

THE FEDERATION OF AUSTRALIAN HISTORICAL
SOCIETIES

CONSTITUTION

Adopted at Hobart on 22 September 1991

Amended on 26 May 2004

Amended on 12 Sept 2004

Amended on 18 Feb 2008

1. There shall be an association of Australian historical societies the name of which shall be The Federation of Australian Historical Societies.

2. Definitions

In this Constitution, unless the context otherwise requires:-

`Federation' means the Federation of Australian Historical Societies.

`Constituent' means a society which is a member of the Federation.

`Member' means a financial member of a Constituent.

`State' and Territory' mean a State and Territory of the Commonwealth of Australia at the time.

`Australia' means the lands and territorial waters of the Commonwealth of Australia and its Territories at the time and in the past.

Words importing the singular number include the plural and vice versa: and words importing gender import any gender.

3. Objects

The objects of the Federation shall be:

(1) to encourage the study of Australian history, the preservation and publication of historical material and, for those objects to encourage public access to historical material;

(2) to promote communication and mutual assistance within the historical society movement;

(3) to assist the work of Constituents;

(4) to provide a forum for the exchange of ideas on historical matters throughout Australia,

(5) to promote the views of Constituents and give a national focus to matters of general concern to Constituents especially with regard to major issues of cultural heritage.

4. Powers

The Federation shall have the following powers:

- (1) the purchase, taking on lease or in exchange, and the hire, acquisition or disposal of any real or personal property that may be deemed necessary or convenient for any of the objects of the Federation;
- (2) the buying, selling, supplying of and dealing in goods of all kinds;
- (3) the co-option or employment of persons to assist in the execution of the objects of the Federation;
- (4) the acceptance or refusal of any gift or grant whether subject to a special trust or not for any one or more of the objects of the Federation;
- (5) the publication of such newsletters, periodicals, books, leaflets or other documents, journals or literary productions as the Federation may think desirable for the promotion of its objects;
- (6) the organisation of and provision of support for seminars, conferences and study groups of persons concerned with the study of history on an Australia-wide basis;
- (7) the making of gifts, subscriptions, or donations to any of the fluids, authorities, or institutions to which Section 78(1)(a) of the Income Tax Assessment Act 1936 as amended of the Commonwealth relates;
- (8) the collaboration with other bodies both within Australia and abroad having similar objects;
- (9) the making of regulations for the general management of its business not inconsistent with this Constitution and the ACT Associations Incorporation Act, 1991¹ as amended and the amendment or repeal of regulations so made; and
- (10) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Federation or the exercise of the powers specified in the foregoing provisions of this article.

5. Incorporation

The Federation shall be incorporated in the Australian Capital Territory and the Executive shall appoint a Public Officer for that purpose.

6. Membership

The Constituents of the Federation shall be the Royal Australian Historical Society, the Royal Historical Society of Victoria Inc, the Royal Historical Society of Queensland Inc, the Royal Western Australian Historical Society Inc, the Tasmanian Historical Research Association Inc, the Canberra and District Historical Society Inc, the Historical Society of the Northern Territory Inc and the History Trust of South Australia. By the affirmative vote of two thirds of the Constituents, associate membership of the Federation may be granted, on such terms and with such benefits as the Federation may determine, to other historical societies which subscribe to the Constitution and Regulations of the Federation.²

¹ Amended by Annual General Meeting 12 September 2004

² Amended by Special General Meeting 26 May 2004 and by special resolution 18 Feb 2008

7. Representation of Constituents at Federation Meetings

(1) Each Constituent shall be entitled to appoint up to two voting delegates to represent it at each general meeting of the Federation.

(2) Nomination of delegates is a matter entirely within the province of the Constituent and the onus shall be on the Constituent to inform the Federation of the names of the delegates appointed by it and of any changes in delegates. In the absence of such advice the Federation may refuse to grant voting rights to any delegate of whose name it shall not have been notified at least seven days prior to the meeting at which such purported delegate attends. Any delegate may be represented at any meeting by a proxy, and all that delegate's powers may be exercised by proxy, provided notice in writing of the proxy is given to the Honorary Secretary at least fifteen minutes prior to the commencement of the meeting to which the proxy applies.

8. Subscriptions

(1) Annual subscription rates shall be determined at the annual general meeting by an affirmative vote of three-fourths of delegates present or by proxy. Unless there is a resolution to change subscriptions rates, the existing rates remain in force.

