

Constitution as revised at the ACDE Board meeting 19 February 2021.

Part 1 – PRELIMINARY

- 1.1 The name of the association shall be 'Australian Council of Deans of Education Incorporated'. The initials ACDE may be used as the short title for the association where an abbreviation is appropriate.

2. INTERPRETATIONS

- 2.1 'COUNCIL' means Australian Council of Deans of Education Incorporated.

'DEANS OF EDUCATION' shall include such persons as each State/Territory Association of Deans of Education determines, for example: persons employed as Deans of Faculties of Education, Heads of Schools of Education and others who hold senior positions of responsibility for courses and research in Education and Teacher Education in Australian Higher Education Providers.

'FACULTY OF EDUCATION' shall include Faculties, Schools, Divisions, Colleges, Departments, or other administrative units within Higher Education Providers offering courses and research in education and teacher education.

'FINANCIAL INSTITUTIONS' means those Higher Education Providers have paid the specified annual levy before the preceding Annual General Meeting of the ACDE.

'STATE' includes Territory.

'STATE ASSOCIATION' means those State Associations of Deans of Education participating in the Council, whether or not the State Association is formally constituted or currently active, and a 'State Association' may consist of one member. Normally there will be eight State Associations, one for each State and Territory.

'TEACHER EDUCATION' includes the preparation of educators to serve in a variety of contexts including early childhood education; primary and secondary schools; technical, adult, and vocational education; industrial training; professional education; and higher education.

'The ACT' refers to the *ACT Associations Incorporation Act 1991*, amended 1 July 2019.

3. OBJECTIVES

The objectives of the Council are:

- (a) To lead the development of the discipline of education through political advocacy, stakeholder collaboration, policy critique, and applied and basic research;
- (b) To advocate the professional interests of Deans of Education and education leaders; and
- (c) To lead debates on the educational needs of pre-service teachers, teachers, teacher educators and higher education academics in the field of education and lifelong learning.

PART II – MEMBERSHIP

4. MEMBERSHIP

- 4.1 Membership of the Council shall be Financial Institutions represented by a Dean of Education employed by the named Financial Institution.

5. MEMBERSHIP LEVIES

- 5.1 The annual membership levies to be paid by Institutions shall be fixed at the Annual General Meeting of the Council.
- 5.2 Levies shall cover a calendar year from 1 January to 31 December and must be paid before the Annual General Meeting to maintain membership and voting rights at the Annual General Meeting. If the levy is not paid before the Annual General Meeting, membership shall resume when the Secretary/Treasurer receives the levy.
- 5.3 A register of members' institutions must be kept and will generally include the name and contact details (postal address, telephone number(s) and electronic contact information) for each institution. The register of member institutions will be used only for the objectives of the Council.

6. MEMBERS' LIABILITIES

- 6.1 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 5.

7. DISCIPLINING OF MEMBERS

- 7.1 An institution will be precluded from voting at the Annual General Meeting and for officer elections, if the current year annual levy remains unpaid.
- 7.2 There shall be no other grounds on which the Council can discipline members.

PART III – THE BOARD OF THE COUCIL

8. POWERS OF THE BOARD

- 8.1 There shall be a Board responsible for the management of the affairs of the Council. The Board shall have the power, subject to this Constitution and the directions of the General Meetings of the Council, to regulate its own proceedings.
- 8.2 The Board 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 to be exercised by the Council in general meeting. The Board has power to perform all such acts and do all such things as appear to be Board to be necessary and desirable for the proper management of the affairs of the Council.
- 8.3 The Board shall appoint the Council's Public Officer (who must be a resident of the ACT), a Returning Officer, and any other officers or representatives to external bodies deemed necessary.
- 8.4 The Board may, by resolution, authorise a subcommittee (known as the Executive Leadership Group), to make business decisions necessary for the day-to-day administration of the Council.
- 8.5 The Executive Leadership Group shall consist of the President, the Deputy President and the Secretary/Treasurer. It shall have authority to authorise financial transactions and sign documents and contracts on behalf of the Council.
- 8.6 The Executive Leadership Group must regularly report to the Board and the full Council on its decisions.

9. OFFICE BEARERS OF THE COUNCIL

- 9.1 The office bearers of the Council shall be:
 - (a) The President;
 - (b) The Deputy President; and
 - (c) The Secretary/Treasurer.
- 9.2 Office bearers cannot make improper use of their position or gain advantage for themselves or another person that is not in the best interest of the Council.

