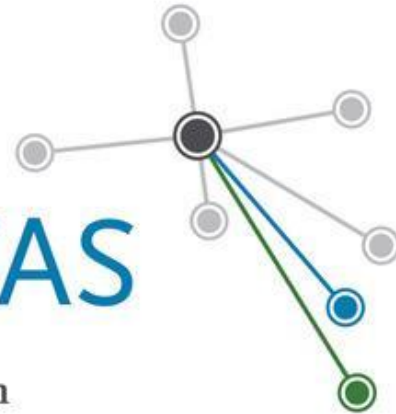


# PHA VIC & TAS

Professional Historians Association  
VICTORIA AND TASMANIA



**PROFESSIONAL HISTORIANS ASSOCIATION**

**(Victoria & Tasmania) Inc.**

**RULES OF ASSOCIATION**

**November 2020**

**PROFESSIONAL HISTORIANS ASSOCIATION (VICTORIA & TASMANIA) INC.**

**RULES OF ASSOCIATION**

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## **APPENDICES**

- 1 National Standard for the Accreditation of Professional Historians in Australia.
2. Code of Ethics and Professional Standards for Professional Historians in Australia.
- 3A. By-law No. 1: A By-law to regulate membership of Professional Historians Associations in Australia.
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**RULES OF THE PROFESSIONAL HISTORIANS ASSOCIATION  
(VICTORIA & TASMANIA) INC.**

**PART 1—PRELIMINARY**

**1. Name**

- (1) The name of the Association is The Professional Historians Association (Victoria and Tasmania) Incorporated, (in these Rules called 'the Association').
- (2) The short name of the Association is PHA (Vic & Tas) Inc.

**2. Purpose of Association**

- (1) The purpose of the Association is:
  - (a) To promote the concept of professional history and the status of professional historians in the community;
  - (b) To maintain and promote a code of professional practice;
  - (c) To represent professional historians in contractual and employment matters;
  - (d) To maintain the Register of Members;
  - (e) To advise members and prospective clients of acceptable standards of employment;
  - (f) To collect and disseminate information of professional and general interest to members;
  - (g) To encourage further professional development by such means as seminars, workshops, publications;
  - (h) To maintain links with similar organisations.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects, or in the refund of expenses connected

with maintaining the Association.

### 3. **Financial year**

The financial year of the Association is each period of 12 months ending on 30 June.

### 4. **Definitions**

In these Rules:

**absolute majority**, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rules 18 and 33;

**Committee** means the Committee having management of the business of the Association;

**committee meeting** means a meeting of the Committee held in accordance with Part 4 of these Rules;

**committee member** means a member of the Committee elected or appointed under Part 5;

**disciplinary appeal meeting** means a meeting of the members of Professional Historians Australia Inc. convened under rule 10 (7);

**Ethics Committee meeting** means a meeting of the Committee convened for the purposes of rule 10 (4);

**financial year** means the year ending on 30 June;

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

**member** means a member of the Association;

**member entitled to vote** means a member who is entitled to vote at a general meeting;

**Professional Historians Australia Inc.** means the national body representing historians in Australia and its antecedent body, the Australian Council of Professional Historians Inc.

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**The Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**The Registrar** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5. **Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may:
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (4) Subrule (1) does not prevent the Association from paying a member:
  - (a) reimbursement for expenses properly incurred by the member; or

- (b) for goods or services provided by the member in accordance with policies determined by the Committee of Management—
- if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **6. *Membership of the Association***

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.
- (2) There shall be categories of membership of the Association. The categories of membership of the Association shall be the same as the categories of accreditation of professional historians described in the “National Standard for the Accreditation of Professional Historians in Australia”, issued by Professional Historians Australia Inc. from time to time, whatever called.
- (3) Unless and until altered by Professional Historians Australia Inc., the qualifications for each category of membership of the Association shall be the same as the accreditation requirements for each category contained in Appendix 1 to the Rules.
- (4) A person who is not a member of the Association (or who was formerly a member but has ceased to be a member) must not be admitted to membership unless:
  - (a) they apply for membership in accordance with Rule 6 (5); and
  - (b) the application is approved by the committee.
- (5) Application for membership of the Association shall be made in writing either in a paper form or electronic form as prescribed by the committee and shall include an undertaking signed by the applicant wherein the applicant agrees to abide by both these Rules and the “Code of Ethics and Professional Standards” contained in Appendix 2 to the Rules.



