



# Governing Rules – the Australian Archaeological Institute of Athens (AAIA)

## Date of Adoption:

### 1 Interpretation

In these rules:

<b>Act</b>	means the <a href="#">University of Sydney Act 1989 (as amended)</a>
<b>Centre</b>	means a Centre of the University as regulated by the University's <a href="#">Centres Policy 2023</a> and the <a href="#">Centres Procedure 2023</a> as amended or replaced from time to time.
<b>Council or Advisory Council</b>	means the Advisory Council as established in rule 8 of these Rules.
<b>Delegations</b>	means the <a href="#">University of Sydney (Delegations of Authority) Rule 2024</a> as amended or replaced from time to time.
<b>Executive Board</b>	means the committee established in Rule 7 of these Rules.
<b>Friends of Group</b>	means a body, or group which is designated as a “Friends of” group by the University.
<b>Institute</b>	means The Australian Archaeological Institute at Athens (also known by its acronymic abbreviations, <b>AAIA</b> ).
<b>Member</b>	means a member of the Institute admitted in accordance with Rule 13 these Rules.
<b>Objects</b>	means the Objects of the Institute set out in Rule 4 of these Rules.
<b>Presiding Dean</b>	means the dean of the faculty responsible for the Institute.
<b>Presiding Faculty</b>	means the faculty responsible for a Centre.
<b>Provost</b>	means the Provost and Deputy Vice-Chancellor of the University.
<b>Rules</b>	means the governing rules of the Institute as set out in this document.
<b>Senate</b>	means the senate of the University.
<b>University</b>	means the University of Sydney.

## **2 Establishment of the Institute**

- (1) The Australian Archaeological Institute at Athens (**AAIA**) is established as a Centre within the University's organisational structure and is governed by the terms set out in these Rules and otherwise in accordance with the Act, by-law and rules made under the Act and University policy and procedure as amended or replaced from time to time.
- (2) The Institute was recognised by the Greek Government in June 1980 as the sole body responsible for the supervision of archaeological field work in Greece carried out by Australian institutions and this recognition was acknowledged by the Senate.

## **3 Name of the Institute**

The name of the Institute is "The Australian Archaeological Institute at Athens" or "AAIA".

## **4 Objects of the Institution**

- (1) The Object of the Institute is to engage in and promote Hellenic Archaeological Research and related studies, and without limiting or restricting the generality of the foregoing, in particular to:
  - (a) promote research in ancient Hellenic prehistoric and historic cultures including archaeological research in Greece proper, other archaeologically and culturally related countries and in Australia by Australian scholars and students;
  - (b) promote research in the field of Byzantine studies (archaeology, history, art history and literature) in Greece, other archaeologically and culturally related countries and in Australia by Australian scholars and students;
  - (c) promote research in the field of Modern Greek studies (archaeology, history, art history and literature) in Greece, other archaeologically and culturally related countries and in Australia by Australian scholars and students;
  - (d) collaborate with other institutions within and outside the University including Australia and overseas for the purposes of fulfilling the other objects set out in this Rule 4(1); and
  - (e) do all such other things as are incidental or conducive to the attainment of the above.
- (2) The Institute is authorised, for the purposes of and consistently with its objects, to:
  - (a) seek to acquire resources by gift, bequest or devise to the University, subject to prior written approval of each acquisition, in accordance with the Delegations, and relevant University policies and procedures;
  - (b) provide opportunities for admission as Members of the Institute and participation in the Institute's activities, in accordance with these Rules, of any persons including, but not restricted to, alumni of the University, representatives of industry, the professions, government or the community, and staff and students of the University;
  - (c) recommend to the Presiding Dean purposes for which it may seek to acquire resources;
  - (d) arrange sponsorships and/or partnerships with external organisations provided always that such arrangements are in accordance with the Delegations;
  - (e) arrange or conduct activities, such as lectures, seminars, conferences, publications or other activities, consistent with the Objects;
  - (f) award grants to undergraduate and postgraduate students;
  - (g) award grants for travelling purposes and research to scholars, researchers or teachers;
  - (h) organise visiting scholar programmes;
  - (i) maintain good relations with alumni, industry, government and the community in general;

