

PROFESSIONAL HISTORIANS ASSOCIATION (NSW) INC.

CONSTITUTION

(February 1985; amended August 1987, February 1988, March 1993, August 2000, August 2002)

1. NAME

The name of the Association shall be the "Professional Historians Association (NSW) Inc.", hereinafter called "the Association".

2. OBJECTS

The objects of the Association shall be

- i) To set and maintain standards of professional practice;
- ii) To ensure observance of the Australian Council of Professional Historians' Associations Inc. *Code of Ethics and Professional Standards for Professional Historians in Australia*, as amended from time-to-time;
- iii) To pursue common objectives and maintain links with other Australian professional historians' associations through membership of the Australian Council of Professional Historians' Associations Inc.;
- iv) To maintain links with other similar organisations;
- v) To promote the concept of professional history and the status of professional historians in the community;
- vi) To represent its members in contractual and employment matters;
- vii) To inform its members and prospective employers of acceptable standards of employment;
- viii) To encourage its members' continuing professional development;
- ix) To collect and disseminate information of interest to professional historians.

3. MEMBERSHIP

- a) Application for membership shall be made in any form prescribed by the Association which shall have absolute discretion as to the admission of any candidate to any category of membership.
- b) As soon as practicable after the receipt of an application for membership, it shall be considered by the Management Committee who shall determine by a simple majority of the full membership of the Committee upon the admission or rejection of the applicant.
- c) Membership of the Association shall consist of the categories described in the "National Standard for the Accreditation of Professional Historians in Australia", issued by the Australian Council of Professional Historians' Associations Inc. from time-to-time and annexed to this Constitution as Annexure "A".
- d) The criteria shall be administered according to the "Guidelines for the Use of the National Standard for the Accreditation of Professional Historians in Australia"*, issued by the Australian Council of Professional Historians' Associations Inc. from time-to-time and annexed to this Constitution as Annexure "B".
- e) Membership, if approved by the Management Committee, shall only be granted subject to payment in full of the prescribed fees for the year of commencement of membership.
- f) Upon admission to membership and payment in full of the prescribed fees, members shall be issued with a Certificate of Membership in a form prescribed by the Association. The Certificate

* Note: Since 31 March 2003 this is now known as *By-Law No. 1 (Professional Historians Association Membership)*

- shall be reissued annually upon payment of the prescribed fees provided that relevant standards of membership are still satisfied.
- g) All members shall have the same right to participate in the affairs of the Association and attend and vote at meetings.
 - h) Members of the Association shall be entered in a Register of Members and shall be entitled to quote membership of the Association as a professional accreditation. Citation of membership shall be made in a form described in the "Guidelines for the Use of the National Standard for the Accreditation of Professional Historians in Australia"*, issued by the Australian Council of Professional Historians' Associations Inc. from time-to-time and annexed to this Constitution as Annexure "B".
 - i) A person shall cease to be a member of the Association by
 - i) resigning in writing;
 - ii) failing to pay an annual membership fee by 31 August of the year in which the fee is due or by the date of the Annual General Meeting in the same year, whichever is sooner.
 - j) The Management Committee may on the resolution of a majority of its full numerical strength terminate the membership of a member whose actions are prejudicial to the Objects of the Association. The member shall be notified in writing and given a reasonable opportunity of being heard in their own defence before the Management Committee. The member may within seven days lodge an appeal and in that event a Special General Meeting shall be called. After hearing the member's defence termination of membership shall have effect only if confirmed by the majority of those present, voting by ballot.
 - k) The Register of Members shall be the record of membership and shall be kept in a form prescribed by the Association. The name of a person who ceases to be a member shall be removed from the Register.
 - l) The procedure for readmission of a member whose membership has lapsed under the terms of clause 3(i)(ii) shall be at the discretion of the Management Committee, provided that the request for readmission is received by the Secretary within four months of the due date for annual membership fees. In all other cases, application for new membership must be made.

