

**OBJECTS AND RULES OF THE  
HISTORY COUNCIL OF NEW SOUTH WALES INC**

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As at 2 May 2023

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# PART I - PRELIMINARY

## 1. DEFINITIONS

1.1 The name of the association is the History Council of New South Wales Inc (referred to in these rules as "the association").

1.2 The objects of the association are to:

- (a) provide a forum for identifying and responding to issues of relevance to the practice of history;
- (b) support history's role in informing and shaping public debate, policy and future planning;
- (c) recognise the diversity of historical perspectives, including those of Indigenous peoples, and encourage excellence in historical practice;
- (d) facilitate communication within the history community and provide opportunities for collaboration;
- (e) provide professional development activities and opportunities for our members and audiences across NSW.

1.3 In these rules:

"Aboriginal and/or Torres Strait Islander member" means a member who is recognised by an Aboriginal or Torres Strait Islander community and who indicates this on the membership application form; "Aboriginal and/or Torres Strait Islander organisation" means an association, body or group comprised, or substantially comprised, of Aboriginal or Torres Strait Islander persons having as its principal objects the furtherance of interests of Aboriginal and Torres Strait Islander people and communities;

"the Act" means the *Associations Incorporation Act 2009*;

"the committee" means the Executive Committee of the association constituted under Part III of these rules;

"Corporate Member" means a legally constituted organisation;

"councillor" means a member of the General Council who is not an office holder of the association, as referred to in clause 19;

"General Council" means the Council constituted under Part III of these rules;

"Individual Member" means an individual who is a member of the association;

"Secretary" means:

- (a) the person holding office under these rules as secretary of the association; or
- (b) if no such person holds that office - the public officer of the association;

"special general meeting" means a general meeting of the association other than an annual general meeting;

"the Regulation" means the *Associations Incorporation Regulation 2022*;

1.4 In these rules:

- (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.

1.5 The provisions of the *Interpretation Act, 1987*, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART II - MEMBERSHIP**

### **2. MEMBERSHIP GENERALLY**

2.1 A person is eligible to be a member of the association if:

- (b) the person is a natural person, and
- (c) the person has applied and been approved for membership of the association in accordance with clause 3.

2.2 A person is taken to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person was:
  - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
  - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
  - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

2.3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

### **3. APPLICATION FOR MEMBERSHIP**

3.1 An application by a person for membership of the association:

- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
- (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.

3.2 If the association's staff member(s) or Secretary determines to approve an application for membership, the association's staff member(s) or Secretary must, as soon as practical after that determination, notify the applicant of that approval and request the applicant pay (within 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

3.3 The association's staff member(s) or Secretary must, on payment by the applicant of the amounts referred to in clause 3.2, within the period referred to in that clause, enter the applicant's name in the register of members and, on the same being entered, the nominee becomes a member of the association.

### **4. CESSATION OF MEMBERSHIP**

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

- (a) dies; or
- (b) resigns that 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 and 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 upon cessation of the person's membership.

## **6. RESIGNATION OF MEMBERSHIP**

6.1 A member of the association may resign from membership of the association by first giving to the association's staff member(s) or secretary written notice of at least 1 month (or any other period that 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. Notice can be given either in writing or electronic form, and once received by the association's staff or Secretary, the member ceases to be a member.

6.2 If a member of the association ceases to be a member under clause 6.1, and in every other case where a member ceases to hold membership, the association's staff member(s) or 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**

7.1 The association's staff member(s) or secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.

7.2 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.

7.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

7.4 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.

7.5 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.

7.6 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.

7.7 If the register of members is kept in electronic form:

(a) it must be convertible into hard copy, and

(b) the requirements in clauses 7.2 and 7.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8. FEES, SUBSCRIPTIONS, ETC**

8.1 A member of the association must, upon admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the General Council, that other amount.

