

CORPORATIONS ACT  
COMPANY LIMITED BY GUARANTEE  
CONSTITUTION  
of the  
ROYAL AUSTRALIAN HISTORICAL SOCIETY  
ACN 000 027 654 ABN 91 000 027 654

(as revised AGM 23 April 2013)

1. In this Constitution, unless there is something in the subject or context inconsistent therewith:

‘**Act**’ means the Corporations Act 2001 and any statutory modification or enactment thereof;

‘**Constitution**’ means this Constitution and all supplementary substituted or amending clauses for the time being in force;

‘**Council**’ includes a meeting of the Councillors duly called and constituted at which a quorum shall be present or, as the case may be, the Councillors assembled at such a meeting and forming the Board of Directors;

‘**Councillor**’ means a director of the Company;

‘**Executive**’ means the Executive Committee, comprising the President, the Senior Vice-President, the Vice-President and one other Councillor, elected at the first Council Meeting after the Annual General Meeting, and the Treasurer appointed under clause 34 of this Constitution;

‘**Month**’ means a calendar month;

‘**Office**’ means the registered office for the time being of the Society;

‘**Register**’ means the Register of Members kept pursuant to Section 169 of the Act;

‘**Secretary**’ means the Secretary of the Society appointed in accordance with the Act;

‘**Society**’ means the ROYAL AUSTRALIAN HISTORICAL SOCIETY or whatever its name may be from time to time;

‘**The State**’ means the State of New South Wales;

‘**Written**’ or ‘**in writing**’ includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form; and

‘**Year**’ means a period of 12 months commencing on 1 January in each year.

Words importing the singular number include the plural number and *vice versa* and words importing persons include corporations.

Words or expressions contained in this Constitution shall be interpreted in accordance with Part 1.2 of the Act as in force at the date this Constitution became binding on the Society.

In every case where in this Constitution general expressions are used in connection with powers, discretions or things, such general expressions shall not be limited to or controlled by the particular powers, discretions or things with which the same are connected. Any words or expressions denoting authority or permission shall be construed as words or expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trust. Subject as aforesaid any words defined in the Act shall, if not inconsistent with the subject or the context, bear the same meaning in this Constitution.

### **PRELIMINARY**

2. Each of the provisions of the sections or sub-sections of the Act which would but for this clause apply to the Society as a replaceable rule within the meaning of the Act are displaced and do not apply to the Society.

3. The Society is a Company Limited by Guarantee.

4. The number of members of the Society shall not be more than 4,000 or such number as may be determined by the Council.

5. The Society must not engage in any activity that would require the lodgement with the Australian Securities and Investments Commission of a prospectus under Chapter 6D of the Act.

6. The Society's objective is the advancement of education in the field of Australian history and in pursuance of that objective:

(a) to encourage the study of Australian history and the preservation of Australian heritage;

(b) to promote the compilation of authentic records relating to Australia;

(c) to acquire, either by purchase, donation or otherwise, and preserve for the use of the Society books, manuscripts, newspapers, prints, pictures and all such objects and materials (in any media) as may be considered by the Council to have a bearing on Australian history, and to establish, form, furnish and maintain a library;

(d) to promote interchange of information among members of the Society by lectures, readings, discussions, exhibitions of historical significance, tours, excursions and other appropriate means; and

(e) to print, publish (in any media) and circulate such journals, periodicals, books and other literary or other undertakings as may seem conducive to any of the objects of the Society.

7. The income and property of the Society shall be applied *solely* toward the promotion of the objects of the Society as set forth in this Constitution; and no portion thereof shall be paid or

transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society,

PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society; but that no Councillor shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council except repayment of out-of-pocket expenses and proper rent for premises demised or let to the Society. PROVIDED THAT the provision last aforesaid shall not apply to any payment to any Association of which a Councillor may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he or she may receive in respect of such payment. AND PROVIDED FURTHER that the said provision shall not apply to a person who was not, prior to the time of his appointment as Treasurer, a Councillor.

8. The liability of the members is limited.

9. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves. The maximum amount payable by any member under this clause is Two Dollars (\$2.00).

### **REGULATIONS**

10. The Council may make, repeal or amend regulations for the conduct and good management of the Society which shall be subject to repeal or amendment by a general meeting. The regulations of the Society which are effective as at the date of this Constitution are set out in the Schedule to this Constitution.

### **MEMBERSHIP**

11. Membership of the Society shall be divided into classes which shall be determined by Council from time to time.

12. The annual subscription (if any) payable by the classes of members of the Society shall be determined by the Council from time to time.

