

AUSTRALIAN COUNCIL OF GRADUATE RESEARCH INCORPORATED

CONSTITUTION

PART I - PRELIMINARY

1. NAME

- 1.1 The name of the association shall be 'Australian Council of Graduate Research Incorporated'.
- 1.2 The initials ACGR may be used as the short title for the association where abbreviation is appropriate.
- 1.3 The organisation was previously known as the Australian Council of Deans and Directors of Graduate Research (DDoGs) and representatives of the member institutions of the ACGR may be referred to as DDoGs.

2. INTERPRETATIONS

- 2.1 1 In this constitution, unless the context otherwise requires:

'ACT' means the Associations Incorporation Reform Act 2012 Victoria

'COUNCIL' means Australian Council of Graduate Research Incorporated.

'DEANS OF GRADUATE RESEARCH' shall include such persons who hold institutional responsibility for graduate research programs in Australian universities. This may include Deans or Directors of Graduate Research or Graduate Studies, Pro Vice Chancellors (Research Training) or other equivalent positions.

'DDoG' means an individual who is a Dean of Graduate Research or equivalent and represents a member institution of the Council.

'FINANCIAL INSTITUTIONS' means those member institutions that have paid the specified annual levy for the current calendar year.

'GRADUATE RESEARCH' means a Level 9 or 10 qualification as described in the Australian Qualifications Framework and where a minimum of two-thirds of the program of learning is for research, research training and independent study. These include Research Masters and Professional and Research Doctorates.

3. OBJECTIVE

- 3.1 The mission of the Australian Council of Graduate Research is to promote excellence in research training and scholarship and to promote high standards for all higher degree by research programs nationally.
- 3.2 The areas of focus for the Council are:
- Developing and promoting quality research training across the sector
 - Interacting with Government and influencing development of policy, standards and reference points related to research training
 - Providing a forum for networking and practice sharing between leaders of graduate research nationally
 - Engaging with equivalent bodies internationally
- 3.3 The Council provides Graduate School Deans, Directors and industry partners with an opportunity to share ideas, exchange professional development resources, and network.

PART II – MEMBERSHIP AND MEETINGS

4. MEMBERSHIP QUALIFICATIONS AND RIGHTS

- 4.1 Members of the Council shall be Financial Institutions each represented by a Dean of Graduate Research.
- 4.2 Full membership is open to all Australian universities engaged in graduate research.
- 4.3 Each full membership has voting rights with one vote per membership.
- 4.4 Associate membership is open to other international organisations and institutions that engage or have an interest in graduate research.
- 4.5 Representatives from associate member institutions may attend meetings and gain access to ACGR resources and services but are not entitled to voting rights.
- 4.6 A full member has the right—
- to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - to submit items of business for consideration at a general meeting; and
 - to attend and be heard at general meetings; and
 - to one vote per institution at a general meeting; and
 - to have access to the minutes of general meetings and other documents of the Council as provided under Rule 24.2; and
 - to inspect the register of members.
- 4.7 An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

5. MEETINGS AND CONFERENCES

- 5.1 The Council normally convenes biannual conferences to discuss national agenda issues in research training and share best practice.
- 5.2 ACGR conferences are normally held in April and November of each year.
- 5.3 The Annual General Meeting shall normally be held concurrently with the November ACGR Conference.
- 5.4 The Executive Committee will determine the number of representatives from each member institution that may attend any general meeting and ACGR

Conference.

6. MEMBERSHIP LEVIES

- 6.1 The annual membership levies to be paid by Institutions shall be fixed at the Annual General Meeting of the Council.
- 6.2 Levies are for the calendar year and must be paid by 31 March to maintain membership. If the levy is not paid by this date, membership and associated rights will lapse and shall resume when the Council receives the levy.

7. CESSATION OF MEMBERSHIP

- 7.1 Membership of the Council will lapse if a member institution:
- no longer meets the eligibility requirements detailed in Rules 4.2 or 4.4
 - advises its withdrawal from the Council in writing to the Secretary, or
 - is more than 12 months in arrears in the payment of membership levies, or
 - fails to nominate a representative Dean of Graduate Research or an appropriate representative within 6 months of receipt of a request from the Executive Committee.

