

Rules and Constitution of the Australian Society for the Study of Labour History Incorporated

PART 1: PRELIMINARY

1. Definitions

In this constitution:

Ordinary Executive member means a member of the Federal Executive who is not an office-bearer of the Society.

office-bearer means a person holding an office set out in Rule 7.2.

Secretary means:

- a) the person holding office under this constitution as Secretary of the Society, or
- b) if no such person holds that office - the Public Officer of the Society.

Special General Meeting means a general meeting of the Society other than an Annual General Meeting.

Special resolution means a resolution which has been passed in accordance with the conditions for special resolutions as set out in the Act.

the Act means the Australian Capital Territory Associations Incorporation Act 1991 as may be amended from time to time.

2. Name

The Society shall be known as the Australian Society for the Study of Labour History Incorporated, herein after referred to as '**the Society**'.

3. Aims and Objectives

3.1 The aims and objectives of the Society shall be:

- i. to encourage the study, teaching and research in labour history by the publication of the journal *Labour History* and by such other appropriate means as may be decided upon by the Federal Executive or a general

meeting, and

ii. to encourage the preservation of labour archives.

3.2 The income and property of the Society, however derived, shall be applied solely towards promotion of the aims and objectives and purposes of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Society, provided that where any member is employed by the Federal Executive, the Executive may pay reasonable remuneration to that member.

4. Membership

4.1 Membership is open to all individuals and organisations other than Branches who subscribe to the aims and objectives of the Society and who pay the annual membership fee, provided that if a member fails to renew their membership within three months of its falling due their membership shall be deemed to have lapsed.

4.2 Individuals and organisations other than Branches may apply for membership of the Society at either the national or Branch level. Subject to Rule 4.4, a member of a Branch is also a national member of the Society.

4.3 The annual membership fee for members of the Society who are not members of a Branch shall be fixed by each Annual General Meeting and shall be remitted to the Treasurer. The annual membership fee for members of a Branch shall be fixed by the Annual General Meeting of that Branch and shall be remitted to the Branch Treasurer.

4.4 A portion of the annual membership fee payable by a member of a Branch shall be remitted to the Treasurer each year as payment of that member's national membership. The amount to be remitted by Branches in national membership fees for each member of a Branch shall be fixed from time to time by the Federal Executive or a general meeting of the Society. A list of Branch members shall be provided along with the annual payment of the national membership fees. Payment of the national membership fee entitles the member to exercise all the rights of national membership of the Society including the right to attend general meetings of the Society and to stand for and vote in elections for members of the Federal Executive.

4.5 The Society shall, under its name, keep and maintain a register of members

showing the name and address of each member, the date on which each member became a member of the Society, and the date, if any, on which each member ceased to be a member of the Society. The register shall be available for inspection by members at the Society office.

5. Honorary Life Members

The Federal Executive may recommend to the Annual General Meeting the appointment as an honorary life member of the Society any person who, in its opinion, has rendered outstanding service, or has made a notable contribution to the work of the Society or its aims and objectives. The Annual General Meeting may then appoint the person or persons recommended as honorary life members.

PART 2: FEDERAL EXECUTIVE

6. Role and Powers

- 6.1 There shall be a Federal Executive of the Society which, subject to the Act, this constitution and to any resolution passed by the Society in general meeting shall:
- i. further the aims and objectives of the Society and administer the Society between general meetings,
 - ii. exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society, and
 - iii. perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Society.
- 6.2 There shall be a quorum of three for Federal Executive meetings. Where a member of the Executive changes his or her address, the member shall, within one month after the change occurred, notify the Society of the change. Where a person becomes a member of the Executive or where a member of the Executive changes his or her address, the Society shall notify the Registrar-General of the change no later than one month after its occurrence.
- 6.3 The Federal Executive shall meet as often and at such time and place as the Executive may determine. Oral or written notice of a meeting of the Executive must be given by the Secretary to each member of the Executive at least 48 hours (or any other period that may be unanimously agreed upon) before the time appointed for the holding of the meeting. Notice of the meeting must specify the general nature of the business to be transacted.
- 6.4 In addition to any other business which may be transacted at Federal Executive meetings, the business of a Federal Executive meeting shall be:
- i. to confirm the minutes of the last preceding Federal Executive meeting,
 - ii. to receive reports from the office-bearers of the Society, and
 - iii. to receive reports from the Branches of the Society.