### **CESSATION OF MEMBERSHIP**

13. If the subscription of a member shall remain unpaid for a period of six calendar months after it becomes due then after notice of the default having been sent to the member by the Secretary the member shall cease to be a member at the expiration of three (3) calendar months after that notice provided that the Council may reinstate the member on payment of all arrears if the Council thinks fit to do so.

14. A member may at any time by giving notice in writing to the Secretary resign from the Society but shall continue liable for any annual subscription and all arrears due and unpaid at the date of such resignation and for all other moneys due by that member to the Society.

15. If any member, Fellow, Honorary Fellow or Medallist shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Society or act in a manner prejudicial to the interests of the Society, the Council shall have power by resolution to censure, suspend or expel the member from the Society and to revoke any appointment as Fellow, Honorary Fellow or Medallist.

### **GENERAL MEETING**

16. An Annual General Meeting of the Society shall be held in accordance with the provisions of the Act. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

17. The Council may whenever it thinks fit by simple majority convene a general meeting. A general meeting shall be convened by the Council on the request of the members as provided by the Act or may be convened by the members as provided by the Act.

18. Subject to the provisions of the Act relating to resolutions and agreements for shorter notice, twenty one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day on which notice is given) shall be given to such persons as are entitled to receive such notices from the Society.

19. The accidental omission to give notices of meeting, or the non-receipt of notice of a meeting by any person entitled to such notice shall not invalidate the meeting or the proceedings thereat.

### **PROCEEDINGS AT GENERAL MEETINGS**

20. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein provided, a quorum for a general meeting is twenty (20) members present in person or by proxy.

21. If within half an hour from the time appointed for a general meeting a quorum is not present:

- (a) a general meeting convened by the Council on a request of the members or by the members as provided by the Act shall be dissolved; and
- (b) in any other case the general meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council shall specify and no notice of such adjournment need be given to members.

22. If at a general meeting adjourned pursuant to clause 21 (b), a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

23. The Chairperson may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and

from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

24. The Chairperson shall have a deliberative vote in relation to any motion put at a general meeting, and in the event of an equality of votes shall also have a second or casting vote.

25. Each member shall be entitled to one vote at a general meeting.

26. No member shall be entitled to vote at any general meeting whilst indebted to the Society.

27. A challenge to a right to vote at a general meeting:

(a) may only be made at the meeting; and

(b) must be determined by the Chairperson, whose decision is final.

28. A member of the Society may, by instrument in writing under the hand of the member or of his or her attorney duly authorised in writing, appoint one (1) member as his or her proxy to attend and vote at a general meeting instead of such member.

29. The instrument appointing a proxy shall be in a form specified in the Regulations and in default of a form being so specified it shall be in a common or usual form and executed by the appointee or his or her attorney duly authorised in writing.

### **COUNCILLORS & OFFICERS**

30. Unless otherwise determined by resolution of the Society the number of elected Councillors shall be twelve (12). At their first meeting after the Annual General Meeting and thereafter whenever any office becomes vacant, the Councillors shall elect from their number office bearers being a President, a Senior Vice-President, a Vice-President and one ordinary member who, together with the Treasurer (hereinafter referred to), shall form the Executive. Such elected Councillors and the Treasurer shall be known as the Office Bearers and shall hold office until the first meeting of the Council after the next Annual General Meeting. PROVIDED HOWEVER that any Office Bearer shall cease to hold office as an Office Bearer in the event that the Council shall at each of three consecutive Council Meetings, pass by a simple majority a resolution that it has no confidence in that particular Office Bearer.

31. The term of office of elected Councillors shall be three (3) years with a third of Councillors retiring each year. Councillors shall be eligible for re-election PROVIDED THAT no Councillor shall serve more than three (3) consecutive three (3) year terms of office and where a Councillor has served three (3) consecutive three (3) year terms that person shall not be eligible for re-election until a period of 12 months has elapsed.

32. The term of office of the elected President shall be one (1) year. The President shall be eligible for re-election PROVIDED THAT no President shall serve more than four (4) consecutive one (1) year terms of office and where a President has served four (4) consecutive one (1) year terms that person shall not be eligible for re-election to the office of President until a period of 12 months has elapsed.

33. The term of any office except that of President (**Other Office**) shall be for one (1) year and any person elected to any Other Office shall be eligible for re-election PROVIDED

THAT no person shall serve more than six (6) consecutive one (1) year terms in that Other Office and where a person has served six (6) consecutive one (1) year terms that person shall not be eligible for re-election to that Other Office until a period of 12 months has elapsed.

34. At their first meeting after the Annual General Meeting, the elected Councillors shall appoint a Treasurer, who need not be an elected Councillor. If not already a member of the Society, the Treasurer shall be required to become a financial member in the relevant category. The Treasurer shall not, by virtue of his appointment as Treasurer, become a Councillor but shall be entitled to attend and to speak at all meetings of the Council and the Executive. Unless the Treasurer is a Councillor that person shall have no voting rights whatsoever and shall not be counted in the quorum of a Council meeting or an Executive meeting.