- (6) As soon as practicable after the receipt of an application for membership, it shall be considered by the committee, or a sub-committee of the committee formed for that purpose, who shall determine by a simple majority whether an application for membership of the Association shall be accepted or rejected.
- (7) Save that the committee or its sub-committee shall have absolute discretion as to the admission of any candidate to any category of membership of the Association, applications for membership of the Association shall be considered and processed in accordance with “By-law No. 1: A By-law to regulate membership of Professional Historians Associations in Australia”, being Appendix 3A to the Rules, and the “Guidelines for Handling PHA Membership Matters” being Appendix 3B to the Rules.
- (8) An applicant may make an Extraordinary Application for Membership of the Association. Such an application for membership shall be considered and processed in accordance with “By-law No. 2: A By-law to provide for the consideration of Extraordinary Applications for membership of a Professional Historians Association”, being Appendix 4 to the Rules.
- (9) If the committee approves an application for membership, the Membership Secretary must, as soon as practicable:
  - (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the first year’s annual subscription.
- (10) The Membership Secretary must, within 28 days after receipt of the membership fee, enter the applicant’s name in the Register of Members.
- (11) An applicant for membership becomes a member and is entitled to exercise rights of membership when their name is entered in the Register of Members.
- (12) Upon admission to membership and payment in full of the prescribed fees, members shall be issued with a Certificate of Membership in a form prescribed by the Association. The certificate remains the property of the Association and must be returned to the Membership Secretary upon termination of membership if the Committee requests same.
- (13) Members of the Association shall be entitled to cite membership of the Association as a professional accreditation. Citation of membership shall be made in a form

described in “Guidelines for Handling PHA Membership Matters” at Appendix 3B to the Rules.

- (14) If the committee rejects an application, the Membership Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (15) Any applicant who fails to gain membership of the Association may appeal to Professional Historians Australia Inc. Such an appeal is governed by and shall be made and conducted in accordance with “By-law No. 3: A By-law to provide for an Appeal against an accreditation decision relevant to membership of a Professional Historians Association in Australia”, being Appendix 5 to the Rules.
- (16) A right, privilege, recognition or obligation of a person by reason of membership of the Association:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of membership whether by death or resignation or otherwise, including the right to professional recognition as described in Rule 6 (13).

## **7. Membership fees**

- (1) All fees payable by members of the Association shall be annual fees paid either once annually, or, in two instalments payable in July and January and shall be at rates fixed by the committee from time to time and confirmed by a majority vote of members at a general meeting of the Association.
- (2) There shall be no entrance fee.
- (3) All annual fees shall be due and payable either:
  - (a) on or before 1 July each year for the year then commencing;
  - (b) or, in two instalments each year with the instalments payable on or before 1 July and 1 January each year.
- (4) A member joining after 30 September in a year shall pay the annual membership fee pro-rated on a monthly basis.
- (5) Membership fees once paid are non-refundable.

**8. Register of members**

- (1) The Membership Secretary must keep and maintain a register of members containing:
  - (a) the name and address of each member, and the category of membership of each member;
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.

**9. Ceasing membership**

- (1) A person shall cease to be a member of the Association by:
  - (a) resigning in writing;
  - (b) failing to pay an annual membership fee for the year in which the fee is due by 14 September or by failing to pay both of the six-monthly payments by 15 January in the year for which the fees are due;
  - (c) death of the member.
- (2) The Membership Secretary must record in the register of members the date on which the member ceased to be a member.
- (3) The procedure for readmission of a member whose membership has lapsed shall be at the discretion of the committee.

**Division 2—Disciplinary action**

**10. Discipline, suspension and expulsion of members**

- (1) Members of the Association shall in their professional conduct comply with the Code of Ethics and Professional Standards, being Appendix 2 to the Rules.
- (2) The “Code of Ethics and Professional Standards”, being Appendix 2 to the Rules, may be amended by special resolution at a general meeting of the Association.
- (3) A person, including a member of the Association, may complain, in writing, to the

Association about the professional conduct of a member of the Association.