8. MEMBERS' LIABILITIES

- 8.1 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 6.

9. DISCIPLINING OF MEMBERS

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

PART III – THE EXECUTIVE COMMITTEE OF THE COUNCIL

10. POWERS OF THE EXECUTIVE COMMITTEE

- 10.1 There shall be an Executive Committee responsible for the management of the affairs of the Council. The Executive Committee shall have the power, subject to this Constitution and the directions of the General Meetings of the Council, to regulate its own proceedings.
- 10.2 The Executive Committee shall control and manage the affairs of the Council, and may exercise all such functions as may be exercised by the Council other than those functions that are required by this constitution or the Act to be exercised by the Council in a general meeting, and has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary and desirable for the proper management of the affairs of the Council.
- 10.3 The Executive Committee may appoint an Executive Officer (who is not required to be a member of the Council) to assist with the transaction of its business.
- 10.4 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than this power of delegation or a duty imposed on the Committee by the Act or any other law. The delegation must be in writing and may be subject to the conditions and limitations the

Committee considers appropriate.

11. MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- 11.1 The Executive Committee shall comprise the following seven positions elected by and from those representing full member institutions of the Council:
- the Convenor
 - the Immediate Past (Ex Officio) and Convenor Elect in alternate years
 - five (5) ordinary members
- 11.2 The composition of the Executive Committee should, where possible, reflect the diversity of the sector.
- 11.3 The office of any Executive Committee member becomes vacant if the Executive Committee member:
- ceases to be a member of the Council; or
 - fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence; or
 - otherwise ceases to be a committee member by operation of the Act.

12. TERMS OF OFFICE AND ELECTION OF THE EXECUTIVE OF THE COUNCIL

- 12.1 The position of Convenor is elected for 4 years. The first year is served as Convenor Elect, the second and third as Convenor of the Council and in the fourth year the incumbent remains on the Executive as the Immediate Past Convenor.
- 12.2 All other Executive Committee members are elected for a period of 2 years.
- 12.3 The Convenor Elect and two other members will be elected to commence their terms in odd numbered years commencing in 2015 and the remaining three elected members will commence their terms in even numbered years.
- 12.4 Members of the Executive Committee shall be elected at the Annual General Meeting in the preceding year.
- 12.5 Unexpected vacancies on the Executive Committee should be filled through a by-election at the first available General Meeting.
- 12.6 The Secretary shall notify members the date of forthcoming meeting at which an election shall take place and invite the nomination of candidates for vacant positions.
- 12.7 A proposer and a seconder who are both representatives of full member institutions must nominate candidates for the Executive of the Council. Nominations must be received by the Executive Officer of the Council not less than 14 days before the set date on which the election is to take place.
- 12.8 Incumbent members of the Executive Committee are eligible for re-nomination and election provided that no committee member serves more than two consecutive full (ie two year) terms in the same office. This restriction does not apply to those who have served 2 terms as an ordinary member and seek to be elected as Convenor.
- 12.9 Where nominations received are sufficient only to fill the number of vacancies that have been declared a ballot will not be held and the nominees shall, at the next meeting, be declared elected unopposed.
- 12.10 Where more nominations are received than are required, the Secretary shall notify members of the names of persons and that the election of the Executive

Committee shall be scheduled during the next meeting of the Council.

- 12.11 The election of members of the Executive Committee shall be conducted by secret ballot.
- 12.12 The voting rules and quorum for the Annual General Meeting apply to these elections.
- 12.13 Newly elected members of the Executive Committee will take up office from 1 January of the following year other than those elected as a result of a by-election who will commence immediately after the by-election and serve on the committee only for the remainder of the term of the previous incumbent.

13. CONVENOR

- 13.1 The Convenor is the Chief Executive Officer of the Council, and shall convene and preside at all meetings of the Council and its Executive Committee. If the Convenor is unable to attend or preside at a meeting of the Council or its Executive Committee, the Convenor Elect shall chair the meeting.

