

Minutes: Special General Meeting

History House, 5.30pm-6.30pm, 26 March 2018

1. Welcome and Apologies

Attending: Tanya Evans (Chair), Nicole Cama, Amy Way, David Carment, Michelle Cavanagh, Nancy Cushing, Andrea Fernandes, Stephen Gapps, Martyn Killion, Michael McDonnell, Mari Metzke, Lisa Murray, Megan Martin, Richard Neville, Clinton Reilly, Louise Trott, Alison Wishart, Christine Yeats, Jeannine Baker, Mark Dunn

Apologies: Roslyn Burge (Friends of Callan Park), Samantha Friend (Bathurst District Historical Society), Linda Brainwood (Dictionary of Sydney, nominated Tanya Evans as a proxy), Anna Clark (University of Technology, Sydney, nominated Tanya Evans as a proxy).

Meeting commenced at 5:31pm

2. Discussion of proposed changes to the History Council of New South Wales Inc's Constitution

Tanya Evans noted that to ensure the History Council of NSW (HCNSW) is compliant with the NSW Fair Trading's new model constitution, in light of changes to the Associations Incorporation Act 2009 in 2016, the HCNSW is reviewing its constitution. The current constitution (dated 28 February 2014) was tabled at the meeting as well as the new proposed constitution (dated 5 March 2018), which was circulated with the notice of meeting and has been signed by the Chairperson, Tanya Evans.

The constitution has been altered to comply with the wording of the updated model constitution as provided by NSW Fair Trading. There are additional proposed amendments that do not relate to the model constitution but to the HCNSW's structure and operations. They are:

1. Change the association's objects to be more in line with the HCNSW's current operations
2. Change the composition of the General Council (GC) and reduce its number

A document titled 'History Council of NSW Constitution Review' was tabled at the meeting and discussed the rationale behind these two proposed changes.

Tanya Evans opened up questions and discussion:

- Jeannine Baker asked for clarification around changes to the composition of the GC. Nicole Cama and David Carment clarified that in the current constitution, the composition of the GC was very specific and restrictive (see clause 18.1). The new constitution proposes a less strict clause around the election and division of corporate and individual membership.
- Tanya Evans noted that during the constitution review the Executive Committee (EC) had discussed why the EC and GC been structured a certain way. David Carment mentioned Jill Roe and Bruce Baskerville's early work establishing an EC so that important decisions could be made more easily by a smaller group within the GC.
- Mark Dunn noted he was reticent at having a small EC within a smaller GC of 10, and suggested the possibility of, if the changes were ratified, making the GC effectively function as the EC, while retaining the EC roles of President, Vice President, Secretary and Treasurer but not having the EC as a separate body. Mari Metzke mentioned that in the past, the HCNSW made use of sub committees to aid in decision making and planning.
- Lisa Murray noted that in the past one of the consequences of that separation of powers between the EC and GC was to get the GC to be more strategic in their thinking of the HCNSW's activities. In more recent times, there hasn't been as much debate about decisions and many decisions are made by the EC without the participation of the GC. She said the HCNSW needs to make sure the constitution does not limit the GC's opportunity to participate. Jeannine Baker supported this view. Nicole Cama noted the lack of replies to emails to the GC, reiterating the importance of participation and initiative. Tanya Evans added that GC members also need to think about how are they representing their organisation and what can they bring to the HCNSW in terms of expertise and ideas.
- Lisa Murray suggested a half-day planning meeting, like what has been done in the past, at the start of each year would be a positive way to re-engage the GC. Richard Neville noted that the planning days were done during a time when the HCNSW had a full time Executive Officer and more resources. Lisa Murray added this could also be an opportunity to encourage members to share their projects and ideas. Mari Metzke said these planning days got everyone to think seriously about how they could contribute throughout the year.
- Nancy Cushing asked if the HCNSW needs a clause around sequential membership of the GC or EC. David Carment said there are rules in the constitution about consecutive years a member of the EC can serve (clauses 17.5 and 20.1). There is no clause regarding the GC.
- Mark Dunn noted that the issue around the number on the GC is not a new one for the HCNSW and this is a good opportunity to review it. Christine Yeats agreed and supports the idea of rethinking the functions and responsibility of the GC, if the change is ratified.

- The clauses related to electronic meetings was raised and Louise Trott mentioned GoToMeeting as a possible tool.
- Mari Metzke noted that if the changes are ratified and then come into effect next election (February 2019), then it would be a good trial for the reduced GC. David Carment mentioned the HCNSW could adopt the changes and then have the EC not meet separately except for special reasons. This would mean all meetings could be a combination of both the EC and GC and allow for more participation from all councillors.
- Mark Dunn raised concerns about the changing of the objects, with particular note to (b) and the important role of advocacy in the HCNSW's activities in the past.
- Louise Trott approved the use of 'facilitate' rather than 'promote' in (d) and the introduction of professional development activities in (e).
- Michael McDonnell raised concerns about object (c) and its wording 'including those of Indigenous peoples' and thought the Aboriginal history element was lost in the new constitution. Lisa Murray agreed and further added that the initial thoughts around that object was not necessarily about diversity of cultural groups, it was about the different mediums and perspectives involved in historical practice.
- Tanya Evans suggested the members present move to vote on the two resolutions. It was suggested in light of the discussion regarding the objects, that the resolutions be switched in order. Lisa Murray moved, Mari Metzke seconded. Motion carried.

Specific Actions

Action: Nicole Cama to send Clinton Reilly resource on constitution produced by the Royal Australian Historical Society.

Action: That the GC, at a later date, review the functions and responsibilities of the GC and EC.

3. Special resolution: That the History Council of New South Wales Incorporated adopt the changes to the association's objects as outlined in the new constitution (dated 5 March 2018) in the form circulated with the notice of meeting and placed before the Special General Meeting and signed by the Chairperson for identification.

17 in favour (Tanya Evans included the two proxy votes of Linda Brainwood and Anna Clark).

3 against

Motion carried.

4. Special resolution: That the History Council of New South Wales Incorporated adopt a new constitution in the form circulated with the notice of meeting (dated 5 March 2018) and placed before the Special General Meeting and signed by the Chairperson for identification.

19 in favour (Tanya Evans included the two proxy votes of Linda Brainwood and Anna Clark).

1 against

1 abstained

Motion carried.

Meeting closed at 6:30pm.