35. A Councillor shall hold office until his or her term of office expires, until he/she is removed by resolution of a general meeting or until his or her office shall otherwise become vacant pursuant to this Constitution or pursuant to the Act.

36. Upon removal from office by a resolution passed pursuant to clause 35 or occurring pursuant to clause 40, a Councillor shall cease to hold any office to which he or she has been appointed by the Council.

37. The Council shall have power at any time to appoint an eligible member to be a Councillor, to fill a vacancy created by a resolution pursuant to clause 35 or occurring pursuant to clause 40 and that member shall (subject to Section 201H(3) of the Act) hold office as a Councillor for the remainder of the term of the Councillor whose vacant position the eligible member fills and this partial term shall not constitute service of a three (3) year term of office (or part thereof) for the purposes of Clause 31.

38. (i) No Councillor shall be disqualified by his or her office from contracting with or holding any other office under the Society, nor shall any such contract or any contract entered into by or on behalf of the Society in which any Councillor shall be in any way interested be avoided, nor shall any Councillor so contracting or being so interested be liable to account to the Society for any profit realised by any such contract, by reason only of such Councillor holding that office or of the fiduciary relationship thereby established. The nature of any interest must be disclosed by a Councillor at the meeting of Council at which the contract is determined on if his or her interest then exists and has not been disclosed in accordance with the Act, or in any other case at the first meeting of the Council after the interest arises.

(ii) No employee of the Society shall be entitled to be elected as a Councillor.

39. A Councillor may not vote in respect of any contract or arrangement in which he or she is interested and may not be counted for the purpose of any resolution regarding the same in the quorum present at the meeting and may not participate in the execution of any instrument by or on behalf of the Society whether through signing or sealing the same or otherwise.

40. The office of Councillor shall also become vacant if the Councillor:

(a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

(b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

(c) resigns his or her office by notice in writing to the Secretary of the Society at the office.

## **PROCEEDINGS OF COUNCIL**

41. The role of the Council is to control and manage the affairs of the Society in furtherance of its objectives. The Councillors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but shall meet on no fewer than six (6) occasions in each calendar year. Notice of a meeting of Council may be given to any Councillor using any technology consented to by that Councillor. A Councillor may only withdraw such consent within a reasonable period before a meeting. Any three (3) Councillors may at any time call a meeting of Council and the Secretary shall on the requisition of three (3) Councillors call a meeting of Council.

42. The President shall preside as the Chairperson of every meeting of Council and shall exercise the functions of Chairman in accordance with the rules on the conduct of Council meetings as are determined by the President or by resolution of the Council. Until such rules are adopted by the Society, the conduct of Council meetings shall be as set out in the most recent edition of Horsley's Meetings: Procedure, Law and Practice published before the date of that meeting.

43. Subject to this Constitution questions arising at any meeting of Council shall be decided by a majority of the votes of those present and voting. A determination by a majority of Councillors shall for all purposes be deemed a determination of the Council. In the determination of any question the Chairperson shall have a deliberative vote and in the event of an equality of votes shall also have a casting vote.

44. The quorum for a meeting of Council shall be one half of the total number of Councillors then holding office plus one, rounded up to the next whole number. Unless the Treasurer is a Councillor that person shall not be counted in the quorum of a Council meeting .

45. The continuing Councillors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below that fixed by or pursuant to this Constitution as the necessary quorum of Councillors, the continuing Councillors or Councillor may act for the purpose of increasing the number of Councillors to that number or of summoning a general meeting but for no other purpose.

46. All acts done by any meeting of the Council or of a Committee of Council or by any person acting as a Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Councillor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

47. The Council may establish committees and may appoint the members of all committees. The committees, including the Executive, may exercise any functions of the Council which the Council thinks fit to delegate to such committees.

48. Subject to resolutions made from time to time by the Council the President shall have the control and management of the Society between Council meetings.

## **ACCOUNTS**

49. The Council shall cause to be kept such proper accounting and other records as will sufficiently explain the transactions and financial position of the Society and enable true and fair profit and loss statements and balance sheets and any documents required to be attached thereto to be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.

50. Subject to the Act, the Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Society or any of them shall be open to the inspection of members not being Councillors. No member, not being a Councillor, shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in a general meeting.

## **AUDIT**

51. Auditors shall be appointed and their duties regulated in accordance with the Act. They may be removed in accordance with the Act.

