

# **Constitution**

**of the Journalism Education and Research  
Association of Australia**

**Updated to 1 August 2014**

# CONSTITUTION OF JOURNALISM EDUCATION AND RESEARCH ASSOCIATION OF AUSTRALIA INCORPORATED

1. The name of the Incorporated Association is Journalism Education and Research Association of Australia Incorporated (**Association**).
  
2. In these rules, unless the contrary intention appears:  
**Act** means the Associations Incorporation Act, 1985 (as amended);  
**Executive** means the Committee of Management of the Association;  
**Meeting** means a general meeting of members of the Association convened in accordance with these rules;  
**Member** means a member of the Association;  
**Ossie Awards** means the annual awards for news and feature writing, current affairs reporting, photojournalism and student publications, organised by the Association and judged by media executives in Australia and New Zealand.  
**Regulations** means the Associations Act Regulations, 1993.
  
3. **Objects and purposes**  
The Association is a non-profit organisation established for the following objects and purposes:
  - (a) to raise the standard of teaching of journalism;
  - (b) to collect and disseminate information about journalism education;
  - (c) to develop closer relations with mass communication media and professional associations;
  - (d) to promote the views of the Association;
  - (e) to foster research; and
  - (f) to promote freedom of expression and communication.
  
4. **Powers**  
The Association will have all the powers conferred from time to time by section 25 of the Act which will include the power to:
  - (a) acquire, hold, deal with, and dispose of, any real or personal property;
  - (b) administer any property on trust;
  - (c) open and operate bank accounts;
  - (d) invest its moneys:
    - (i) in any security in which trust moneys may, by Act of Parliament, be vested;  
or
    - (ii) in any other manner authorised by the rules of the Association;

- (e) borrow money upon such terms and conditions as the Association thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf;
- (h) enter into any other contract it considers necessary or desirable; and
- (i) to do any other lawful thing to achieve the objects and purposes of the Association under clause 3.

## 5. **Membership**

5.1 Membership of the Association is open to any:

- (a) full-time academic in the field of journalism in a tertiary institution;
  - (b) part-time members of academic staff primarily teaching journalism;
  - (c) persons teaching courses ancillary to journalism;
  - (d) others as may be admitted by the Association's Executive;
- provided that they subscribe to the ideals and objectives of the Association.

5.2 Any person of good standing may apply for membership of the Association. The application must be made in writing in a format prescribed by the Executive. Subject to Executive's acceptance of the application and upon payment of the first annual subscription, the applicant will be a Member of the Association.

## 6. **Subscription**

- 6.1 The Subscription fees for membership will be such sum as the Members will from time to time determine.
- 6.2 Subscription fees will be payable in advance on 1 February in each year or at such other time as the Executive will from time to time determine.
- 6.3 A Member whose dues for the current year are not paid will be suspended from membership. Any Member whose subscription is outstanding for more than 60 days after the due date for payment will cease to be a Member of the Association, provided always that the Executive may reinstate such a person's membership on such terms as it thinks fit.

## 7. **Resignation**

A Member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any Member so resigning will be liable for any outstanding subscriptions which will be recovered as a debt due to the Association.

## 8. **Expulsion of a Member**

- 8.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Executive may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 8.2 Particulars of the charge will be communicated to the Member at least one calendar month before the meeting of the Executive at which the matter will be determined.

- 8.3 The determination of the Executive will be communicated to the Member, and in the event of an adverse determination the member will subject to rule 8.4 cease to be a Member 14 days after the Executive has communicated its determination to him.
- 8.4 It will be open to a Member to appeal to the Association in general meeting against the expulsion. The intention to appeal will be communicated to the secretary or public officer of the Association within 14 days after the determination of the Executive has been communicated to the Member.
- 8.5 In the event of an appeal under rule 8.4 the appellant's membership of the Association must not be terminated unless the determination of the Executive to expel the Member is upheld by the Members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Executive is upheld.