8.2 In addition to any amount payable by the member under clause 8.1 a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the General Council, that other amount -

(a) exactly one year from the date of their previous payment.

## **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, 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 INTERNAL DISPUTES**

10.1 The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation—

10.1.1 a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or

10.1.2 a dispute between 1 or more members and the association.

10.2 If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

10.3 *The Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **11. DISCIPLINING OF MEMBERS**

11.1 A complaint may be made to the General Council by any person that a member of the association:

(a) has refused or neglected to comply with a provision or provisions of these rules; or

(b) has wilfully acted in a manner prejudicial to the interests of the association.

11.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

11.3 If the committee decides to deal with the complaint, the General Council:

(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 General Council in connection with the complaint; and

(c) must take into consideration any submissions made by the member in connection with the complaint.

11.4 The General Council 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.

11.5 If the General Council 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 General Council for having taken that action and of the member's right of appeal under clause 12.

11.6 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 pursuant to clause 12 whichever is the later.

## **12. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

12.1 A member may appeal to the association in a general meeting against a resolution of the General Council 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.

12.2 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.

12.3 On receipt of notice from a member under clause 12.1, the Secretary must notify the General Council which must convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

12.4 At a general meeting of the association convened under clause 12.3:

(a) no business other than the question of the appeal must be transacted;

(b) the General Council 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.

12.5 The appeal is to be determined by a simple majority of votes cast by members of the association.

## **PART III - GOVERNANCE**

### **13. THE GENERAL COUNCIL AND THE EXECUTIVE COMMITTEE**

13.1 The members of the association shall elect from the membership sufficient members to form a General Council. The members of the General Council shall be known as Councillors.

13.2 The Councillors shall elect from amongst themselves the office holders and two other members of the association who may or may not be Councillors, to form the Executive Committee of the association.

13.3 There shall be a permanent standing committee of the General Council named the Executive Committee.



## **14. FUNCTIONS OF THE GENERAL COUNCIL**

The Council is to be called the General Council of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting -

- (a) elect the office holders and other members of the Executive Committee;
- (b) approve, upon recommendation by the Executive Committee, expenditure of sums of money greater than \$20,000;
- (c) advise the Executive Committee on strategic directions and policy for the association;
- (d) set the annual and other regular priorities for the association;
- (e) develop general planning for the activities of the association;
- (f) consider any issues referred to the General Council by the Executive Committee;
- (g) As defined in 19.1, provide input on issues from the perspective of the Corporate Member they represent. Councillors must also report back to the Corporate Member on the activities of the association.

## **15. FUNCTIONS OF THE EXECUTIVE COMMITTEE**

Subject to the Act, the Regulation, this constitution and 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 these rules to be exercised by the Council or 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.

## **16. CONSTITUTION AND MEMBERSHIP OF THE GENERAL COUNCIL**

16.1 The General Council is to consist of 10 councillors, commencing from the 2019 elections, each of whom is to be elected at, or whose election is to be confirmed at, the annual general meeting of the association under clause 15.

16.2 The office holders of the association will be -

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Secretary.

16.3 Each Councillor is, subject to these rules, to hold office for a two year period until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election provided that they have attended at least 60% of General Council meetings during the period or, in the case of less than 60% attendance, have been granted leave of absence for exceptional circumstances as determined by the General Council.

16.4 In the event of a casual vacancy occurring in the membership of the General Council, the General Council may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

16.5 In the case that an elected Councillor can no longer represent the Corporate Member which has nominated them, that Corporate Member may nominate another representative to sit on the General Council for the remainder of the elected term. If a replacement nomination is not received two weeks prior to the next scheduled meeting of the General Council, the position will be considered a casual vacancy.

## **17. CONSTITUTION AND MEMBERSHIP OF THE EXECUTIVE COMMITTEE**

17.1 The Executive Committee is to consist of four members of the association each of whom is to be elected, subject to clause 17.6, at the first meeting of the General Council following its election each year.