- (j) provide and assist in the provision of financial and technical support for archaeological expeditions carried out by Australians working in Greece and other archaeologically and culturally related countries;
- (k) purchase, lease, exchange, hire or otherwise acquire real or other property in the name of the University or, and limited to those instances required to comply with Rule 2(2), in the name of the Institution, provided always that any such transactions are subject to the Act, and in accordance with the Delegations;
- (l) encourage philanthropy and other charitable activity in support of the Objects;
- (m) apply for research grants and other research funding or support;
- (n) arrange or conduct activities, supporting the Institute's Objects for which a charge is made (or free of charge) on condition that approval of the Presiding Dean is given.

## **5 Compliance**

- (1) The Institute, and its Members, must comply with all applicable legislative and regulatory requirements, including:
  - (a) the [Act](#);
  - (b) the [Charitable Fundraising Act 1991 \(NSW\)](#);
  - (c) University By-Laws and Rules; and
  - (d) University policies and procedures.
- (2) The Institute must not engage in commercial activities as defined by the Act and the University's [Guidelines Concerning Commercial Activities](#) without the prior written consent of the Presiding Dean.
- (3) The Institute must not engage in any activity, or otherwise conduct its affairs in any way which will, or may, endanger:
  - (a) the tax-deductible status of gifts to the University; or
  - (b) the income tax exempt status of the University; or
  - (c) any other exemption or concessional treatment in relation to federal or state taxation.

## **6 Termination of the Institute**

- (1) The Institute may be terminated by decision of the Provost, after consultation with the Presiding Dean.
- (2) If the Institute is terminated, the Presiding Dean or Provost will ensure that assets held in relation to it are applied, as far as practicable, for purposes that reflect the Institute's objects and consistently with the terms of applicable grants, gifts and bequests.

## **7 Executive Board**

- (1) The Institute will have an Executive Board which will comprise:
  - (a) the Presiding Dean;
  - (b) the Director of the Institute;
  - (c) the Head of School of Humanities within the Faculty of Arts and Social Sciences (or equivalent);
  - (d) the Discipline Lead (or equivalent) of Archaeology or a member of academic staff specialising in classical archaeology or ancient or modern Greek history, literature, or culture within the Faculty of Arts and Social Sciences (or equivalent) as nominated by the Dean of the Faculty of Arts and Social Sciences (or equivalent);
  - (e) representative of the University's Department of Finance;

- (f) a representative of the University's External Engagement and/or Advancement portfolio; and
  - (g) such other ex-officio representatives of University portfolios or positions as the Presiding Dean determines from time to time.
- (2) In addition to the appointment of those members set out in the preceding Rule 7(1), the Executive Board will include two additional members drawn from outside of the University and appointed by the Presiding Dean and being:
- (a) one (1) member of academic staff from another Australian University and specialising in classical archaeology or ancient or modern Greek history, literature, or culture; and
  - (b) one (1) member who is considered by the Presiding Dean to be a prominent member of the Greek community.
- (3) The following additional provisions apply to those members appointed under Rule 7(2):
- (a) such members of the Executive Board will be appointed by the Presiding Dean and taking into account each candidate's capacity to contribute to the effective working of the Executive Board by having necessary expertise and experience, an appreciation of the role, values and independence of the University and their capacity to appreciate the relationship between the University and external community, insofar as it concerns the activities of the Institute in meeting its objects; and
  - (b) each may hold office for a period as determined by the Presiding Dean and will be capable of being removed as a member of the Executive Board by the Presiding Dean either:
    - (i) at the expiration of any fixed term as notified to the member at the time of their appointment by the Presiding Dean; or
    - (ii) at any time, after consultation with the Director and where it is considered that the member is not operating in the best interests of the Institute or is creating an undue risk to the University, including a risk of damage to the reputation of the University and as determined by the Presiding Dean.
- (4) The Executive Board will be responsible for assisting and supporting the Presiding Dean and Director in ensuring that the Institute operates in compliance with its Objects and the laws, legislation and regulations as set out in Rule 5 of these Rules, and in particular in relation to:
- (a) the performance of the Institution in achieving its objectives.
  - (b) the operation and management of the Institute's activities and resources;
  - (c) strategies for ensuring the financial viability and sustainability of the Institute;
  - (d) the Institute's budgets and expenses; and
  - (e) the identification and management of actual or contingent risks associated with its activities, including risks of:
    - (i) adverse financial loss or consequences;
    - (ii) legal liability, including in relation to occupational health and safety and discrimination;
    - (iii) damage to the University's reputation;
    - (iv) impairment of the University's ability to perform its functions; and
    - (v) real or apparent maladministration, corruption or lack of probity.
- (5) The Executive Board will meet at least twice in each calendar year.
- (6) The Chair of the Advisory Council (as appointed in accordance with Rule 10(3)) will be invited to attend meetings of the Executive Board for the purposes of presenting the minutes and/or a report on the most recent meeting(s) of the Advisory Council to the