## 9. **The Executive**

- 9.1 The affairs of the Association will be managed and controlled exclusively by an Executive which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting. The Executive is authorised by the Members of the Association to register the Association and maintain its records with the appropriate State and/or Federal authority and with any other organisation which the Executive resolves by unanimous resolution.
- 9.2 The Executive will have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.
- 9.3 The Executive will be comprised of:
- (a) a President, Vice-President (Awards), Vice-President (Conference), Vice-President (Networks), Vice-president (Research Strategy), Secretary, Treasurer, Editor of the Australian Journalism Review, Immediate Past President (if available) and Media Officer, all of whom will be financial Members of the Association, plus a JEA New Zealand representative (if available); and
  - (b) the president (or a representative appointed in writing by the president) of the Journalism Education Association of New Zealand Incorporated, who does not need to be a financial Member of the Association.
- 9.4 The first Executive of the Association will be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation.
- 9.5 Any subsequent elections of the Executive will be conducted by ballot in accordance with the Association's By-Laws.
- 9.6 In the event of a casual vacancy on the Executive the remaining Executive members will appoint a replacement who will hold office until the date at which his predecessor would have been required to retire but who will at such date be eligible for re-appointment.
- 9.7 The President, Vice-President (Networks), Vice-President (Research Strategy) and Treasurer will be elected for a term of 2 years and will hold office until their successors have been duly elected and installed in office, but each officeholder will be eligible for re-election.

- 9.8 The Editor of the Australian Journalism Review ('Editor') will be elected for a term of 3 years but will be eligible for re-election.
- 9.9 All other officers referred to in clause 9.3 will hold office for 1 year.
- 9.10 A retiring Executive member will be eligible to stand for re-election if he or she signifies in writing to the Secretary a willingness to stand. The Secretary will include the name of the retiring Executive member willing to stand again in the notice referred to in clause 9.11.
- 9.11 Notice of all persons nominated and seeking election to the Executive will be given to all Members of the Association with the notice calling the Meeting at which the election is to take place.
- 9.12 If only the required number of persons is nominated to fill existing vacancies, the Secretary will report accordingly to the annual general meeting, and the Chair will declare such persons duly elected as Executive members.
- 9.13 The President will act as Chair of all meetings. In the absence of the President a Vice-President will act as Chair.

## 10. **Disqualification of Executive members**

The office of Executive member will become vacant if an Executive member is:

- (a) disqualified by the Act;
- (b) expelled under these rules;
- (c) permanently incapacitated by ill health or dies;
- (d) absent without apology or leave of absence for more than three consecutive Executive meetings, or more than three Executive meetings in a financial year;
- (e) removed from office by the Members; or
- (f) resigns his or her office.

## 11. **Office holders**

- 11.1 **President:** the President of the Association will preside at all general meetings and Executive meetings of the Association and will be ex-officio a member of all subcommittees and will discharge all the normal duties of a presiding officer. In cases where the President will be absent, the President will nominate another Member of Executive who – subject to the approval of the majority of the Executive – will take charge of and be responsible for all the duties of the President.
- 11.2 **Vice-President (Awards):** the Vice-President (Awards) will be responsible for the efficient administration and conduct of the Association's Ossia Awards and any other awards the Association may institute from time to time.
- 11.3 **Vice-President (Conference):** the Vice-President (Conference) will be responsible for the efficient administration and conduct of the Association's annual conference.
- 11.4 **Vice-President (Networks):** the Vice-President (Networks) will be responsible for strengthening productive links with like-minded organisations.
- 11.5 **Vice-President (Research Strategy):** the Vice-President (Research Strategy) will be responsible for:
- (a) monitoring developments and issues in Australia and internationally that are research-related;
  - (b) analysing and informing the Membership of such developments; and

(c) co-ordinating and facilitating responses from the organisation to research-related developments and ensuring that a journalism education agenda is reflected in national research-related developments/activities.

11.6 **Secretary:** the Secretary will be responsible for:

- (a) taking minutes at all general and Executive meetings of the Association and making them available for reference at all future meetings;
- (b) issuing notices of meetings, appointments and general meetings as directed by the Executive; and
- (c) executing and filing all correspondence, except that undertaken by the President – or those deputised by the President when acting as a spokesperson for the Association, or that undertaken by the Treasurer when carrying out the responsibilities of the office.

11.7 **Treasurer:** the Treasurer will be responsible for:

- (a) the financial affairs of the Association, including the collection of dues and other moneys owed to the Association;
- (b) opening and maintaining a cheque account, savings account and other funds as authorised by the Executive
- (c) payments of accounts as directed by the Executive;
- (d) keeping proper financial books and records; and
- (e) maintaining a current directory of the names and addresses of all the financial Members.

## 12. **Proceedings of the Executive**

12.1 The Executive will meet together at such times and in such manner as will be determined by the Executive from time to time.