14. SECRETARY

- 14.1 A member of the Executive Committee shall be appointed, by that committee, as Secretary at the commencement of each calendar year.
- 14.2 The Secretary will keep custody of the common seal of the Council and be responsible for compliance with any duty or function required under the Act to be performed by the secretary of an incorporated association. This will include ensuring the keeping and maintenance of administrative records of the Council and its Executive Committee, including:
 - minutes of Executive Committee and Council meetings, including those present and apologising, and all proceedings including election results and appointments,
 - a register of Council members and Executive Committee members, and,
 - subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents.
- 14.3 The Secretary shall also ensure communication with Executive Committee members, Council members and others as appropriate.
- 14.4 The Secretary must give to Consumer Affairs Victoria notice of his or her appointment within 14 days after the appointment.

15. EXECUTIVE COMMITTEE MEETING PROCEDURES

- 15.1 Ordinary meetings of the Executive Committee shall be held at least four times per year.
- 15.2 Ordinary meetings of the Executive Committee may be held by electronic means such as teleconferencing.
- 15.3 At the first meeting of the Executive Committee after the Annual General Meeting, the Executive Committee 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 Executive Committee and on-going activities.
- 15.4 The Convenor shall ensure that notice of any Executive Committee meeting,

- specifying the date, time, venue and agenda, shall be given to each Executive Committee member at least 48 hours before such meeting.
- 15.5 Executive Committee members shall have the right to one deliberative vote on each issue/election being decided at an Executive Committee meeting. The Convenor shall have both a deliberative vote and casting vote at all meetings of the Executive Committee. In general, it is expected that the Convenor when exercising the right of placing a casting vote shall vote in favour of the status quo. When this is not so the Convenor shall explain to the next Annual General Meeting of the Council the reasons for the action taken.
- 15.6 The quorum for conducting business at meetings of the Executive Committee shall be the representation of one half plus one of the members of the Executive Committee. The Executive Committee shall establish a timeframe for participation in the meeting for the purposes of establishing a quorum. This timeframe will be clearly set out in the notification of the Executive Committee Meeting and if a quorum is not present within 30 minutes after the notified commencement time the meeting must be adjourned to a date no later than 28 days after the adjournment. Notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 15.4.
- 15.7 Resolutions of the Executive Committee may be passed by circulation if written notice of the resolution is provided by the Convenor to all members of the Executive and all members unanimously agree (in writing) by a pre-determined and advised deadline. In this event, the decision will be advised to all members, effective immediately and appear in the agenda for recording at the next meeting.
- 15.8 No more than four matters may be determined by circulation in any calendar year.
- 15.9 An Executive Committee member who has a material personal or conflict of interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee, not be present while the matter is being considered at the meeting; and not vote on the matter. This rule does not apply to a conflict of interest that the member has in common with all, or a substantial proportion of, the members of the Council.
- 15.10 The Committee must ensure that minutes are taken and kept of each committee meeting.
- 15.11 The minutes must record the following—
- the names of the members in attendance at the meeting;
 - the business considered at the meeting;
 - any resolution on which a vote is taken and the result of the vote;
 - any conflict of interest disclosed under rule 15.7.

PART IV – GENERAL MEETINGS

16. ANNUAL GENERAL MEETINGS - HOLDING AND CALLING OF

- 16.1 The Annual General Meeting of the Council shall be held each calendar year within five months of the expiry of the financial year of the Council.
- 16.2 The Annual General Meeting including the election of Executive Committee members shall normally be held during of the November Annual Conference of

the Council.

16.3 The date and venue for the Annual General Meeting shall be set by the Executive Committee and the Secretary must give to each full member of the Council at least 28 days' notice.

16.4 The notice must

- specify the date, time and place of the meeting; and
- indicate the general nature of each item of business to be considered at the meeting; and
- if a special resolution is to be proposed state in full the proposed resolution.

