

ACGR Constitution

November, 2022

CONSTITUTION AUSTRALIAN COUNCIL OF GRADUATE RESEARCH INCORPORATED

PART I – PRELIMINARY

1. NAME

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

2. INTERPRETATIONS

In this constitution, unless the context otherwise requires:

- 'AIRA' means the Associations Incorporation Reform Act 2012 Victoria
- 'ACGR' 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.
- 'FINANCIAL INSTITUTIONS' means those member institutions that have paid the specified annual levy and any other sums owing by the due date.
- '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 ACGR 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 ACGR provides Graduate Research Deans and Directors and the higher education sector with an opportunity to share ideas, exchange professional development resources, and network.

PART II – MEMBERSHIP AND MEETINGS

4. MEMBERSHIP ELIGIBILITY AND RIGHTS

4.1 Eligibility

4.1 Members of ACGR shall be Financial Institutions each represented by a Dean of Graduate Research or equivalent for Australian Affiliate members.

4.2 Full membership is open to all Australian universities and Higher Education Providers accredited by the Tertiary Education Quality and Standards Agency (or relevant successor) to deliver Graduate Research Degrees.

4.3 Australian organisations that are not accredited by the Tertiary Education Quality and Standards Agency (or relevant successor) to deliver graduate research degrees, but directly engage in graduate research or actively promote research training excellence and scholarship may be considered for Australian Affiliate membership. Australian Affiliate membership is subject to the approval of the Executive Committee on a case by case basis. The Committee will take into consideration whether such approval would be beneficial to ACGR and its objectives.

4.4 International associate membership is open to international institutions that are accredited by their national body, similar to Australia's Tertiary Education Quality and Standards Agency, to deliver Graduate Research Degrees.

Rights

4.5 A full member has the right—

- to vote with one vote per membership, including at a general meeting
- attend biannual conferences
- gain access to ACGR resources and services

- 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.

International Associate Members and Australian Affiliate Members have the right to

- Have representation to attend biannual conferences
- Gain access to ACGR resources and services

Associate and Affiliate members must not vote but may have other rights in addition to those listed in 4.6 as determined by the Executive Committee or by resolution at a general meeting.

5. MEETINGS AND CONFERENCES

5.1 ACGR 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 for the following year shall be fixed at the Annual General Meeting of ACGR.

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 ACGR 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 Rule 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 Dean of Graduate Research or an appropriate representative in the case of Australian Affiliate and International Associate Members 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 ACGR or the costs, charges and expenses of the winding up of ACGR 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 ACGR can discipline members.

PART III – THE EXECUTIVE COMMITTEE OF ACGR

10. POWERS OF THE EXECUTIVE COMMITTEE

10.1 There shall be an Executive Committee responsible for the governance and management of the affairs of The Executive Committee shall have the power, subject to this Constitution and the directions of the General Meetings of ACGR, to regulate its own proceedings.

10.2 The Executive Committee shall govern and manage the affairs of ACGR, and may exercise all such functions as may be exercised by ACGR other than those functions that are required by this constitution or the Act to be exercised ACGR 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 governance and management of the affairs of ACGR.

10.3 The Executive Committee may appoint the services of an Executive Director (who is not a member of ACGR) 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 President
- the Immediate Past President (Ex Officio) and President Elect in alternate years
- five (5) ordinary members

11.2 The office of any Executive Committee member becomes vacant if the Executive Committee member:

- ceases to be the representative of a full member institution; 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 President is elected for 4 years. The first year is served as President Elect, the second and third as President and in the fourth year the incumbent remains on the Executive as the Immediate Past President.

12.2 All other Executive Committee members are elected for a period of 2 years.

12.3 The President 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. The Committee may choose to co-opt a full member representative to fill the casual vacancy until the by-election is held.

12.6 The Secretary shall notify members of 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 Committee. Nominations must be received by the Executive Director 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 President.

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 ACGR.

