

ASSOCIATION FOR CANADIAN STUDIES IN AUSTRALIA AND NEW ZEALAND (ACSANZ) CONSTITUTION

1. The name of the association shall be THE ASSOCIATION FOR CANADIAN STUDIES IN AUSTRALIA AND NEW ZEALAND (ACSANZ), hereafter called "the Association".
2. The purposes of the Association shall be:
 - (a) to promote and develop knowledge, learning, scholarship and research in Canadian Studies and in related fields,
 - (b) to establish and foster intellectual, social and cultural links amongst members of the Association.
 - (c) to promote links with organisations and individuals interested in Canadian Studies with Australia, New Zealand and internationally, and
 - (d) to support like organisations.
3. The powers of the Association shall be:
 - (a) to appoint representatives to any appropriate Board, Council or other body,
 - (b) to award scholarships and prizes,
 - (c) to organise seminars and lectures and to print and publish newspapers, periodicals, magazines, books or leaflets, to produce any films and make recordings and broadcasts and reproduce materials for the promotion of the purposes of the Association,
 - (d) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of financially supporting the Association by way of donations, subscriptions or otherwise,
 - (e) to accept donations and gifts of money and other property (whether subject to any special trust or not) for the one or more of the purposes of the Association,
 - (f) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property which may be deemed necessary or convenient for any of the purposes of the Association,
 - (g) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association,
 - (h) to invest and deal with the monies of the Association not immediately required,
 - (i) to raise or borrow money,
 - (j) to secure the repayment of any monies raised or borrowed or the payment of a debt of liability of the Association by giving mortgages, charges or securities upon or over all or any of the property of the Association,
 - (k) to give guarantees and indemnities upon such terms and in such manner as it sees fit,

- (l) to appoint delegates to represent the Association at conferences and meetings within Australia, New Zealand and overseas,
- (m) to establish and support and to aid in the establishment and support of any other Associations formed for all or any of the objects of this Association,
- (n) to make rules and regulations not inconsistent with this constitution for the proper conduct and management of the Association,
- (o) to do all such other things as are incidental or conducive to the exercise of the powers of this Association.

MEMBERS

4. Membership of the Association shall be open to any individual or organisation which:

- a) supports the objectives of the Association,
- b) pays the biennial membership fee,
- c) agrees to abide by this constitution.

5. Membership shall consist of the following:

- a) ordinary members
- b) honorary life members

Ordinary Members:

The Executive Committee may elect to ordinary membership any persons or organisations which:

- a) are eligible for membership.
- b) makes application for ordinary membership
- c) tenders the biennial subscription.

PROVIDED HOWEVER that any person or organization which is at the date of the adoption of this constitution a financial member of the Association shall without more become thereupon an ordinary member.

Honorary Life Member:

The members at any Executive Meeting may elect to honorary life membership not more than three persons who are eligible for membership, but, in each case, subject to the consent of each person.

6. There shall be kept by the Executive Committee a Register of Members of the Association. Access to the Register shall be kept at the discretion of the Executive Committee.

FEES AND SUBSCRIPTIONS

- 7.
- (a) The fees and subscriptions shall be such as the Executive Committee shall from time to time prescribe provided that until otherwise subscribed the fees and subscriptions shall be as follows biennially:

A member of the Association shall, upon admission to membership, pay a biennial membership fee of \$85.00 (and \$50.00 for student and retired members), or, where some other amount is determined by the Committee, of that other amount.

- (b) The Executive Committee shall have the power to waive, in whole or in part, any of the fees and subscriptions in respect of any persons who is:
- (i) residing outside Australia,
 - (ii) or indigent circumstances.

RESIGNATION OF MEMBERSHIP

8. Any member may resign from membership at any time by giving notice thereof in writing addressed to the Secretary and immediately upon the giving of such notice shall cease to be a member.

FORFEITURE OF MEMBERSHIP

9. Any ordinary members whose biennial subscription is not paid by the due date shall cease to be a member of the Association but may be reinstated at the discretion of the Executive Committee on such terms as to arrears of subscriptions as it thinks fit.

SUSPENSION AND EXPULSION OF MEMBERS

10. If any members shall wilfully refuse or neglect to comply with the provisions of this constitution or the rules and regulations of the Association or shall be guilty of any conduct likely to be injurious to the welfare or interest of the Association, such member may be suspended or expelled by a resolution of the Executive Committee provided that at least seven (7) days prior to the meeting at which such resolution is moved such member shall have had notice of the intended resolution or suspension or expulsion and that at such meeting and before the passing of such resolution, such member shall have had notice of the intended meeting and before the passing of such resolution, such member has the opportunity of giving orally or in writing any explanation or defence.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 11.
- (a) A member may appeal to the Association in General Meeting against a resolution of the Executive Committee within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of a notice from a member under clause 11(a), the Secretary shall notify the Committee which shall convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (c) At a General Meeting of the Association convened under clause 11(b)
- (i) no business other than the question of the appeal shall be transacted,
 - (ii) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and

- (iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting of the Association, a special resolution is passed in favour of the confirmation of the resolution, the resolution is confirmed.

