

AHA Constitution

RULES OF THE AUSTRALIAN HISTORICAL ASSOCIATION, INC.

NAME AND OBJECTS

1. (1) The name of the incorporated association is the Australian Historical Association, Inc. (in these rules called ‘the Association’). The Association is a not-for-profit organisation registered with the Australian Charities and Not-for-profits Commission.
- (2) The objects of the Association are these:
 - (a) To promote the creation, publication, dissemination and discussion of historical literature (including, but not limited to, published books, book chapters and articles).
 - (b) To provide training and encourage excellence in the production of historical literature and scholarship, including via the provision of mentoring opportunities, financial support and recognition via awards, scholarships and prizes.
 - (c) To educate the public about the historical literature and scholarship produced by its membership.
 - (d) To encourage historical study, teaching and research.
 - (e) To formulate archives and library policies and express opinions on such issues of public policy as concern historical study.
 - (f) To circulate general information relating to the profession, such as developments in teaching, research and the accumulation of resources.
 - (g) To organise general and local meetings, symposia and conferences.
 - (h) To make secretarial and administrative arrangements to carry out the objectives of the Association.

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears:
 - ‘Executive’ means the Executive Committee of the Association.
 - ‘Financial year’ means the year ending on 31 May.
 - ‘General Meeting’ means a general meeting of members convened in accordance with Rule 8.
 - ‘Member’ means a member of the Association.
 - ‘Ordinary member of the Executive’ means a member of the Executive who is not an officer of the Association under Rule 20.
 - ‘The Act’ means the Associations Incorporation Act of 1991.
 - ‘The Regulations’ means regulations under the Act.
- (2) In these Rules, a reference to the Secretary of the Association is a reference:

- (a) Where a person holds office under these Rules as Secretary of the Association – to that person; and
 - (b) In any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

MEMBERSHIP

3. (1) Membership of the Association is unrestricted subject only to:
- (a) Payment of annual subscription;
 - (b) Agreement by prospective members to the Association's objectives.
- (2) The Executive Committee may appoint as an honorary life member of the Association any person who, in its opinion, has rendered outstanding service or has made a notable contribution to the work of the Association or its objects.
- (3) The liability of a member 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.

ANNUAL SUBSCRIPTION

4. (1) The annual subscription is payable on the anniversary of each individual member's last membership payment.
- (2) The annual subscription shall be set by the Annual General Meeting. There may be differential rates of subscription.

REGISTER OF MEMBERS

5. The Executive Officer shall keep and maintain a database of members in which shall be entered the full name, address, email address and date of entry of each member and the database shall be available for inspection by members at the office of the Executive Officer.

REGISTRATION AND EXPULSION OF MEMBER

6. (1) A member of the Association who has paid all monies due and payable to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of intention to resign and upon the expiration of that period of notice the member shall cease to be a member.

- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 7.
- (1) Subject to these Rules, the Executive may by resolution:
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member in accordance with the Regulations if the Executive is of the opinion that the member –
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
 - (2) A resolution of the Executive under sub-clause (1):
 - (a) does not take effect unless the Executive, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3), confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
 - (3) Where the Executive passes a resolution under sub-clause (1) the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Executive and the grounds on which it is based;
 - (b) stating that the member may address the Executive at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Executive before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the resolution.
 - (4) At a meeting of the Executive held in accordance with sub-clause (2), the Executive:
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.

- (5) Where the Secretary receives a notice under sub-clause (3), the Secretary shall notify the Executive and the Executive shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Executive may place before the meeting details of the ground for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Executive determines.
- (3) Members must be notified at least one month before the annual general meeting is held.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting since that meeting;
 - (b) to receive from the Executive reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Executive; and
 - (d) to receive and consider the statement submitted by the Association in accordance with sub-section 73 (1) of the Act.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.
10.
 - (1) The Executive may, whenever it thinks fit, convene a special general meeting of the Association.
 - (2) The Executive shall, on the requisition in writing of members representing not less than 5 per cent. of the total numbers of members, convene a special general meeting of the Association.
 - (3) The requisition for a special general meeting shall state the objects of the meeting, shall be signed by the members making the requisition and be sent to the address of the Secretary, and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
 - (4) If the Executive does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
 - (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

11.
 - (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
 - (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

12.
 - (1) All business that is transacted at a special general meeting and all business that

is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
 - (3) Twenty (20) members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.
 - (5) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice will be in writing, it will name the proxy, and it will be signed by the member appointing the proxy. No member may act as proxy for more than five members at any meeting.
13.
 - (1) The President, or in their absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
 - (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
14.
 - (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution

has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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.

16. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
 - (2) All votes shall be given personally.
 - (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
17. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
18. A member is not entitled to vote at any general meeting unless all monies due and payable to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

EXECUTIVE COMMITTEE

19. (1) The affairs of the Association shall be managed by an Executive Committee constituted as provided in Rules 20 and 21.
 - (2) The Executive:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by a general meeting of the members of the Association; and
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of the Association.
20. (1) The officers of the Association shall be:
 - (a) a President;
 - (b) a Vice-President;
 - (c) an Honorary Treasurer;
 - (d) an Honorary Secretary;

- (e) an Immediate Past President, who is appointed to the Committee for one term upon the expiration of their term as President.
- (2) The provisions of Rule 22, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
 - (3) Each officer of the Association shall hold office until the second annual general meeting after the date of their election but is eligible for re-election. No officer shall hold the same office for more than two consecutive terms (four years in total).
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Executive may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.
21. (1) Subject to section 23 of the Act, the Executive shall consist of:
- (a) the officers of the Association;
 - (b) five ordinary members – each of whom shall be elected at the annual general meeting of the Association in each second year
 - (c) an elected post-graduate representative (the role may be shared by two or more people elected together)
 - (d) an elected early career researcher representative who does not, at the time of election, hold a tenured academic position (this role may be shared by two or more people elected together).
 - (e) the editorial team of History Australia; as the editorial team are appointed through a tender/selection process, they are not elected at the AGM but co-opted on to the Committee for the duration of their term.
- (2) Each ordinary member of the Executive shall, subject to these Rules, hold office until the second annual general meeting after the date of their election but is eligible for re-election.
 - (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Executive, the Executive may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his or her appointment.

ELECTION OF OFFICERS AND VACANCY

22. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Executive:
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
 - (2) If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of officers and ordinary members of the Executive shall be conducted at the annual general meeting in such usual and proper manner as the Executive shall direct.
 - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
23. For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Executive becomes vacant if the officer or member:
- (a) ceases to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; and
 - (c) resigns his or her office by notice in writing given to the Secretary;
 - (d) is absent without leave for three consecutive meetings.

PROCEEDINGS OF THE EXECUTIVE

24. (1) The Executive shall meet at least four times in each year at such place and such times as the Executive may determine.
- (2) Special meetings of the Executive may be convened by the President or by any four of the members of the Executive.
- (3) Notice shall be given to members of the Executive of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Half those eligible to attend shall constitute a quorum for the transaction of the business of a meeting of the Executive.
- (5) No business shall be transacted 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 shall stand adjourned to the same place and the same hour of the same

day in the following week unless the meeting was a special meeting in which case it shall lapse.

- (6) At meetings of the Executive:
 - (a) the President or in their absence the Vice-President shall preside;
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Executive as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote and, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Executive meeting shall be served on each member of the Executive by delivering it to them at a reasonable time before the meeting or by emailing their last known address at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Executive may act notwithstanding any vacancy on the Executive.

SECRETARY

25. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Executive meeting in books provided for that purpose together with a record of the names of persons present at Executive meetings.

TREASURER

26. (1) The Treasurer of the Association:
 - (a) shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

- (3) Each annual general meeting shall appoint an auditor who shall not be a member of the Executive and who shall hold office until the next annual general meeting.
- (4) The Executive shall at least once in each period of 12 months cause the financial affairs of the Association to be audited by the auditor so appointed and prepare, or cause to be prepared, a balance sheet setting out the assets and liabilities of the Association.

REMOVAL OF MEMBER OF EXECUTIVE

27. (1) The Association in a general meeting may by resolution remove any member of the Executive before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.
29. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures either of two members of the Executive or of one member of the Executive and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

30. (1) These Rules and the statement of purposes of the Association may be altered by the passing of a Special Resolution.
- (2) Special Resolutions may be passed at the annual general meeting or a special general meeting.
- (3) Notice of a Special Resolution shall be issued to all members by the Secretary at least 21 days before the annual general meeting or a special general meeting.

- (4) The Secretary shall issue such a notice either at the request of the Executive or at the request of at least 10 members in accord with Rule 8.
- (5) A three-quarters majority of those present at the annual general meeting or a special general meeting will be required for approval of a Special Resolution.

NOTICES

31. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his or her address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

32. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

FINANCES AND PUBLIC FUND

33. The general finances of the Association shall be derived from entrance fees, annual subscriptions, and such other sources as the Executive determines. These monies are placed in the AHA business transaction account
34. (1) The Association has established and maintains a 'public fund'. Monies for this are placed in a separate transaction account.
- (2) The name of this fund is the 'AHA Public Fund'. The AHA Public Fund will be listed on the Register of Cultural Organisations and donations will be deposited into this account. Receipts for gifts and contributions to the public fund will include all information in accordance with the guidelines for public funds as specified by the Act.
- (3) The AHA Public Fund will receive voluntary deductible gifts and/or contributions from members of the public. The Public Fund will also accrue interest on gifts and/or contributions. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the ATO.
- (4) The AHA Public Fund will not receive funds (either money or property) from any other source and monies will be used only to further the principal purpose of the association – promoting the creation, publication and dissemination of historical literature.

- (5) The AHA Public Fund is administered and controlled by a committee appointed by the Association's Executive Committee. The majority of committee members are 'responsible people' with an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association. The Association's President, Vice-President, Immediate Past President and Treasurer are members of this committee. The committee can have up to nine members. Members are appointed for a three-year term with the possibility to serve a second term if invited to do so by the Association's Executive Committee. 'Responsible people' is understood as per the definition of the Register of Cultural Organisations and the Australian Taxation Office.
- (6) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the AHA Public Fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (7) The disbursement of monies from the AHA Public Fund will be determined from time to time by the Executive in accordance with the purposes of the Association (clause 1), and shall be reported to the Commonwealth Government as required by law. No profits or financial surplus in this public fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (8) The Australian Historical Association will provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months. The AHA will also comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the association's principal purpose.
- (9) In the event of the AHA Public Fund being wound up or dissolved, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund, authority or institution, which has similar objects, and to which income tax deductible gifts can be made.