## **NOTICES**

52. A notice may be given by the Society to any person either personally, by sending it by post to him or her at their registered address or by email or by any method permitted under section 249J of the Act or otherwise in the Act. Where:

- (a) a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of meeting, on the date after the date of its posting in any other case, at the time at which the letter would be delivered in the ordinary course of the post; and
- (b) a notice which is sent by email will be deemed to be received by the recipient on the day after the email is sent.

53. Written notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member having the right to vote thereat; and
- (b) the Auditor for the time being of the Society.

54. No other person shall be entitled to receive notices of general meetings.

## **WINDING UP**

553. If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at



least as great as is imposed on the Society under or by virtue of this Constitution. Such institution or institutions shall be determined by a general meeting at or before the time of dissolution. If and so far as effect cannot be given to the aforesaid provision then such property shall be given to some charitable object.

### **OFFICERS: INDEMNITIES AND INSURANCE**

564. To the extent permitted by law:

(a) every person who is or has been an Officer of the Society will be indemnified out of the property of the Society against any liability for costs and expenses incurred by that person in defending any proceedings in which the Society's interests are being contested and in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Act; and

(b) every person who is or has been an Officer of the Society will be indemnified out of the property of the Society against any liability to another person (other than the Society or a related body corporate of the Society) where the liability is incurred by the Officer for or on behalf of the Society in his or her capacity as an Officer of the Society

PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.

57. To the extent permitted by law the society may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Society against a liability:

(a) incurred by the person in his or her capacity as an Officer of the Society PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Society or a contravention of Part 2D.1 Division 1 of the Act; or

(b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

58. In clauses 56 and 57 the term '**Proceedings**' means any proceedings, whether civil or criminal, in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Society, including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Society.

## **SCHEDULE**

### **REGULATIONS**

of the

### **ROYAL AUSTRALIAN HISTORICAL SOCIETY**

**ACN 000 027 654 ABN 91 000 027 654**

1. In these Regulations 'Constitution' means the Constitution of the Royal Australian Historical Society as it is in force from time to time.

### **MEMBERSHIP**

2. The membership of the Society shall consist of:

- (a) Individual Members;
- (b) Relative Members;
- (c) Student Members;
- (d) Pensioner/Senior Members;
- (e) Pensioner/Senior Relative Member;
- (f) Corporate Members;
- (g) Honorary Members;
- (h) Life Members; and
- (i) Affiliated Societies.

3. A person who is related to or resides with an Individual Member or Pensioner/Senior Member shall be eligible to apply for Relative Membership of the Society and upon being so elected by the Council shall pay annually such proportion of an Individual Member or Pensioner/Senior Member's annual subscription as shall be determined by the Council from time to time. Subject to any determination to the contrary made by the Council from time to time, a Relative Member shall not be entitled to receive without charge any of the Society's publications but shall be entitled to all other rights of membership during such period as the relevant member remains an Individual Member or Pensioner/Senior Member.

4. A person under the age of 18 years or a person above that age who is enrolled on a full time basis at a school or university or other institution of tertiary instruction and remains so enrolled shall be eligible to apply for Student Membership of the Society and upon being so elected by the Council shall pay annually such proportion of an Individual Member's subscription as shall be determined by the Council from time to time. A Student Member shall be entitled to receive the Society's publications without charge and shall be entitled to all other rights of membership.

5.

- (a) Any person who either:
  - (i) holds an Australian or International Seniors Card; or
  - (ii) is in receipt of a Department of Social Security or Department of Veterans' Affairs pension and is the holder of a Health Care Entitlement Card issued by either of those Departments,

shall be eligible to apply for Pensioner/Senior Membership of the Society and upon being so elected by the Council shall pay annually such proportion of an Individual Member's subscription as shall be determined by the Council from time to time. A Pensioner/Senior Member shall be entitled to receive the Society's publications without charge and shall be entitled to all other rights of membership.

(b) A corporation, firm, partnership or other incorporated or unincorporated association shall be eligible to apply for Corporate Membership of the Society and upon being so elected by the Council shall pay annually such subscription as shall be determined by the Council from time to time. Upon being elected to Corporate Membership of the Society each Corporate Member shall notify the Society in writing over the signature of the principal office bearer of the Corporate Member the name of a representative who shall exercise the benefits of membership on its behalf, and in default of any such notification the principal office bearer shall be deemed to be the Corporate Member's representative.

6. The Society shall not elect life members. The status of persons who were life members at 31 December 2001 is not affected by this clause.

7. At an Annual General Meeting of the Society the Council may submit for election as an Honorary Member a person who, in the Council's opinion, has rendered valuable service in the furtherance of the Society's objects. Upon election, an Honorary Member shall not be liable to pay the annual subscription which would otherwise attach to that person's membership of the Society but shall be entitled to receive the Society's publications and other rights of membership without charge. However, unless an Honorary Member shall pay the annual subscription which would otherwise attach to individual membership of the Society, such Honorary Member shall not be eligible to hold any office in the Society or to vote at any meeting or election of the Society.