7. Composition and membership

- 7.1 The Federal Executive of the Society shall consist of:
- i. the office-bearers of the Society,
 - ii. three ordinary Executive members,
 - iii. one delegate chosen by each Branch of the Society (as per Rule 27), and
 - iv. the Editor of the journal *Labour History* (as per Rule 11).
- 7.2 The office-bearers of the Society shall consist of:
- i. the President,
 - ii. the Vice-President,
 - iii. the Secretary,
 - iv. the Treasurer.
- 7.3 Each member of the Executive shall, subject to this constitution, hold office until their successor is elected at the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 7.4 Notwithstanding any other provision of these rules, the Executive may by resolution, in circumstances where they feel it appropriate, co-opt not more than two additional Executive members for the term of the current Executive.

8. Election of Federal Executive members

- 8.1 Election of office-bearers of the Society and of ordinary Executive members shall occur at the Annual General Meeting of the Society.
- 8.2 Nominations of candidates for election as office-bearers of the Society or as ordinary Executive members must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination).
- 8.3 If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- 8.4 If the number of nominations received is equal to the number of vacancies to be

filled, the persons nominated are taken to be elected.

- 8.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 8.6 The ballot for the election of office-bearers and ordinary Executive members is to be conducted at the Annual General Meeting in such usual and proper manner as the Executive may direct or as decided by the Annual General Meeting.
- 8.7 A person nominated as a candidate for election as an office-bearer or as an ordinary Executive member of the Society must be a financial member of the Society.

9. Removal of Executive members

The Society in general meeting may by resolution, subject to the Act, remove any member of the Federal Executive before the end of the member's term of office.

10. Casual Vacancies

- 10.1 The office of a member of the Executive is taken to have become vacant if a member:
 - i. dies,
 - ii. ceases to be a member of the Society,
 - iii. resigns the office,
 - iv. is disqualified from office under the Act,
 - v. becomes permanently incapacitated by ill health,
 - vi. is removed from office under these rules,
 - vii. is absent without apology from more than six meetings in a financial year, or
 - viii. is no longer a duly appointed Branch Delegate.
- 10.2 Where a casual vacancy occurs on the Federal Executive of the Society the following shall apply:
 - i. if the vacancy is of an office-bearer or an ordinary Executive member, the remaining members of the Executive shall elect a member to the position,
 - ii. where the vacancy is of a Branch delegate, the relevant Branch shall elect a member to the position.

10.3 Where the office of a member of the Federal Executive becomes vacant, or where a person is elected to fill any such vacancy, the Public Officer shall notify the Registrar-General of the change no later than one month after its occurrence.

11. Editorial Board

There shall be an Editorial Board, appointed by the Federal Executive for a term of 3 years. The Federal Executive shall fill any vacancy that arises during this term of office. The Editor of the journal *Labour History* shall be ex officio a member of the Federal Executive.

PART 3: FEDERAL OPERATIONS

12. Public Officer

There shall be a Public Officer appointed by the Federal Executive in accordance with the Act. A person appointed to be the Public Officer shall, no later than one month after being appointed, notify the Registrar-General of the appointment. Where a vacancy occurs in the office of Public Officer, the Federal Executive shall, within 14 days after the vacancy occurred, appoint a person to fill the vacancy.

13. General Meetings

13.1 An Annual General Meeting of the Society shall be convened once in each calendar year at:

- i. the Biennial Labour History Conference of the Society, or
- ii. in years when there is no Biennial Labour History Conference, within the period of five months beginning at the end of the Society's most recently ended financial year.

