

**THE FEDERATION OF AUSTRALIAN HISTORICAL SOCIETIES  
INC.**

**CONSTITUTION**

**Approved 25 November 2013**

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## **1. Name of association**

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

## **2. Definitions**

In this Constitution, unless the context otherwise requires:-

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

‘Australian historical societies’ means the societies named in cl 6 of this Constitution and any other historical societies admitted to full membership pursuant to that clause.

‘Constituent’ means an Australian historical organisation which is a member of the Federation in accordance with Clause 6A and which is not an associate member.

‘Council’ means the body described under Clause 8 (A) of this Constitution.

‘Delegate’ means a representative of a Constituent appointed in accordance with Clause 7(1) of this Constitution.

‘Federation’ means the Federation of Australian Historical Societies.

‘Historical society’ means an organization within an Australian State or Territory whose objects are broadly similar to those set out in Clause 3 of this Constitution.

‘Office bearers’ shall mean the President, the two Vice-Presidents, the Honorary Secretary and the Honorary Treasurer.

‘Special resolution’ means a resolution that is passed by a majority of not less than three-fourths of the Constituents of the Federation who are entitled under the rules of the Federation to vote and vote in person or by proxy or postal vote or by email at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

‘State’ and ‘Territory’ mean a State and Territory of the Commonwealth of Australia at the time.

‘The Act’ means the *Associations Incorporation Act 1991 (ACT)*.

‘The regulation’ means the *Associations Incorporation Regulation Act 1991 (ACT)*.

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

## **3. Objects of the Federation**

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 otherwise 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 Australian history and cultural heritage

#### **4. Powers**

The Federation through its Council of delegates 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 funds, authorities, or institutions to which Section 30.15 of the *Income Tax Assessment Act 1997* (Cth) as amended 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 *Associations Incorporation Act, 1991* (ACT) 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 from time to time.

#### **6A. Membership**

- (1) The Constituents of the Federation shall be
  - a. the Royal Australian Historical Society,
  - b. the Royal Historical Society of Victoria Inc,
  - c. the Royal Historical Society of Queensland Inc,
  - d. the Royal Western Australian Historical Society Inc,
  - e. the Tasmanian Historical Research Association Inc,
  - f. the Canberra and District Historical Society Inc,
  - g. the Historical Society of the Northern Territory Inc and
  - h. the History Trust of South Australia.
- (2) In the event of the resignation or expulsion of a Constituent the Federation may admit as a Constituent such other historical society which it considers and approves as appropriate to fulfill the role of a Constituent in the circumstances pertaining in the State or Territory of Australia which the resigning or expelled Constituent represented.
- (3) By the affirmative vote of two thirds of the Constituents, non-voting 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.
- (4) Membership or associate membership of the Federation and any entitlements flowing from such membership shall not be transferable by the Australian historical society to which it has been granted by the Federation.

#### **6B Constituents' liabilities**

The liability of a Constituent to contribute towards the payment of the debts and liabilities of the Federation or the costs, charges and expenses of the winding up of the Federation is limited to the amount (if any) unpaid by the Constituent in relation to membership of the Federation as required by Clause 27(3) of this Constitution.

#### **7. Representation of Constituents at Federation general meetings**

- (1) Each Constituent shall be entitled to appoint up to two voting delegates to each annual general meeting and each general meeting of the Federation, and the appointment of any such delegate shall remain in place until it is withdrawn by the Constituent or until the person ceases to be a delegate under Clause 23 or 24.
- (2) Nomination of delegates is a matter entirely within the province of the Constituent.
- (3) 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.
- (4) 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.
- (5) Any delegate may be represented at any meeting by a proxy, and all that delegate's powers may be exercised by proxy, provided notice is given in writing to the Honorary Secretary in accordance with Clause 18.

#### **8A. Council**

The Council of the Federation comprises:

- (a) The delegates appointed under Clause 7(1) of this Constitution;.

- (b) The Immediate Past President;
- (c) Any office bearer on the Executive who is not a delegate.

**8B. Council powers**

The Council, subject to the Act, the regulation, and this Constitution:

- (1) controls and manages the affairs of the Federation; and
- (2) may exercise all functions that may be exercised by the Federation other than those functions that are required by this Constitution to be exercised by the Federation in general meeting; and
- (3) has power to perform all acts and do all things, including a power to delegate to a Committee, that appear to the Council to be necessary or desirable for the proper management of the affairs of the Federation.

**9. Annual general meetings—holding of**

- (1) The Federation must, at least once in each calendar year and within 5 months after the end of each financial year of the Federation, call an annual general meeting of its Constituents.
- (2) Subsection (1) has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

**10. Annual general meetings—calling of and business at**

- (1) The annual general meeting of the Federation must, subject to the Act, be called on the date and at the place and time that the Council considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
  - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Council reports on the activities of the Federation during the last financial year; and
  - (c) to elect office-bearers in accordance with this Constitution; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 12 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this Constitution.

