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CONSTITUTION
of
**The Professional Historians' Association in New
South Wales and the Australian Capital Territory
Incorporated**

*Adopted in February 1985 and amended in August 1987, February 1988, March 1993, August 2000, August 2002
and May 2014*

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Part 1 - Preliminary

A. Name

The name of the Association is The Professional Historians' Association in New South Wales and the Australian Capital Territory Incorporated.

B. Objects

THE Association works to support and develop the professionalism and status of public historians in the community through:

- I. Leading public historians in the continuing professional development of their skills and practices across a life-long career as a historian,
- II. Facilitating and inculcating an ethos of high standards of professional and ethical practices among public historians,
- III. Promoting concepts of public history and professional practice across the many fields of historical inquiry and diverse forms of interpreting and presenting history to which public historians are significant contributors,
- IV. Advocating public history perspectives in public debates concerning interpretations of history and the keeping of documentary, environmental and other historical records,
- V. Providing potential clients with guidance on engaging public historians for appropriate remuneration, conditions and other considerations,
- VI. Representing members in contractual and employment matters,
- VII. Recognising the outstanding contributions made by public historians within the field of history and within the broader community,
- VIII. Fostering mutually supportive and co-operative relationships among public historians, being a forum for the exchange and sharing of information and news between fellow public historians, and publishing in any form of technology materials relating to the objects of the Association,
- IX. Maintaining links, formal and informal including through memberships and affiliations, with public and private external bodies engaged in the practice of history in any of its diverse forms, and
- X. Maintaining membership of and contributing to the evolution of Professional Historians Australia Inc, and maintaining and deepening collegiate links with other professional and public historians associations around the world.

1. Definitions

(1) In this constitution:

assets means the same as in section 4 of the Act.

day means a calendar day but does not include public holidays.

Director-General means the Director-General of the Department of Services, Technology and Administration.

employee means any person engaged in any capacity under clause 36

external body means any organization other than the Association or PHA.

general committee member means a member of the committee who is not an office-bearer of the Association.

her and she indicate each and every gender in the singular and the plural.

office-bearer means a member of the committee holding office under clause 14(3) of this constitution.

officer means a member delegated any function under clause 21 of this constitution.

PHA means Professional Historians Australia Inc. and its predecessors and successors or any abbreviation, business, trading or other name or designation used by Professional Historians Australia Inc. and its predecessors and successors.

portfolio means the function or functions assigned to a committee member under clause 14, or the delegation or delegations to an officer or sub-committee made under clause 21.

public officer means the secretary

Note: Under the Act the public officer must be at least 18 years of age and ordinarily resident in New South Wales.

secretary means:

- (a) the person holding office under this constitution as secretary of the Association, and
- (b) the public officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

technology means any technology that gives a member a reasonable opportunity to participate in a meeting in any form of data, text or images and may include email, internet, telephone, facsimile or any other means.

Note: the Act requires technologies and their use for meetings to be provided for in the Association's constitution

term of service means, unless otherwise indicated, the period of time for which a committee member has been elected, from the conclusion of the annual general meeting at which she was elected to the conclusion of the second annual general meeting following the date of election.

the Association means the association established under this constitution and named in Part A.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- (4) The notes do form part of the constitution.

Part 2 - Membership

2. *Membership generally*

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person has applied for and been approved for membership of the Association in accordance with clause 3.