12.2 Questions arising at any Executive meeting will be decided by a majority of votes, and in the event of equality of votes the Chair will have a casting vote in addition to a deliberative vote.

12.3 A quorum for a meeting of the Executive will be over 50% of the Executive's total number or such other number as the Executive may from time to time determine.

12.4 A member of the Executive having a pecuniary interest in a contract with the Association must disclose that interest to the Executive as required by the Act and must not vote with respect to that contract.

12.5 A resolution in writing signed by all the Executive members will be as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted and may be comprised by one or more like documents.

12.6 The Executive may appoint standing committees as deemed necessary to meet the objectives of the Association or for the proper functioning of the Association. The Executive may in its absolute discretion prescribe the powers and functions of a standing committee so appointed and may co-opt as members of the standing committee such financial Members as it thinks fit.

## 13. **Payments**

13.1 The income and property of the Association will be applied solely towards the promotion of the objects of the Association and no portion of it will be paid or

transferred directly or indirectly by way of dividend, bonus or in any other manner by way of profit to members of the Executive.

- 13.2 Nothing in this Constitution prevents the payment by the Association in good faith of remuneration:
- (a) to any officer or servant of the Association or to any member of the Executive in return for any services actually rendered to the Association;
  - (b) for goods supplied in the ordinary and usual way of business;
  - (c) for payment of interest on money borrowed from any member of the Executive; and
  - (d) for any reasonable or proper rent for premises let by any member of the Executive, officer or employee of the Association.

14. **Financial year**

A financial year will commence on 1 October and end on 30 September in each year, or on other such dates as approved by the Executive.

15. **Borrowing powers**

- 15.1 Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Executive sees fit, and may secure the repayment thereof by charging the property of the Association.
- 15.2 Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Executive from time to time.

16. **Rules**

- 16.1 Subject to approval by a resolution of the Members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration will be registered as required by the Act.

17. The registered rules will bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

18. **The seal**

- 18.1 The Association will have a common seal upon which its corporate name will appear in legible characters.
- 18.2 The seal will not be used without the express authorisation of the Executive, and every use of the seal will be recorded in the minute book of the Association. The affixing of the seal will be witnessed by 2 Executive members.
- 18.3 The seal will be kept in the custody of the Secretary or such other person as the Executive may from time to time decide.

19. **General Meetings**

- 19.1 The Executive may call a special general meeting of the Association at any time, and will call an annual general meeting in accordance with the Act.

- 19.2 The first annual general meeting will be held within eighteen months after the incorporation of the Association, and thereafter prior to 31 December for each following year.
- 19.3 Upon a requisition in writing of not less than 10 financial Members of the Association, the Executive must within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 19.4 Every requisition for a special general meeting will be signed by the Members making the same and will state the purpose of the Meeting.
- 19.5 If a special general meeting is not convened within one month as required by rule 16.3 the requisitionists may convene a special general meeting. Such a Meeting will be convened in the same manner as a Meeting convened by the Executive, and for this purpose the Executive will ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of Meeting. The reasonable expenses of convening and conducting such a Meeting will be borne by the Association.
- 19.6 Subject to rule 19.7 at least fourteen days' notice of any general meeting will be given to Members. The notice will set out where and when the Meeting will be held, and particulars of the nature and order of the business to be transacted at the Meeting. In the case of an annual general meeting, the order of the business at the Meeting will be the consideration of the accounts and reports of the Executive and the auditors, if any, the appointment of auditors, if required, and Executive members (if required), and any other business requiring consideration by the Association in general meeting.
- 19.7 Notice of a Meeting at which a special resolution is to be proposed will be given at least twenty one days prior to the date of the Meeting.
- 19.8 A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members, or by sending the notice by email to the email address provided by the Member for the purpose.
- 19.9 Where a notice is sent by post, service of the notice will be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.