### **AFFILIATED SOCIETIES**

8. A Body, whether incorporated or not, formed with the object of promoting an interest in aspects of Australian history, fostering historical study or research or preserving historical objects, buildings or sites may, upon making application, be elected by the Council as an Affiliated Society. Such an Affiliated Society shall be subject to the payment of an annual affiliation fee determined by the Council from time to time. The Council may at its discretion elect as an Affiliating Society any body PROVIDED THAT the body is governed by a constitution or other formal statement of objects acceptable to the Council.

9. The Council may determine affiliation fees at different rates in accordance with membership numbers of an Affiliated Society or any other factor common to Affiliated Societies.

10. Upon payment of its affiliation fee, an Affiliated Society shall be entitled to the rights of membership of the Society, and shall by notice in writing to the Society, name a representative to exercise such privileges on its behalf, provided that in the absence of such notification being given the principal office bearer shall be deemed to be that Affiliated Society's representative.

## **DISCIPLINE**

11. A complaint of conduct of a member or Fellow, Honorary Fellow or Medallist which is alleged to give rise to the operation of clause 15 of the Constitution shall be lodged at the Office within thirty (30) days of the conduct or the last act of conduct complained of and shall be signed by at least two members of the Society. Any such complaint shall contain detailed particulars of the conduct complained of and the manner in which it is alleged that such conduct constitutes wilful refusal or neglect to comply with the provisions of this Constitution or is prejudicial to the interests of the Society. Such complaint shall be considered by the Council. Any decision of the Council to discipline a member of the Society must be passed by a majority of three quarters of the Councillors present at the time the complaint is considered.

12. At least two weeks before it proposes to consider a complaint made under Regulation 11, the Council shall give the member against whom the complaint has been made notice of the place and time at which it will meet to consider the complaint and such notice shall also contain particulars of the complaint given under that Regulation. The notice shall inform the member against whom a complaint has been made that he or she may make either written or oral submissions to the Council in respect of it and shall require that any written submissions be lodged at the Office not less than 24 hours prior to the time appointed for the Council's consideration of the complaint.

13. Notwithstanding anything to the contrary in Regulations 11 and 12, a member against whom a complaint is made under Regulation 11 may elect to have that complaint determined by the Society in general meeting. In such case the member against whom the complaint has been made shall, not less than 24 hours before the time appointed for the Council to consider such complaint, lodge with the Secretary written notice stating that that member wishes the complaint to be determined by the Society in general meeting. In that event a general meeting of the Society shall be called solely for that purpose and such meeting shall determine by simple majority and separately whether the complaint has been established, and, if so, how the member involved should be disciplined.

## **PROCEEDINGS AT GENERAL MEETINGS**

14. The President shall preside as the Chairperson at every general meeting, provided that if the office of President is vacant or the President is not present within 15 minutes of the time appointed for the meeting's commencement, or if the President is present but is unwilling or unable to preside as Chairperson, the Senior Vice-President shall preside as Chairperson. Provided further that if the office of Senior Vice-President is vacant or if the Senior Vice-President is not present within 15 minutes of the time appointed for the meeting's commencement, or if the Senior Vice-President is present but is unwilling or unable to preside the Vice-President shall preside as Chairperson. Provided further that if the office of Vice-President is vacant or if the Vice-President is not present within 15 minutes of the time appointed for the meeting's commencement or if the Vice-President is present but unwilling or unable to preside, those members present shall by simple majority elect one of their number to preside as Chairperson of that meeting.

15. At any general meeting a resolution shall be decided by a show of hands unless either before that resolution is put or immediately after it has been put the Chairperson of that meeting or any member present (whether present in person, by proxy or by a representative)

shall demand a poll. A demand for a poll may be withdrawn at any time before the poll is taken.

16. Unless a poll is demanded and held under Regulation 15, a determination by the Chairperson of the meeting that a resolution has been lost or has been passed (whether by a simple majority or any other majority) shall be final and conclusive evidence of the fact.

17. If a poll is demanded under Regulation 15, it shall be taken forthwith in such manner as the Chairperson directs and the result of the poll shall be the meeting's determination of the resolution in respect of which the poll was demanded.

### **PROXY VOTES**

18. A financial member may appoint another financial member to be his or her proxy and such proxy may exercise all the rights of the member at a general meeting of the Society.

19. An instrument appointing a proxy shall be in such form as is determined by the Council from time to time and in the absence of any such determination shall be in the form which is Annexure "A" to these Regulations.

