceed as follows:

- (i) Contenders for office must be nominated by a proposer and seconder, both being members of the Council. Nominations must be received by the Executive Officer of the Council not less than 40 days before the set date on which the election is to take place.
- (ii) The Secretary shall determine the date upon which nominations for each office shall close, and shall forthwith notify members of that date, being not less than 40 days before the Annual General Meeting in the year in which election of Board members is to take place.
- (iii) Incumbent office bearers of the Board are eligible for re-nomination and election providing that no Board Member serves for more than three consecutive terms.
- (iv) Where nominations received are sufficient only to fill the number required for that office, a ballot shall not be held in respect of that office, and the nominees shall at the next Annual General Meeting be declared elected unopposed.
- (v) Where more nominations are received than are required for any office, the Secretary shall ballot members by notifying members of the names of persons nominated, the process by which the election shall take place, and such other information as the Secretary may determine, at least 21 days prior to the Annual General Meeting. The Secretary will appoint a Returning Officer from the membership to oversee the voting process and determine the election results. A simple majority of ballot votes cast, and within the time so prescribed by the Secretary, shall determine the successful contender for any office.
- (vi) If there are any elected positions unfilled at the date of the Annual General Meeting, those positions may be filled by election by the members at the Annual General Meeting from members nominated at the meeting.
- (vii) The election of Board Members shall be reported during the Annual General Meeting.

All elected members of the Board hold office for a period of two years, commencing from the conclusion of the Annual General Meeting at which the announcement of election results by the Returning Officer is made until the corresponding time at the conclusion of the Annual General Meeting, two calendar years hence.

If the President, Vice-President, Secretary, or Treasurer ceases to be a member of the Board, the vacancy must be filled by election by and from the other members of the Board. If any other elected member ceases to be an ordinary member of the Board, either by election as an office bearer, or by ceasing to be a member of the Board, the Board may fill the vacancy by co-option until the next Annual General Meeting.

12.0 PRESIDENT

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

13.0 SECRETARY

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

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

14.0 TREASURER

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

- (a) correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council,
- (b) a register of Council members and Board members.

15.0 BOARD MEETING PROCEDURES

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

Ordinary meetings of the Board may be held by electronic means such as web/video/teleconferencing.

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

The President shall ensure that notice of any Board meeting, specifying the date, time, venue and agenda, shall be given to each Board member at least 48 hours before each Board meeting.

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

Board members shall have the right to one deliberative vote on each issue/election being decided at a Board meeting.

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

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

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

16.0 SERVICES

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

17.0 GENERAL MEETINGS

The Annual General Meeting of the Council shall be held each calendar year.

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

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

The President shall preside at the Annual General Meeting. If the President is not present, the Vice-President shall preside.

The quorum for the Annual General Meeting shall be of one-half plus one of the representatives of member institutions present in person (one representative only of each member institution).

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

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

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

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

18.0 SPECIAL RESOLUTIONS OF THE COUNCIL

A special resolution of the Council is required for amendment of this Constitution, for the winding up of the Council, for the vesting of surplus funds or assets in the event of the Council being wound up, and any other matter the Act requires under section 70.

A resolution shall be taken to be a special resolution if it is passed at a general meeting of the Council, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the Council and it is passed by at least three-quarters of the votes of those members of the Council who, being entitled to vote, vote in person or by proxy at the meeting.

19.0 FUNDS SOURCES AND MANAGEMENT

19.1 The funds of the Council shall be derived from the annual membership levies. In additions funds may be derived on an approximate cost recovery basis for conference registrations, publication sales, and other supplies. Funds may also be derived from donations and such other sources as the Board determines.

19.2 All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account. The Council shall, as soon as practicable, after receiving any money, issue a receipt.

19.3 The assets and income of the Council shall be applied exclusively to the promotion of its objectives as outlined in Section 3. No portion shall be paid or distributed directly or indirectly to the members of the Council of Deans of Arts, Social Sciences and Humanities representing member institutions, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Council.

19.4 The Board shall pass or ratify all accounts for payment, and any disbursements not ratified by the Board will be the personal responsibility of the signatories to the cheque or cheques concerned. All disbursements of money other than petty cash shall be by cheque on the Council's bankers (or draft, transfer, money order, credit card, or other negotiable instrument) signed (or otherwise formally authorized) by the Treasurer or other person authorized by the Board.

19.5 The financial year for the Council will be July 1 - June 30.

20.0 AUDITOR OF BOOKS

An appropriate qualified person who is not a member of the Board and has not prepared or assisted with the preparation of the Council's accounts shall be appointed by the Board as the Council auditor.

21.0 TRANSFER OF OFFICE

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

22.0 WINDING UP

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

23.0 SURPLUS PROPERTY

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

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

24.0 COMMON SEAL

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

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

25.0 CUSTODY AND INSPECTION OF BOOKS

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

26.0 AMENDMENTS

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

Dated this day the **30** day of **September** in the year **2011**



Professor Krishna Sen
President, DASSH