- (4) Upon receipt of a written and signed complaint against a member of the Association, the President or their nominee shall appoint an Ethics Committee in accordance with the provisions of “By-law No. 4: A By-law to regulate the use of the Code of Ethics and Professional Standards of Professional Historians in Australia”, being Appendix 6 to the Rules, to investigate the complaint against the member, and the Ethics Committee shall conduct itself in accordance with the provisions of Appendix 6 of the Rules.
- (5) A written complaint about the professional conduct of a member of the Association shall be dealt with in accordance with Appendix 6 to the Rules.
- (6) Upon a complaint being considered by an Ethics Committee at a hearing in accordance with Appendix 6 to the Rules, the Ethics Committee may:
  - (a) where it finds the complaint not proven to its satisfaction, exonerate the member whose conduct is the subject of the complaint;
  - (b) where it finds the complaint proven to its satisfaction, having considered the circumstances of the case and the record of the member against whom the complaint is made, record the finding but take no further action in the matter;
  - (c) where it finds the complaint proven to its satisfaction, caution, censure, suspend from membership, suspend from office, remove from office or expel the member from the Association as it considers appropriate, provided that the member against whom the complaint is made has been given an opportunity to be heard in relation to any such sanction.
- (7) A member who feels aggrieved by a ruling of an Ethics Committee may, within 30 days of the President advising them of the ruling, lodge an appeal in writing to the Professional Historians Australia Inc. Appeal Secretary.
- (8) An appeal against a ruling of an Ethics Committee shall be made and conducted in accordance with Appendix 6 to the Rules.
- (9) Save that the Professional Historians Australia Inc. Appeal Committee may increase or reduce any sanction imposed by the Ethics Committee, the Professional Historians Australia Inc. Appeal Committee may only allow or dismiss an appeal from an Ethics Committee. The Professional Historians Australia Inc. Appeal Committee may not refer a matter back to an Ethics

Committee.

### **Division 3—Grievance procedure**

#### **11. Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **12. Disputes and mediations**

- (1) Save those grievances for which a procedure is set out in Appendix 2 and Appendix 6, the procedure set out in this Rule applies to disputes under these Rules between:
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:

- (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise by law.

#### **PART 4—General Meetings of the Association (as defined by Rule 4)**

##### **13. Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting shall be:

- a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - b) to receive from the committee reports upon the transactions of the Association during the preceding financial year; and
  - c) to elect officers of the committee of the Association; and
  - d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act; and
  - e) to receive and consider the annual report of the Committee on the activities of the Association during the preceding financial year.
- (5) The annual general meeting may conduct special business of which notice has been given in accordance with these Rules.

#### **14. *Special general meetings***

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) The committee must, on the request in writing of members representing not less than 10 per cent of the total number of members, convene a special general meeting of the Association.
- (5) The request for a special general meeting must:
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the Secretary.
- (6) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (7) If the committee does not cause a special general meeting to be held within 1 month after the date on which the request is sent to the address of the Secretary,

the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

- (8) Members may participate in special general meetings using technology as described in Rule 17.

**15. Notice of general meetings**

- (1) At least 14 days before the date fixed for holding a general meeting of the Association – or if a special resolution has been proposed, at least 21 days before – the Secretary of the Association must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice may be sent:
  - (a) by prepaid post to the address appearing in the Register of Members; or
  - (b) by electronic transmission to the last known email address of each member.
- (3) No business other than that set out in the notice convening the meeting in accordance with Rule 15 (1) may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify the Secretary of that business in writing, or by electronic transmission, and the Secretary must include that business in the notice calling the next general meeting.

**16. Quorum at general meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) The presence of five per cent of members entitled to vote (being members entitled under these Rules to vote at a general meeting) constitutes a quorum for the transaction of the business of a general meeting.
- (3) If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting:



- (a) in the case of a meeting convened upon request of members, the meeting must be dissolved; and
  - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.

**17. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members physically present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**18. Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or unable to preside, the members present shall select one of their number to preside as Chairperson.

**19. Adjournment of meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 15 (1).

**20. Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

**21. Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it shall be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the Association shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately, and a poll that is demanded on any other question must be taken before the close of the meeting, in order to determine whether that resolution is carried.

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) the Chairperson may declare that a resolution has been:
  - i. carried; or
  - ii. carried unanimously; or
  - iii. carried by a particular majority; or
  - iv. lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour

of, or against, that resolution.