(2) where a Constituent's subscription remains unpaid for six months or more after notice requiring payment, any delegate of that Constituent shall not have the power to vote at any subsequent general meeting until payment is made.

9. General Meetings and Voting Rights

(1) An annual general meeting of the Federation shall be called once in each financial year and within five months of the conclusion of the preceding financial year. General meetings may be called at such other times as may be determined by a majority of Constituents or by the Executive. Two weeks notice at least of any annual general meeting or general meeting and of the business to be transacted thereat shall be given to each Constituent. The quorum shall be fifty per cent of Constituents plus one present by delegate or by proxy.³

(2) Except where a greater majority is required by this Constitution all decisions at a general meeting of the Federation shall be determined by a simple majority of the votes of delegates present or by written proxy and entitled to vote. In the event of an equality of votes the question shall be resolved in the negative.

(3) A resolution in writing signed by or on behalf of the appropriate majority of Constituents or those persons entitled to attend and vote at a general meeting of the Federation shall have the same force and effect as a resolution duly passed at a general meeting of the Federation.

10. Location of Office

The office of the Federation shall be at such place as may be determined from time to time by the Federation.

11. Office-Bearers

(1) The office-bearers of the Federation shall consist of a President two Vice-Presidents (one of whom shall be Senior Vice-President), an Honorary Secretary and an Honorary Treasurer who shall be elected

³ .Amended by special resolution 18 Feb 2008

biennially at an annual general meeting of the Federation by delegates in person or by written proxy. Any person who is a member of a Constituent shall be eligible for election as President or Honorary Secretary or Honorary Treasurer. Any delegate shall be eligible for election as Vice-President. The offices of Honorary Secretary and Honorary Treasurer may be held concurrently by the same person. No person shall be eligible to hold office as President for more than four consecutive years. The office-bearers together with the Immediate Past President shall constitute the Executive of the Federation, which shall be responsible for its management.

(2) The Executive shall maintain proper minutes, accounts and other records of the Federation's affairs, including minutes of all decisions taken by the Executive.

12. Biennial Elections

(1) Nomination of candidates for election as office-bearers of the Federation shall be called six weeks at least before the annual general meeting at which the election is due to occur and shall be:

(a) made in writing signed by two members and accompanied by the written consent of the candidate; and except as provided in 12(3)

(b) delivered to the Honorary Secretary at least ten days before the date appointed for the holding of the annual general meeting.

(2) If only one nomination is received for any vacancy, the person nominated shall be deemed to be elected.

(3) If no nomination is received to fill any one vacancy, nominations shall be received at the annual general meeting for that vacancy for which no nomination has been received.

(4) If there is more than one nomination for any vacancy, a ballot shall be held.

(5) The ballot for the election of office-bearers shall be conducted at the annual general meeting in such manner as the chair may direct.

13. Vacancies

(1) In the event of a casual vacancy occurring in any office the remaining office-bearers shall continue to act as the Executive of the Federation with power as such to fill any such vacancy from amongst the delegates or members of Constituents

(2) Each office-bearer shall retain office until the conclusion of the second annual general meeting next after that at which he is elected, except that an office may be declared vacant and a new election may be held for that office by:

(a) a resolution passed at a general meeting; or

(b) the resolution in writing by or on behalf of a simple majority of Constituents.

(3) An office-bearer may be granted leave by the Executive.

14. Treasurer's Duties

The Honorary Treasurer's duties shall consist of:

(1) The banking of all moneys received by the Federation, which shall be deposited as soon as practicable with a bank chosen by the Executive.

(2) The payment of all accounts received, which are to be paid by cheque, except that an imprest account may be established and maintained to meet minor expenditure upon conditions of operation approved by the Executive.

(3) The presentation at each annual general meeting of the Federation of an audited income and expenditure statement and balance sheet for the preceding financial year, and a statement of the Federation's financial situation at the time of the annual general meeting or any other meeting.

15. Chair

Annual general meetings and other meetings of the Federation shall be chaired by the President or in that office-bearer's absence by the Senior Vice-President or in that office-bearer's absence by the Vice-President or in that office-bearer's absence the meeting shall elect its chair. A report of the Federation's activities since the previous annual general meeting or general meeting shall be presented for consideration.

16. Payments

The income and property of the Federation shall be applied solely towards the promotion of the objects of the Federation 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 to any Constituent.

