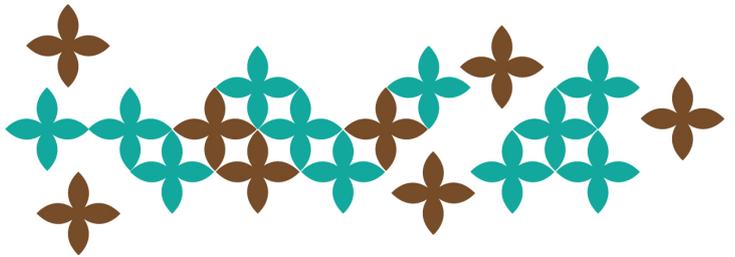




**Australian
Association
for Pacific
Studies**



Australian Association for Pacific Studies (AAPS) Inc

CONSTITUTION

Adopted and registered on 21 September 2006, amended by Special General Meeting on 13 April 2012 and by Special Resolution on 10 May 2013

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1. Name

1.1 The name of the Association is the Australian Association for Pacific Studies (AAPS) Incorporated.

2. Interpretation

In these Rules, except insofar as the context of the subject-matter indicates or requires, "The Association" means the Australian Association for Pacific Studies (AAPS) Incorporated.

"Financial year" means the 12 months ending 31 December.

"General Meeting" includes Annual General Meetings and Special General Meetings.

"Members in good standing" of the Association means members who have paid such subscription as may be fixed and payable under Rules 4, 6 and 7.

"the Act" means the Associations Incorporation Act (ACT), 1991.

3. Objectives

3.1. To promote the international excellence of Australian research and teaching in Pacific Studies

- 3.2. To play an advocacy role with Government, NGOs, schools, businesses, media and universities and to increase public awareness of Pacific Studies
- 3.3. To promote Pacific Studies and its component disciplines at the undergraduate and postgraduate levels
- 3.4. To promote the role of Australian repositories in the collection, preservation and access to Pacific Island research, cultural and historical materials
- 3.5. To promote excellence in the teaching of Pacific Studies through professional development programs for university teachers
- 3.6. To promote specifically the study of Australia-Pacific Island relations
- 3.7. To establish and maintain links with Pacific communities in Australia
- 3.8. To establish and maintain links with honorary correspondent members and cognate organisations overseas.

4. Membership

- 4.1. Membership of the Association shall be open to all persons or organisations with an interest in Pacific Studies who pay such subscription appropriate to their circumstances as may be fixed by a General Meeting of the Association or by the Executive Committee acting on the authority of a General Meeting.
- 4.2. A General Meeting of the Members of the Association may elect honorary life members who shall not pay a subscription but shall have all the other rights and obligations of Members.
- 4.3. Institutions, companies and other organizations may subscribe to the Association on such conditions as the Executive Committee shall in each case decide; such Members shall nominate one representative who shall have the rights and obligations of a Member.

5. Register of Members

- 5.1. The Secretary of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 5.2. The register of members shall be in the charge of the Public Officer of the Association and shall be open for inspection free of charge by any member of the Association at any reasonable time.

6. Subscriptions

Subscriptions shall be fixed by a General Meeting of the Association or by the Executive Committee acting on the authority of a General Meeting and are due by 31 December each year. There is no entrance fee.

7. Cessation of Membership

- 7.1. If any Member fails to pay the prescribed subscription for any year before 31 December in the year following the year in which the fee became due, the membership of that person shall be deemed to have lapsed and shall terminate
- 7.2. A person whose membership has lapsed shall be re-admitted to the Association on payment of the appropriate subscription.

8. Member Liability

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in respect of membership of the Association required by Rule 6.

9. Executive Committee

9.1. The business of the Association shall be conducted by an Executive Committee in accordance with this constitution and such guidelines as may be laid down by General Meetings of the Association.

9.2. The Executive Committee shall consist of the following office-bearers:

- a) the President;
- b) the Vice-President;
- c) the Secretary;
- d) the Treasurer;
- e) the Publications Officer;
- f) the Pacific Communities Liaison Officer; and
- g) not less than 5 Members.

9.3. Members of the Executive Committee shall be elected by an Annual General Meeting of the Association and shall be Members in good standing of the Association

9.4. Each member of the Executive Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election and is eligible for re-election.

9.5. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member

- a) dies; or
- b) ceases to be a member of the association; or
- c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
- d) resigns office by notice in writing given to the secretary; or
- e) is removed from office by special resolution of a General Meeting; or
- f) becomes a mentally incapacitated person; or
- g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

In the event of a casual vacancy occurring in the membership of the Executive Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the General Meeting next following the date of the appointment.

10. Power and Duties of the Executive Committee

10.1. The Executive Committee is charged with the conduct of the Association's affairs between General Meetings.

10.2. The Executive Committee may authorise the President, or some other of its members, to represent the Association on any issues affecting the attainment of the Association's objectives.