13.2 At least two months' notice of each Annual General Meeting shall be given to all members of the Society.

13.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- i. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting,
- ii. to receive from the Federal Executive reports on the activities of the Society during the last preceding financial year,
- iii. to elect members of the Federal Executive, other than Branch delegates, and
- iv. to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.

13.4 A Special General Meeting of the Society may be convened at any time by the Federal Executive or on the requisition in writing of not less than ten members of the Society stating the purpose or purposes of the meeting. At

least 21 days' notice of a Special General Meeting shall be given to all members of the Society.

- 13.5 At any general meeting no business shall be transacted unless a quorum is present, and if within one hour of the time appointed for the meeting a quorum is not present, the meeting will lapse. A quorum shall consist of 15 members.
- 13.6 A majority vote of those present and voting at any general meeting shall be necessary to pass any resolution, unless the resolution is a *special resolution* within the meaning of the Act.
- 13.7 Only financial members of the Society or a member of an affiliated association nominated under the provisions of Rule 21.4 may vote in elections and on any motion put at a general meeting of the Society.
- 13.8 A member shall be entitled to appoint in writing a natural person who is also a member of the Society to be their proxy, and attend and vote at any general meeting of the Society.
- 13.9 Notice of the appointment of a proxy shall be given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed and shall be noted in the minutes of the general meeting.

14. Funds and transactions

- 14.1 The funds of the Society shall be derived from:
 - I. membership fees from each member as fixed from time to time by the Federal Executive or a general meeting of the Society,
 - II. donations,
 - III. bequests, and¹⁶
 - IV. any income generated from the Society's publications and public events.
- 14.2 The Society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act.

15. Common Seal

The Society shall have a common seal upon which its corporate name shall appear in

legible characters. The seal shall not be used without the express authorisation of the Federal Executive or a general meeting, and every use of the seal shall be attested by the signatures of an office-bearer and one other member of the Federal Executive.

16. Bank account

All moneys received by the Federal Executive of the Society shall be paid into a bank account opened in the name of the Society. Moneys shall not be drawn from this account except on the signatures of two office-bearers.

17. Audit and Balance Sheet

17.1 The Society's financial year shall run from 1 July to 30 June following.

17.2 The Federal Executive shall appoint a person who is not a member and is not the Public Officer of the Society as auditor. The Executive shall at least once in each period of 12 months cause the financial affairs of the Society to be audited by the auditor so appointed and prepare, or cause to be prepared, a balance sheet setting out the assets and liabilities of the Society.

17.3 The Public Officer of the Society shall, within the period of six months beginning at the end of each financial year, lodge with the Registrar-General in accordance with the Act a statement, in the approved form, of the Society's particulars, an audited statement of the Society's accounts, a copy of the auditor's report in relation to those accounts, and a statement by two members of the Executive certifying that the annual accounts for that year have been prepared, audited and presented to an ordinary general meeting of the Society in compliance with the relevant provisions of the Act.

17.4 The Public Officer of the Society shall cause to be delivered to the auditor a list of all the accounts, books and records of the Society.

17.5 The Public Officer of the Society shall cause to be delivered to the auditor any of the accounts, books and records of the Society that the auditor may require.

18. Members Liability

No member of the Society shall be liable to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of a winding up

of the Society.

19. Amendments of the Constitution

- 19.1 The Society may, by special resolution, alter or replace these rules at a general meeting by a three-fourths majority of those members present and voting.
- 19.2 Any proposed motion to amend or replace these rules shall be given in writing to the Secretary at least 28 working days before the Society general meeting at which the motion is to be considered, and shall be accompanied by a written explanation of the reasons for the proposal.
- 19.3 At least 21 working days before the general meeting at which any rule change is to be considered, the Secretary shall give all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Federal Executive has.
- 19.4 Within 28 working days of a rule change being approved by a general meeting, the Public Officer shall cause to be filed with the Registrar-General advice of the rule change in the required form. No rule change shall take effect until this is done.