17.2 The committee will consist of the four office holders.

17.3 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election or co-option, but is eligible for re-election or co-option provided that they have attended at least 60% of committee meetings during the year or, in the case of less than 60% attendance, have been granted leave of absence for exceptional circumstances as determined by the committee.

17.4 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 these rules, until the conclusion of the annual general meeting next following the date of the appointment.

17.5 The maximum term in office of any one member as a member of the Executive Committee shall be six consecutive years.

17.6 The Executive Committee may co-opt up to two additional members of the association as members of the committee.

## **18. ELECTION OF COUNCILLORS**

18.1 The Council will comprise 10 persons elected by the corporate and individual membership. The election notification process must include encouragement for Indigenous representation on the Council.

18.2 Nominations for candidates for election for the General Council:

- (a) must be made in writing (electronically is acceptable), signed by at least two members of the association, other than the candidate, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) must not exceed 2 nominations from each corporate member
- (c) must be delivered to the Secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting if the election is to take place on that date.
- (d) must be delivered to the Secretary of the association not less than 28 days before the date fixed for the holding of the annual general meeting if the election is to take place by postal ballot.

18.3 If insufficient nominations are received to fill all vacancies on the General Council the candidates nominated are taken to be elected and further nominations must be received at the annual general meeting to achieve a Council of 10 members.

18.4 A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

18.5 If insufficient further nominations are received any vacant positions remaining on the General Council must be deemed to be casual vacancies.

18.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be deemed to be elected.

18.7 If the number of nominations received exceeds the number of vacancies to be filled a ballot must be held.

18.8 The ballot for the election of the General Council is to be conducted either at the general meeting or by a postal ballot conducted prior to the general meeting in such usual and proper manner as the committee directs.

18.9 The office holders of the association will be elected from and by the General Council at the first meeting of the General Council following the annual general meeting.

18.10 The ballots for the election of councillors shall be conducted every second year, with the first such ballot to be held for the election of the councillors that will take office in 2009.

## **19. ROLES AND RESPONSIBILITIES OF COUNCILLORS**

19.1 Corporate councillors are elected as representatives of corporate Members to provide input on issues from the perspective of the Corporate Member they represent. As such, it is the responsibility of corporate councillors to report back to the Corporate Member on the activities of the association.

19.2 If a corporate councillor is unable to attend a meeting, a replacement from that Corporate Member may be sent as a substitute.

## **20. THE OFFICE HOLDERS**

20.1 The maximum term in office of any one member as the holder of the office of President, Vice President, Secretary or Treasurer shall be six consecutive years.

### **20.2 THE PRESIDENT**

The President of the association shall:

- (a) chair all meetings of the General Council, the Executive Committee and general meetings unless otherwise provided for,
- (b) in the case of an equality of votes at any meeting of the General Council, the committee or a general meeting, exercise an additional casting vote,
- (c) act as the public spokesperson or advocate for the association,
- (d) assist and advise the chair of any working party or sub-committee under clauses 24 and 25 in their functions as chair.

### **20.3 THE VICE-PRESIDENT**

The Vice-President of the association shall

- (a) undertake all the functions of the President in the absence, incapacity or refusal of the President,
- (b) serve the remainder of any term of office held by the President should the office of President become vacant under clause 20,
- (c) generally assist the President in the functions of that office if requested.

## **20.4 THE SECRETARY**

20.4.1 The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of their address.

20.4.2 It is the duty of the Secretary, if in the absence of a staff member, to keep minutes of:

- (a) all appointments of office-holders and members of the committee;
- (b) the names of councillors present at a Council meeting, members of the committee present at a committee meeting and members of the association present at a general meeting; and
- (c) all proceedings at Council, committee and general meetings.

20.4.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20.4.4 The signature of the chairperson may be transmitted by electronic means for the purposes of clause 20.4.3.

