

## **OBJECTS AND RULES OF THE HISTORY COUNCIL OF SOUTH AUSTRALIA INC**

*Adopted 1 December 2014 by Special Resolution*

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## **1. Name**

The name of the association is the History Council of South Australia Incorporated, referred to in these rules as 'the Council'.

## **2. Definitions**

In these rules:

'the Act' means the Associations Incorporation Act, 1985

'the Regulations' means the Associations Incorporation Regulations, 1993

'committee' means the committee of management of the Council

'member' means a member of the Council

'corporate member' means an organisation that is a member of the Council

'month' means a calendar month

'secretary' means:

(a) the person holding office under these rules as secretary of the Council; or

(b) if no such person holds that office - the public officer of the Council

'councillor' means a member of the committee who is not an office-bearer of the Council, as referred to in rule 6.3.5

'general meeting' means a general meeting of members of the Council convened in accordance with these rules

'special general meeting' means a general meeting of the Council other than an annual general meeting

## **3. Objects of the Council**

The objects of the Council are to support and promote the cause and practice of history in South Australia.

## **4. Powers of the Council**

The powers of the Council are the powers conferred by Section 25 of the Act.

## **5. Membership**

### **5.1 Membership Qualifications**

5.1.1 Membership of the Council is in the categories of corporate or individual. Any organisation or person who wishes to become a member shall:

(a) apply for membership to the committee in writing;

(b) support the objects of the Council.

5.1.2 The applicant becomes a member of the Council upon payment of the prescribed membership fee and acceptance of the application by majority vote of the committee.

5.1.3 A corporate member is entitled to appoint one person, who may also be an individual member, to represent it at general meetings of the Council. The corporate member must appoint that person by a resolution of its board or management committee that is authorised in writing. Such a person is deemed to be a member of the Council for all purposes until the authority to represent the corporate member is revoked.

### **5.2 Subscriptions**

5.2.1 The subscription fee for membership is such a sum as the members shall determine from time to time in general meeting.

5.2.2 The subscription fee is payable annually on 1 July or at such other time as the committee may determine.

5.2.3 Any member whose subscription is outstanding for more than three months after the due date for payment ceases to be a member of the Council, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

### **5.3 Resignation of Membership**

A member may resign from membership of the Council by giving written notice thereof to the secretary of at least one month (or such other period as the committee may determine). Upon the expiration of the period of notice, the member ceases to be a member.

### **5.4 Disciplining of Members**

5.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member for conduct detrimental to the interests of the Council.

5.4.2 Particulars of the alleged conduct must be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

5.4.3 The determination of the committee must be communicated to the member, and in the event of an adverse determination the member ceases to be a member 14 days after the committee has communicated its determination to the member, subject to 5.4.4.

- 5.4.4 A member may appeal to the Council in a general meeting against the expulsion. The intention to appeal must be communicated to the secretary or president of the Council within 14 days after the determination of the committee has been communicated to the member.
- 5.4.5 In the event of an appeal under 5.4.4, the appellant's membership of the Council is not terminated unless the determination of the committee to expel the member is upheld by the members of the Council in a general meeting after the appellant has been heard by the members of the Council, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

### **5.5 Register of Members**

A register of members must be kept and contain:

- (a) the name and address of each member;
- (b) the date on which each member was admitted to the Council; and
- (c) if applicable, the date of, and reason(s) for, termination of membership.

## **6. The Committee**

### **6.1 Powers and Duties**

- 6.1.1 The affairs of the Council are managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Council, and are not by the Act or by these rules required to be done by the Council in general meeting.
- 6.1.2 The committee has the management and control of the funds and other property of the Council.
- 6.1.3 The committee has authority to interpret the meaning of these rules and any other matter relating to the affairs of the Council on which these rules are silent.
- 6.1.4 The committee must appoint a public officer as required by the Act.