20 Dissolution and winding up

- 20.1 The Society shall not be dissolved except by special resolution at a general meeting of the Society.
- 20.2 If after the winding up of the Society there remains “surplus property” as defined in the Act, such surplus property shall be distributed to any organisation which has similar aims and objectives and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members at the general meeting convened pursuant to Rule 20.1.

21. Affiliation

- 21.1 The Federal Executive may accept as an affiliated association, any other association with like aims and objectives on payment of an affiliation fee to be fixed by the Annual General Meeting.
- 21.2 The Federal Executive may give assistance, financial or otherwise, to an affiliated association where it considers that such assistance will further the aims and objectives of the Society.
- 21.3 Where either the Society or an affiliated association gives one month's notice in writing of intention to cancel the affiliation of that association, such affiliation shall be cancelled.
- 21.4 An affiliated association shall have one voting representative to any general meeting of the Society.
- 21.5 The Annual General Meeting or Federal Executive of the Society may choose to affiliate to any other organisation having aims and objectives similar in whole or in part to the aims and objectives of the Society.

22. Custody and inspection of books

Subject to the Act and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Society. The records, books and other documents shall be made available for inspection upon request by any member of the Society, free of charge, at any reasonable time.

23. Disciplining of members

- 23.1 A complaint may be made to the Federal Executive by any person that a member of the association:
- i. has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - ii. has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- 23.2 The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 23.3 If the Executive decides to deal with the complaint, the Secretary must, as soon as practicable, cause written notice to be served on the member concerned:
- i. setting out particulars of the complaint,
 - ii. stating that the member may address the Executive at a meeting of the Executive to be held not earlier than 14 days and not later than 28 days after service of the notice,
 - iii. stating the date, place and time of that meeting; and
 - iv. informing the member that he/she may do either or both of the following:
 - a. attend and speak at that meeting,
 - b. submit to the Executive at or before the date of that meeting written representations relating to the complaint.
- 23.4 The Executive may, by resolution, expel the member from the association or suspend the member from membership of the association for a specified period if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 23.5 If the Executive makes a resolution to expel or suspend a member under Rule 23.4, the Secretary must, within 7 days after that decision, cause written notice to be given to the member of the resolution, the reasons given by the Executive for making that resolution and informing the member of his/her right of appeal under Rule 24.
- 23.6 A resolution made by the Executive under Rule 23.4 does not take effect:
- i. until the expiration of the period within which the member is entitled to

- appeal against the resolution concerned, or
- ii. if within that period the member exercises his/her right of appeal, unless and until a general meeting of the Society confirms the resolution under Rule 24.4.

24. Right of appeal of disciplined member

- 24.1 A member may appeal to a general meeting of the Society against a resolution of the Executive that is made under Rule 23.4 within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 24.2 On receipt of a notice of appeal under Rule 24.1, the Secretary must notify the Executive and cause a general meeting of the Society to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- 24.3 Subject to the Act, at a general meeting of the Society convened under Rule 24.2:
- i no business other than the question of the appeal shall be transacted,
 - ii the Executive and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and
 - iii the members present shall vote by secret ballot on the question of whether the resolution made under Rule 23.4 should be confirmed or revoked.
- 24.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 23.4, that resolution is confirmed.

PART 4: BRANCHES

25. Formation

- 25.1 Branches of the Society may be formed in, and within, the States and Territories of Australia.
- 25.2 The procedure of formation shall be:
- i. the members of the Society interested in forming a Branch shall seek the approval of the Federal Executive,
 - ii. the Federal Executive shall investigate the position, and if satisfied that the formation of the Branch is in the interests of the Society, shall approve the formation of the Branch and notify the members concerned of its approval.
- 25.3 The definition of a Branch's region is a matter for the Federal Executive. There shall not be more than one Branch for any one region. If the Executive is of the opinion at any time that it is in the best interests of the Society to withdraw its approval for a Branch, it shall do so.

