



Constitution of the
Australian Archaeological
Institute at Athens

2014 Amendment

AAIA CONSTITUTION

1. Dictionary

In this Constitution:

Act means the *University of Sydney Act 1989* (as amended) (NSW).

Chief Financial Officer means the Chief Financial Officer of the University.

Council means the Council of the AAIA.

Delegations of Authority means the *Delegations of Authority – Administrative Functions*.

Executive Board means the Executive Board of the Institute.

Institute means The Australian Archaeological Institute at Athens (also known by its acronymic abbreviations, **AAIA**).

Members means members of the Institute as admitted in accordance with **clause 12** of this Constitution.

Object means the object of the Institute set out in **clause 4.1**.

Office means the principal office maintained by the Institute.

Provost means the Provost of the University or, if appropriate, another relevant Senior University Officer.

Senate means the Senate of the University.

University means the University of Sydney.

University Officer means a person appointed in accordance with **clause 9.1**.

Vice-Chancellor means the Vice-Chancellor of the University.

Where this Constitution or the *Delegations of Authority* assign a responsibility or authority to an officer of the University, and a restructure occurs within the University, such responsibility or authority will be undertaken by the officer to whom that relevant authority or responsibility has been assigned or delegated.

2. Establishment of the Institute

The Australian Archaeological Institute at Athens is established as a Centre within the University's organizational structure on the terms set out in this Constitution.

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 Senate.

3. Name of the Institute

3.1 The name of the Institute is “**The Australian Archaeological Institute at Athens**”.

4. Object of the Institute and compliance with law

4.1 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 clause 4.1; and
- (e) do all such other things as are incidental or conducive to the attainment of the above.

4.2 The Institute is authorized for the purposes of its Object, to:

- (a) seek to acquire by gift, bequest or devise to the University, property (including money, land, goods, services and other rights or benefits) (**Resources**) subject to the recommendation of the Director of each acquisition in accordance with the University’s *Delegations of Authority* and the University’s policies on Gift Administration;
- (b) provide opportunities for admission as Members of the Institute and participation in the Institute’s activities, in accordance with this Constitution, 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 University Officer the acquisition of Resources to support the Institute’s object;
- (d) organise conferences, seminars, lectures and make arrangements for publications;
- (e) award grants to undergraduate and postgraduate students;

- (f) award grants for travelling purposes and research to scholars, researchers or teachers;
- (g) organise visiting scholar programmes;
- (h) maintain good relations with alumni, industry, government and the community in general;
- (i) 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;
- (j) purchase, lease, exchange, hire or otherwise acquire real or other property, in the name of the University and subject to the Act, and in accordance with the University's *Delegations of Authority*;
- (k) encourage philanthropy and other charitable activity in support of the Object;
- (l) apply for research grants and other research funding or support;
- (m) arrange or conduct activities, supporting the Institute's Object for which a charge is made (or free of charge) on condition that approval of the University's Officer is given.

4.3 The Institute must comply with the Act, any delegated legislation (such as By-Laws and Rules) of the University, University policies and procedures, including the *Code of Conduct*, *Research Code of Conduct for Responsible Research Practice*, *Guidelines for Dealing with Allegations of Research Misconduct* and with the *Delegations of Authority* and all other applicable legal or policy requirements including the *Charitable Fundraising Act 1991* (NSW) as well as the University's *Fundraising Procedures* and *Gift Policy*.

4.4 The Institute must not:

- (a) engage in commercial activities as defined in the Act and in the Guidelines concerning Commercial Activities, without the prior written consent of the University Officer. Specific commercial activities must be approved in accordance with the *Guidelines concerning Commercial Activities* and with the *Delegations of Authority*;
- (b) make research agreements and accept grants or other support of research from funding bodies established by the Commonwealth Government from time to time except in accordance with the *Delegations of Authority*;

- (c) engage in any activity, or otherwise conduct its affairs in any way which will or may endanger the tax deductible status of gifts to the University, or the income tax exempt status of the University, or any other exemption or concessional treatment in relation to federal or state taxation.