20.4.5 Proceedings at meetings includes reference to a vote conducted by a postal or electronic ballot.

## **20.5 THE TREASURER**

It is the duty of the Treasurer of the association to ensure that:

- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) 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.

## **21. CASUAL VACANCIES**

For the purpose of these rules, a casual vacancy in the office of a councillor or of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) resigns from office by written notice given to the secretary, or
- (d) is removed from office by the association under this clause, or
- (e) is absent without consent from all meetings of the General Council or the committee held during a period of 6 months, or
- (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
- (i) becomes a mentally incapacitated person.

## **22. REMOVAL OF MEMBER**

22.1 The association in a general meeting may by resolution remove any member of the General Council or the committee from their office before the expiration of the councillor's or member's term of office and may by resolution appoint another member of the association to hold office until the expiration for the term of office of the councillor or member so removed.

22.2 If a member of the General Council or committee to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations 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 at least 7 days before the general meeting at which the proposed resolution will be considered 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.

## **23. MEETINGS AND QUORUM OF THE GENERAL COUNCIL**

23.1.1 The General Council must meet at least 3 times in each period of 12 months at such place and time as the General Council may determine.

23.1.2 A Council meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

23.1.3 A Councillor who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23.1.4 Technology may be used to conduct meetings as per Section 38.

23.2 The first meeting of the General Council shall be held within 21 business days of the annual general meeting.

23.3 A meeting schedule of the General Council will be confirmed annually at the first meeting after the annual general meeting.

23.4 Additional meetings of the General Council may be convened by the President.

23.5 Oral or written notice of a meeting must be given by the association staff member(s) or Secretary to each member of the General Council at least 48 hours (or such other period as may be unanimously agreed on by the Councillors) before the time appointed for the holding of the meeting.

23.6 Notice of a meeting given under clause 22.3 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 councillors present at the meeting a majority of two thirds agree to treat as urgent business.

23.7 Any 5 councillors constitute a quorum for the transaction of the business of a meeting of the General Council.

23.8 No business is to be transacted by the General Council 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 at the same hour of the same day in the following week.

23.9 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.

23.10 At a meeting of the General Council:

- (a) the President, or in the President's absence, the Vice-President must preside; or
- (b) if the President or Vice-President are absent or unwilling to act such one of the remaining councillors as may be chosen by the councillors present at the meeting is to preside.

## **24. MEETINGS AND QUORUM OF THE EXECUTIVE COMMITTEE**

24.1 The first meeting of the Executive Committee shall be within 21 business days after election.

24.2.1 The Executive Committee must meet at least 4 times in each period of 12 months at such place and time as the committee may determine.

24.2.2 A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

24.2.3 A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24.2.4 Technology may be used to conduct meetings as per Section 38.

24.3 A meeting schedule of the Executive Committee will be confirmed annually at the first meeting after the annual general meeting.

24.4 Additional meetings of the committee may be convened by the President or any member of the committee.

24.4 Oral or written notice of a meeting must be given by the association's staff member(s) or 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.

24.5 Notice of a meeting given under clause 23.4 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 members of the committee present at the meeting unanimously agree to treat as urgent business.

24.6 Any 3 committee members constitute a quorum for the transaction of the business of a meeting of the committee.

24.7 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 at the same hour of the same day in the following week.

24.8 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.

24.9 At a meeting of the committee:

- (a) the President, or in the President's absence, the Vice-President must preside; or

(b) if the President or Vice-President 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.

## **25. DELEGATION BY THE GENERAL COUNCIL TO A SUB-COMMITTEE**

25.1 The General Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such councillors or members of the association as the General Council thinks fit), or to the Executive Committee, the exercise of such of the functions of the General Council 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.

25.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

25.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

25.4 Despite any delegations under this clause the General Council may continue to exercise any function delegated.

25.5 Any act or thing done or suffered by a 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 General Council.

25.6 The General Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.

25.7 A sub-committee may meet and adjourn as it thinks proper.

25.8 A member of a sub-committee shall be nominated by the other members to chair its meetings and report back to the General Council.