26. Branch Executive Committee

- 26.1 Each Branch shall have a Branch Executive Committee consisting of a Branch President, a Branch Vice-President, a Branch Secretary, a Branch Treasurer and three other members.
- 26.2 The quorum for Committee meetings shall be three.
- 26.3 The Branch Executive Committee may by resolution, in circumstances where they feel it appropriate, co-opt additional Committee members for the term of the current Committee.
- 26.4 The duties of the Branch Executive Committee shall be to further the aims and objectives of the Society in the region concerned. The Branch Executive Committee, subject to the Act, this constitution, and to any resolution passed by the Federal Executive or Branch general meeting, shall control and manage the affairs of the Branch.
- 26.5 The Branch Executive Committee shall be elected annually at the Branch Annual General Meeting and its members shall be financial members of the Branch.

- 26.6 In the event of a vacancy in the membership of the Committee, the remaining members of the Committee may appoint a member of the Branch to fill the vacancy until the next Branch Annual General Meeting.
- 26.7 The Branch in general meeting may by resolution, subject to the Act, remove any member of the Committee before the end of the Committee member's term of office.
- 26.8 The Branch Executive Committee may recommend to the Branch Annual General Meeting the appointment as an honorary life member of the Branch any person who, in its opinion, has rendered an outstanding service or has made a notable contribution to the work of the Branch or its aims and objectives. The Branch Annual General Meeting may then appoint the person or persons recommended as honorary life members.

27. Branch Delegate to Federal Executive

Each Branch Annual General Meeting shall elect one member of the Branch to represent that Branch as a voting member of the Federal Executive.

28. Branch General Meetings

- 28.1 Branches shall meet at the frequency and in the manner determined by their members, provided that a Branch Annual General Meeting shall be convened once in each calendar year, within the period of five months beginning at the end of the Society's most recently ended financial year. The financial year shall run from 1 July to 30 June following.
- 28.2 A Special General Meeting of a Branch may be convened at any time by the Branch Executive Committee or on the requisition in writing of not less than ten members of the Branch stating the purpose or purposes of the meeting.
- 28.3 At least 21 days' notice of each general meeting shall be given to all members of the Branch. Only financial members of the Branch shall be entitled to vote in elections and on any motion put at a Branch general meeting. Each Branch shall fix its own quorum for Branch general meetings.

29. Branch funds

- 29.1 Each Branch shall cause to be kept proper accounts of:
- i. all sums of money received and expended by the Branch,
 - ii. all sales and purchases of goods by the Branch, and
 - iii. the assets and liabilities of the Branch.
- 29.2 Branches may open a bank account in the name of the Branch. Moneys shall not be drawn from this account except on the signatures of 2 members of the Branch Executive Committee.
- 29.3 The records, books and other documents of a Branch shall be made available for inspection upon request by any member of the Branch, free of charge, at any reasonable time.

30. Dissolution and winding up of Branches

- 30.1 A Branch of the Society shall not be dissolved except by special resolution at a general meeting of that Branch.
- 30.2 If after the winding up of a Branch there remains “surplus property” as defined in the Act, such surplus property shall be distributed to any organisation which has similar aims and objectives and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members at the general meeting convened pursuant to Rule 30.1.

PART 5: Public Fund

31. The Public Fund

- 31.1 The Society will establish and maintain a public fund to assist the aims and objectives of the Society.
- 31.2 Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the ATO.
- 31.3 The public will be invited to contribute to the fund.
- 31.4 The fund will be administered by a subcommittee of the Federal Executive, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Society.
- 31.5 No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 31.6 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- 31.7 Receipts for gifts to the public fund must state:
- i the name of the public fund and that the receipt is for a gift made to the public fund
 - ii the Australian Business Number of the Society
 - iii the fact that the receipt is for a gift, and
 - iv any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- 31.8 The Society must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the company's principal purpose.
- 31.9 The Society must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months.

32. Winding-up clause

- 32.1 If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997*.
- 32.2 It must not pay any of its profits or financial surplus, or give any of its property, to its members, beneficiaries, or office bearers.