3. *Membership applications and criteria*

- (1) An application by a person for membership of the Association:
 - (a) must be made in writing in the form prescribed by the committee,
 - (b) must be lodged with the secretary or membership officer of the Association, and
 - (c) may be submitted by any form of technology authorized by the committee.
- (2) As soon as practicable after receiving a nomination for membership, the secretary or membership officer must refer the nomination by any form of technology to the committee which is to determine whether to approve, defer or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary or membership officer must:
 - (a) notify the nominee, in writing, that the committee approved, deferred or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as an annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in sub-clause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- (5) Membership of the Association consists of the categories described in the *National Standard for the Accreditation of Professional Historians in Australia* as issued from time to time by PHA.
- (6) The criteria for admission to membership of the Association will be administered in accordance with the *Membership of Professional Historians Associations By-Law No 1* as issued from time to time by PHA.
- (7) A membership, if approved by the committee, is granted subject to payment in full of the fees prescribed in clause 8.
- (8) Upon admission to membership and payment in full of the prescribed fees, a member may be issued with a Certificate of Membership in any form determined by the committee.
 - (a) such a certificate may be reissued at such intervals as the committee may determine provided that the relevant membership standards remain satisfied.
- (9) Members in all categories of membership have the same rights to attend and participate in the affairs of the Association, and to attend and vote at general meetings.
- (10) Membership may be renewed annually by any form of technology authorized by the committee.

4. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
 - (a) a copy of the register may be provided to PHA for the purposes of sending a publication, a notice in respect of a meeting or other event relating to PHA,
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association,

or

- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) a member of the Association entered in the register of members is entitled to cite their category of membership of the Association as a professional credential and display the post-nominal letters prescribed in the *Membership of Professional Historians Associations By-Law No 1* as issued from time to time by PHA.

8. Fees and subscriptions

- (1) A member of the Association will not, on admission to membership, be required to pay to the Association any joining fee.
- (2) A member of the Association must pay to the Association an annual membership subscription as determined by the committee and endorsed at a general meeting:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

- (4) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub-clause (1), the secretary must notify the committee, which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under sub-clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 - The committee

13. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association, and
- (d) is designated the Committee of the Association.

Note: The Act states that if the Association knowingly contravenes the Act or the Regulation each committee member is taken to have made such contravention, and each committee member and the Association will be liable for all debts incurred as a result of such contravention.

14. Composition and membership of committee

(1) The committee is to consist of:

- (a) the office-bearers of the Association, and
- (b) three general committee members, and
- (c) one general committee member who is also to be nominated to PHA as a committee member of the Council under the PHA rules.

Note: The Act specifies that a committee member was be aged 18 years or more, and at least 3 of the committee members must be ordinarily resident in Australia.

- (2) The total number of committee members is to be eight, each of whom is to be elected at an annual general meeting of the Association under clause 15.
- (3) The office-bearers of the Association are as follows:
 - (a) the chair,
 - (b) the deputy chair,
 - (c) the treasurer,
 - (d) the secretary.
- (4) The member elected as secretary will be appointed by the committee, for the purposes of the Act, as the public officer.
- (5) A term of service for a member of the committee begins with the conclusion of the annual general meeting at which the member was elected.
- (6) Each member of the committee is eligible for re-election to a term of service, subject to sub-clause 8.
- (7) Notwithstanding sub-clause 6, a member of the committee may hold office for a maximum of two consecutive terms.
- (8) A member who has served two consecutive terms is not eligible for re-election until a period of at least one term has passed.
- (9) A committee member may be assigned responsibility for such of the functions of the

committee as the committee may decide except those functions subject to clause 16 or clause 17.

(a) the committee may assign a committee member to assist the secretary or the treasurer.

(b) any responsibility or responsibilities assigned under sub-clause (9) will be designated a portfolio and the committee member will promote the objects of the Association within her portfolio.

(c) at least one portfolio responsibility that will be assigned to a committee member will be that of membership officer.

(10) The committee may request any officer to attend any meeting or part of a meeting whenever it appears necessary or desirable to do so.

(11) Meetings of the committee will be open to any member of the Association for observation except for any meeting or item of business that the committee resolves to consider in a closed session.

Note: the Act requires any committee member with an interest in a matter being considered by the committee to disclose that interest, and such disclosures must be recorded and the record open to inspection by any member of the Association.

15. Election of committee members

(1) Before the opening of nominations the committee will appoint a returning officer to conduct the elections.

(a) a committee member is not eligible for appointment as a returning officer.

(2) Nominations of candidates for election as office-bearers of the Association or as general committee members:

(a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are to be declared by the returning officer to be elected and the returning officer may then receive further nominations verbally from the floor for the other positions at the annual general meeting.