20. Where an instrument appointing a proxy is executed under a power of attorney or some other authority, that power of attorney or authority (or a notarially certified copy of that power of attorney or other authority) shall be lodged at the Office (or such other place as is nominated for that purpose in the notice convening the meeting), not less than 48 hours before the time appointed for the commencement of the meeting at which the proxy is to be exercised. A proxy lodged in accordance with this regulation may be exercised at any adjourned meeting of the meeting for which it is lodged. Any non-compliance with this clause shall render a proxy invalid.

21. A representative of a Corporate Member appointed in accordance with Regulation 5 may exercise all the rights of that Corporate Member at a general meeting of the Society.

### **COUNCILLORS**

22. The Office Bearers shall be elected by simple majority, and subject to ceasing to hold office in accordance with the Act or this Constitution, shall continue in office until the first meeting of the Council held after the Annual General Meeting which next follows their election, even if any of them ceased to be a Councillor at that Annual General Meeting.

23. Before the end of each calendar year the Council shall appoint a member of the Society who is not a Councillor as Returning Officer who shall, subject to the Constitution and these Regulations, have exclusive control of the conduct of any election of Councillors for the following year. The Returning Officer shall not be eligible to nominate for election as a Councillor.

24. Before the date fixed for the closing of nominations in accordance with Regulation 27, the Returning Officer may appoint two members as scrutineers to act in the scrutiny and at the counting of the ballot. Any candidate in the ballot may also nominate a scrutineer. No scrutineer shall be eligible to nominate for election as a Councillor.

25. No candidate for election shall be present at the counting of the ballot or take any part in the conduct of the election which shall be under the exclusive control of the Returning Officer.

26. Nominations of a member for election as a Councillor of the Society:

- (a) shall be in writing and signed by a proposer and seconder who must also be members;
- (b) shall contain the candidate's signed consent to be nominated and to act as a Councillor if elected;
- (c) may contain a statement which complies with Regulation 30;
- (d) shall be posted or delivered by or on behalf of the candidate to the Returning Officer at the address referred to in the notice given under Regulation 27; and
- (e) be prominently displayed at the Office as soon as practicable after receipt by the Returning Officer.

27. Not less than three months before the date appointed for the Annual General Meeting, nominations for election as Councillor shall be called for by notice in the Society's magazine. Such notice shall specify the address to which nominations are to be forwarded and the date by which they are to be received at that address, with such date to be not less than two calendar months before the date appointed for the Annual General Meeting.

28. The Returning Officer shall reject as invalid any nominations that do not comply with these Regulations or that are not received at the address specified in Regulation 27 by the time specified in that regulation. Where the number of valid nominations exceeds the number of vacancies to be filled, the Returning Officer shall conduct a ballot for the election of Councillors. Any ballot subject to this Regulation shall be conducted entirely by post and by no other method. Where the number of valid nominations is less than the number of vacancies to be filled, or a vacancy otherwise occurs in circumstances where the filling of the vacancy is not otherwise provided for, the Council shall have power at any time after the vacancy occurs to appoint an eligible member to be a Councillor to fill the vacancy and to hold office as a Councillor for the term of the Councillor who would otherwise have been elected at the Annual General Meeting or whose office has otherwise become vacant.

29. Where the Returning Officer conducts a ballot under Regulation 28, he or she shall give directions as to the printing and distribution of ballot papers, Regulation 30 statements for each candidate (where they have been submitted) and instructions for the valid completion of ballot papers. The Returning Officer shall also determine the time and date at which the ballot shall close. The Returning Officer shall draw positions in which candidates' names are to appear on the ballot paper.

30. A member nominated for a position on Council may submit to the Returning Officer with his or her nomination form, a signed factual statement which shall include his or her name, length of membership of the Society together with other information (which shall not exceed 40 words) including any degree or title held by the member and any other relevant information which the member sees fit to give. Any such nomination shall not contain any argumentative matter or anything in the nature of a policy statement. The Returning Officer may delete from a candidate's statement any matter which he or she considers to be factually inaccurate or otherwise in contravention of these Regulations.

31. Within 24 hours after the time for the closing of nominations under Regulation 27, a member may, by signed notice in writing posted, faxed or delivered to the Returning Officer, withdraw his or her nomination.

32. Every member whose subscription is paid as at the date of closing of nominations fixed under Regulation 27 shall be eligible to receive the documents specified in Regulation 29, and as soon as practicable after the closing of nominations the Secretary shall provide the Returning Officer with a list of such eligible members.