25.9 A member of the sub-committee shall be nominated by the other members to keep an accurate record of the proceedings and decisions of the working party.

## **26. DELEGATION BY THE EXECUTIVE COMMITTEE TO SUB-COMMITTEE**

26.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such 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.

26.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

26.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.

26.4 Despite any delegations under this clause the committee may continue to exercise any function delegated.

26.5 Any act or thing done or suffered by a 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.

26.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

26.7 A sub-committee may meet and adjourn as it thinks proper.

26.8 A member of a sub-committee shall be nominated by the other members to chair its meetings and report back to the committee.

26.9 A member of the sub-committee shall be nominated by the other members to keep an accurate record of the proceedings and decisions of the sub-committee.

Note— *The Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

## **27. VOTING AND DECISIONS**

27.1 Questions arising at a meeting of the General Council or a sub-committee appointed by the General Council, or of the committee or of any sub-committee appointed by the committee must be determined by a majority of the votes of members of the General Council, working party, committee or sub-committee present at the meeting.

27.2 Each member present at a meeting of the General Council, sub-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.

27.3 Subject to clause 23.7 the General Council or the committee may act despite any vacancy on the General Council or the committee.

27.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the General Council, or the committee or by a sub-committee appointed by the committee or General Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the General Council, committee or sub-committee.

## **PART IV - GENERAL MEETINGS**

### **28. ANNUAL GENERAL MEETINGS - HOLDING OF**

28.1 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

28.2 The association must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of 2 months after the expiration of the first financial year of the association.

28.3 Clauses 28.1 and 28.2 have effect subject to any extension or permission granted by the Commission under section 26 (3) of the Act.

### **29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

29.1.1 The annual general meeting of the association must, subject to the Act and to clause 28, be convened on such date and at such place and time as the General Council thinks fit.



29.1.2 General meetings can be held at 2 or more venues using any technology that the General Council approves that gives each of the association's members a reasonable opportunity to participate.

29.1.3 A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting must be:

- (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 General Council reports upon the activities of the association during the last preceding financial year;
- (c) to receive and consider any financial statement or report required to be submitted to members under the Act.

29.3 Every alternate annual general meeting shall elect councillors of the General Council or confirm the results of a postal ballot held to elect councillors of the committee effective from the annual general meeting of 2009.

29.4 An annual general meeting must be specified as such in the notice convening it.

### **30. SPECIAL GENERAL MEETINGS - CALLING OF**

30.1 The General Council may, whenever it thinks fit, convene a special general meeting of the association.

30.2 The General Council must, on the requisition in writing of not less than 5 percent of the total number of members, convene a special general meeting of the association.

30.3.1 A requisition of members for a special general meeting:

- (a) must be in writing;
- (b) must state the purpose or purposes of the meeting;
- (c) must be signed by the members making the requisition;
- (d) must be lodged with the Secretary; and
- (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

30.3.2 Members have the option to make and send their request electronically for a general meeting to be held.

30.4 If the General Council fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

30.5 A special general meeting convened by a member or members as referred to in clause 30.4 must be convened as nearly as practicable in the same manner as general meetings are convened by the General Council and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

30.6 For the purposes of clause 30.3:

- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **31. NOTICE**

31.1 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.

31.2 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 clause 31.1, the intention to propose the resolution as a special resolution.

31.3 No business other than that specified in the notice convening a general meeting must be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 29.2.

31.4 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 after receipt of the notice from the member.

## **32. QUORUM FOR GENERAL MEETINGS**

32.1 No item of business must be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

32.2 Five members present in person (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.

32.3 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 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.

32.4 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 3) are to constitute a quorum.

32.5 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

32.6 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **33. ADJOURNMENT**

33.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from to another time and place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

33.2 If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of—

- (a) the time and place at which the adjourned meeting will be held, and
- (b) the nature of the business to be transacted at the adjourned meeting.