GENERAL MEETINGS

- 12. Each calendar year there shall be an Annual General Meeting.
- 13. Extraordinary General Meetings may be convened either by the Executive Committee on its own motion or by the Secretary on receipt of a requisition signed by at least one-third of the members. Any such requisition shall state the purpose for which the Extraordinary General Meeting is called.
- 14. Twenty-eight (28) days' notice in the case of an Annual General Meeting and fourteen (14) days' notice in the case of an Extraordinary General Meeting shall be given specifying the place, day and hour of the meeting, which notice shall be given in writing.
- 15. The accidental omission to give any such notice to any individual member shall not invalidate any of the proceedings of any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 16. The business of each General Meeting shall be:
 - (a) to receive and consider the report of the President,
 - (b) to receive and consider the Statement of Accounts and the Auditor's Report thereon,
 - (c) to elect an Auditor or Auditors,
 - (d) to transact any other business which may be properly brought forward.
- 17. The quorum for a General Meeting shall be five (5) members present personally and entitled to vote. If within fifteen (15) minutes after the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to a date (not being earlier than seven (7) and not more than fourteen (14) days later) and place appointed by the Chairperson. At such adjourned Meeting if five (5) members are not present then those members who are present and entitled to vote shall be a quorum and may transact the business for which the Meeting was called. If, HOWEVER, the Meeting was called by a requisition pursuant to clause 13 the absence of a quorum within the said time of fifteen (15) minutes shall cause the Meeting to be dissolved.
- 18. The President (or failing the President, the Vice-President) shall normally preside at all General Meetings of the Association. In the absence of the President and the Vice-President the Meeting shall elect its own Chairperson from among the members present and entitled to vote. The Chairperson shall be entitled to a deliberative and casting vote.
- 19. The Chairperson of a General Meeting may, with the consent of the Meeting, adjourn the same from time to time and place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- 20. Every question submitted to a General Meeting shall be decided by a vote of the members present and entitled to vote.

VOTE OF MEMBERS

21. Every member present shall have one vote.
22. No member shall be entitled to be present or to vote at any General Meeting or be reckoned in a quorum whilst any fee or subscription be due or payable remains unpaid or when such member is suspended or expelled at the time of such meeting.

EXECUTIVE COMMITTEE AND SUB-COMMITTEES

23. There shall be an Executive Committee consisting of a minimum of three (3) members with the following roles, held as separate or combined roles: President, Vice-President, Immediate-Past-President, Secretary, and Treasurer. Additionally, there could be up to three (3) other general members on the Executive Committee. There shall be an ex-officio position for the Editor of the Journal, *Australasian Canadian Studies*. The Executive Committee shall comprise members of the Association who are resident in Australia and New Zealand. Elections for the Executive Committee shall take place according to the Procedures for the Election of ACSANZ Office-holders which are attached to and form part of this constitution. Members of the Executive Committee shall be elected for two-year terms through the process outlined in the Annexure attached to this Constitution.
24. The Executive Committee shall have power at any time and from time to time to appoint any persons to be additional members of the Executive Committee either to fill a casual vacancy or as an addition to the existing members, but the total number shall not at any time exceed six (6). Any persons so appointed shall hold office only until the next following Annual General Meeting and then shall be eligible for re-election.
25. The office of any member of the Executive Committee shall become vacant if the person holding that office:
 - (a) dies,
 - (b) resigns in writing addressed to the President or Secretary,
 - (c) is suspended, expelled or otherwise ceases to be a member of the Association,
 - (d) is removed by resolution of the General Meeting,
 - (e) is absent from three (3) consecutive meetings of the Executive Committee without leave (after notification of the Executive Committee meetings have been sent in writing to the person either at their last known e-mail address or postal address),
 - (f) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors,
 - (g) is convicted of an offence carrying a penalty of not less than one (1) year's jail,
 - (h) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.
26. The Executive Committee may refund to any member of the Executive Committee, out of the funds of the Association, any outlay or expenses incurred on behalf of the Association.
27. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if the number of the Executive Committee shall fall below three (3) the Executive Committee shall not act except for the purposes of filling vacancies or convening a General Meeting.
28. The control of the Association and the management of its affairs and the power to deal and dispose of its funds and property shall be vested in the Executive Committee who shall employ such means to carry into effect the objects

of the Association as it shall in its absolute discretion think fit but subject nevertheless to such directions (if any) as may from time to time be given by resolution passed at a General Meeting and subject as aforesaid the pursuit of any of the objects of the Association may be undertaken or allowed to remain in abeyance from time to time as the Executive Committee shall think fit.