**11. General meetings—calling of and business at**

- (1) The Council may, whenever it considers appropriate, call a general meeting of the Federation.
- (2) The Council must, on the requisition in writing of not less than 50% of the total number of Constituents call a general meeting of the Federation.
- (3) A requisition of Constituents for a general meeting—
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the Constituents making the requisition; and

(c) must be lodged with the secretary; and  
(d) may consist of several documents in a similar form, each signed by 1 or more of the Constituents making the requisition.

- (4) If the Council fails to call a general meeting within 1 month after the date when a requisition of Constituents for the meeting is lodged with the secretary, any 1 or more of the Constituents who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a Constituent or Constituents mentioned in subsection 11(4) must be called as nearly as is practicable in the same way as general meetings are called by the Council and any Constituent who thereby incurs expense is entitled to be reimbursed by the Federation for any reasonable expense so incurred.

## **12. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the secretary must, at least 14 days before the date fixed for the holding of the general meeting give notice to each Constituent and each delegate at the Constituent's address a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each Constituent and each delegate in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

## **13. General meetings—procedure and quorum**

- (1) No item of business may be transacted at a general meeting unless a quorum of Constituents entitled under this Constitution to vote in person or by proxy is present during the time the meeting is considering that item.
- (2) Fifty per cent of Constituents plus one present by delegate or by proxy (who are entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of constituents is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to constituents given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Constituents present (being not less than 3) constitute a quorum.

## **14. Presiding member**

- (1) The President, or in the absence of the President, the Senior Vice-President or, in the absence of the Senior Vice-President, the other Vice-President, presides at each general meeting of the Federation.

- (2) If the President, the Senior Vice-president and the Vice-President are absent from a general meeting, the delegates present must elect 1 of their number to preside at the meeting.

## **15. Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of delegates 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.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each Constituent and delegate stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **16. Making of decisions**

A question arising at a general meeting of the Federation is to be decided by voice or on a show of hands and a declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Federation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## **17. Voting**

- (1) Subject to subsection (3), on any question arising at a general meeting of the Federation a delegate has 1 vote only.
- (2) All votes must be given personally or by proxy but no delegate may hold more than 3 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A delegate or proxy is not entitled to vote at any general meeting of the Federation in circumstances where Clauses 27(4) or 27(5) apply.

## **18. Appointment of proxies**

- (1) Each Constituent is entitled to appoint another of its members as proxy for a delegate by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in the appendix.

## **19. Location of Office**

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

## **20. Executive**



- (1) There shall be an Executive comprising
  - (a) a President
  - (b) two Vice-Presidents (one of whom shall be Senior Vice-President),
  - (c) an Honorary Secretary
  - (d) an Honorary Treasurer
  - (e) the Immediate Past President
- (2) The Executive, subject to the Act, the regulations, this Constitution and to any resolution passed the Federation in any general meeting or by the Council;
  - (a) Controls and manages the affairs of the Federation;
  - (b) may exercise all functions that may be exercised by the Federation other than those functions that are required by this Constitution to be exercised by the Federation in general meeting or by the Council; and
  - (c) has power to perform all acts and do all things that appear to the Executive to be necessary or desirable for the proper management of the affairs of the Federation.
- (3) The office bearers referred to as (a) (b) (c) (d) in clause 20(1) shall be elected biennially at an annual general meeting of the Federation by delegates in person or by written proxy.
- (4) Any person who is a delegate or a member of a Constituent shall be eligible for election as President or Honorary Secretary or Honorary Treasurer.
- (5) Any delegate shall be eligible for election as Vice-President.
- (6) The offices of Honorary Secretary and Honorary Treasurer may be held concurrently by the same person.
- (7) No person shall be eligible to hold office as President for more than four consecutive years.
- (8) The Executive shall maintain proper minutes, accounts and other records of the Federation's affairs, including minutes of all decisions taken by the Executive.

## **21. Honorary Secretary—duties**

- (1) The secretary must keep minutes of—
  - (a) all elections and appointments of office-bearers and ordinary Council members; and
  - (b) the names of members of the Council present at a Council meeting or a general meeting; and
  - (c) all proceedings at Council meetings and general meetings.
- (2) The Secretary must ensure that minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by such other person as authorised.
- (3) These duties at the Executive's discretion may be assigned to any delegate or to a person employed by the Federation.

## **22. Honorary Treasurer—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 accounts 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.
- (4) These duties at the Executive's discretion may be assigned to any delegate or to a person employed by the Federation.

### **23. Vacancies in Council or Executive**

- (1) For this Constitution, a vacancy in the membership of the Council or its Executive happens if the delegate or office bearer
  - (a) dies; or
  - (b) is a delegate of a Constituent which ceases to be a member of the Federation; or
  - (c) ceases to be a member of the Constituent which appointed the member as a delegate; ; or
  - (d) resigns the office; or
  - (e) is removed from office under section 24 (Removal of Council members); or
  - (f) is removed as a delegate by the Constituent body which appointed the member as a delegate.
  - (g) becomes bankrupt or personally insolvent; or
  - (h) suffers from mental or physical incapacity; or
  - (i) is disqualified from office under the Act, section 63 (1); or
  - (j) is subject to a disqualification order under the Act, section 63A; or
  - (k) is absent without leave of absence from all meetings of the Council held during a period of 6 months.
- (2) In the event of a vacancy occurring among Council delegates, , the replacement shall be from the Constituent of the former delegate.
- (3) In the event of a vacancy occurring on the Executive 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 in accordance with Clause 20.
- (4) An office-bearer may be granted leave by the Executive.