Executive Board and otherwise may be called upon by the Executive Board to provide advice and counsel to the Executive Board as contemplated in Rule 8(2). For the avoidance of doubt, the Chair of the Advisory Council is not a member of the Executive Board and will not be entitled to vote on any business of the Executive Board.

- (7) The Chair of the Advisory Council will not attend any part of an Executive Board meeting which the Presiding Dean or other person chairing an Executive Board meeting deems to be sensitive or confidential to University operations.

## **8 Advisory Council**

- (1) The Institute will have an Advisory Council consisting of at least six (6) but no more than forty-three (43) members.
- (2) The role of the Advisory Council is to advise and counsel the Executive Board by being a source of independent advice to the Executive Board including in relation to:
- (a) strategy and external engagement;
  - (b) educational and research programs;
  - (c) links between the Institute and its Members and Friends Groups; and
  - (d) collaborations/partnerships between the Institute, aligned organisations, industry and/or government.
- (3) The Executive Board, Presiding Dean and Director will take note of, but are not bound by, any resolution of the Advisory Council and the Advisory Council has no capacity to bind the Institute or the University.
- (4) The Advisory Council will comply with any direction of the Executive Board required to ensure compliance with the Institute's Objects and all applicable laws, legislation and regulations as set out in Rule 5 of these Rules.
- (5) Members of the Advisory Council will be appointed in accordance with Rule 9 of these Rules and taking into account each candidate's capacity to contribute to the effective working of the Advisory Council by having necessary expertise and experience, an appreciation of the role, values and independence of the University and their capacity to appreciate the relationship between the University and external community, insofar as it concerns the activities of the Institute in meeting its objects.
- (6) The Advisory Council will include persons in the following categories:
- (a) members of the University being:
    - (i) the Presiding Dean;
    - (ii) the Director of the Institute;
    - (iii) two (2) positions reserved for representatives holding one or more of the following titles:
      - (A) the William Ritchie Professor of Classics at the University;
      - (B) the Chair of Archaeology at the University;
      - (C) the Arthur and Renee George Chair of Classical Archaeology; or
      - (D) other professorial chairs within the field of archaeology and/or classics and within the same Faculty as the Presiding Dean,and as otherwise determined by the Presiding Dean from time to time and on the basis that such persons are not otherwise appointed by virtue of another category set out in this subrule (6); and
    - (iv) the Vice-Chancellor (or nominee)each of whom will be ex-officio members; and
  - (b) persons recommended for appointment to the Advisory Council in accordance with Rule 9 and approved for appointment by the Presiding Dean.

- (7) Members of the Advisory Council, other than ex-officio members may hold office:
  - (a) subject to Rule 19(7), for a period of three (3) years (**Term**);
  - (b) for any one Term, until the next annual general meeting of the Advisory Council which is held after the expiration of relevant Term applicable to that Member's election to the Advisory Council; and
  - (c) for a maximum of three (3) aggregate Terms (**Maximum Terms**).
- (8) After holding office for the Maximum Terms, the relevant Advisory Council member will cease to hold office and will only be eligible for re-appointment or re-election with the approval of the Presiding Dean.
- (9) Ex-officio members of the Advisory Council (being those members appointed under Rule 8(6)(a), will continue as ex-officio members while they hold the office or appointment on which their membership is based.
- (10) The Presiding Dean may, at any time, after consultation with the Director, remove a member of the Advisory Council if that member is not operating in the best interests of the Institute or is creating an undue risk to the University, including a risk of damage to the reputation of the University.
- (11) The Advisory Council shall determine how often it is to meet (but not less than annually), and the procedures for the Advisory Council meetings. The Advisory Council may meet and conduct business notwithstanding that there may be one or more vacancies on the Advisory Council.
- (12) Advisory Council members must not be remunerated for serving in that capacity. An Advisory Council member may be reimbursed for any reasonable expenses they incur, with the prior consent in writing of the Presiding Dean.