29. The members of the Executive Committee may meet together or may proceed by mail, e-mail, telephone, or live electronic video means (including skype), or otherwise for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit.
30. The President (or failing the President, the Vice-President) shall normally be the Chairperson of the Executive Committee. In the absence of the President and Vice- President the Meeting shall elect its own Chairperson. In the event of the equality of votes the Chairperson shall have a casting and a deliberative vote.
31. Three (3) members of the Executive Committee shall form a quorum.
32. The Executive Committee from time to time may appoint such Sub-Committees consisting wholly of its members of otherwise as it shall think desirable for specific purpose and may delegate in writing to any such Sub-Committee such powers and functions as it shall think fit

RULES AND REGULATIONS

33. The Executive Committee shall have power from time to time to make, alter and repeal all such rules and regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and its affairs and shall adopt such means as it deems sufficient to bring to the notice of members and of the Association all such rules and regulations and any amendments and repeals thereof. All such rules and regulations, so long as they shall be in force, shall be binding upon all members of the Association. Any rules and regulations shall be set aside or amended by a resolution of the General Meeting.

MINUTES

34. The Secretary shall cause the minutes of all General Meetings and meetings of the Executive Committee and Sub-Committees to be duly entered into the books or the electronic records of the Association provided for that purpose setting out:
 - (a) all appointments of officers,
 - (b) the names of the members present,
 - (c) all resolutions and proceedings.

Any such minutes of any meeting if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting shall be ratified by each General Meeting.

FINANCE AND ACCOUNTS

35. The funds of the Association shall be deposited in the first instance to the credit of the Association at any bank or financial institution approved by the Executive Committee All cheques or electronic transfers shall be signed or enacted as may be determined from time to time by the Executive Committee. Until the Executive Committee otherwise determines all cheques or electronic transfers shall be signed or enacted by the Treasurer or nominated signatory. It shall be the duty of the Treasurer or nominated member to collate all fees and subscriptions and when they due by members. Fees are to be paid electronically or if sent by cheque, deposited into the Association's nominated bank account. Amounts may be passed for payment at any meeting of the Executive Committee.
36. The Executive Committee shall cause to be kept proper statements of accounts in which shall be set out full true and complete accounts of the affairs and transactions of the Association. These audited statements or electronic records of account, shall be kept at the office of the Association or such place or places the Executive Committee

thinks fit.

37. No member of the Executive Committee shall be entitled to act as auditor whilst a member of the Executive Committee.
38. A retiring auditor shall be eligible for re-election.
39. If any casual vacancy occurs in the office of auditor the Executive Committee shall forthwith fill that vacancy.
40. The accounts of the Association be examined once every year and the correctness of the income and expenditure account and balance sheet ascertained by the auditor or auditors.
41. Every second year the Executive Committee shall make available for the members on request, an audited revenue account and balance sheet containing a summary of the property and liabilities of the Association as at the last day of December as proceeding. A copy in writing of revenue accounts shall be provided at the request of any member by twenty-eight (28) days' notice in writing.
42. Every balance sheet and account of the Executive Committee when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three (3) weeks next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.
43. Any member of the Executive Committee who has a pecuniary interest in a matter before the Executive Committee must declare that interest and henceforth may, at the discretion of the meeting, participate in discussion of such matter but may not vote thereon.
44. The Executive Committee shall have power to take out such policies of fidelity insurance as it deems appropriate.
45. The funds of the Association shall be derived from biennial subscriptions of members, donations, grants, sale of publications and any other source deemed appropriate by the Executive Committee.
46. The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

RESPONSIBILITY AND INDEMNITY

47.
 - (a) No member of the Executive Committee or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive Committee or officer or for joining in any receipt or other act or
for any loss or expense occurring to the Association through the insufficiency or deficiency of title to any property acquired by the Executive Committee for and on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from bankruptcy or act of any person with whom any money, security or effects shall be deposited or for any loss occasioned by an error or acknowledgement or of oversight or for any other loss, damage or misfortune whatsoever which shall happen in the execution of office or in relation thereto unless the same happened through personal dishonesty.
 - (b) Every member of the Executive Committee and officer of the Association shall be indemnified by the Association against personal liability in relation to the duties of a Committee member as specified. It shall be the duty of the Executive Committee to pay all costs, losses and expenses which any such member of the Executive Committee or officer may properly incur or become liable to by tortious liability incurred or any act or thing properly done as a member of the Committee or as an officer.