10. MEMBERSHIP OF THE BOARD

- 10.1 The Board shall comprise the office bearers of the Council (the President, Deputy President and Secretary/Treasurer), one representative of each State/Territory Association and an Aboriginal and Torres Strait Islander Peoples' Education representative. Any member of the Board may be elected as an Office Bearer.
- 10.2 To be eligible for election or appointment to the Board a person must be employed by a Financial Institution.
- 10.3 The Board can appoint additional members who can provide special expertise to assist the Board in developing and promoting the Council's strategic priorities. Such appointments can include:
 - (a) the Network Leaders of the Network of Associate Deans Learning and Teaching in the Discipline of Education (NADLATE); the Community of Associate Deans Research in Education (cADRE), the ACDE Vocational Education Group (ACDEVEG), the Network of Academic Directors of Professional Experience (NADPE), the Australian Early Childhood Teacher Education Network (ACETEN), the Australian Indigenous Lecturers in Teacher Education Association (AILITEA) and Australian Technologies Teacher Education Network (ATTEN) and
 - (b) the past President to provide specific expertise as required.

Co-opted positions on the Board shall be for a period of one year with the opportunity for further co-option as required.

- 10.4 Appointment to vacant offices, term of office, and removal from office of an ordinary Board Member shall normally be determined by the State Association represented by that Board member. However, where a State Association is unable to resolve such matters, the Board may appoint an Ordinary member of the Board to a vacant office on the Board for a period of one year or until such time as the State Association confirms that appointment or appoints a replacement Board member to represent that State Association.
- 10.5 The office of an ordinary Board member becomes vacant if the Board member:
- (a) dies or suffers from mental or physical incapacity;
 - (b) resigns from office;
 - (c) no longer holds an appointment as a Dean of Education as defined by this Constitution,
 - (d) takes up a new position that presents a conflict of interest with their role on the Board;
 - (e) is removed from office by the Council in general meeting, subject to natural justice (as required by section 50 of the *ACT Associations Incorporation Act 1991*);
 - (f) becomes insolvent under administration within the meaning of the Corporations Law;
 - (g) is disqualified from office under subsection 63 (1) of the *ACT Associations*.
- 10.6 Board members cannot make improper use of their position or gain advantage for themselves or another person that is not in the best interest of the Council.

11. TERMS OF OFFICE AND APPOINTMENT OF OFFICE BEARERS OF THE COUNCIL

- 11.1 The term of office of the President shall be two years. A ballot for the office shall be held at the Annual General Meeting at the end of the President's term of Office.
- 11.2 The term of office of the Deputy President shall be two years. A ballot for the office shall be held at the Annual General Meeting at the end of the Deputy President's first term of Office.
- 11.3 The term of office of the Secretary/Treasurer shall be two years. A ballot for the office shall be held at the Annual General Meeting at the end of the Secretary/Treasurer's first term of Office.
- 11.4 Nominations for office bearers shall be called at least one month prior to the Annual General Meeting. Nominations received shall be declared at the beginning of the first day of the Annual Conference, or, if there is no Annual Conference, the Returning Officer shall make available to any member information about nominations received to date the day before the commencement of the Annual General Meeting. Further nominations may be received up to the close of proceedings on the day of the Annual Conference before the Annual General Meeting. If there is no Annual Conference, or if the AGM is on the first day of the Annual Conference, then further nominations may be received up to the commencement of the Annual General Meeting. The appointment of office bearers shall be scheduled during the Annual General Meeting with elections being held if there is more than one nomination for a position. The voting rules and quorum for the Annual General Meeting apply to these elections.
- 11.5 Office bearers shall hold office for the period from the conclusion of the Annual General Meeting and shall continue until a successor takes office. If an elected officer is not available to take office within one month of which the announcement of election results by the returning officer is made until the corresponding time at the conclusion of the next Annual General Meeting. Incumbent office bearers of the Council are eligible for renomination and election.
- 11.6 The office of President, Deputy President or Secretary/Treasurer shall become vacant if the incumbent:

- (a) dies or suffers from mental or physical incapacity;
- (b) resigns from office;
- (c) no longer holds an appointment as a Dean of Education as defined by this Constitution,
- (d) takes up a new position that presents a conflict of interest with their role on the Board;
- (e) is removed from office by the Council in general meeting, subject to natural justice (as required by section 50 of the *ACT Associations Incorporation Act 1991*);
- (f) becomes insolvent under administration within the meaning of the Corporations Law;
- (g) is disqualified from office under subsection 63 (1) of the *ACT Associations*.

11.7 If the office of President becomes vacant during the President's term, the Deputy President will fill the vacancy until the next Annual General Meeting.

11.8 If the office of Deputy President becomes vacant during the Deputy President's term, the Board shall appoint from its membership a person to fill the vacancy until the next Annual General Meeting.

11.9 If the Office of Secretary/Treasurer becomes vacant during the Secretary/Treasurer's term, the Board shall appoint from its membership a person to fill the vacancy until the next Annual General Meeting.