### **6.2 The Public Officer**

The public officer must:

- (a) notify the appropriate authority of such appointment and file such other returns and notices as are required by law;
- (b) fulfil the duties of secretary at such times that the office of secretary is vacant;
- (c) hold office until the committee appoints another person to the position.

### **6.3 Composition and Membership**

- 6.3.1 Subject to rule 6.3.7, the committee must consist of not less than 12 members and not more than 20 members.
- 6.3.2 A committee member must be a natural person.
- 6.3.3 Corporate members are eligible for election to the committee.
- 6.3.4 Up to four individual members may be elected by the annual general meeting.
- 6.3.5 The office bearers of the Council are:
- (a) the president;
  - (b) the vice-president;
  - (c) the treasurer;
  - (d) the secretary; and
  - (e) the immediate past president.
- 6.3.6 There may be an executive of the committee, comprised of the four office bearers and two councillors of the committee. The two councillors must be appointed by the committee. The executive has such powers as granted by the committee and must report at each committee meeting.
- 6.3.7 All committee and office bearer positions are subject to re-election at the annual general meeting two years after their election. After the first election under these rules half the non-executive members of the Committee shall retire at the next annual general meeting and the remainder at the second annual general meeting following their election. In the event that agreement as to retirement cannot be secured the Executive shall decide.
- 6.3.8 Each member of the committee, subject to these rules, holds office 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 per cent of committee meetings during the year or, in the case of less than 60 per cent attendance, have been granted leave of absence for exceptional circumstances as determined by the committee.
- 6.3.9 The maximum term in office of any one person as president is four consecutive years; the maximum term in office of other office bearers is six consecutive years.

6.3.10 The committee may function validly notwithstanding any casual vacancies so long as its number is not reduced below the minimum quorum (ie, six members) and so long as any casual vacancies that reduce the committee to less than 12 members are filled within five months according to the provisions of rule 6.9.

#### **6.4 Election of Members**

6.4.1 Nominations of candidates for election to the committee of the Council:

- (a) must be made in writing;
- (b) must include the name of the corporate member and the name/s of the delegate/s appointed by the corporate member to stand for election;
- (c) must state which position the delegate is nominated for and, in the case of nominations for office bearers, whether the delegate is also nominated as a councillor if failing to be elected as an office bearer;
- (d) must be authorised in writing by the corporate member's board or management committee;
- (e) must be accompanied by the written consent of the delegate/s;
- (f) may include the name and endorsement of an alternate delegate or delegates as defined by rule 6.4.8;
- (g) must not exceed two nominations from each corporate member; and
- (h) must be delivered to the secretary of the Council not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

6.4.2 Notice of all persons seeking election to the committee, including office bearing positions, must be given to all members of the Council with the notice calling the meeting at which the election is to take place.

6.4.3 If insufficient nominations are received to fill all vacancies on the committee the persons nominated are elected and any vacant positions remaining on the committee must be deemed to be casual vacancies.

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

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

6.4.6 The ballot for the election of the committee is normally to be conducted at the annual general meeting or if necessary by a postal ballot conducted in such usual and proper manner as the committee directs.

6.4.7 The office bearers of the Council must be elected by the members at the annual general meeting prior to the election of the councillors who will form the remainder of the committee, or failing the election of one or more office bearers, must be chosen by the committee from its members at a committee meeting held within 21 days following the annual general meeting.

6.4.8 Each councillor may have an alternate delegate. The alternate delegate must be nominated at the time of the declaration of the results of the election. The alternate delegate will have observer rights when not representing the elected delegate.

6.4.9 Office bearers may not have an alternate delegate.

6.4.10 Committee members including office bearers, councillors and councillors' alternate delegates become members in their own right upon election, nomination, cooption or appointment. They may express the views and interests of any organisation or group that they represent or of which they are a member, but must vote in the interests of the Council and carry out its objects in accordance with the Act and these rules.