THE SEAL AND EXECUTION OF DOCUMENTS

48. If the Association shall become an incorporated Association the Executive Committee shall provide for safe custody of the seal which will be used only with the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by two persons appointed by the Executive Committee for that purpose.
49. All documents which of legal necessity need not be under the seal and which the incorporated association is capable in law of entering into shall be legally binding of the Association if signed by two persons appointed by the Executive Committee for that purpose.

NOTICE

50. Notice may be given by the Association to any member either personally or by sending it by post, by e-mail, or by other electronic form. Where a notice is sent by post, service of the notice shall be deemed to be effected by prepaying and posting a letter containing the notice to the last known address of the member and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by e-mail or other electronic form, service of the notice shall be deemed to be effected by sending such notice to the last known e-mail or electronic address of the member and shall be deemed to have been effected at the time of sending.

AMENDMENT

51. This Constitution may be amended by a two-third majority of the members present and voting at a General Meeting, provided twenty-one (21) days' notice of the proposed amendments has been given to all members.

DISSOLUTION

52. The Association shall be dissolved if a resolution of the members to that effect is carried by a three-quarters majority present and voting at a General Meeting, provided twenty-one (21) days' notice of the proposed resolution has been given to all members.
 53. In the event of a dissolution the remaining net assets of the Association, after the dissolution and the satisfaction of all debts and liabilities, shall not be paid to nor distributed among the members of the Association, but shall be transferred to a public benevolent institution or other non-profit body having objects or a constitution which shall prohibit the distribution of income or property among the members and will best carry out the objectives of the Association.
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ANNEXURE:
PROCEDURES FOR THE ELECTION OF ACSANZ OFFICE-HOLDERS

Responsibility:

1. Final responsibility for the conduct of elections for ACSANZ office-holders rests with the ACSANZ Executive.
2. The ACSANZ Executive shall appoint a Returning Officer to conduct elections on its behalf. The Returning Officer shall be the Immediate Past President or another senior member of ACSANZ who is not standing for election to an ACSANZ office.
3. Appeals against results will be entertained only on procedural grounds. Appeals will be considered in the first place by the Returning Officer. If the appellant is unsatisfied, he/she may appeal to the Executive Committee. The decision of the Executive Committee so constituted shall be final. If no members of the Executive Committee are eligible to hear the appeals, the decision of the Returning Officer will be final.

Biennial Elections:

4. Biennial Elections will be conducted in accordance with the ACSANZ Constitution and Procedures for the Election of ACSANZ Office-Holders, (i.e. President, Vice-President, Secretary, Treasurer, and General Committee Members (up to 3 positions) of ACSANZ) for 2017-2019 [or other appropriate dates].

Call for Nominations:

5. The Returning Officer shall call for nominations in writing in the ACSANZ Newsletter, by direct mail to ACSANZ members, or by other means including e-mail or other electronic form, as follows:

Nominations should be submitted in writing (whether by post, in person, or by e-mail) to:

The Returning Officer (ACSANZ)
Address
By [date]

Each nomination should contain the name and signature of the nominator and seconder and a signed statement of no more than 100 words.

Only financial members of ACSANZ are eligible for election or as nominator or seconder of a candidate for election. Elections will take place according to the Constitution (and its Annexure) of the Association.

6. On the close of nominations, the Returning Officer shall ensure that the nominees are eligible to hold office. In the event that:
 - (a) there are no nominations for a position or fewer nominations than are necessary for an Executive Committee (with a minimum of 3 members), the Returning Officer shall so inform the ACSANZ Executive, which may fill the positions either by holding an election at the Annual General Meeting (in which case appropriate and due notice shall be provided to the members) or, if the Executive deems the former to be impractical, by co-opting a financial member of ACSANZ to the position.
 - (b) there is only one eligible nomination for a position, the Returning Officer shall declare the person nominated to be elected.
 - (c) there is more than one eligible nomination for a position, an election shall be held as specified below.