**22. Proxies**

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 72 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in a form set out by the committee.

**23. Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting via the Secretary under Rule 22 (1); and
  - (c) the financial statements submitted to the members in accordance with Rule 42; and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

**PART 5—COMMITTEE**

**24. Committee of Management**

- (1) The affairs of the Association shall be managed by the committee of

management.

- (2) The committee:
  - (a) shall control and manage the business and affairs of the Association; and
  - (b) may, subject to these Rules, the Act and Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these Rules, the Act and Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

## **25. Office holders**

- (1) The officers of the Association shall be:
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Membership Secretary;
  - (e) a Treasurer;
  - (f) the Association's Representative on the Committee of Professional Historians Australia Inc., who shall be an ex officio member of the committee; and
  - (g) not more than seven other members of the Association.
- (2) All officer holders must be Members of the Association.
- (3) Each officer of the Association shall hold office until the next annual general meeting held after the date of their election, and each officer is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint a member to the vacant office and the member appointed may continue in office up to and including the annual general meeting next following the date of appointment.

**26. Election of officers**

- (1) Nominations of candidates for election as officers of the Association must be:
  - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Association not less than two days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting for the outstanding vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers of the committee must be conducted at the annual general meeting in such a manner as the committee may direct.
- (7) The Association's Representative on Professional Historians Australia Inc. shall be appointed for a term of one year by the elected members of the committee. The Representative must be a member of the Association and other than an elected member of the committee.
- (8) In the event that no member of the Association other than the office holders of the committee is able or agreeable to be appointed the Association's Representative on Professional Historians Association Inc., the committee may appoint a member of the committee as the Association's Representative. In such circumstances, there shall be no ex officio member of the committee.

**27. Vacancies**

The office of an officer of the Association becomes vacant if the officer:

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary or, in the case of the Secretary, resigns from office by notice in writing given to the President.

**28. General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
  - a) in good faith in the best interests of the Association; and
  - b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of:
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—
  - (c) so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

**29. Meetings of the committee**

- (1) The committee must meet at least five times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any four of the members of the committee.

**30. Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that member and the committee members physically present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**31. Notice of committee meetings**

- (1) Notice of each committee meeting must be given in writing or electronic transmission to each member of the committee at least three business days before the date of the meeting.
- (2) Notice must be given in writing or electronic transmission to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**32. Quorum for committee meetings**

- (1) Any four members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
  - a) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

**33. *Presiding at committee meetings***

At meetings of the committee:

- a) the President or in the President's absence, the Vice-President shall preside;  
or
- b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

**34. *Voting at committee meetings***

- (1) Questions arising at a meeting of the committee, or of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at the meeting may determine.
- (2) Each member present at a meeting of the committee, or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but not the ex officio member and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**35. *Secretary***

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:
  - (a) keep custody of all records of the Association apart from the membership register and financial records; and
  - (b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and



- (c) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

**36. Treasurer**

- (1) The Treasurer must:
  - (a) ensure that the financial records are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association; and
  - (c) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (d) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (e) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (f) ensure cheques are signed by at least 2 committee members.

**37. Removal of committee member**

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each

member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

**38. *Minutes of meetings***

The Secretary of the Association, or, if absent, a person appointed by the members present, must keep minutes of the resolutions and proceedings of each general meeting and each committee meeting.

**PART 6—FINANCIAL MATTERS**

**39. *Source of funds***

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

**40. *Management of funds***

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

#### **41. Financial records**

- (1) The Association must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control:
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

#### **42. Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**43. Registered address**

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

**44. Notice to members**

- (1) Any notice that is required to be given to a member under these Rules, by or on behalf of the Association, may be given by:
  - (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - (c) electronic transmission to the member's last known email address.

**45. Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in their custody, or under their control, all books, documents and securities of the Association.
- (2) All accounts, books, securities, minutes of annual general meetings and any other documents of the Association must be available for inspection free of charge by any member upon request.
- (3) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (4) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

**46. Winding up**

- (1) The Association may be wound up voluntarily by special resolution.

- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 126 of the Act, the surplus assets must be given to a body that has similar purposes to the Association, especially the study or promotion of history, and which is not carried on for the profit or gain of its individual members.

**47. *Alteration of the Rules***

These Rules may only be altered by special resolution of a special general meeting of the Association called in accordance with Rule 14.