(4) If insufficient further nominations are received, any vacant positions remaining on the committee will be declared by the returning officer to be casual vacancies.

(5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are to be declared by the returning officer to be elected.

(6) If the number of nominations received exceeds the number of vacancies to be filled, the returning officer is to conduct a ballot.

(7) The ballot for the election of office-bearers and general committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the returning officer may direct.

(8) A person nominated as a candidate for election as an office-bearer or as a general committee member of the Association must be a member of the Association.

(9) At each annual general meeting, half of the committee members, including half of the

office bearers, will be elected.

(a) at the first annual general meeting held after the coming into effect of this constitution, the chair and treasurer and two of the general committee members, one of whom is also the PHA nominee, will be elected for a one year term, and the deputy chair and the secretary and two of the general committee members, for a two year term.

Note: this is a transitional provision to establish the sequence of alternating two year terms.

(10) At the conclusion of the elections, the returning officer will verbally declare to the members present the names of the successful candidates for each position, and any casual vacancies that may have occurred, then hand over any papers concerning the elections to the secretary.

(11) The appointment of returning officer will terminate upon the chair or presiding officer resuming the chair, or the new chair assuming the chair under clause 28(3).

16. Secretary

(1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of her address.

(2) It is the duty of the secretary to keep minutes of:

(a) all appointments of office-bearers and members of the committee, and

(b) the names of members of the committee present at a committee meeting or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

Note: under the Act the Secretary is required to maintain a register of committee members that is to be available to members for inspection. The Regulation prescribes the details that must be recorded in the register.

(3) Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.

(4) The secretary will advise PHA in writing of the election of a nominee to the committee of PHA, and the selection of a PHA alternate, as soon as possible after such election or selection has concluded.

17. Treasurer

(1) It is the duty of the treasurer to ensure:

(a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and

(b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

(2) The treasurer will

(a) receive all monies paid to or received by the Association, including by electronic funds transfer,

(b) upon request or when necessary, issue receipts for those monies,

(c) ensure that all monies received are paid into the Association's accounts within a reasonable period of time,

(d) make any payments, including by electronic funds transfer, authorized by the committee or by a general meeting from the Association's funds.

- (e) prepare an annual budget of projected income and expenditure for consideration by the committee.
 - (f) arrange for the conduct of the annual audit required in clause 39(3).
- (3) The treasurer may
- (a) with the approval of the committee, maintain a cash float for the payment of minor expenses provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
 - (b) with the approval of the committee, be the sole signatory for any transactions involving funds in the float.
 - (c) with the approval of the committee, invest such portion of the Associations funds as prescribed by the committee, on such terms and in such assets as are likely to achieve a material surplus to assist with furthering the objects of the Association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- (3) Notwithstanding clause 15, a committee position filled as a casual vacancy will be subject to election for the balance of the vacant term of service at the following annual general meeting.

Note: this is to retain the sequence of alternating two year terms for all committee positions.

19. Removal of committee members

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of service and may by resolution appoint another person to hold office until the expiration of the term of service of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the secretary or chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the chair may send a copy of the representations to

each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the chair or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
 - (a) notice of a meeting may be made by any form of technology authorized by the committee.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
 - (a) a member of the committee who is not physically present at a meeting may participate in the meeting by any technology that allows the committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
 - (b) a member who attends under sub-clause (a) will be counted for the purposes of a quorum.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the chair or, in the chair's absence, the deputy chair is to preside, or
 - (b) if the chair and the deputy-chair are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- (9) Additional meetings of the committee may take place by email or other technology and, notwithstanding any other provision in these rules, such meetings shall be conducted in such ordinary or usual manner as the chair or other presiding member of the committee may direct.
 - (a) a meeting may, for this purpose, be held without notice given under sub-clause 3, provided that as much notice as practicable is given to each committee member by the quickest means practicable.

Note: this sub-clause is not to be construed as meaning no notice at all is required.
 - (b) meeting papers may be circulated, for this purpose, among members by any

technology.