17. ANNUAL GENERAL MEETINGS - PROCEDURES AND BUSINESS

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

17.2 If, within half an hour from the time appointed for the commencement of the Annual General Meeting a quorum is not present, the meeting shall stand adjourned to two hours from the original time appointed for the meeting, at the same place, or to such other day and at such other time and place as the Executive Committee may determine. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

17.3 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,
- presentation and approval of the annual financial statements which have prepared in accordance with the Act, reviewed by an independent accountant and provided to each full member,
- consideration of reports of other officers (if any), and
- election (or confirmation if no election is necessary) of members of the Executive Committee.

17.4 Each financial full member institution represented at the Annual General Meeting may nominate one person as its voting delegate. Voting at the Annual General Meeting shall be restricted to voting delegates.

17.5 A nonfinancial institution may be considered financial for the purposes of voting during the Annual General Meeting and for Executive Committee elections, if the institution's representative provides a written statement that payment of the current year's annual levy is in progress, and if the members present at the Annual General Meeting agree that the circumstances warrant waiving the normal requirement of payment of the annual levy before the commencement of the Annual General Meeting.

17.6 Voting may be by proxy, but no delegate may hold more than five proxies. Proxies must be notified to the Secretary in writing before the commencement of the meeting. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

17.7 Except in the case of the election of members of the Executive Committee, in the event of an equality of votes on a question, the person presiding is entitled

to exercise a second or casting vote.

- 17.8 In the case of equality of votes for candidates for the Executive Committee, the preferences of those with the least number of votes will determine the outcome.
- 17.9 The Committee must ensure that minutes are taken and kept of each general meeting.
- 17.10 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 17.11 In addition, the minutes of each annual general meeting must include—
- the names of the members attending the meeting; and
 - proxy forms given to the Secretary and
 - the financial statements submitted to the members; and
 - the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Council; and
 - any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. SPECIAL GENERAL MEETINGS OF THE COUNCIL

- 18.1 Any general meeting of the Council, other than an annual general meeting, is a Special General Meeting.
- 18.2 Special General Meetings of the Council may be initiated by the Executive Committee or at the request of at least 10 members tendered in writing to the Secretary.
- 18.3 The Executive Committee should set the date and venue for a Special General Meeting, and each full member must be notified in writing at least 21 days prior.
- 18.4 If a Special General Meeting, which has been requested by members, is not convened within 30 days, the members who made the request may convene the meeting.
- 18.5 The Special General Meeting must be convened within three months of a decision of the Executive Committee or requisition of the members.
- 18.6 The notice must be in writing and in accordance with the requirements for Annual General Meetings as described in Rule 16.4.
- 18.7 Special General Meetings may be held by electronic or other means as determined by the Executive Committee.
- 18.8 Only matters specified in the notice of the meeting may be dealt with at a Special General Meeting, unless unanimously agreed by the meeting.
- 18.9 The presiding member, quorum and voting for a Special General Meeting shall be the same as that for the Annual General Meeting.

19. SPECIAL RESOLUTIONS OF THE COUNCIL

- 19.1 A special resolution of the Council is required for any 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 required by the Act.
- 19.2 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 two-thirds of the votes of those members of the Council who, being entitled to vote, vote in person or by proxy at the meeting.

PART V - MISCELLANEOUS

20. LINKS WITH OTHER BODIES

- 20.1 In recognition of the long association of Australian and New Zealand organisations of Deans of Graduate Research, the Council shall maintain links with the corresponding New Zealand organisation. This may involve:
- one organisation hosting the other to a combined conference,
 - the exchange of information, and
 - the occasional planning of and participation in joint projects and activities.
- 20.2 The Council may establish formal and informal links with such other local, State, national or international bodies as may be desirable in order to further its purposes.