5. Termination of the Institute

- 5.1 On the advice of the Provost, the Vice-Chancellor may recommend to the Senate the termination of the Institute, if it appears to the Vice-Chancellor that:
 - (a) the Institute is creating an undue risk to the University, including a risk of damage to the reputation of the University; or
 - (b) the Institute is not contributing sufficiently or effectively to the resources (financial or non financial) of the University; or
 - (c) the Institute is not financially sustainable without recourse to other resources of the University or is depleting the capital of the University.
- 5.2 The Senate, as the governing authority of the University, at any time may terminate the Institute if requested by the Executive Board, or after consultation with the Executive Board, or if so recommended by the Vice-Chancellor. However the Senate may also terminate the Institute at any time without any such request, consultation or recommendation if the Senate considers it necessary or desirable to do so.
- 5.3 If the Institute should ever be terminated, the Senate must ensure that the assets held in relation to the Institute are applied as far as practicable for a purpose or for purposes that reflect the Object of the Institute.

6. Executive Board

- 6.1 The Institute shall have an Executive Board which is elected by the Council (or by the Executive Board in the circumstances set out in clause 6.3), with at least 6 but no more than 16 members, which will be responsible for securing within the University, the administrative and financial autonomy of the Institute and, subject to the advice of the Council and approval of the University Officer will be also responsible for:
 - (a) the performance of the Institute in achieving its Object;
 - (b) the operation of the Institute;
 - (c) the management of the Institute's activities and resources;
 - (d) the strategies, policies and procedures to be adopted by the Institute including strategies for ensuring the financial viability and sustainability of the Institute;

- (e) the Institute's budgets and expenses;
- (f) the identification and management of actual or contingent risks to the University associated with the activities of the Institute including risks of:
 - (i) adverse financial loss or consequences;
 - (ii) legal liability, including liability 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 properly its functions;
 - (v) actual or perceived maladministration, fraud or lack of probity;
- (g) ensuring that the Institute's activities are in compliance with the laws, legislation and regulations as set out in **clauses 4.3 and 4.4**. The Council will comply with any direction of the Executive Board required to ensure such compliance.

6.2 Members of the Executive Board should be selected on the basis of their capacity to contribute to the effective working of the Institute and the Executive Board by having the necessary expertise and experience, an appreciation of the role, values and independence of the University and the capacity to appreciate the relationship between the University and external community, insofar as it concerns at least the activities of the Institute. Unless Senate otherwise agrees:

- (a) at least one member of the Executive Board must have financial expertise (as demonstrated by relevant qualifications and experience); and
- (b) the members of the Executive Board must be independent of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their judgement in the interests of the Institute.

6.3 The Executive Board may from time to time elect a person to the Executive Board.

6.4 Members of the Executive Board may be individual persons in the following categories:

- (a) *ex officio* members of the University one of whom must be the University Officer;
- (b) the Director of the Institute;

- (c) the Treasurer of the Institute;
- (d) the Secretary of the Institute;
- (e) a person elected by the Executive Board in accordance with clause 6.3, shall continue as a member of the Executive Board until:-
 - (i) the next annual general meeting of the Council which is held after the expiration of three (3) years from the date of that member's election to the Executive Board; or
 - (ii) expiry of any lesser period for which the member was elected; or
 - (iii) the member's written resignation as an Executive Board member is accepted by the Executive Board; or
 - (iv) the member's removal from office in accordance with **clause 6.6**; and
- (f) Executive Board members elected by the Council (up to such number, subject to **clause 6.1**, as the Executive Board may approve) each of whom shall continue as a member of the Executive Board until expiry of the period for which the elected member was elected, or the member's written resignation as an Executive Board member is accepted by the Executive Board or the member's removal from office in accordance with **clause 6.6**. Subject to **clause 6.16**, an elected member whose term has expired shall be eligible for re-election unless the Executive Board otherwise resolves.

6.5 Each *ex officio* member of the Executive Board shall continue as a member of the Executive Board until ceasing to hold that office or appointment.

6.6 The Senate may at any time remove a member of the Executive Board. A member so removed will be entitled to be informed by the Senate of the reasons for the removal. The Senate may but is not required to publish those reasons.

6.7 The Executive Board shall meet at least twice in each calendar year before a meeting of the Council of the Institute, and shall determine the procedures for Executive Board meetings.