(c) a decision made under this sub-clause is to be recorded in the minutes of the meeting.

(d) a member participating in the meeting is, for this purpose, taken to be present at the meeting and if the member votes at the meeting, is taken to have voted in person.

(e) a meeting held under this sub-clause may be in session for a maximum of five days.

21. Delegation by committee to officers and sub-committees

- (1) The committee may, by instrument in writing, delegate to one or more officers or sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to an officer or sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the officer or sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by an officer or sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause at any time.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) An officer or sub-committee will report on the exercise of her or its delegation or delegations to the committee in such manner as specified in the instrument of delegation.
 - (a) in addition to any specified reporting, an officer or sub-committee will report on the exercise of her or its delegation or delegations to the secretary each year for inclusion in the annual reports required under clause 24(2)(b).
- (9) Any member appointed or nominated by the committee to membership of an external body will be deemed, under this constitution, to be an officer appointed under this clause.
 - (a) any member appointed or nominated by the committee to membership of an external body will take into account any guidance or direction provided by the committee in the exercise of her functions.
- (10) Any member appointed by the committee as the PHA alternate will be deemed, under this constitution, to be an officer appointed under this clause.
- (11) Any officer appointed will exercise her delegation for such period as specified in the instrument of delegation or, if that is not specified, until the conclusion of the next

annual general meeting.

(a) notwithstanding this clause, the committee may revoke its appointment or nomination of any officer at any time.

- (12) A delegation to an officer will be designated a portfolio and the officer will promote the objects of the Association within her portfolio.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) An officer appointed by the committee may attend and participate in meetings of the committee to which they have been invited or required to attend by the committee, but will not have any right to vote, in her capacity as an officer, on any matter considered by the committee.

Part 4 - General meetings

23. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (3) A member of the Association who is not physically present at a general meeting may participate in the meeting by any technology that allows the member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (4) Annual general meetings will be open to non-members of the Association for observation except in the case of any meeting or item of business that the members in attendance by a simple majority vote to consider in a closed session.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee annual reports and other reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and general committee members,
 - (d) to receive and consider any financial statement or report, whether audited or not, required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least a number of members equivalent to the number of committee members prescribed in clause 14(2), plus one, or on the requisition in writing of the auditor, convene a special general meeting of the Association.
- (3) A requisition of members or the auditor for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members or auditor making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members or the auditor making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members or the auditor for the meeting is

lodged with the secretary, any one or more of the members or the auditor alone who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members or by the auditor as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) Special general meetings will be closed to non-members of the Association to observe or otherwise attend except where such attendance is required under the Act.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) A number of members equivalent to the number of committee members prescribed in clause 14(2), plus one, present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - (a) any member attending under clause 23(3) will be counted as present for the purposes of a quorum.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 4) are to constitute a quorum.

28. Presiding member

- (1) The chair or, in the chair's absence, the deputy chair, is to preside as chairperson at each general meeting of the Association.
- (2) If the chair and the deputy chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.
- (3) On her election as chair at an annual general meeting, the chair may choose to assume the role of presiding officer immediately upon the declaration of the election by the returning officer but she is not required to do so.
- (4) Notwithstanding clause 23(4) and 25(6), the chair of a general meeting may invite any person to attend and address the meeting.

29. Adjournment

- (1) The chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice using any technology of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chair or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, then by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chair.

31. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

Note: the Act requires 21 days notice for a special resolution, and for the resolution to be supported by three-quarters of the votes cast by members who are entitled to vote (that is, by all members who have paid all monies due and payable to the Association, and who are aged 18 or older).

32. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.
- (5) A member attending the meeting under clause 23(3) is entitled to the same voting rights as a member physically present at the meeting.

33. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

34. Postal ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - General administration

35. Insurance

The Association may effect and maintain insurance for such purposes as the committee determines or as required by an Act or Regulation.

36. Employment

The committee may engage employees, contractors, consultants, casual staff and agents for such purposes and on such terms and conditions as it determines.