Conduct of Elections:

7. The Returning Officer shall obtain from the Executive Committee a list of financial members of ACSANZ at the date of close of nominations, together with their addresses.
8. Members may elect to vote electronically (for example by e-mail) or by post. The Returning Officer will conduct elections electronically and send Ballots and Declaration by Voter forms electronically (e.g. by e-mail) for voting, except where a member has advised the Returning Office in writing (within 5 working days of receiving the e-mail ballot) that such member wishes to vote by post.
9. The Returning Officer shall send to each member (whether by post, e-mail or other electronic means):
 - (a) a **Ballot paper** containing the names of candidates in an order decided by lot.
 - (b) a **Declaration by Voter form** in the following format:

“I, (full name) of, (address) declare that I am a financial member of ACSANZ and entitled to vote in the election.

Signature.”
 - (c) instructions for voting, which shall read:

“For each office, complete the ballot but putting a cross [X] against the name of the candidate(s) for whom you wish to vote. Do not vote for more candidates than may be elected.”
 - (d) a copy of the statements (of up to 100 words each) of the candidates in alphabetical order of the candidates’ surnames.

Postal votes:

- The Ballot and a Declaration by Voter form will be e-mailed to all members with advice that a vote by post is possible if requested within 5 working days of receipt of the e-mail ballot.
- If a member elects in writing to vote by post then the following will be sent: two envelopes, one small and marked Ballot Paper Only, and one large that is addressed to the Returning Officer and has on its reverse the ‘Declaration by Voter’ form.
- For voting by post, the completed Ballot must be inserted in the envelope marked Ballot Paper Only” and sealed. The small envelope must then be inserted in the large addressed envelope, and that envelope sent to the Returning Officer so that it is received by 5:00 p.m. on the date of the close of polling.

E-mail votes:

- If a member elects to vote electronically, the Ballot and Declaration by Voter forms will be sent as attachments in the e-mail.
- For voting conducted electronically (e.g. via e-mail), the Ballot and the Declaration by Voter must be returned to the Returning Officer so that it is received by 5:00 p.m. on the date of the close of polling.

Invalid votes:

- Ballots marked for more candidates than can be elected, ballots in which the Declaration of Voters has not been filled out, and ballots received after 5:00 on the date of the close of polling, will be deemed to be invalid votes.

10. The Returning Officer shall nominate in advance a time and place for the counting of ballots and inform the candidates. A candidate may appoint one scrutineer by notice in writing to the Returning Officer. No candidate may take part in the counting of votes. A scrutineer who, in the opinion of the Returning Officer, misconducts himself/herself or fails to obey the directions of the Returning Officer, shall be required to leave the place where the counting of votes is taking place.
11. Ballots received after the close of polling shall be marked late and set aside.
12. At the counting of the ballots:
 - (a) The Returning Officer may co-opt one or more financial members of ACSANZ who are not candidates for the election to assist in the counting of the votes.
 - (b) The name of each ACSANZ member on the e-mail or envelope of the used ballots shall be compared to list of financial members. Only the ballots of financial members (as of the close of the electoral roll) shall count in the election. E-mails or envelopes without names and/or a completed Declaration of Voter shall be set aside. The list of those members who participated in the ballot shall be available for inspection by ACSANZ members together with the list of those who submitted late ballots.
 - (c) The e-mails of eligible electors shall be opened and the votes counted. The envelopes of eligible electors shall be opened and the smaller envelopes containing the ballots placed in a box. Subsequently, the smaller envelopes shall be opened and the votes counted. The method of counting shall be first- past-the-post. At the close of counting, the Returning Officer shall declare the leading candidate(s) elected.
 - (d) The Returning Officer shall produce a statement in writing of the election results. The Executive, constituted for the appeals, shall consider that statement and endorse or dissent from it. Should the Executive dissent from the Returning Officer's statement, it may order a new election or take such other steps as it considers necessary to rectify any inadequacies of procedure it has become aware of. In the event of the Executive Committee dissenting from the Returning Officer's statement, it shall present a full report on its actions to the next Annual General Meeting.
 - (e) As soon as practicable, and in any case, at the next Annual General Meeting the members of ACSANZ shall be notified to the result of the election.

Schedule:

13. Elections shall be held biennially beginning in 2016. The Returning Officer shall set the exact dates for the call for nominations, the close of nominations and the close of polling. Those dates should broadly follow the following schedule:
 - August-early September: call for nominations
 - 15 October: close of nominations
 - 31 October: e-mailing ballots, or mail-out of ballots papers, to members.
 - 30 November: close of polling.

Immediately thereafter: counting of the votes, declaration of poll.

14. The new Executive shall take office on the first of January of the ensuing year, for a term of two calendar years. (The members of the outgoing Executive might present their reports to the incoming Executive at a change-over Executive meeting held, for example, in early February. In any case those reports should be published to ACSANZ members, e.g. in the Newsletter or by e-mail, and such reports should be subsequently presented to and accepted by the Annual General Meeting of ACSANZ.)