## **9 Advisory Council appointment process**

### **(1) Composition**

In addition to the ex-officio members, the Presiding Dean will endeavour to ensure that the Advisory Council includes:

- (a) up to eight (8) positions held by Members who are the President or other nominated representative of a Friends of Group (for the avoidance of doubt, each Friends of Group will only be able to appoint one (1) representative to the Advisory Council);
- (b) up to seventeen (17) positions held by Members who are nominated to represent an Institutional Member (for the avoidance of doubt, each Institutional Member will only be able to appoint one (1) representative to the Advisory Council);
- (c) up to three (3) positions held by Members who are Postgraduate Researcher Members;
- (d) up to three (3) positions be held by Members who are Early Career Researcher Members;
- (e) up to three (3) positions be held by Members who are Established Researcher Members or Retired or Non-Permanent Researcher Members); and
- (f) up to four (4) positions to be held by individuals appointed under Rule 9(4).

### **(2) Recommendation for Advisory Council appointment**

- (a) No later than two (2) months before the next Annual General Meeting of Members (**AGMM**), the Executive Board will circulate written notice to Members of any current vacancies on the Advisory Council (or which will otherwise be vacant as at the date of the meeting) and, where applicable, the category of membership to which the vacancy relates.
- (b) Each Friends of Group will notify the Executive Board of the individual who holds the position of President or is otherwise their Advisory Council nominee within thirty (30) days from the date of the notice provided under Rule 9(2)(a).

- (c) Each Institutional Member will notify the Executive Board of the individual who is their Advisory Council nominee within thirty (30) days from the date of the notice provided under Rule 9(2)(a).
  - (d) Members who wish to be considered for appointment under Rule 9(1)(c), (d) or (e) must submit an application for nomination to the Executive Board within thirty (30) days from the date of the notice provided under Rule 9(2)(a). The Executive Board will determine the form of the application and the information required to be provided to be considered for appointment.
  - (e) Twenty-one days before the next AGMM, the Executive Board will send to all eligible Members details of the next meeting including details of those Members who wish to be considered for nomination to the Advisory Council and identifying the relevant category of membership of each prospective nominee.
- (3) **Election/Recommendation process**
- (a) Where notice is provided in accordance with Rule 9(2)(a)d), an item on the agenda at the AGMM will be the election of Members to the Advisory Council.
  - (b) Where the vacancy on the Advisory Council is for a certain category of Members that relevant category will at the AGMM and by ballot of those Members present within that category, nominate an individual to be recommended for appointment as member of the Advisory Council.
  - (c) The Presiding Dean will notify the Members within thirty (30) days of the AGMM of the outcome of the vote and those Members who are to be appointed to the Advisory Council.
  - (d) Written notice will be provided by each Friends of Group as soon as practicable in the event of any change in the person who holds the position of President or Advisory Council nominee.
  - (e) Written notice will be provided by each Institutional Member as soon as practicable in the event of any change in the person who holds the position of their Advisory Council nominee. For the avoidance of doubt, the election process set out in Rule 9(2)(e)(b) will not apply to the appointment of Friends of Group and Institutional Member representatives to the Advisory Council.
- (4) **Honorary appointment**
- (a) In addition to the appointment process set out in this Rule 9, the Presiding Dean may, either in their own right or by nomination/recommendation of the Director, make an honorary or emeritus appointments to the Advisory Council who may, but will not be required to, be a Member of the Institute.
  - (b) Such persons may, but are not required to be, a prominent member of the Greek community or hold a Government position and otherwise will have been determined by the Presiding Dean to satisfy those requirements as set out in Rule 8(5).