#### **6.5 The President**

6.5.1 It is the duty of the president to:

- (a) chair executive, committee and general meetings except that in the absence of the president or at the request of the president or a majority of a meeting another member may act as chair at that meeting;
- (b) prepare the agenda for committee and general meetings together with the secretary;
- (c) have a personal vote and in addition have a casting vote if all votes are equal;
- (d) encourage full balanced participation by all committee members and decide on matters of order;
- (e) sign documents in the name of the council and act with others as a signatory to letters and cheques in the name of the council;
- (f) deliver the president's address at the annual general meeting incorporating appropriate philosophy, policies and aims for the future of the council;
- (g) be an ex-officio member of all subcommittees.

6.5.2 The president may act as spokesperson for the council unless an alternative spokesperson has been appointed by the committee. The spokesperson must make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two members of the committee.

#### **6.6 The Vice-President**

It is the duty of the vice-president to fulfill the duties and responsibilities of the president in the absence of the president.

## **6.7 The Secretary**

6.7.1 It is the duty of the secretary to ensure that:

- (a) notice of meetings is given in accordance with the provisions of this constitution;
- (b) records are kept of the Council including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Council;
- (c) minutes are kept in accordance with the provisions of this constitution.

6.7.2 The Council's public officer must fulfil these duties if the office of secretary is vacant.

## **6.8 The Treasurer**

It is the duty of the treasurer to ensure that:

- (a) the financial transactions and financial position of the Council are recorded and explained, in accordance with the Act and these rules;
- (b) all monies received are paid into an account authorised by the committee in the name of the Council. Payments may be as petty cash or by cheque signed by two authorised signatories of whom there may be no more than four appointed by the committee. Major or unusual expenditures must be authorised in advance by the committee or a general meeting;
- (c) records are kept of all receipts and payments and other financial transactions. These records must be made available for inspection by any member;
- (d) financial budgets and statements are prepared and that a report on the finances is submitted to each committee meeting;
- (e) the accounts, together with the auditor's report on the accounts, are presented to members at the annual general meeting.

## **6.9 Casual Vacancies and Cooption**

6.9.1 A casual vacancy in the committee occurs if a member of the committee:

- (a) is disqualified from being a committee member by the Act;
- (b) ceases to be a member of the Council;
- (c) is expelled as a member or removed from office under these rules;
- (d) resigns office by notice in writing given to the secretary or president;
- (e) is permanently incapacitated by ill health;
- (f) is absent without consent from all meetings of the committee held during a period of 6 months; or
- (g) is no longer the duly appointed delegate of a corporate member.

6.9.2 If insufficient nominations are received to fill all vacant positions on the committee at the time of an election, all unfilled positions are deemed casual vacancies.

6.9.3 In the event of a casual vacancy occurring in the committee, the committee may coopt a member of the Council to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the subsequent general meeting.

6.9.4 Both corporate and individual members are eligible for cooption to fill casual vacancies.

6.9.5 In filling casual vacancies the committee must give due consideration to ensuring where feasible that the committee is a balanced representation of the historical community and that it includes, for example, appropriate regional and Indigenous representation.

## **6.10 Removal of a Committee Member**

6.10.1 The Council in a general meeting may pass a motion of no confidence in any member of the committee, provided that the member has been given 21 days notice of the motion. Upon the passing of such a motion the committee member is removed from office and a casual vacancy exists.

6.10.2 If a member of the committee to whom a proposed resolution referred to in rule 6.10.1 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 Council, the secretary or the president may send a copy of the representations to each member of the Council or, if the representations are not so sent, the committee member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **6.11 Meetings and Quorums**

6.11.1 The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.

6.11.2 The first meeting of the committee must be within 21 days after the date of the annual general meeting.

6.11.3 Notice of meetings 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.

- 6.11.4 The quorum is one-half the number of committee members.
- 6.11.5 No business may 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.
- 6.11.6 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.
- 6.11.7 The quorum of the executive of the committee is any four members of the executive of the committee.