### **34. MAKING OF DECISIONS**

34.1 A question arising at a general meeting of the association must be determined on a show of hands and, unless before or on 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, 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.

34.1.2 A resolution put to a vote at a general meeting being held using technology (as per clause 29.1.2) can be decided using a suitable method that the committee determines.

34.2 At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person.

34.3 Where a poll is demanded at a general meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter must be deemed to be the resolution of the meeting on that matter.

### **35. SPECIAL RESOLUTION**

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

### **36. VOTING**

36.1 Upon any question arising at a general meeting of the association a corporate member has two votes and an individual member has one vote only.

36.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

36.3 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.

36.4 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

36.5.1 The association may hold a postal or electronic ballot (as the General Council determines) to determine any issue or proposal (other than an appeal under clause 12).

36.5.2 A postal or electronic ballot is to be conducted in accordance with Schedule 2 to the Regulation.

### **37. PROXY VOTES NOT PERMITTED**

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

### **38. TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS**

(1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.

(2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.

(3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

(4) The member presiding at the meeting and each other member have the same voting rights as they

would have at an ordinary meeting of the association for the purposes of—

(a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note— The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

## **PART V - THE WORKPLACE**

### **38. EMPLOYEES**

The Executive Committee may employ, contract or otherwise engage a person or persons to perform such function or functions of the association as the Executive Committee deems necessary.

## **PART VI - CODE OF CONDUCT**

### **39. CODE OF CONDUCT**

39.1 The General Council may adopt, and from time to time revise, a Code of Conduct.

39.2 Members and any person engaged under clause 38 will abide by the Code of Conduct.

## **PART VII MISCELLANEOUS**

### **40. INSURANCE**

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

### **41. FUNDS - SOURCE**

41.1 The funds of the association must be derived from entrance fees and annual subscriptions of members, donations, grants, sponsorship, bequests, gifts and, subject to any resolution passed by the association in general meeting, such other sources as the General Council determines.

41.2 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.

41.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41.4 A public fund will be maintained to which gifts of money or property can be made. All money received as gifts or donations, including interest accrued thereon will be made to this fund.

41.5 The public fund will be opened exclusively for the purpose of receiving gifts and donations.

41.6 In the event of the public fund being wound up, any surplus assets remaining after the payment of liabilities of the relief fund shall be transferred to some other fund, authority or institution having objects similar to the objects of this public fund and that are eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997*, and are listed on the Register of Cultural Organisations maintained under the Act.

### **42. FUNDS - MANAGEMENT**

42.1 Subject to any resolution passed by the association in a general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the General Council determines.

42.2 The public fund will be administered exclusively by a sub-committee of the General Council, the majority of whom will meet the persons of responsibility criteria (as outlined in paragraph 9 (f) of Taxation Ruling TR 95/27).

42.3 The assets and income of the public fund and the association in general shall be applied exclusively to further the objects of the association and no portion shall be paid or distributed directly or indirectly to the members or office bearers of the association except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or association, or proper remuneration for administrative services.

42.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the General Council or employees of the association, being members or employees authorised to do so by the committee.

42.5 The financial year of the association shall run from January 1 to December 31.

42.6 The association must nominate an auditor for the coming financial year at the annual general meeting.

### **43. ASSOCIATION IS NON-PROFIT**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **44. CHANGE OF NAME, OBJECTS AND CONSTITUTION**

44.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

44.2 An application 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 or a committee member.

### **45. CUSTODY OF BOOKS**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

### **46. INSPECTION OF BOOKS**

46.1 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.

46.2 A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

46.3 Despite subclauses (1) and (2), the General Council or committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## **47. SERVICE OF NOTICES**

47.1 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 facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

47.2 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 facsimile transmission or some other form of electronic transmission, 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.

## **48. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION**

48.1 Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

48.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.