33. The Returning Officer shall at the cost of the Society and with the assistance of the Society cause a ballot paper together with printed instructions concerning the method of voting, Regulation 30 statements in respect of each candidate who has submitted one and the two envelopes referred to in Regulation 34 to be posted to every eligible member within the meaning of Regulation 32 on a day to be determined by Council, such day to be not less than 28 days prior to the date appointed for the Annual General Meeting referred to in Regulation 27.

34. A ballot paper shall be accompanied by two envelopes, one to be an outer envelope addressed to the Returning Officer at the Office and bearing in some convenient place on the back of it the words "Signature . . . Name . . . Address . . ." and having space for the insertion of the member's signature, name and address. The other envelope is to be the inner envelope and shall be blank. A member voting in the ballot shall complete the ballot paper as specified in Regulation 28 and enclose the completed ballot paper in the inner envelope and seal it. He or she shall then place the inner envelope in the outer envelope, seal it and then sign and insert his or her name and address in the appropriate place on the back of it. Any ballot paper received with an outer envelope without the name, address and signature of the elector on it shall be invalid and not counted. Any inner envelope or ballot paper which identifies the voter by name shall also be invalid and not counted.

35. Voting shall be effected by placing on the ballot paper a mark against the name of each candidate for whom the member wishes to vote. A ballot paper shall be invalid if more such marks are made than the total number of Councillors to be elected at that election. Completed ballot papers are to be placed in a ballot box, to be opened only by or in the presence of the Returning Officer and counted by or under the direction and control of the Returning Officer.

36. When the ballot has been completed the Returning Officer shall hand to the President a list containing the names of all candidates in the election and a statement of those candidates who have been elected as Councillors.

37. At the Annual General Meeting referred to in Regulation 27, the declaration of the Returning Officer shall be read by him or her or some other person nominated by him or her.

38. The ballot papers used in the election shall be retained in the custody of the Society for one month after the declaration referred to in Regulation 37 or such longer period as the Council may from time to time determine and at the expiration of such time they shall be destroyed.

## **RECORDS**

39. The Society shall record minutes of all:

- (a) proceedings and resolutions of general meetings;
- (b) proceedings and resolutions of meetings of the Council, including meetings of committees of the Council; and
- (c) resolutions passed by the Council without a meeting.

40. The Society will cause the minutes referred to in Regulation 39 to be signed in accordance with the Act and bound up in a book in chronological order. Such minutes shall, unless the contrary is proven, be conclusive evidence of the proceedings, resolutions and declarations which they record.

### **PROCEEDINGS OF THE COUNCIL**

41. The President shall preside as Chairperson at every meeting of the Council provided that if the office of President is vacant or the President is not present within 15 minutes of the time appointed for commencement of the meeting or if present is unwilling or unable to preside as Chairperson, the Senior Vice-President shall preside as Chairperson. Provided further that if the office of Senior Vice-President is vacant or the Senior Vice-President is not present within 15 minutes of the time appointed for commencement of the meeting or if the Senior Vice-President is present but is unwilling or unable to preside as Chairperson the Vice-President shall preside as Chairperson. Provided further that if the office of Vice-President is vacant or if the Vice-President is not present within 15 minutes of the time appointed for the meeting's commencement or if the Vice-President is present but unwilling or unable to preside, those Councillors present shall by simple majority elect one of their number to be Chairperson of the meeting or the balance of the meeting.

42. No Council meeting shall continue for more than two (2) hours however a Council meeting may be extended for one additional further period of thirty (30) minutes PROVIDED ONLY that such extension is agreed by simple majority resolution.

434. The Council may by resolution delegate any of its functions to committees consisting of such of its number and or such members of the Society as it thinks fit and shall nominate a member of such committee to be its convenor. Any committee so formed shall exercise its functions in accordance with the resolution by which it was established and shall report to the Council on its deliberations as and when the Council requires.

44. Subject to the resolution establishing it, any committee shall meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by resolution passed by a majority of the members of the committee present, with the convenor of such committee to have a deliberative vote and, in the event of an equality of votes on any resolution, a second or casting vote.

### **EXECUTIVE OFFICER**

45. An Executive Officer may be appointed by the Council upon such terms as are agreed between the Council and the person to be so appointed. The Executive Officer shall exercise such functions as are directed by the Council from time to time. Such functions shall include the keeping of minutes of general meetings and meetings of the Council. A person appointed Executive Officer may be removed from office by resolution of the Council. The Executive



Officer may also hold the office of Secretary and may be removed from that office by resolution of the Council.

## **ACCOUNTS**

46. The accounting and other records of the Society shall be kept at the Office or at such other place as the Council may determine from time to time and such records shall be open for inspection by members of the Council during normal office hours and at other times by arrangement with the Executive Officer.