## **10 Advisory Council meetings**

### **(1) Convening Council meetings**

- (a) The Advisory Council must convene a meeting of the Advisory Council at least annually on a date prescribed by the Presiding Dean.
- (b) The Council may convene other meetings at any time, and must do so in response to a written request from:
  - (i) the Presiding Dean; or
  - (ii) at least ten (10) members of the Advisory Council.
- (c) A Council meeting may be held at two or more venues simultaneously using any technology that provides all council members attending a reasonable opportunity to participate.

- (d) The Chair may postpone or cancel any meeting at any time prior to the day of the meeting, but must give notice to all Council members.
- (e) Notice of a Council meeting must be issued to all members at least 14 clear days before the meeting date and must contain:
  - (i) the time and place of the meeting; and
  - (ii) a description of the general nature of the business to be transacted.
- (f) A resolution of the Advisory Council will not be invalid because a member was not given, or did not receive, notice of the meeting at which the resolution is made.

(2) **Quorum**

- (a) No business may be transacted at a Council meeting unless a quorum is present throughout the meeting.
- (b) A quorum consists of at least seventeen (17) Council members of whom at least one is either:
  - (i) the Presiding Dean;
  - (ii) the Director; or
  - (iii) the representative of either of the above.
- (c) If a quorum is not present at a meeting within 30 minutes after the time nominated in the notice of meeting, the meeting must be dissolved.

(3) **Chairperson**

- (a) The Presiding Dean may appoint a member of the Advisory Council to act as Chairperson. That person is entitled to chair all meetings of the Advisory Council.
- (b) In the absence of the appointed Chairperson at a given meeting, those present and entitled to vote will elect a chairperson for the meeting.
- (c) Except as provided in these Rules, the manner in which a Council meeting is conducted will be determined by the Chairperson of the meeting.
- (d) If there is a dispute at a Council meeting about a question of procedure, the Chairperson of the meeting may determine the question. No vote may be taken by members on any such determination.

(4) **Decision making**

- (a) A resolution is carried if a majority of the votes cast are in favour of the resolution.
- (b) Voting is to be conducted by a show of hands unless a poll is directed by the Chairperson of the meeting.
- (c) Subject to Rule 10(4)(d), every Advisory Council member has one vote on a show of hands and on a poll.
- (d) Ex-officio members of the Advisory Council and being those representatives of the University set out in Rule 8(6)(a) will not be entitled to vote.
- (e) The Chairperson of the meeting does not have a casting vote.
- (f) The Chairperson of the meeting may determine any dispute about the admission or rejection of a vote, and such determination will be final and conclusive.

(5) **Circular resolutions**

- (a) The Advisory Council may pass a resolution by written circular, without a formal meeting, if:
  - (i) the circular resolution document is sent to all Council members who are entitled to vote; and

- (ii) a majority of Council members entitled to vote on the resolution sign the document containing a statement that they are in favour of the resolution set out in it.
- (b) The resolution is passed when the last Councillor entitled to vote on it, and sufficient to constitute a majority, signs.
- (c) Separate copies of a document may be used for signing by Council members provided that the wording of the resolution and statement is identical in each copy.
- (d) Any document referred to in this Rule may be in the form of a facsimile transmission or electronic notification, including email.

## **11 Presiding Dean**

The Provost will appoint the Presiding Dean who is responsible for:

- (a) exercising delegated authority with respect to the Institute in accordance with the Delegations;
- (b) overseeing compliance with legislative, regulatory and University requirements by the Institute's, including the use of approved University systems; and
- (c) appointing or engaging persons or entities to assist the Institute in its operations.