4. MEMBERSHIP FEES

- a) All fees payable by members of the Association shall be annual fees paid in full and shall be at rates fixed by the Management Committee from time to time and confirmed by a majority vote of members at a general meeting of the Association.
- b) All annual fees shall be due and payable on the first day of July in each year for the year then commencing.
- c) A member joining at any time of the year and paying the annual fee shall be entitled to receive all publications and other material distributed to members during that year except where the material is subject to an additional charge.

5. LIABILITY OF MEMBERS

- a) The liability of members of the Association is limited.

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- b) Each member of the Association shall undertake to contribute an amount not exceeding \$5 for the discharge of any debts or liabilities of the Association in the event of it being wound up during the time that he or she is a member or within one year after ceasing to be a member.

6. MANAGEMENT

The overall management of the Association shall be vested in a Management Committee. This shall consist of seven members including the Management Committee office bearers.

7. MANAGEMENT COMMITTEE OFFICE BEARERS

- a) The office bearers in the Management Committee shall consist of a President, Vice President, Secretary and Treasurer.
- b) Election of the office bearers and other members of the Management Committee shall be by members of the Association and shall take place at the Annual General Meeting. The term of office of members of the Management Committee shall be one year. No member shall hold the same office for more than three consecutive years.
- c) Nominations for the Management Committee shall be called for at least one month before the date of election. Nominations shall close half an hour before the start of the Annual General Meeting. If positions remain unfilled, additional nominations may be made at the Annual General Meeting. The consent of the nominee must be obtained before nomination is accepted. Any vacancies in the Management Committee occurring during the year shall be filled by the Management Committee by co-option from the membership of the Association.

8. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- a) The Management Committee shall meet for the despatch of the business of the Association at least twice during the year and at such other times as necessary.
- b) Each member of the Management Committee shall receive notice of the Committee meetings at least seven days before the date of the meeting.
- c) Special meetings of the Management Committee may be convened by the President or on the requisition of four members of the Management Committee.
- d) Any four members of the Management Committee shall constitute a quorum for the transaction of the business of a meeting of the Management Committee. If after half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned until such other time and place as the Committee may determine and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members of the Management Committee present, not being less than three, shall be a quorum.
- e) At meetings of the Management Committee, the President or Vice President shall chair the meeting. In the absence of both, the members of the Management Committee present shall choose one of their number to chair the meeting.
- f) Each member of the Management Committee shall be entitled to one vote, with the chair having a casting vote in the case of an equality of votes. Voting shall be a simple majority on a show of hands or, if demanded by a member of the Management Committee, by a poll taken in such a manner as the person presiding at the meeting may determine.
- g) The Management Committee shall have the power to appoint sub-committees, delegates, officers and staff to assist the administration of the Association, to delegate defined authority to those appointees and to do all such other acts and things as it may deem necessary in the interests of the

Association except where those acts or things conflict with any requirement of this Constitution.

- h) Minutes shall be kept of all resolutions and proceedings of the meetings of the Management Committee.

9. VACATION OF OFFICE

A member of the Management Committee shall be deemed to have vacated his or her office if he or she

- a) delivers a written note of resignation to the Secretary;
- b) ceases to be a member of the Association;
- c) fails to attend three consecutive Management Committee meetings without leave of absence. Acceptance of an apology shall be deemed grant of such leave.