## **MEMBERSHIP**

47. The Council may authorise for use any applications for membership and other forms or documents as it deems necessary for the Society's purposes and may also from time to time vary such applications and other forms in such manner as it thinks fit.

48. Each member shall be allocated a unique membership number.

49. Each member shall be entitled to such form of evidence of membership and access to membership information rights and privileges as may be determined by the Council from time to time. This may include membership numbers, user names, login details and passwords. Unless so resolved by the Council, a member is not entitled to a certificate of membership.

50. If any evidence of membership or access arrangements issued by the Society are defaced, lost or destroyed it may be replaced in such circumstances as may be determined by the Council from time to time and upon payment of such fee (if any) as may be determined by the Council from time to time.

## **FELLOWS, HONORARY FELLOWS AND MEDALLISTS**

51. The Council may recognise contributions to the advancement of education in the field of Australian history in three categories, namely Fellow, Honorary Fellow and Medallist.

52. The Council shall elect a Fellowships and Medals Committee, which shall consist of the President as convenor, two Fellows of the Society, two members of the Society who are practising professional historians such as members of a university department in New South Wales, and two members of Council who need not themselves be Fellows.

53. The award of a Fellowship shall be subject to the following conditions:

- (a) the number of Fellows shall not at any time exceed twenty-five;
- (b) not more than three Fellows shall be appointed in any calendar year;
- (c) only those members of the Society who, in the judgement of the Council, have rendered service in advancing the knowledge of Australian history and in furtherance of the objects of the Society, shall be eligible for appointment as Fellows;
- (d) a Fellow shall be eligible to be an Officer or Councillor and to vote at meetings of the Society, as long as he or she remains a financial member of the Society.
- (e) the title and dignity of Fellow shall endure for the lifetime of the holder or for such other period as the Council may determine.

54. The award of an Honorary Fellowship shall be subject to the following conditions:

- (a) the number of Honorary Fellows shall not at any time exceed ten;
- (b) not more than one Honorary Fellow shall be appointed in any calendar year;
- (c) those persons who, in the judgement of the Council, have rendered valuable service in advancing the knowledge of Australian history, shall be eligible for appointment as Honorary Fellows;
- (d) the title and dignity of Honorary Fellow shall endure for the lifetime of the holder or for such other period as the Council may determine;
- (e) an Honorary Fellow, if a member of the Society, shall henceforth be exempted from paying annual subscriptions; and
- (f) an Honorary Fellow shall not be eligible to be an Officer or Councillor or to vote at meetings of the Society unless he or she is a member of the Society.

55. The award of Medallist for Distinguished Service shall be made by the Council to those members of the Society who, in its judgement, have made an outstanding contribution to the promotion of the work of the Society.

56. The method of appointment in all categories shall be as follows:

- (a) a written nomination, signed by at least two members, together with a statement of the candidate's qualifications for appointment, shall be referred to the Fellowships and Medals Committee of the Society;
- (b) on receipt of a positive report from the Fellowships and Medals Committee, the Council may appoint the person so nominated as a Fellow, Honorary Fellow or Medallist, as the case may be, provided that the appointment is effected by a resolution in favour of which at least eight votes are cast.

## **BENEFACTORS**

57. Any natural person making a donation or bequest of \$3,000 or more (or such other sum as the Council may determine from time to time) to the Society or any of its Funds over a period not exceeding five (5) years may be designated a Benefactor of the Society and shall retain that designation in perpetuity.

58. Any corporation, firm or other incorporated or unincorporated association making a donation of \$5,000 or more (or such other sum as the Council may determine from time to time) may be designated a Benefactor of the Society and shall retain such designation for a period of five (5) years following the donation.

59. The names of Benefactors for the time being shall be published in the Society's Annual Report and may be recognised in such other manner as may be determined by the Council from time to time.

**ANNEXURE 'A'**

**PROXY FORM**

I, .....

being an eligible member of the Royal Australian Historical Society ACN 000 027 654,

appoint. ....

of .....

.....

or, failing him/her, the Chairperson of the meeting, as my proxy to vote for me on my behalf at the Annual

General/Extraordinary General Meeting of the Royal Australian Historical Society to be held

at ....., New South Wales on .....

..... at ..... and at any adjournment

thereof.

I authorise my proxy to exercise his or her own discretion in relation to procedural resolutions and in relation to substantive resolutions except that, on the substantive

resolution(s) in respect of .....

I direct my Proxy to vote for/against the resolution (the proxy will be discretionary unless one of "for" or "against" is deleted).

Signed this. .... day of ..... in the year 200.....

.....  
(Members Signature)

.....  
(Print Members name)

.....  
(Print Members Address)

Proxy forms should be completed and returned to the Returning Officer of the Royal Australian Historical Society at the registered offices of the Society before ..... on .....