## **12 The Director**

- (1) The Presiding Dean will appoint a Director of the Institute on the recommendation of a properly constituted selection committee as required in accordance with University policy or procedure for the appointment of Professorial staff and the terms of any applicable trust or law or delegated legislation.
- (2) The selection committee will comprise:
  - (a) the Dean of the Faculty of Arts and Social Sciences;
  - (b) the Head of School of Humanities;
  - (c) the Professor of Classical Archaeology;
  - (d) the Chair of Archaeology (if the Chair of Archaeology is not also the Professor of Classical Archaeology) within the Faculty of Arts and Social Sciences (or equivalent); and
  - (e) any other relevant senior member of the University as determined by the Presiding Dean.
- (3) The selection committee will select two (2) members of the Advisory Council (other than ex-officio members) who will be consulted in connection with the selection of a Director for recommendation and with such members determined by the selection committee in their sole discretion and having regard to their tenure on the Advisory Council and those factors set out in Rule 8(5).
- (4) Subject to the terms of these Rules and the University guidelines, any requirements for appointment to the position of Director will be those solely determined by the University and the selection committee.
- (5) The Director will be appointed as a staff member of the University and will report to the Presiding Dean.
- (6) The Director will be responsible for the overall management and day to day operation of the Institute including:
  - (a) formulating the strategic objectives and plan of the Institute for approval by the Executive Board;
  - (b) supervising the academic and administrative staff of the Institute who shall be directly responsible to the Director;
  - (c) organising activities of the Institute (both academic and administrative) including the collaboration with other related institutions provided that any collaboration will

- not jeopardise the administration of the Institute; and
- (d) meeting the financial and reporting obligations set out in Rule 16.
- (7) The Director, in consultation with the Executive Board, may appoint or engage persons or entities to assist the Institute in its operations.
- (8) The performance of the Director will be reviewed annually by the Presiding Dean or their nominee in accordance with University policy.

### **13 Membership**

- (1) The Executive Board may admit persons or bodies as Members of the Institute in accordance with these Rules and as otherwise deemed appropriate by the Executive Board.
- (2) The Executive Board must determine the conditions of membership in relation to each category of membership.
- (3) Such conditions may include, but are not limited to:
- (a) admission criteria;
  - (b) financial contribution (i.e. membership fees); and
  - (c) participation in Institute activities, including meetings.
- (4) A membership year for the purposes of the Institute will be from 2 February to 1 February of each year (**Membership Year**).
- (5) Each Member will be required to reapply to the Institute and pay their relevant membership fees (where applicable) and select the relevant category which they wish to apply (or reapply, as applicable) for and prior to each Membership Year.
- (6) The categories of Members of the Institute will comprise the following:
- (a) individuals who wish to be affiliated with the Institution and do not fall within the categories below (**Individual/Friends Members**);
  - (b) members of academia (including those outside of the University) including staff and emeritus and whose area of research is in an area related to the Objects of the Institute as determined by the Director (**Established Researcher Members**);
  - (c) individuals who are former or retired members of academia (including those outside of the University) or who are undertaking research in an area related to the Objects of the Institute and who are engaged on a temporary or casual basis including but not limited to independent scholars and/or creative practitioners (**Retired or Non-Permanent Researcher Members**);
  - (d) individuals who are engaged in research and have completed a doctorate degree in an area related to the Objects of the Institute as determined by the Director and with such degree having been completed within seven (7) years from their date of admission as a Member (**Early Career Researcher Members**);
  - (e) members of the student body who are engaged in a course of study related to the Objects of the Institute as determined by the Director and at a postgraduate (or equivalent) level (**Postgraduate Researcher Members**);
  - (f) Universities or other learning institutes in Australia which are capable of assisting the Institute in achieving its Objects (**Institutional Members**); and
  - (g) any other categories as determined by the Executive Board.
- (7) Membership of the Institute confers no personal legally enforceable right, benefit or entitlement on any member.
- (8) Any Member who is unable to satisfy the eligibility criteria relevant to that membership category will be required to withdraw their membership from such category and at the next relevant renewal date, however may be able to apply pursuant to another relevant category (subject to satisfying such membership criteria).