17. However, nothing contained in Article 16 shall prevent the payment in good faith of reasonable and proper remuneration to any Constituent or to any office bearer or servant of the Federation or to any delegate to the Federation or to any other person:

- (1) for the performance of the objects of the Federation on its behalf
- (2) in return for any services rendered or to be rendered to the Federation
- (3) for goods supplied in the ordinary and usual way of business;
- (4) as repayment of out-of-pocket expenses

18. Distribution of Grants

In respect of matters which involve the distribution of moneys made available by the Commonwealth of Australia or any of its agencies, to the Federation or any Constituent or Constituents directly, or indirectly through the States and Territories, the Federation shall refrain from expressing any views as to the formula to be applied by the Commonwealth of Australia or any such agency in any such distribution, unless requested to do so by a representative of the Commonwealth or its agency.

19. Auditor

(1) A suitably qualified person who is not a member shall be appointed as auditor at each annual general meeting.

(2) An auditor shall hold office until the conclusion of the annual general meeting next after that at which he is appointed and shall be eligible for reappointment. If an appointment is not made at an annual

general meeting or if a casual vacancy occurs in the office of auditor during his term of office the Executive shall appoint a person who is not a member as auditor and the person so appointed shall hold office until the conclusion of the next succeeding annual general meeting.

20. Seal

(1) The Federation shall have a common seal in the form of a rubber stamp inscribed with the name of the Federation encircling the word 'Seal'.

(2) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive and in the presence of at least two members of the Executive or one member of the Executive and the Public Officer of the Federation.

21. Resignation by a Constituent

A society shall cease to be a Constituent of the Federation if it submits a resignation in writing at any time or if it shall become and remain an unfinancial member for two successive years.

22. Amendment of the Constitution

The provisions of this Constitution may be added to or altered a special resolution passed at a general meeting of the Federation, subject to:

- (1) at least 21 days notice of the meeting having been given to the members, accompanied by notice of the intention to propose the resolution as a special resolution; and
- (2) that resolution being passed by a majority of at least 75% of the votes of those members who exercise their right to vote by voting in person or by proxy.⁴

23. Dissolution and Disposal of Assets⁵

(1) If at any time a motion for dissolution shall be received by the Honorary Secretary submitted in writing and signed on behalf of one third of Constituents, the Honorary Secretary shall notify all members of the motion and call a special general meeting with six weeks notice at least in accordance with Article 9. A motion for dissolution can only be passed by a majority of at least two thirds of all delegates present or by proxy.

(2) Upon the dissolution of the Federation, subject to the provisions of the ACT Associations Incorporation Act 1991, any moneys granted to the Federation that have not been spent on the purposes for which they were granted shall be returned to the grantor. If there remains any property whatsoever after satisfaction of any debts and liabilities, including the costs of dissolution, apart from property specified under 23(3), the same shall not be paid to or distributed among Constituents, but shall be vested in another association or associations having similar objects to the Federation, being not carried on for the purpose of trading or obtaining pecuniary gain for its or their members and having a similar provision in its or their rules for the disposal of surplus property upon dissolution.

(3) Upon the dissolution of the Federation, any moneys held by the Federation as a result of tax deductible donations under Section 78(1)(a) of the Income Tax Assessment Act 1936 shall be vested in another association or associations having similar objects to the Federation, being eligible for tax

⁴ Amended by special resolution 12 September 2004

⁵ Amended by special resolution 12 September 2004

deductible donations under Section 78(1)(a) of the Income Tax Assessment Act 1936 and listed on the Register of Cultural Organisations maintained pursuant to such Act.

24. Liability of Constituents

A Constituent is liable to contribute towards the payment of the debts of the Federation or the costs, charges and expenses of winding up the Federation, only to the extent of the annual membership subscription.

25. Transition

The Constitution adopted on 12 March 1977 is hereby repealed. Any appointment made or resolution passed under the Constitution hereby repealed, if in force at the date of the adoption of this Constitution, shall continue in force as far as practicable as if it were made or passed under this Constitution.