12. PRESIDENT

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

13. DEPUTY PRESIDENT

13.1 The Deputy President acts for the President when the latter is unavailable, and takes on specific responsibilities as determined at the Board.

14. SECRETARY/TREASURER

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

- (a) minutes of Board and Council meetings, including those present and apologising, and all proceedings including election results and appointments;
- (b) correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council;
- (c) a register of Council members and Board members.

14.2 The Secretary/Treasurer shall also ensure communication with Board members, Council members and others as appropriate.

15. BOARD MEETING PROCEDURES

15.1 Ordinary meetings of the Board shall be convened by the President at least four times per year. Ordinary meetings of the Board may be held by electronic means such as teleconferencing.

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

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

- 15.4 If the President is not present to preside at a Board meeting, the Deputy President will preside. If the Deputy President is also not present, the meeting shall elect a member to preside at that meeting.
- 15.5 All Board members with the exception of co-opted members have voting rights at Board meetings. If a Board member other than a Council bearer cannot attend a Board meeting that STATE Association/Network may nominate a substitute who shall have full participation rights including voting.
- 15.6 Board members shall have the right to one deliberative vote on each issue/election being decided at a Board meeting. The President shall have both a deliberative vote and casting vote at all meetings of the Board. 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 the Council the reasons for the action taken.
- 15.7 The quorum for conducting business at meetings of the Board shall be the representation of one half plus one of the members of the Board.
- (a) If the Board Meeting is held by electronic means, then the Board shall establish a timeframe for participation in the meeting for the purposes of establishing a quorum. This timeframe will be clearly set out in the notification of the Board Meeting.
 - (b) If within half an hour from the time appointed for the commencement of the Board Meeting (or within the specified timeframe in the case of a Board Meeting conducted by electronic means) a quorum is not present, the meeting, if convened on the requisition of members of the Board, shall lapse.
 - (c) In any other case, the Board Meeting shall stand adjourned to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting (or within the specified timeframe in the case of a Board Meeting conducted by electronic means), the meeting shall lapse.
- 15.8 General members of an association can request copies of a variety of documents relating to the Council. A member institution can request a current statement of objects of the Council, a copy of the rules of the Council that are in force, or a summary or the minutes of a meeting of the Board.

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. The financial year of the Council shall be the year ending 30 June.
- 16.2 The Annual General Meeting shall normally be held during of the Annual Conference of the Council, with officer elections (if any) held on the second day of the Conference. If there is no Annual Conference, the Annual General Meeting will be held the day prior to a Deans' Forum (or other similar ACDE event).
- 16.3 The date and venue for the Annual General Meeting shall be set by the Board no later than 1 July preceding the Annual General Meeting and all members shall be notified in writing at least two calendar months before the Annual General Meeting.

17. ANNUAL GENERAL MEETINGS – PROCEEDINGS AND BUSINESS

- 17.1 The President shall preside at the Annual General Meeting. If the President is not present, the Deputy President will preside. If the Deputy President is also not present, the meeting shall elect a member to preside.
- 17.2 The quorum for the Annual General Meeting shall be of one-half plus one of the representatives of member institutions present in person (one representative only of each member institution).
 - (a) 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 Board 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.
 - (b) The President may, with the consent of the Annual General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the Annual General Meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
 - (c) If the Annual General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 17.3 Each financial 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. 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 or the agenda item for which the proxy is to be applied.
- 17.4 In the case of an equality of votes on a question, the person presiding is entitled to exercise a second or casting vote.
- 17.5 The business of the Annual General Meeting shall include, but not be limited to:
 - (a) confirmation of the minutes of the last Annual General Meeting and any general meeting held since that meeting;
 - (b) consideration of reports of the following documents, which the Board shall ensure are presented to the Annual General Meeting, with each member receiving one copy:
 - (i) the audited statement of the Council's accounts in respect of the most recently ended financial year;
 - (ii) a copy of the auditor's report in relation to the Council's accounts for that financial year;
 - (iii) a report, signed by two members of the Board, specifying the net profit and loss of the Council for the most recently ended financial year.

- (iv) a report, signed by two members of the Board, specifying members of the Board during the previous financial year, and the principal activities of the Council during the previous financial year (and, if appropriate, the period since the end of the financial year).
 - (c) consideration of reports of other officers (if any), State/Territory Associations and from ACDE representatives on outside bodies;
 - (d) election (or confirmation if no election necessary) of office-bearers of the Council
 - (e) any other business requiring consideration by the Council in the Annual General Meeting.
- 17.6 An unfinancial institution may be considered financial for the purposes of voting during the Annual General Meeting and for officer 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.