6.8 A meeting of the Executive Board may be convened at different venues, provided the technology used gives the members of the Executive Board at each venue a reasonable opportunity to participate in the meeting. The meeting will be held at the place where the largest number of participating members of the Executive Board are present. If that place cannot be identified, the meeting is held where the Chair of the Executive Board is present. If there is a failure in the technology which deprives any member of the Executive Board of a reasonable opportunity of participating in a meeting, the Chair of the Executive Board must

adjourn the meeting until the failure is rectified. If the failure is not rectified within half an hour, the Chair of the Executive Board must adjourn the meeting to a date and time when the Chair of the Executive Board believes most members of the Executive Board are able to participate.

- 6.9 The members of the Executive Board may pass a resolution by circular without holding a meeting. Reasonable notice of the resolution must be given to all members of the Executive Board. The resolution must be signed by a majority of the members of the Executive Board entitled to vote on it and must state that they are in favour of it. That majority must not be less than the number required for a quorum at a meeting of the members of the Executive Board. The resolution is valid from the time the last member signs it and is taken to have been passed at that time. Different members may sign different documents provided they are identical. Faxed documents are acceptable. The resolution must be notified in the Minutes of the following meeting of the Executive Board.
- 6.10 All meetings of the Executive Board shall be presided over by “the Chair of the Executive Board” who shall be an office bearer of the Institute elected in accordance with **clause 8.1** or in his or her absence, an Executive Board Member nominated and elected from the members present.
- 6.11 The Executive Board may meet and conduct business notwithstanding that there may be one or more vacancies on the Executive Board.
- 6.12 The Executive Board may establish one or more subcommittees or consultative or advisory committees, to which it may appoint persons other than Executive Board members but which must include at least one Executive Board member. Unless otherwise provided by this Constitution the Executive Board must determine the name, terms of reference and procedures of any subcommittee or consultative or advisory committee so established.
- 6.13 The quorum for a meeting of the Executive Board shall be four Executive Board members of whom at least one must be the University Officer (or his or her representative), or shall be such larger number of Executive Board members (always including the University Officer or his or her representative) as the Executive Board may determine.
- 6.14 Except for the Director of the Institute, no Executive Board member is entitled to receive any remuneration for acting in that capacity except reasonable remuneration on a basis which has been first approved in writing by the University Officer.
- 6.15 An Executive Board member may be reimbursed for any reasonable expenses he or she has incurred with the prior consent of the University Officer.
- 6.16 Any person who is appointed to the Executive Board after this Constitution takes effect, other than the Director or an ex officio Executive Board member of the University, and who remains an Executive Board member for an aggregate period of 12 years will at the end of that period

cease to hold office as an Executive Board member, and will not be eligible for re-appointment or re-election except with the approval of the Provost.

- 6.17 The Senate will take note of, but is not bound by, any resolution of the Executive Board.
- 6.18 The Executive Board may appoint officers to be resident in Athens or Sydney on such terms and conditions as it thinks fit, subject always to the University's employment and other policies. Appointments to such positions shall take effect only with the approval of the University Officer.

7. The Council

- 7.1 The role of the Council is to advise and counsel the Executive Board and the Director.
- 7.2 The Council shall consist of:
- (a) the Chancellor, *ex-officio*, who shall be President of the Institute and Chair of the Council;
 - (b) the Deputy Chancellor, *ex-officio* who shall be the Deputy President of the Institute and the Deputy Chair of the Council;
 - (c) the Vice-Chancellor or the Vice-Chancellor's nominee, *ex-officio*;
 - (d) the University Officer, or the University Officer's nominee, *ex-officio*;
 - (e) a nominated representative of each Institutional Member provided that the Institutional Member is in good financial standing;
 - (f) the Dean of the Faculty of Arts and Social Sciences of the University *ex officio*;
 - (g) the Arthur and Renee George Professor of Classical Archaeology at the University;
 - (h) the William Richie Professor of Classics at the University;
 - (i) the Director of the Institute;
 - (j) the office bearers of the Institute;
 - (k) the Governors of the Institute;
 - (l) Individual Members elected annually at an annual general meeting on the recommendation of the Director;