21. FUNDS SOURCE AND MANAGEMENT

- 21.1 The funds of the Council shall be derived from the annual membership levies. In addition, funds may be derived from conference registration, publication sales and other services and supplies. Funds may also be derived from donations and such other sources as the Executive Committee determines.
- 21.2 All money received by the Council shall be deposited as soon as practicable, normally within 5 days and without deduction to the credit of the Council's bank account. The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 21.3 The assets and income of the Council shall be applied exclusively to the promotion of its objectives as outlined in Part 1, Rule 3. No portion shall be paid or distributed directly or indirectly to the members of the Council or Deans of Graduate Research representing member institutions, except as a bona fide remuneration for services rendered or expenses incurred on behalf of the Council.
- 21.4 All disbursements of money other than petty cash shall be by cheque, transfer or other negotiable instrument signed (or otherwise formally authorised) by the Secretary or other person authorised by the Executive Committee.
- 21.5 The Executive Committee shall pass or ratify all accounts for payment.
- 21.6 The Executive Committee must:
- ensure that the financial records of the Council are kept in accordance with the Act; and
 - coordinate the preparation of the annual financial statements of the Council and their certification by the Committee prior to their submission to the Annual General Meeting of the Council.
- 21.7 The Executive Committee must ensure that at least two committee members

have access to the accounts and financial records of the Council.

22. REVIEWING OR AUDITING OF BOOKS

- 22.1 The financial year of the Council shall be the year ending 30 June.
- 22.2 The annual financial report of the Council will be reviewed and audited in accordance with the requirements of the Act.
- 22.3 In the event that the Council becomes a Tier 3 organisation as defined by the Act, an appropriately qualified person who is not a member of the Executive Committee and has not prepared or assisted with the preparation of the Council's accounts shall be appointed as the Council Auditor at the Annual General Meeting.

23. COMMON SEAL

- 23.1 The common seal of the Council shall be under the control of the Secretary.
- 23.2 The common seal shall not be affixed to any instrument except by the authority of the Executive Committee, and the signatures of two members of the Executive Committee shall attest the affixing of the common seal.

24. CUSTODY AND INSPECTION OF BOOKS

- 24.1 The records, books and other documents relating to the Council shall be under the control of the Secretary.
- 24.2 Members may on request inspect free of charge—
- the register of members;
 - the minutes of general meetings;
 - subject to Subrule 24.3, the financial records, books, securities and any other relevant document of the Council, including minutes of Executive Committee meetings.
- 24.3 The Committee may refuse to permit a member to inspect records of the Council that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Council.
- 24.4 The Executive Committee must, on request, make copies of these rules available to members and applicants for membership free of charge.
- 24.5 Subject to Subrule 24.3 a member may request a copy of any of the other records of the Council referred to in this rule and the Council may charge a reasonable fee for provision of a copy of such a record.

25. WINDING UP

- 25.1 The Council may be wound up or dissolved by special resolution of the Council (as set out in Section 19) to do so.

26. GRIEVANCE PROCEDURE

- 26.1 The grievance procedure set out in this Rule applies to disputes between—
- a member and another member; or
 - a member and the Committee; or
 - a member and the Council.
- 26.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

- 26.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26.3 , the parties must within 10 days—
- notify the Committee of the dispute; and
 - agree to or request the appointment of a mediator; and
 - attempt in good faith to settle the dispute by mediation.
- 26.4 The mediator must be a person chosen by agreement between the parties or, in the absence of agreement—
- if the dispute is between a member and another member—a person appointed by the Committee; or
 - if the dispute is between a member and the Committee or the Council—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 26.5 A mediator appointed by the Committee may be a member or former member of the Council but in any case must not be a person who has a personal interest in the dispute or is biased in favour of or against any party.
- 26.6 The mediator to the dispute, in conducting the mediation, must—
- give each party every opportunity to be heard; and
 - allow due consideration by all parties of any written statement submitted by any party; and
 - ensure that natural justice is accorded to the parties throughout the mediation process.
- 26.8 The mediator must not determine the dispute.
- 26.9 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

27. SURPLUS PROPERTY

- 27.1 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; and
 - is not carried on for the object of trading or securing pecuniary gain for its members.

28. AMENDMENTS

- 28.1 Amendments to this constitution may be made only by a special resolution of the Council as set out in Rule 19.2.