20. **Proceedings at general meetings**

- 20.1 More than half of the total number of financial Members present personally, by proxy, or by electronic vote will constitute a quorum at any general meeting.
- 20.2 If within 30 minutes after the time appointed for the Meeting a quorum of Members is not present, a Meeting convened upon the requisition of Members will lapse. In any other case, the Meeting will stand adjourned to the same day in the next week, at the same time and place and if at such adjourned Meeting a quorum is not present within 30 minutes of the time appointed for the Meeting the Members present will form a quorum.
- 20.3 The Chair of the Executive or his or her substitute referred to in clause 9.13 will preside as Chair at every general meeting of the Association.
- 20.4 If there is no such Chair present within 5 minutes after the time appointed for holding the Meeting, the Members present may choose one of their number to be the Chair.
- 20.5 The Chair may with the consent of any Meeting at which a quorum is present, and will if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business may be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

- 20.6 When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting must be given as if that Meeting were an original Meeting of Members.
- 20.7 At any general meeting, a resolution put to a vote will be decided by secret ballot distributed at the commencement of the Meeting and collected after all resolutions have been proposed, and by counting the electronic votes cast in the manner prescribed by the Executive from time to time, and the proxies of financial Members lodged with the Association no later than 24 hours before the time the Meeting is to take place. A declaration by the Chair of the Meeting that a resolution has been carried or lost, will unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 20.8 If a poll is demanded by the Chair of the Meeting or by two or more Members present personally or by proxy, it will be taken in such manner as the Chair directs. Electronic votes and ballot votes will be counted in a poll. The result of such poll will be the resolution of the Meeting, except that in the case of a special resolution a majority of not less than three quarters of the Members who being entitled to do so vote personally or electronically or by proxy at the Meeting is required.
- 20.9 A poll demanded on the election of a Chair of a Meeting or on any question of an adjournment, will be taken at the Meeting and without adjournment.
- 20.10 An electronic vote will be counted with respect to a resolution put to the vote at a general Meeting and also in a poll provided that the electronic vote is made by a financial Member and it is sent to the Secretary at least 24 hours prior to the commencement of the Meeting. The email address to be used for electronic votes will be notified to the Members in the notice of Meeting. Electronic votes which are made by unfinancial or suspended Members or which are broadcast to the membership at large will be disqualified.
- 20.11 Meetings of Members may be held electronically so long as Members present electronically are able to participate in the Meetings.

## 21. **Minutes**

- 21.1 Proper minutes of all proceedings of Meetings of the Association and of meetings of the Executive, must be entered within one month after the relevant meeting in minute books kept for the purpose.
- 21.2 The minutes kept under this rule will be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 21.3 Where minutes are entered and signed they will until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were deemed to have been duly held, and that all appointments made at a meeting were deemed to be valid.

## 22. **Voting rights**

- 22.1 Subject to these rules each financial Member present in person or by proxy is entitled to one vote. Financial Members may vote by electronic vote by sending their vote to the Association at its Web address at least 24 hours prior to the commencement of the Meeting.
- 22.2 A Member being a body corporate will be entitled to appoint one person who need not be a Member of the Association to represent it at a particular Meeting or at all Meetings of the Association. That person will be appointed by the corporate Member by a

resolution of its board which will be authenticated under its seal. Such a person will be deemed to be a Member of the Association for all purposes until the authority to represent the corporate Member is revoked.

**23. Proxies**

- 23.1 A financial Member is entitled to appoint in writing a natural person who is also a financial Member of the Association to be his or her proxy, and attend and vote at any Meeting of the Association. A proxy will be revoked if the member attends the Meeting.
- 23.2 The proxy form must be handed to the person who will preside – at the Meeting for consideration before the Meeting commences.
- 23.3 A financial Member may also send his or her proxy to the Chair of the Association at its Web address 24 hours before the Meeting commences.

**24. Accounts and Audit**

The Association must keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association and will appoint an auditor, if required under the Act.

**25. By-Laws**

- 25.1 The Executive will prepare and maintain and have custody of the By-Laws of the Association. The By-Laws will assist the Executive to fairly deal with questions not fully dealt with in this Constitution.
- 25.2 The By-Laws may be altered, rescinded and replaced by substitution by a resolution of the Executive at any time so long as changes to the By-Laws are approved by the Members at the next general meeting.
- 25.3 A copy of the By-Laws will be made available to every financial Member upon request.
- 25.4 The by-Laws will bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

**26. Register of Members**

A Register of Members must be kept and contain:

- (a) the name and address of each Member;
- (b) the date on which each Member was admitted to the Association; and
- (c) if applicable, the date of and the reason(s) for determination of the membership.

**27. Winding up**

The Association may be wound up in the manner provided for in the Act.

**28. Non-liability of members**

Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up of the Association.

29. **Application of surplus assets**

- 29.1 If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets will be appropriated in accordance with this rule.
- 29.2 Any surplus assets of the Association will be given or transferred to some other non-profit making institution or body having objects similar to those of the Association, as determined by the Executive and ratified by the Members.