- (m) A nominated representative of each Corporate Member of the Institute provided that Member is in good financial standing;
 - (n) a nominated representative of each of the Societies recognised by the Institute as Friends of the Institute.
- 7.3 Elected Council Members shall retire at the annual general meeting following their appointment, but are eligible for re-appointment
- 7.4 The Council shall meet as soon as convenient, but not less than twice in each year.
- 7.5 The Council may nominate any Member of the Institute who is not already a Member of the Council to fill a casual vacancy on the Council, to serve until the next annual general meeting.
- 7.6 A register of the membership of the Council from time to time must be maintained by the Institute.
- 7.7 The Executive Board and the Director must take note of, but are not bound by any resolution of the Council.
- 8. Office Bearers**
- 8.1 The Council shall elect from amongst its Members the following office bearers who shall also be Executive Board Members:-
- (a) a Member of the Council who shall be Chair of the Executive Board;
 - (b) a Member of the Council who shall be Treasurer of the Institute;
 - (c) a Member of the Council who shall be Secretary of the Institute.
- 8.2 Additional office bearers of the Institute may be either elected by the members of the Council, in accordance with procedures determined by the Executive Board, or appointed by the Executive Board.
- 8.3 An office bearer may be elected or appointed for any period determined by the Executive Board (not exceeding 5 years) but will be eligible for re-election or re-appointment as the case requires at the expiration of any period of election or appointment.
- 8.4 The Executive Board may determine that these additional office bearers be known by such titles as the Executive Board may decide.

9. Duties of the University Officer

- 9.1 The Provost will appoint a University Officer for the Institute, who must be an officer of the University who is a delegate of the Senate, authorised to exercise functions pursuant to the University's *Delegations of Authority*. The Provost will ordinarily appoint the Dean of the Faculty of Arts and Social Sciences but, after consultation with the Executive Board, may appoint a different officer holding a suitable position in the University if the Provost considers that this would be more appropriate.
- 9.2 The University Officer will be responsible for exercising any functions of administrative authority delegated by Senate as appropriate in accordance with the University's *Delegations of Authority*.
- 9.3 The University Officer must ensure that the Institute's conduct is in accordance with the University's policies and procedures.
- 9.4 The University Officer is responsible for ensuring that any agreement, representation or purpose specified in relation to each fundraising activity is fully complied with.
- 9.5 The University Officer, in consultation with the Executive Board and Director, may appoint or engage persons or entities to assist the Institute in its operations.

10. The Director

- 10.1 With the exception of the Foundation Director, Emeritus Professor Alexander Cambitoglou, the Director of the Institute will be appointed by a properly constituted selection committee as required under University guidelines for the appointment of Professorial staff. The Committee would normally include two members of the Executive Board and the Provost or other relevant Senior University Officer. The requirements for appointment to the position of Director should include the capacity to conduct appropriate archaeological research, the capacity to supervise the conduct of archaeological research by others, administrative ability and the capacity to engage effectively with relevant external bodies and communities both in Australia, Greece and other countries with an Hellenic heritage. The initial appointment of the Director should be for a period of five years and such other provisions as decided from time to time for reviewing such an appointment. The appointment of the Director shall include a provision that the appointment can be renewed if deemed appropriate by the University, on the advice of the Executive Board. In the ordinary course the successful candidate will be an appointed member of the academic staff of the University and will report to the Executive Board and the Provost or other relevant Senior University Officer.
- 10.2 The Director will be responsible for the overall management and day to day operation of the Institute including:

- (a) formulating the strategic objectives and business plan 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 without jeopardising the administration of the Institute or its absolute independence and autonomy subject to this Constitution;
 - (d) meeting the financial and reporting obligations set out in clause 11.
- 10.3 The Director, in consultation with the Executive Board, may appoint or engage persons or entities to assist the Institute in its operations.
- 10.4 The performance of the Director will be reviewed annually by the Provost or his nominee in accordance with University policy.
- 10.5 The Foundation Director, Emeritus Professor Alexander Cambitoglou ("Foundation Director"), in consultation with the Executive Board, may appoint a co-director of the Institute who shall be known as the "Co-Director" to assist the Foundation Director with the overall management and day to day operations of the Institute on the following terms and conditions:-
- (a) the Co-Director may also be the Deputy Director in Athens for the time being;
 - (b) the Co-Director shall not receive any additional remuneration in relation to his co-directorship;
 - (c) the appointment may be terminated by the Foundation Director at any time;
 - (d) the Co-Director shall have the authority to do all things and execute all documents as the Foundation Director;
 - (e) the decision of the Foundation Director shall prevail in the event of any disagreement or conflicting decisions, directions or orders.