Regulations

1. At the commencement of an annual general meeting or a general meeting the chair shall announce the names of delegates which have been previously advised by Constituents in accordance with Article 7, and whether any delegates hold proxies which have been previously advised by the delegate in accordance with Article 7.
2. General meetings of the Federation may admit observers.
3. The President Honorary Secretary and Honorary Treasurer are to be known as the Secretariat and are to have responsibility for the day-to-day management of the Federation at the discretion of the Executive and subject to adequate reporting to the Executive at reasonable intervals.
4. Meetings of the Executive shall be held between annual general meetings at intervals of approximately six months, funds permitting.
5. The quorum for meetings of the Executive shall be three.
6. Records of the Federation which are no longer required by the Executive for ready reference shall be deposited in the National Library of Australia.
7. The Executive may appoint Research Officers and otherwise co-opt persons to assist in its deliberations and the execution of its work but such persons shall not have any right to vote at meetings of the Executive.
8. The Honorary Secretary shall formally notify members of subscription dues.
9. Upon commencement of an election under Article 12 the chairman, if a candidate for election, shall vacate the chair and the election shall be conducted by a delegate who is not a candidate and who is appointed by the meeting to do so. Upon the conclusion of the election the chairman shall resume the chair in accordance with Article 15.
10. Any moneys not required in the short term shall be invested as determined by the Executive
11. Cheques are to be signed by such persons as are authorised from time to time by the Executive.
12. The financial year of the Federation shall be the period from the first day of July to the thirtieth day of June next following.
13. The seal shall remain in the custody of the Honorary Secretary
14. Symbols of corporate identity

The Federation adopts the following principles and guidelines for the use of its corporate identity.

By corporate identity we mean the name or title of the Federation of Australian Historical Societies, Inc; and its symbols of corporate identity, namely

- Its corporate seal,
- Its letterhead, and
- Its logos.

14.1 Principles

- 14.1.1. The use of the Federation's corporate identity is to be restricted to Federation business.

- 14.1.2. The use of the Federation's corporate identity symbols can be taken to imply that the Federation has given permission for their use.
- 14.1.3. The use of the Federation's corporate identity symbols can be taken to imply that the Federation has considered the issues associated with their use and agrees with and supports them.
- 14.1.4. The use of the Federation's corporate identity or its symbols does not imply agreement by any constituent in its own right. However, it can be taken to imply agreement by the majority of the delegates in their role of directors of the Federation.

14.2 Guidelines

- 14.2.1 The use of the corporate seal shall be as set out in the legislation covering the incorporation of the Federation.
- 14.2.2 The corporate seal is not to be used by any person not authorised to use it. Such authority will not be given to any person who is not a member of the executive of the Federation. In normal circumstances, the seal is to be retained and used by the Hon Secretary, only.
- 14.2.3 All official mail (as distinct from email) with parties outside the Federation shall use the letterhead.
- 14.2.4 Use of the name or any of the symbols of corporate identity of the FAHS by third parties is to be only as authorised by the executive.
- 14.2.5 In deciding whether to give authority to third parties for the use of logos, the executive shall give consideration to the principles above. Therefore the logos will only be authorised for third parties when the Executive has had the opportunity to consider the substance of any issues related to their use in these circumstances and has come to the conclusion that:
 - The matter is of sufficient importance,
 - There is substantial agreement between the considered position of the Federation and the third party, and
 - It is in the interests of the Federation to agree.
- 14.2.6 Business cards, with compliments slips and similar items of business courtesy for delegates may carry one or other of the symbols of the Federation. Delegates are expected to use them (if they choose to use them) in relation to business that has a substantial relationship to the Federation.

Note: 'A decision of a General Meeting of the Federation shall be the same as a decision of the executive.'

CLAUSES OF THE MODEL RULES (CONTAINED WITHIN THE ASSOCIATIONS INCORPORATION REGULATIONS 1991) THAT APPLY TO THE FEDERATION OF AUSTRALIAN HISTORICAL SOCIETIES IN THE ABSENCE OF COMPARABLE PROVISIONS IN THE FEDERATION'S OWN CONSTITUTION

Clause 1 - definition of financial year'

Clause 9 on the disciplining of members

Clause 10 on the right of appeal of a disciplined member

Clause 16 on vacancies on the Committee

Clause 18 on Committee meetings and quorum

Clause 23 (3) on a requisition of members for a general meeting, and (4) on the consequences of a failure by the Committee to convene a general meeting within one month of a requisition of members

Clause 24 on the notice of a general meeting

Clause 25(3) on the consequences of the absence of a quorum at a general meeting

Clause 35 on the custody of books

Clause 36 on the inspection of books.