- (1) The committee may adopt a code of conduct to guide the relationships between members, committee members and persons engaged under this clause.

37. Financial year

The financial year of the Association is:

- (1) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (2) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an Association's constitution is to address the Association's financial year.

38. Funds - source

- (1) The funds of the Association are to be derived from annual subscriptions of members, interest, donations, bequests, grants, fund-raising activities, entrance fees and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association may accept money from non-members for the provision of goods or services, but the acceptance of such monies will not imply the granting of membership or any of its privileges.

39. Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used only in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or one member of the committee and one employee of the Association, being members or employees authorised to do so by the committee.
- (3) The annual statement of accounts will be examined by the Association's auditor before being submitted to the annual general meeting, and any reports or opinions on the accounts provided by the auditor will be conveyed to the meeting.

Note: the Regulation specifies the financial statements that must be prepared as part of the financial reporting for an Association with gross receipts less than \$250,000 and current assets valued at less than \$500,000.

40. Custody of records and archives

Except as otherwise provided by this constitution, the public officer must keep in her custody or under her control all records, archives, library collections and other documents and collections relating to or in the possession of the Association.

41. Access to records and archives

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Association.
- (2) All archives must be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- (3) A member of the Association may obtain a copy of any of the documents referred to in sub-clauses (1) and (2) on payment of a fee of not more than \$1 for each page copied.

42. Guidelines

The committee may issue guidelines from time to time, provided they are not inconsistent with this constitution, the Regulation or the Act, for or with respect to any matter for which the committee considers it is necessary or convenient for the carrying out of or giving effect to this constitution and the objects of the Association.

Note: The Operational Manual will be issued from time to time as a guideline.

43. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by any form of technology to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by any technology, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. Common Seal

- (1) the Association will have a common seal,
- (2) the public officer will have custody of the common seal.
- (3) the common seal will only be fixed to an instrument with the authority of the committee and attested by the signature of the public officer and one other officer bearer.

- (4) the design on the common seal will contain at least the words common seal, the name of the Association and the year of the establishment of the Association in legible text.

45. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer.

- (1) The constitution may only be amended by a special resolution.

46. Symbols

- (1) The committee may recommend to a general meeting that a symbol or symbols be adopted as an emblem of the Association, or to communicate the objects of the Association in a graphic form.
- (2) The committee may recommend to a general meeting that any symbols developed by PHA as a series or suite of symbols be adopted as an emblem of the Association to be used in a co-ordinated way with PHA and the professional historians' associations in other states and territories.
- (3) The committee may issue guidelines for the use of any symbols or emblems used by the Association.

47. Honours

- (1) The committee may recommend to a general meeting that any present or former member of the Association, who has made an outstanding contribution to promoting the objects of the Association, be elected by a majority of those present at the meeting to the honour of Fellow of the Association with the entitlement to use in the customary manner the post-nominal letters FPHA.
- (2) The committee may award the status of patron to any person where such appointment would assist in promoting the objects of the Association.
- (3) The committee may award other honours to recognise meritorious service to the Association, or outstanding contribution to public history, or achievement in professional development or other such achievements.
- (4) The committee may award prizes, scholarships, bursaries, internships and other such assistance, whether financial or in-kind, to recognize and support the career development of any public historian.
- (5) The committee may issue guidelines for any matters relevant to this clause.

48. Separation

Should a majority of members residing in the Australian Capital Territory express a desire to constitute a separate association in the Territory with similar objects including membership of PHA, the Association will, in a spirit of goodwill, use its best endeavours to assist such members to constitute such an association in the Territory.

49. Dissolution

- (1) The Association may be wound up voluntarily by a special resolution.
- (2) The body to which any surplus assets, subject to section 65 of the Act, are to be given must be decided by a special resolution and in descending order of preference be directed to PHA, or then to another professional historians association, or then to another incorporated association with similar objects to the association.

Note: the Act prohibits the distribution of any surplus assets to any member or former member

or to any association that does not also prohibit the distribution of its assets to its members or former members.