### **6.12 Subcommittees**

The committee may appoint subcommittees of members and non-members for specific purposes who may meet as they see fit or as directed by the committee and who must report to the committee.

### **6.13 Voting and Decisions**

- 6.13.1 Questions arising at a meeting of the committee, the executive of the committee, or of any subcommittee appointed by the committee must be determined by a majority of the votes of members on the committee, executive or subcommittee present at the meeting.
- 6.13.2 Each member present at a meeting of the committee, executive or of any subcommittee 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.
- 6.13.3 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Council, or representing an organisation with a direct or indirect pecuniary interest in a contract or proposed contract with the Council, must disclose the nature and extent of that interest to the committee as required by the Act, and may not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract, or his or her organisation's interest in the contract, at the next general meeting.
- 6.13.4 Non-members with special interests or knowledge relevant to the Council may be appointed to subcommittees or invited to attend any meeting and to speak at the discretion of the chairperson but such persons may not vote.

## **7. The Seal**

- 7.1 The Council must have a common seal upon which its corporate name appears in legible characters.
- 7.2 The seal may not be used without the express authorisation of the committee, and every use of the seal must be recorded in the minute book of the Council. The affixing of the seal must be witnessed by two office bearers.

## **8. General Meetings**

### **8.1 Annual General Meetings**

- 8.1.1 The committee must call an annual general meeting in accordance with the Act and these rules.
- 8.1.2 The first annual general meeting must be held within 12 months after the incorporation of the Council, and thereafter within five months after the end of its financial year.
- 8.1.3 The order of the business at the meeting is:
- (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
  - (b) the consideration of the accounts and reports of the committee and the auditor's report;
  - (c) the election or re-election of committee members who must consent in person or in writing;
  - (d) any other business requiring consideration by the Council in general meeting.

### **8.2 Special General Meetings**

- 8.2.1 The committee may call a special general meeting of the Council at any time.
- 8.2.2 Upon a requisition in writing of not less than 5 per cent of the total number of members of the Council, the committee must within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 8.2.3 Every requisition for a special general meeting must be signed by the relevant members and must state the purpose of the meeting.
- 8.2.4 If a special general meeting is not convened within one month, as required by rule 8.2.2, the requisitionists, or at least 50 per cent of their number, may convene a special general meeting. Such a meeting must be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee must ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Council.

### **8.3 Notice of General Meetings**

- 8.3.1 Subject to 8.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 8.3.2 Notice of the meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 8.3.3 A notice may be given to any member by serving the member with the notice personally, or by sending it to the address appearing in the register of members.
- 8.3.4 At least seven days notice of meetings of the Committee and the Executive shall be given to members with particulars of the nature and order of business to be transacted at the meeting.

### **8.4 Proceedings at General Meetings**

- 8.4.1 Twelve members present in person constitute a quorum for the transaction of business at any general meeting.
- 8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members lapses. In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present form a quorum.
- 8.4.3 The president or, in the president's absence, the vice-president, must preside as chairperson at a general meeting of the Council.
- 8.4.4 If the president or vice-president is not present within five minutes after the time appointed for holding the meeting, or they are present but decline to take or retire from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.
- 8.4.5 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 time to time and place to 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.
- 8.4.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as if that meeting were an original meeting of members.

### **8.5 Voting at General Meetings**

- 8.5.1 Subject to these rules, a corporate member has two votes and an individual member has one vote at a general meeting of the Council.
- 8.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or by proxy at that meeting.
- 8.5.3 Unless a secret ballot is demanded by at least three members, a question for decision at a general meeting must be determined by a show of hands.
- 8.5.4 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.
- 8.5.5 As specified in 5.1.3 a corporate member is entitled to appoint in writing one person to vote at a general meeting.

### **8.6 Secret Ballots at General Meetings**

- 8.6.1 If a secret ballot is demanded by at least three members, it must be conducted in a manner specified by the person presiding and the result of the ballot is the resolution of the meeting on that question.
- 8.6.2 A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other ballot may be conducted at any time before the close of the meeting.