18. SPECIAL GENERAL MEETINGS OF THE COUNCIL

- 18.1 Special General Meetings of the Council may be convened by the Board or by at least ten members. The Special General Meeting must be held within three months of a decision of the Board or at the request of at least ten members conveyed to the Secretary/Treasurer.
- 18.2 The date and venue for the Special General Meeting shall be set by the Board, and all members shall be notified in writing at least one calendar month before the Special General Meeting. Special General Meetings may be held by electronic or other means as determined by the Board.
- 18.3 Only matters specified in the notice of the meeting may be dealt with at a Special General Meeting, unless unanimously agreed by the meeting.
- 18.4 The presiding member, quorum and voting for a Special General Meeting shall be the same as that for the Annual General Meeting.
- (a) If the Special General Meeting is held by electronic means, then the Board shall establish a timeframe for participation in the meeting for the purposes of establishing a quorum. This timeframe will be clearly set out in the written notification of the Special General Meeting.
 - (b) If within half an hour from the time appointed for the commencement of the Special General Meeting (or within the specified timeframe in the case of a Special General Meeting conducted by electronic means) a quorum is not present, the meeting shall lapse.

19. SPECIAL GENERAL RESOLUTIONS OF THE COUNCIL

- 19.1 A special resolution of the Council is required for amendment of this Constitution, for the winding up of the Council, for the vesting of surplus funds or assets in the event of the Council being wound up, and any other matter the Act requires under section 70.
- 19.2 A resolution shall be taken to be a special resolution if:
- (a) 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
 - (b) it is passed by at least three-quarters of the votes of those members of the Council who, being entitled to vote, vote in person or by proxy at the meeting.

PART IV – MISCELLANEOUS

20. SERVICES

- 20.1 To fulfil the stated purpose of the Council, the Board shall:
- (a) organise the Annual Conference of the Council; and
 - (b) provide other services such as newsletters, occasional seminars, and symposia.

21. LINKS WITH OTHER BODIES

- 21.1 In recognition of the long association of Australian and New Zealand organisations of Deans of Education, the Council shall maintain links with the corresponding New Zealand organisation. This may involve;
- (a) one organisation hosting the other to a combined conference;
 - (b) the exchange of information; and
 - (c) the occasional planning of and participation in joint projects and activities
- 21.2 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.

22. FUNDS SOURCE AND MANAGEMENT

- 22.1 The funds of the Council shall be derived from the annual membership levies. In addition, funds may be derived on an approximate cost-recovery basis from conference registrations, publication sales and other supplies. Funds may also be derived from donations and such other sources as the Board determines.
- 22.2 In keeping with its objectives, the Council may receive grants for special purposes and may deposit and expend these funds according to terms laid down by the grantor and accepted by the Board.
- 22.3 All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account. The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 22.4 The assets and income of the Council shall be applied exclusively to the promotion of its objectives as outlined in Part 1, Section 3. No portion shall be paid or distributed directly or indirectly to the members of the Council or Deans of Education representing member institutions, except as a bona fide remuneration for services rendered or expenses incurred on behalf of the Council.
- 22.5 Secretarial and administrative costs of the Board and the cost of travel of the office bearers to Board meetings, shall be met by the Council. Each State/Territory Association shall bear the costs of attendance of its nominated representative at Board meetings. Members shall bear the costs of attendance at Annual and Special General Meetings of the Council.
- 22.6 The Executive Leadership Group shall pass or ratify all accounts for payment, and any disbursements not ratified by the Board will be the personal responsibility of the signatories to the cheque or cheques concerned.
- 22.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive Leadership Group or employees of the Council, being members of the Council or employees authorised to do so by the Board.

23. AUDITOR OF BOOKS

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

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/Treasurer and shall be open to inspection at a place nominated by the Secretary/Treasurer in the ACT by any member of the Council at any reasonable hour.

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. SURPLUS PROPERTY

- 26.1 On the dissolution or the completion of the winding up of the Council, any surplus property of the Council shall be taken to:
- (a) 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:
 - (i) has objects substantially the same as the objects of the Council;
 - (ii) is not carried on for the object of trading or securing pecuniary gain for its members; and
 - (iii) has a provision in its rules requiring any surplus property of the association to be passed on the dissolution or winding up of the association, to another association that has objects substantially the same as the first mentioned association; and is not carried on for the object of trading or securing pecuniary gain for its members; or.
 - (b) where no association, fund, authority, or institution has been nominated, vest in the Registrar-General of the ACT.

27. DISPUTE RESOLUTION

- 27.1.1 This clause sets out the process for settling disputes between members (in their capacity as members) of the Council, and disputes between members and the Council.
- 27.2 The Council will
- (a) appoint a member to be in charge of receiving and dealing with disputes.
 - (b) set up a system to record, track and monitor disputes.
 - (c) keep a record of any disputes that goes to mediation or court.

28. AMENDMENTS

- 28.1 Amendments to this constitution may be made only by a special resolution of the Council as set out in Section 19.