- (9) Any prospective member who wishes to be a Member of the Institute or otherwise wishes to re-apply for membership:
  - (a) will apply to the Institute identifying their desired membership category as set out in Rule 13(6) together with (if applicable) the details of the Friends of Group they also wish to apply to; and
  - (b) is only permitted to be a Member in one category of membership set out in Rule 13(6) at any one time.
- (10) Each:
  - (a) individual who is a Member by virtue of Rules 13(6)(b) to 13(6)(e) (inclusive) or as specified in the requirements for any other membership category determined by the Executive Board in accordance with Rule 13(6)(g), must also be:
    - (i) based at an Australian university or relevant research organisation; or
    - (ii) an Australian citizen or permanent resident; and
  - (b) a Member who is also a member of a Friends of Group is a Member in their own right and does not (unless otherwise notified) have the authority to bind or act on behalf of the relevant Friends of Group.
- (11) The Director is responsible for ensuring that a register of Members of the Institute is maintained which states, for each member their:
  - (a) name and address (as notified by the Member from time to time);
  - (b) category of membership (if applicable); and
  - (c) the date on which the Member became or ceased to be a Member.
- (12) A table setting out those members of the Institute as at the date of adoption of these Rules is set out in the Annexure.
- (13) An Institutional Member may, by written notice to the Executive Board, nominate a person as its representative for purposes of attending general meetings of Members.

#### **14 General Meetings of Members**

- (1) The Executive Board must convene an AGMM of the Institute to be held in each calendar year on a date prescribed from time to time by the Presiding Dean.
- (2) The Executive Board may convene a general meeting of Members at any time.
- (3) A notice of a general meeting including an AGMM must describe the time and place of the meeting and the general nature of the business to be transacted including (if applicable) that information set out in Rule 9. At least sixty (60) clear days' notice of a general meeting must be given to the members.
- (4) The purpose of such meetings will be limited to the following:
  - (a) the Director presenting the annual report and financial statements in respect of the Institute for the financial year most recently completed; and
  - (b) where the meeting is an AGMM and there is a vacancy on the Advisory Council the nomination for appointment for membership to the Advisory Council in accordance with Rule 9.
- (5) For the avoidance of doubt, no resolutions or directions will be passed or made at any general meetings of Members.

#### **15 Acknowledgement by Members**

- (1) Members of the Institute confirm that, in accordance with Rule 2(2), the Institute is conferred rights and acknowledgement by the Greek government as being responsible for the supervision of archaeological field work in Greece.
- (2) The Members confirm that membership to the Institute does not automatically confer rights or recognition by the Greek government who reserves the absolute right to recognise certain categories of Members as a member of the Institute for the purpose of

the conferral of certain rights or privileges.

- (3) As part of their involvement in the Institute, Members will be provided with access to financial information as well as produced reports, minutes of meetings or data and information relating to the Institute's. All financial information together with any information which has been designated as confidential constitutes confidential information however excluding information which is:
- (a) publicly available or subsequently becomes publicly available other than in a breach of this a Member's obligations under these Rules;
  - (b) lawfully known to the other party on a non-confidential basis before being disclosed by the party that owned the confidential information; or
  - (c) rightly acquired from a third party who is not in breach of an agreement to keep such information confidential.

**(Confidential Information)**

- (4) Each Member of the Institute must keep any Confidential Information disclosed to it confidential and must not deal with it in any way which might prejudice its confidentiality. These obligations continue indefinitely beyond the end of the Member's membership with the Institution.

## **16 Financial and reporting obligations**

- (1) Prior approval, obtained in accordance with the Administrative Delegations and any applicable University policy, is required for any proposed activity to be conducted by or through the Institution which would or might create legally binding obligations on the University.
- (2) The Director must:
- (a) ensure that any research funds are acquitted in accordance with the terms required by the relevant funding body;
  - (b) ensure that any gifts are accepted in accordance with the Delegations of Authority;
  - (c) ensure that all funds raised by or through the Institute and monetary gifts are deposited promptly to the credit of bank accounts of the University as specified by the University's financial management protocols;
  - (d) establish and maintain proper accounting records and systems of financial control, in accordance with University policies and procedures from time to time; and
  - (e) cause the accounts of the Institute to be prepared and made out as at the end of the financial year of the University (preceding the next annual general meeting of the Institute).
  - (f) provide to the Presiding Dean an annual report that includes:
    - (i) a summary of the Institute's activities;
    - (ii) an assessment of the performance of the Institute against key performance indicators;
    - (iii) a financial statement;
    - (iv) an assessment of progress in implementing recommendations from any previous review;
    - (v) details of any publications or research projects associated with the Institute during the previous year;
    - (vi) details of significant changes to the Advisory Council or other significant material or personnel changes;
    - (vii) records of the meetings of the Advisory Council and the Executive Board;