10. GENERAL MEETINGS

- a) The Annual General Meeting shall be held by 31 August in each year. At least one month's notice of such a meeting shall be given to each member by letter to the last known address but accidental omission to give such notice to any member shall not invalidate the meeting. The business of this meeting shall be to receive reports from the Management Committee, the Treasurer and the auditor; to elect office bearers; and to appoint the auditor.
- b) General Meetings of the Association shall be convened as and when the Management Committee may determine. Except where the nature of the business proposed to be dealt with requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre -paid post to each member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner provided above, specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and the intention to propose the resolution as a special resolution.
- c) A quorum at the general meetings of the Association shall be fifteen members. If within half an hour after the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of the members shall be dissolved. In any other case it shall stand adjourned to such other time and place as the Management Committee may determine and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present (being not less than three) shall be a quorum.
- d) The President or Vice President shall take the chair at every general meeting of the Association or if neither is present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to chair the meeting.
- e) Except where the nature of the business to be dealt with at a general meeting requires a special resolution, a resolution put to the vote of a general meeting shall be decided by a simple majority of the votes cast at the meeting. In the event of a tied vote the person in the chair may exercise a casting vote. Where the nature of the business requires a special resolution, the resolution is passed if a majority which comprises not less than three-quarters of the members casting votes at the meeting vote in favour of the resolution. Voting shall be by show of hands unless a poll is demanded by the chair or at least ten members present. Proxies must be in writing and must be deposited with the Secretary not later than fifteen minutes before the time appointed for the meeting at which the person named in the proxy instrument proposes to vote.

- f) Minutes shall be taken at the general meetings.
- g) Ten percent of the Association's membership may requisition an Extraordinary General Meeting and the auditor shall have similar power. Twenty-one days' notice of such a meeting shall be given to all members. If the Management Committee fails to send notice within twenty-one days of receipt of such a requisition, the members may convene the Extraordinary General Meeting.
- h) General Meetings shall be open to non-members except where it is determined by a majority vote of the members in attendance at a meeting that it be closed to non-members. Special General Meetings called under the terms of clause 3(j) shall be closed to non-members.

11. INSURANCE

- a) The Association shall effect and maintain insurance pursuant to Section 44 of the Associations Incorporation Act, 1984.
- b) In addition to the insurance required under clause (a) the Association may effect and maintain other insurance.

12. FUNDS - SOURCE

- a) The funds of the Association shall be derived from annual membership fees of members, donations, and subject to any resolution passed by the Association in general meeting, such other sources as the Management Committee determines.
- b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- d) The Association may accept monies from non-members for the purpose of acquiring its publications and attending seminars and workshops. Acceptance of such monies does not imply granting of membership or its privileges.

13. FUNDS - MANAGEMENT

- a) The Treasurer shall have charge of all accounts and shall see to the collection of all membership fees and all sums of money due to the Association which shall be deposited with such bank or building society or other reputable financial institution as the Management Committee may from time to time determine.
- b) The Management Committee shall authorise the Treasurer to pay all proper accounts due by the Association and the Treasurer shall report such payments in a financial statement of income and expenditure at the next meeting of the Management Committee.
- c) No withdrawals on the accounts of the Association shall be payable unless signed by two authorised members of the Management Committee, of which one is the Treasurer.
- d) The Treasurer shall keep proper accounting and other records in such a manner as the Management Committee may direct and shall prepare an annual statement of accounts which after being examined by the Association's auditor shall be submitted with the annual report at the Annual General Meeting of the Association.
- e) The income and property of the Association, however derived, shall be applied solely towards the

promotion of the objects of the Association and no portion thereof shall be paid or transferred by dividend or bonus to any member of the Association, provided that if any member is employed by the Management Committee that member may be paid reasonable expenses and remuneration.

14. COMMON SEAL

- a) The Secretary shall have custody of the common seal of the incorporated association.
- b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the public officer or secretary.

15. CUSTODY OF BOOKS

- a) Except as otherwise provided in this Constitution, the Secretary shall have custody of the Association's records, books and other documents of the Association which shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

16. AMENDMENT

The statement of objects and the Constitution may be altered, rescinded or added to only by a special resolution of the Association.

17. DISSOLUTION

- a) If at any time a motion for dissolution shall be received by the Secretary submitted in writing and signed by one-third of the members, the Secretary shall call a Special General Meeting. At least 21 days notice of meeting shall be given to each member by letter to the last known address but accidental omission to give notice to any member shall not invalidate the meeting. The motion for dissolution must be by special resolution and be passed by a majority being not less than three-quarters of the members present.
- b) Upon the winding up or dissolution of the Association if there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall be paid or distributed to some other institution or institutions within Australia having objects not inconsistent with the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members.