### **8.7 Special and Ordinary Resolutions**

- 8.7.1 A resolution of the Council is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Council as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution was given in accordance with these rules.
- 8.7.2 An ordinary resolution is a resolution passed by a simple majority of members who vote in person or by proxy at a general meeting.

### **8.8 Proxies**

A member is entitled to appoint in writing a natural person who is also a member of the Council to be their proxy to attend and vote at any general meeting of the Council on the member's behalf.

## **9. Minutes**

- 9.1 Proper minutes of all proceedings of general meetings of the Council and of meetings of the committee must be entered within one month after the relevant meeting in minute books kept for the purpose.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the members of the Council or the members of the committee (as relevant) at a subsequent meeting.
- 9.3 The minutes kept pursuant to this rule must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

## **10. Sources and Management of Funds**

### **10.1 Sources of Funds**

- 10.1.1 The funds of the Council are derived from the annual subscriptions of members, entrance fees, donations, grants, sponsorship, bequests, gifts and, subject to any resolution passed by the Council in general meeting, such other sources as the committee determines.
- 10.1.2 All money received by the Council must be deposited as soon as practicable and without deduction to the credit of a bank account of the Council.
- 10.1.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **10.2 Public Fund**

- 10.2.1 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.
- 10.2.2 The public fund will be used exclusively for the purpose of receiving gifts and donations.
- 10.2.3 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.

### **10.3 Management of Funds**

- 10.3.1 Subject to any resolution passed by the Council in general meeting, the income and assets of the Council must be used in pursuance of the objects of the Council in such manner as the committee determines.
- 10.3.2 The public fund will be administered exclusively by a subcommittee of the Council who will meet the persons of responsibility criteria (as outlined in paragraph 9 (f) of Taxation Ruling TR 95/27).
- 10.3.3 The assets and income of the public fund and the organisation in general shall be applied exclusively to further the objects of the Council and no portion shall be paid or distributed directly or indirectly to the members or office bearers of the Council except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or organisation, or proper remuneration for administrative services.
- 10.3.4 All payments made by the Council must be authorised by any two members of the executive of the committee or employees of the Council, being members or employees authorised to do so by the committee

### **10.4. Financial Reporting**

- 10.4.1 *Financial Year*: The first financial year of the association is the period ending on 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.
- 10.4.2 *Accounts to be kept*: The association must keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- 10.4.3 *Accounts to be laid before Members*: The accounts, together with the auditor's report on the accounts, must be laid before members at the annual general meeting.
- 10.4.4 *Appointment of Auditor*:
  - (a) At each annual general meeting, the members must appoint a qualified person to be auditor of the association.
  - (b) The auditor holds office until the next annual general meeting and is eligible for reappointment.
  - (c) If an appointment is not made at an annual general meeting, the committee must appoint an auditor for the current financial year.

## **11. Employees**

- 11.1 An employee of the Council may be a member of the Council or any subcommittee.
- 11.2 A person performing paid work for the Council on a regular substantial basis:
  - (a) may not be a member of the committee unless specifically provided in this constitution or any subsequent amendment; and
  - (b) may not take part in decisions relating to paid work and must remain absent from deliberations relating to any worker if so requested by a majority of the committee.

## **12. Winding Up**

- 12.1 The Council may be wound up in the manner provided for in the Act.
- 12.2 If after the winding up of the Council there remain 'surplus assets' as defined in the Act, such surplus assets must be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 12.3 Such organisation or organisations must be identified and determined by a resolution of members in a general meeting.

## **13. Alteration of Constitution**

- 13.1 These rules may be altered (including an alteration to the Council's name) by special resolution of the members of the Council. This includes rescission or replacement by substitute rules.
- 13.2 The alteration must be registered in accordance with the Act.
- 13.3 The registered rules bind the Council and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

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