11. Financial and Reporting Obligations

11.1 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 under the direction of the Deputy Vice-Chancellor (External Relations) and 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 Chief Financial Officer;
 - (d) establish and maintain proper accounting records and systems of financial control, in accordance with University policies and procedures from time to time, and as directed by the Chief Financial Officer; 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).
- 11.2 The Treasurer, in consultation with the Director and the Executive Board, is responsible for ensuring that a consolidated budget for each (ensuing) financial year is prepared in respect of the Institute in accordance with the Budget Guidelines issued from time to time by the Chief Financial Officer.
- 11.3 The Treasurer is responsible for ensuring that an annual report and consolidated financial statements in respect of the Institute for each financial year, and approved by the Executive Board, are provided to the Dean of the Faculty of Arts and the Faculty Finance Manager. Once these financial statements have been approved by the Dean they will be forwarded to the Chief Financial Officer for submission to the Senate within three months of the end of each financial year. The annual report must describe the Institute's strategy for achieving the Institute's Object, progress in achieving that Object and the Institute's financial performance, in a form required by the University.
- 11.4 The accounts of the Institute must be: -
- (a) furnished to all members of the Executive Board not less than 7 days before the date of the next annual general meeting at which those accounts are due to be presented;
 - (b) made available for inspection at the offices of the Institute by all members of the Institute not less than seven (7) days before the date of the next annual general meeting which those accounts are due to be presented.
- 11.5 The financial year of the Institute is the same as the financial year of the University.

- 11.6 The Director and Treasurer are responsible for ensuring that 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 University Officer.
- 11.7 The Internal Audit and Review Office of the University or its representative may review the continuing financial viability of the Institute, at any time and will do so at intervals of not less than three years; and shall be entitled to access to all documents and records of the Institute in order to carry out its review.

12. Membership

- 12.1 The Executive Board is free to admit persons or bodies as members of the Institute and determine in what circumstances membership ceases.
- 12.2 Members of the Institute may be of different descriptions and carry different titles, such as ordinary, honorary, life, governors, life governors, honorary life governors, corporate and institutional, Friends of the Institute or otherwise, and on such conditions as to admission to membership, financial contribution and participation in the Institute's activities (including meetings) as the Executive Board may, from time to time, determine.
- 12.3 Membership of the Institute confers no personal legally enforceable right, benefit or entitlement on any member.
- 12.4 The Director is responsible for ensuring that a register of members of the Institute is maintained, stating each member's name and address (as notified by the member from time to time), class of membership (if applicable) and the date on which that member became, or ceased to be, a member.
- 12.5 A corporation, partnership, association or other entity which is a member may, in writing to the Executive Board, nominate a person as its representative for purposes of voting in general meetings of members or availability for election as a member of the Executive Board.

13. General Meetings

Convening General Meetings

- 13.1 The Executive Board must convene an annual general meeting of members of the Institute to be held in each calendar year. The general meeting of the members of the Institute may be held simultaneously with a Meeting of the Council. The Treasurer must present to that meeting the annual report and consolidated financial statements in respect of the Institute for the financial year most recently completed.

- 13.2 The business of an annual general meeting must include election of elected members of the Council.
- 13.3 The Executive Board may convene a general meeting of members at any time, and must convene a general meeting of members if the University Officer or at least five members of the Institute so request in writing.
- 13.4 A general meeting may be held at two or more venues simultaneously using any technology that gives the members as a whole a reasonable opportunity to participate.
- 13.5 The Executive Board may postpone or cancel any general meeting at any time prior to the day of the meeting, but must give notice of the postponement or cancellation to all members. Such a postponement shall be for a period not exceeding 60 days after the day scheduled for the meeting as stated in the notice of general meeting.
- 13.6 A notice of a general meeting must describe the time and place of the meeting and the general nature of the business to be transacted. At least 14 clear days' notice of a general meeting must be given to the members.
- 13.7 A resolution of the Institute is not invalid because a member is not given, or does not receive, notice of the meeting at which that resolution is made.

Quorum

- 13.8 No business may be transacted at a general meeting unless a quorum of members is present throughout the meeting. A quorum consists of not less than 6 members, or such other number of members (and in such categories) as may be determined by the Executive Board, provided that one member must be the University Officer.
- 13.9 If a quorum is not achieved at a meeting within 30 minutes after the time nominated in the notice of meeting, or such longer period as the Executive Board from time to time may determine, the meeting shall be dissolved.