10.3. The Executive Committee shall, either on its own initiative, or on petition of ten or more members, conduct email ballots on matters of concern to members of the Association generally. Members shall have 5 full business days from the time the email was sent by the Committee to cast their vote in an email ballot.

10.4. The Executive Committee may establish ad hoc committees to assist in its work and shall co-ordinate the activities of those committees.

10.5.1. The Executive Committee may hold meetings, or arrange for members of the Committee to participate in its meetings, under the direction of the chair of the Meeting, by using any technology that allows every member to clearly and simultaneously communicate with each other participating member. No proxies are permitted.

10.5.2. The quorum of the Executive Committee shall be 5 members.

10.6. Voting at Executive Committee meetings shall be by simple majority of those ~~at~~ participating in the meeting, and, in the event of a tied vote, the convenor of the meeting shall have a casting vote.

10.7. The Executive Committee shall circulate an Annual Report prior to the Annual General Meeting for consideration at the Annual General Meeting.

10.8. The Executive Committee may at any time co-opt additional Association members to serve as members of the Executive Committee until the next General Meeting or for such shorter period as the Executive Committee may determine

11. Duties of Officers of the Executive Committee

11.1. The President shall preside over meetings of the Executive Committee and over General Meetings of the Association.

11.2. The Vice-President shall act in place of the President in the absence of the President.

11.3. The Secretary shall -

- a) Keep an up-to-date record of members;
- b) Attend to the Association's correspondence;
- c) Keep minutes of all Executive Committee and General Meetings of the Association;
- d) Receive reports from the committees and affiliates of the Association;
- e) Conduct ballots.

11.4. The Treasurer shall -

- a) Operate a bank account in the Association's name;
- b) Collect annual fees from Members;
- c) Pay accounts promptly and keep the records of accounts;
- d) Present to the Annual General Meeting an audited statement of receipts of expenditures and a balance sheet.

12. Elections

12.1. Subject to Rule 12.3, nominations for positions on the Executive Committee shall be in writing and signed by a nominator and a seconder who are members in good standing of the Association.

12.2. Nominations shall reach the Secretary not later than 3 days prior to the Annual General Meeting, and the Secretary shall ensure that Association members are appraised of the candidates for Executive Committee membership.

12.3. If the Annual General Meeting decides to do so, it may accept verbal nominations (from a nominator and seconder) from the floor of the Meeting at any time prior to the election.

12.4. The election shall be conducted by the Secretary or, if the Secretary is a candidate for election, by the Public Officer. If the Public Officer is a candidate for election, the election shall be conducted by a member of the Association, nominated by the Public Officer, who is not a candidate.

12.5. Voting will be by secret ballot, unless the Meeting decides otherwise.

12.6. A candidate for an uncontested position shall be duly elected. Where there are two candidates for a position, election shall be by simple majority.

12.7. Where there are more than two candidates for one position, voting shall be preferential and the first-past-the-post shall be elected.

13. General Meetings

13.1. General Meetings of the membership of AAAPS, which may be either Annual General Meetings or Special General Meetings, shall be held to decide important matters of policy for the Association. Apart from the Rules governing Annual General Meetings, there is no requirement as to the number or frequency of such Meetings, which may be held in accordance with these Rules as and when the need arises.

13.2. For the purposes of this Constitution, the Association may serve notice of a General Meeting on a member by sending it by post to the member at the member's address or by email to the member's email address shown in the register of members.

13.3. General Meetings shall be open to all members in good standing of the Association. Except for voting on a special resolution to amend the Constitution (Rule 18.3), a quorum for any General Meeting shall be 10 members or one fifth of the total number of members whichever is the lesser.

13.4. Members of the Association resident outside the city where a General Meeting is held may participate in the Meeting, under the direction of the chair of the Meeting, by using any technology that allows every member to clearly and simultaneously communicate with each other participating member.

13.5. There shall be no provision for proxy votes at General Meetings.

13.6. Except for voting on special resolutions (Rule 14) and a special resolution to amend the Constitution (Rule 18.3), voting at General Meetings shall be by a simple majority of those participating, and in the event of a tie, the chair of the meeting shall have a casting vote.

Annual General Meetings

13.7. The Annual General Meeting shall be held in conjunction with the Conference of the Association, or at such time as the Committee calls an Annual General Meeting, but in any event not later than 5 months after the end of each financial year. At least 21 days' notice shall be given to members of the Association.

13.8. The Annual General Meeting shall –

- a) confirm the minutes of the preceding General Meeting;
- b) receive from the Executive Committee reports upon the principal activities of the Association during the most recently ended financial year and any significant change in the nature of those activities (see Rule 10.7);
- c) receive and consider audited statements setting out the income and expenditure of the Association during the most recently ended financial year, and the assets and liabilities of the Association at the end of that financial year, together with an auditor's report; and
- d) elect the Executive Committee in accordance with Rule 12.