### **24. Removal of Council or Executive members**

The Federation in general meeting may by special resolution, subject to the Act, Section 50, remove any member of the Council or any member of the Executive before the end of the member's term of office.

### **25. Biennial elections of office bearers**

- (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 of a Constituent and accompanied by the written consent of the candidate; and except as provided in subsection 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.

## **26. Income and property of the Federation**

- (1) 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.
- (2) However, nothing contained in Clause 26(1) 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:
  - (a) for the performance of the objects of the Federation on its behalf
  - (b) in return for any services rendered or to be rendered to the Federation
  - (c) for goods supplied in the ordinary and usual way of business;
  - (d) as repayment of out-of-pocket expenses
- (3) The funds of the Federation must be derived from entrance fees and annual subscriptions of constituents and associate members, donations and, subject to any resolution passed by the Council in general meeting and subject to the Act, section 114, any other sources that the Council decides.
- (4) All money received by the Federation must be deposited as soon as practicable and without deduction to the credit of the Federation's bank account.
- (5) The Federation must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (6) Subject to any resolution passed by the Council in general meeting, the funds of the Federation must be used for the objects of the Federation in the way that the Council decides.
- (7) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Executive or by one member of the Executive and the Executive Officer who are authorized to do so by the Council.

## **27. Subscriptions**

- (1) The financial year of the Federation shall be from 1 July to 30 June.
- (2) Annual subscription rates determined at each 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.

- (3) The annual subscription determined at the annual general meeting in accordance with Clause 27(2) shall be payable immediately following that annual general meeting of the Federation.
- (4) Where a Constituent's subscription remains unpaid for six months or more after being determined by the annual general meeting, any delegate of that Constituent shall not have the power to vote at any subsequent general meeting until payment is made.
- (5) Where a Constituent's subscription remains unpaid for twelve months the Constituent shall cease to be a Constituent of the Federation with effect from the date of a resolution of the Federation so stating.

## **28. Auditor**

- (1) A suitably qualified person who is not member of a Constituent 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 of a Constituent as auditor and the person so appointed shall hold office until the conclusion of the next succeeding annual general meeting.

## **29. 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 common seal of the Federation must be kept in the custody of the Secretary or in the custody of another member of the Executive at the discretion of the Council.
- (3) The common seal must not be attached to any instrument except by the authority of the Council or Executive and the attaching of the common seal must be attested by the signatures either of 2 members of the Council or of 1 member of the Council and the Secretary.

## **30. Records**

- (1) All records, books, and other documents relating to the Federation must be held by the Executive Officer or some other person authorised by the Council in his or her custody or under his or her control.
- (2) The records, books and other documents of the Federation must be open to inspection at a place in the Australian Capital Territory, free of charge, by a delegate or office bearer of the Federation at any reasonable time.
- (3) Records of the Federation which are no longer required by the Executive for ready reference shall be deposited in the National Library of Australia.

## **31. Service of notice**

For this Constitution, including the calling of general, Council and Executive meetings the Federation may serve a notice on a delegate, office bearer or Constituent by sending it by post or email to him or her at either his or her postal or email address shown in the register of delegates, office bearers and constituents.

### **32. Amendment of the Constitution.**

The provisions of this Constitution may be added to or altered by 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 Constituents, 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 Constituents who exercise their right to vote by voting in person or by proxy.

### **33. Dissolution and disposal of assets**

- (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 Constituents 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 *Associations Incorporation Act 1991 (ACT)*, 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 33(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 Constituents 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 (Cth)* shall be vested in another association or associations having similar objects to the Federation, being eligible for tax deductible donations under Section 78(1)(a) of the *Income Tax Assessment Act* and listed on the Register of Cultural Organisations maintained pursuant to such Act.

### **34. Transition**

The Constitution adopted on 22 September 1991 with amendments of 16 May 2004, 12 September 2004 and 18 February 2008 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.

## Appendix 1

### FEDERATION OF AUSTRALIAN HISTORICAL SOCIETIES INC.

#### Form of appointment of proxy

I, .....  
(full name)

of .....  
(address)

a member of .....  
(name of constituent)

appoint

.....  
(full name of proxy)

of .....  
(address)

a member of that incorporated Constituent, as my proxy to vote for me on my behalf at the general meeting of the Federation (annual general meeting or other general meeting, as the case may be) to be held on

..... and  
at any adjournment of that meeting.

OR

at the Council meeting to be held on..... and  
at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against (delete as appropriate)  
the resolution (insert details if desired).

.....  
(Signature of member  
appointing proxy)

Date .....