Chairperson

- 13.10 All general meetings shall be chaired by the President of the Institute or, in the absence of the President, the Deputy President or in the absence of the Deputy President an Executive Board Member nominated by the President or an Executive Board member nominated and elected from the members present.

Procedure for Meetings and Elections

- 13.11 Subject to this Constitution the conduct of each general meeting of the Institute and the procedures to be adopted at the meeting will be determined by the chairperson of the meeting including, if applicable, the procedure for the conduct of the election of the elected members of the Council.

- 13.12 If there is a dispute at a general meeting about a question of procedure, the chairperson of the meeting may determine the question and no vote may be taken by the members on any such determination.

Adjournment of General Meetings

- 13.13 The chairperson of a meeting which has a quorum may adjourn a meeting and must adjourn the meeting if the meeting directs the chairperson to do so. An adjournment must be for a period not exceeding 30 days.

Decisions of General Meetings

- 13.14 A resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 13.15 A resolution put to the vote of a meeting is to be decided on a show of hands unless a poll is requested by the chairperson of the meeting.
- 13.16 A poll will be taken when and in the manner that the chairperson of the meeting directs.
- 13.17 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.
- 13.18 Every member has one vote on a show of hands and on a poll.
- 13.19 The chairperson of the meeting does not have a casting vote.

Votes by Proxy

- 13.20 A member may appoint a proxy (who must be a member of the Council of the Institute) to attend and vote at a general meeting on that member's behalf.
- 13.21 A proxy may vote or abstain as he or she chooses except that the proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.
- 13.22 A proxy's appointment is valid at an adjourned meeting.
- 13.23 A written appointment of a proxy or attorney must be received at the Institute's Office not less than 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before the time appointed for holding the meeting or adjourned meeting at which the appointee proposes to vote.
- 13.24 If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be deposited at the Institute's Office.

13.25 An appointment of a proxy or attorney is taken to have been received at the Institute's Office if it is received at a place, facsimile number or electronic address, and is authenticated in a manner specified for the purpose in the notice of meeting.

13.26 A vote cast in accordance with an appointment of proxy or power of attorney is valid unless any written notification of the death, mental incapacity or revocation of the appointor was received at the Institute's Office before the relevant meeting or adjourned meeting.

14. Notices

14.1 A notice to a Member is deemed to be duly served on personal delivery or on the third day after posting to the address of the member appearing in the Institute's register of members or by sending it electronically to the electronic address supplied by the member to the Institute for the giving of notices.

14.2 Any signature on a notice may be written, typed or printed.

15. Privileges

15.1 The Institute may use the name and Arms of the University for the purposes of promoting its Object, subject to any rules, resolutions or directions of the Senate.

15.2 The Executive Board may from time to time invite any person to become a Patron of the Institute if in its opinion such a person possesses outstanding qualifications that will assist the Institute in the attainment of its Object.

16. Offices

16.1 In accordance with Hellenic law pertaining to the recognition of Foreign Schools and Institutes, the Institute shall maintain an office in Greece.

16.2 In addition, however, the Institute shall maintain its Office in Australia at the University.

17. Transition

17.1 Despite any other clause in this Constitution, the adoption of this Constitution will not alter the current membership of the Executive Board or Council, the existing office bearers, or membership of the Institute subject to the provisions of this Constitution.

17.2 Within 3 months after the adoption of this Constitution, the Executive Board will (if required) meet to determine those changes (if any) that need to be made to the Executive Board's

membership, office bearers or membership of the Institute in order for the Institute to comply fully with this Constitution and will take action to ensure that any necessary changes are made.

- 17.3 If at the time of the adoption of this Constitution, the Executive Board has more than 16 members, the Executive Board may continue with that larger number and no member of the Executive Board will be compelled to retire by reason only of the application of this Constitution. However in that case, the Institute will endeavour to reduce the membership of the Executive Board to not more than 16 over such period as the Executive Board deems appropriate.
- 17.4 At the time of the adoption of this Constitution the Director of the Institute is Professor Alexander Cambitoglou who will remain as Director until he resigns or is totally or permanently incapacitated such that he is unable to continue his duties as Director in which event, the Deputy Director in Athens shall be acting Director either in Sydney or Athens until a new Director is appointed pursuant to clause 10 of this Constitution.