Special General Meetings

13.9. Special General Meetings may be convened from time to time by the Executive Committee or by written request from no fewer than 25 members. No fewer than 21 days' notice in writing shall be given of such Meetings and of the nature of the business to be discussed.

14. Special Resolutions

A resolution of the Association is a special resolution if –

- a) it is passed by a majority which comprises no less than three-quarters of such members of the Association as, being entitled under these rules to do, vote in person at a General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- b) where it is made to appear to the Registrar General's Office that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Registrar General's Office.

15. Conferences

15.1. A major activity of the Association shall be to hold a regular Conference at which scholarly papers shall be presented and discussed and other appropriate activities conducted. Any person,

upon payment of a prescribed registration fee, may attend and participate in the Conference. The Conference will normally be held biennially.

15.2. Commencing with a Conference Convenor, a Conference Committee shall be appointed by a General Meeting to organize and conduct the next Conference, provided that the appointment should be made at such a time as to allow as much as possible of a two-year period for the organisation of the Conference.

15.3. Any member of the Association shall be eligible for appointment to the Conference Committee, provided that they are chosen from among those members residing in the State or Territory in which the next Conference is to be held.

15.4. The officers of the Conference Committee shall be:

- a) Convener
- b) Conference Secretary
- c) Conference Finance Officer

They shall hold office until the conclusion of the Conference.

15.5. The Convener shall be responsible for the overall organization of the Conference, and shall be a member ex officio of the Executive Committee until a successor is appointed.

15.6. The Conference Secretary shall deal with all correspondence pertaining to the organization and conduct of the Conference.

15.7. The Conference Finance Officer shall receive and expend monies pertaining to the organization and conduct of the Conference. A true and accurate account of all such receipts and expenditures shall be kept by the Conference Finance Officer and on expiry of his or her term of office, shall be submitted to the Treasurer.

16. Funds – Source

16.1. The funds of the Association shall be derived from subscriptions and, subject to any resolution by a General Meeting of the Association, such other sources as the Executive Committee may determine.

16.2. All money received by the Association shall be deposited as soon as practicable and without deductions to the credit of the Association's bank account.

16.3. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

17. Funds – Management

17.1. Subject to any resolution passed by the Association at a General Meeting the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Executive Committee determines.

17.2. The Conference Finance Officer shall operate an Association Conference bank account and all cheques and other negotiable instruments shall be signed by the Conference Finance Officer and one other member of the Conference Committee.

17.3. All cheques and negotiable instruments of the Association's bank account shall be signed by the Treasurer and one other member of the Executive Committee.

17.4. Within the period of 6 months beginning at the end of each financial year, the Association must lodge with the Registrar-General an Annual Return comprising information required by the Act together with the audited Statement of Annual Accounts accepted by the Annual General Meeting.

18. Alteration of Objects and Rules

18.1. The objects and rules of the Association may be amended only by special resolution.

18.2. Amendments may be proposed by requisition in writing by the Executive Committee or by any ten Members through the Executive Committee.

18.3.

(a) Upon receipt of such a requisition the Secretary shall set in motion to call a General Meeting no sooner than 21 days and no later than 42 days from the time of the requisition; or

(b) In the event that this is not practicable the Secretary shall request permission from the Registrar General’s Office to conduct a postal vote of members on the proposed resolution.

(i) The Secretary shall upon receiving permission from the Registrar General’s Office to conduct a postal ballot, ensure that ballots are posted to all members within 28 days.

(ii) The ballots shall state clearly that the proposal is for amendment of the objects or rules of the Association, and shall be returnable to the Secretary not less than 14 days or more than 21 days after the date of the mailing.

(iii) Provided that no fewer than 25 valid votes are cast, the amendment shall be deemed to have passed if three quarters of those voting are in favour of the proposed amendment.

19. Resolution of grievances and internal disputes

19.1. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred by the President or the Secretary to an independent third party, who is not a member of the Association and to whom both/all parties to the dispute agree, for a mediation of the dispute.

19.2. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

19.3. The parties to the dispute will act in good faith in an attempt to resolve the dispute.

20. Common Seal

20.1. The common seal of the Association shall be kept in the custody of the Public Officer.

20.2. The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Executive Committee or by one member of the Executive Committee and of the Public Officer.

21. Custody and Inspection of Books

21.1. Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

21.2. The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a member of the Association by appointment.

22. Winding up

The Association may be dissolved or wound up and its surplus assets disposed of in accordance with the provisions of the Act.

23. Implementation

This Constitution as revised shall come into effect as soon as the special resolution to adopt it has been passed in accordance with the Constitution, and notice thereof has been lodged with the Registrar-General. The first financial year under the amended Constitution shall be the year ending 31 December 2013.

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