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. PRESIDENT

13.1 The President shall provide strategic leadership for the Council in accordance with this constitution, and shall convene and preside at all meetings of the Council and its Executive Committee. If the President is unable to attend or preside at a meeting of the Council or its Executive Committee, the President Elect or Immediate Past President 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 ACGR 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 ACGR and its Executive Committee, including:

- minutes of Executive Committee and ACGR meetings, including those present or apologising, and all proceedings including election results and appointments,
- a register of ACGR 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, ACGR 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 ACGR for the coming year based on the decisions of the Annual General Meeting, ACGR policy, previous decisions of the Executive Committee and on-going activities.

15.4 The Secretary 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. The President shall have both a deliberative vote and casting vote at all meetings of the Executive Committee. In general, it is expected that the President when exercising the right of placing a casting vote shall vote in favour of the status quo. When this is not so the President shall explain to the next Annual General Meeting of ACGR 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 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 President 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 ACGR.

15.10 The Secretary 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 ACGR.

16.2 The Annual General Meeting including the election of Executive Committee members shall normally be held during of the November Annual Conference of ACGR.

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 ACGR at least 28 days' notice of the meeting.

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.

16.5 Annual General Meetings may be held by electronic or other means as determined by the Executive Committee.

17. ANNUAL GENERAL MEETINGS – PROCEDURES AND BUSINESS

Quorum

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 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.

Procedures

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 been 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.

Votes, Delegations and Proxies

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 Voting may be by proxy, but no delegate may hold more than five 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.

Equality of Votes

17.6 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.

17.7 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.

Minutes of a General Meeting

17.8 The Secretary must ensure that minutes are taken and kept of each general meeting.

17.9 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

17.10 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 ACGR; 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 ACGR

18.1 Any general meeting of ACGR, other than an annual general meeting, is a Special General Meeting.

18.2 Special General Meetings of ACGR 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 ACGR

19.1 A special resolution of ACGR is required for any amendment of this Constitution, for the winding up of the ACGR, for the vesting of surplus funds or assets in the event of ACGR 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 ACGR, 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 ACGR; and
- it is passed by at least two-thirds of the votes of those members of ACGR 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, ACGR shall maintain links with the corresponding New Zealand 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 ACGR 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 ACGR shall be derived from the annual membership levies. In addition, funds may be derived from conference registration, publication sales and other services and Funds may also be derived from donations and such other sources, such as sponsorship, as the Executive Committee determines.

21.2 All money received by ACGR shall be deposited as soon as practicable, normally within 5 days and without deduction to the credit of ACGR's bank ACGR shall, as soon as practicable after receiving any money, issue an appropriate receipt.

21.3 The assets and income of ACGR shall be applied exclusively to the promotion of its objectives as outlined in Part 1, Rule 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 ACGR.

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 ACGR are kept in accordance with the Act; and

- coordinate the preparation of the annual financial statements of ACGR and their certification by the Committee prior to their submission to the Annual General Meeting of ACGR.

21.7 The Executive Committee must ensure that at least two committee members have access to the accounts and financial records of ACGR.

22. REVIEWING OR AUDITING OF BOOKS

22.1 The financial year of the ACGR shall be the year ending 30 June.

22.2 The annual financial report of the ACGR will be reviewed and audited in accordance with the requirements of the Act.

22.3 In the event that ACGR 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 ACGR Auditor at the Annual General Meeting.

23. COMMON SEAL

The Institute may, but is not required to, have and use a common seal. If the directors determine that the Institute have a common seal, then it must be kept and used in accordance with the law.

24. CUSTODY AND INSPECTION OF BOOKS

24.1 The records, books and other documents relating to ACGR 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 ACGR, including minutes of Executive Committee meetings.

24.3 The Executive Committee may refuse to permit a member to inspect records of ACGR that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of ACGR.

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 ACGR referred to in this rule and ACGR may charge a reasonable fee for provision of a copy of such a record.

25. WINDING UP

25.1 ACGR may be wound up or dissolved by special resolution (as set out in Section 19) to do

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 Executive Committee; or
- a member and the ACGR.

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 Executive 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 Executive Committee or ACGR—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 ACGR 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 ACGR, any surplus property of ACGR 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 ACGR, and:
- has objects substantially the same as the objects of ACGR; and
- is not carried on for the object of trading or securing pecuniary gain for its

28. AMENDMENTS

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

Version approved at ACGR AGM 14 November 2022