- (viii) any information required by the template provided on the [centres website](#);  
and
  - (ix) any other information required by the Dean.
- (3) The Director in consultation with the Executive Board, is responsible for ensuring that:
  - (a) a consolidated budget for each (ensuing) financial year is prepared in respect of the Institute; and
  - (b) the Institute meets all costs of conducting and maintaining its operations without drawing on, depending on or committing other University income or capital resources except as approved in writing in advance by the Presiding Dean.
- (4) The financial year of the Institute is the same as the financial year of the University.
- (5) Financial information as determined by the Director is capable of being furnished to all Members of the Advisory Council not less than 7 days before the date of the next meeting at which those accounts are due to be presented.

## 17 Offices

In accordance with Hellenic law pertaining to the recognition of foreign schools and institutes, the Institute shall maintain an office in Greece provided always that the primary office of the Institute will be at the University.

## 18 Notices

- (1) A notice is deemed to be duly served as follows:
  - (a) on personal delivery;
  - (b) on the third calendar day after posting to the relevant address; or
  - (c) if sent by email, on the first to occur of:
    - (i) when the sender receives an automated message confirming delivery; or;
    - (ii) four hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender received an automated message the email has not been delivered.
- (2) Any signature on a notice may be written, typed or electronic.

## 19 Transition

- (1) The Centre, prior to adoption of these Rules, is governed in accordance with rules set out in a document titled "*Constitution of the Australian Archaeological Institute at Athens – 2014 Amendment*" (**Old Rules**).
- (2) These Rules will be effective on the date of adoption with the exception of those transition provisions contained in this Rule 19.
- (3) No membership fees will be payable by existing Members of the Institute until the Membership Year commencing 1 July 2025.
- (4) All existing members of the Executive Board and those nominated as "Office Bearers" (as defined in Rule 8 of the Old Rules) will be vacated on the date of adoption of these Rules.
- (5) Those existing Members of the Institute who are designated "governors" will no longer hold such title or reference from the date of adoption of these Rules however and subject to the Director confirming that such Members held this title, such Members will be entitled to a waiver of any membership fee imposed by the Institute and for the duration of their membership. For the avoidance of doubt, any Member regarded as a "governor" prior to the adoption of these Rules will be required to comply with Rule 19(8) of these Rules.
- (6) The Advisory Council will continue in its current form and as governed by the Old Rules until the date appointed for the 2025 annual general meeting (currently estimated to take place on or around September 2025 – **2025 Annual General Meeting**) at which

date all positions on the Advisory Council will be vacated and new members of the Advisory Council will be elected in accordance with Rule 9 of these Rules.

- (7) The initial term for each of the appointments to the Advisory Council appointed at the 2025 Annual General Meeting will be for a period of either one (1), two (2) or three (3) years as determined by the Presiding Dean and calculated to enable consistent representation of each membership category on the Advisory Council for the first and subsequent years.
- (8) Existing Members of the Institute will continue until the earlier of either of:
  - (a) a Member advising the Director in writing of the category of membership (as contained in Rule 13(6)) they wish to be classified as and with such recategorisation approved by the Director in writing to the relevant Member; or
  - (b) 31 May 2025.
- (9) For the avoidance of doubt, any Member who fails to provide notice and such recategorisation is approved by the Director in accordance with Rule 19(8)(a) will cease to be a Member of the Institute following the expiration of eighteen (18) months from the date of adoption of these Rules.

## **20 Amendment or Variation**

These Rules may be amended or varied by decision of the Provost after consultation with the Presiding Dean.



**Annexure – Members of the Institute as at the date of adoption of these Rules**

<b>Member Name</b>	<b>Contact Details</b>	<b>Member Representative (if applicable)</b>	<b>Membership Category</b>	<b>Date of Admission</b>