

CONSTITUTION OF THE ECONOMIC HISTORY SOCIETY OF AUSTRALIA AND NEW ZEALAND INCORPORATED

Part 1 – Preliminary

1. Definitions

(1) In this constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Name and Objects

2. Name

(1) The Association shall be known as The Economic History Society of Australia and New Zealand Incorporated, hereafter referred to as 'the association'.

3. The Objects

(1) The objects of the association shall be to:

(a) promote the teaching, study and understanding of Economic History;

(b) disseminate knowledge in the field of Economic History;

(c) hold conferences and to participate in any other conferences or meetings as may be deemed expedient in accordance with (1) above;

- (d) encourage the conservation of written historical records and artefacts;
- (e) cooperate with other organisations having similar purposes.

Part 3 – Membership

4. Membership Generally

- (1) A person is qualified to be a member of the association if the person:
- (a) is a natural person, and
 - (b) subscribes to the objects of the association, and
 - (c) retains a paid subscription to the Australian Economic History Review, and
 - (d) has been approved for membership of the association by the Executive Committee of the association

5. Cessation of Membership

- (1) A person ceases to be a member of the association if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay their annual subscription fee under Clause 4(1)(c) within three months after the fee is due.

6. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association.
- (2) The register of members must be kept in New South Wales at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Members' Liabilities

- (1) A member of the association bears no liability to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

9. Resolution of Disputes

- (1) Dispute between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

10. Disciplining of Members

(1) A complaint may be made to the Executive Committee by any person that a member of the association:

(a) has persistently refused or neglected to comply with a provision or provisions of these rules, or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

(2) On receiving such a complaint, the Executive Committee:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(3) The Committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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.

(4) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the members right of appeal under rule 11.

(5) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 20(5), whichever is the later.

11. Right of Appeal of a Disciplined Member

- a. A member may appeal to the association in general meeting against a resolution of the committee under rule 10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c. On receipt of a notice from a member under clause (a), the secretary must notify the committee which is to convene a general meeting of the

association to be held within 28 days after the date on which the secretary received the notice.

- d. At a general meeting of the association convened under clause (c):
 - i. no business other than the question of the appeal is to be transacted, and
 - ii. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(e) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 4 – The Committee

12. Committee Name

(1) The committee is to be called the Executive Committee of the association.

13. Powers of the committee

(1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) shall further the objects of the association, and
- (c) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (d) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14. Constitution and Membership of the Executive Committee

(1) The Executive Committee is to consist of:

- (a) the office-bearers of the association, and
- (b) at least two ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 15.
- (c) The office-bearers of the association are to be:
 - i. the president

- ii. the treasurer
- iii. the secretary
- iv. the editor or editors of the Australia Economic History Review, ex officio.

(d) Each member of the committee is, subject to these rules, to hold office for four years, but is eligible for re-election under rule 15, by means of a majority vote indicated by show of hands at an Annual General Meeting.

(e) The President shall be the Association's public officer.

(f) If a member of the committee gives up their position before their four year term has expired, the committee may appoint an interim member until an election is convened under rule 14.

(g) If the workload of the committee is such that it deems additional committee members are required, the committee may appoint such members until an election is convened under rule 14.

15. Election of Members of the Executive Committee

(1) The Secretary will through email call for nominations of candidates for election as office-bearers of the association or as ordinary members of the Executive Committee.

(2) Nomination of candidates for election as office-bearers of the association or as ordinary members of the Executive Committee:

(a) must be made in writing or email not less than 10 days before a date to be fixed by the Executive Committee, and

(b) shall be signed by a proposer and the seconder and by the candidate (in the case of written nomination) or seconded via email from the seconder (in the case of emailed nominations)

(3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(7) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting.

(8) The ballot is to be determined by majority show of hands by members present at the meeting.

(9) The newly elected Executive Committee shall take office not more than one month after its election.

(10) In the event that no nomination is received for any position or positions, the Executive Committee shall appoint a member or members of the association to such position or positions.

(11) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16. Secretary

(1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address. It is the duty of the Secretary to keep minutes of:

(a) All appointments of office-bearers and members of the Executive Committee,

(b) The names of members of the committee present at an Executive Committee meeting or a general meeting, and

(c) All proceedings at Executive Committee meetings and general meetings.

(2) If the Secretary is not present at an Executive Committee meeting or general meeting, the Committee will appoint an acting Secretary.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

(1) It is the duty of the treasurer to ensure:

(a) That all money due to the association is collected and received and that all payments authorised by the association are made, and

(b) That correct books and accounts are kept showing the financial affairs of the association, including full detail of all receipts and expenditure connected with the activities of the association.

18. Executive Committee Meetings and Quorum

(1) The Executive Committee must meet at least once in each period of 12 months, at such place and time as the committee may determine.

(2) Executive Committee meetings do not require committee members to be physically co-present, and may be held using electronic means including teleconferencing or synchronous web-based communication such as e-mail and Skype.

(3) Executive Committee meetings shall be summoned by the Secretary at the request of the President.

(4) A quorum for Executive Committee meetings shall consist of three duly elected members of the Executive Committee.

(5) At a meeting of the Executive Committee the President is to preside. If the President is absent, one of the remaining members of the Executive Committee may be chosen to preside by the members present at the meeting.

19. Prize Committee

(1) There shall be a Prize Committee consisting of three members of the Association, appointed by the Executive Committee. The quorum of the Prize Committee shall be two, and the Committee shall elect a Chairperson. The functions of the Prize Committee shall be to judge entries for the respective prizes periodically offered by the association, and such similar functions as a General Meeting may from time to time determine.

20. Australian Economic History Review Editorial Board

(1) There shall be an Editorial Board appointed by the Editors of the Australian Economic History Review, in consultation with the Executive Committee.

(2) The Board will normally consist of a minimum of six members, and appointments to the Board will be made on the basis of members having internationally recognised expertise in economic history, business history, or both.

(3) In the event of a dispute between the Editors and the Executive Committee regarding the composition of the Editorial Board, the decision of the Executive Committee will be final.

(4) Members of the Editorial Board will hold office for up to four years and may be reappointed.

(5) If a member of the Editorial Board gives up their position before their term has expired, a new member may be appointed as per rule 17(1).

21. Appointment of Australian Economic History Review Editors

(1) There shall normally be not more than two Editors and one Book Review Editor chosen from the membership of the association.

(2) There may also be Associate Editor.

(3) The Executive Committee shall make a nomination or nominations for confirmation at a General Meeting of the association for the position of Editor or Editors of the Australian Economic History Review.

(5) In the event of more than the required number of nominations being received, an election shall be held at the same General Meeting.

(6) The term of an appointment of an Editor shall be for a period of up to 4 years, and an existing Editor may be renewed in their position.

(7) If an Editor gives up their position before their four year term has expired the Executive Committee may appoint an interim editor until a new Editor can be appointed as per rule 15b.

Part 5 – General Meetings

22. Meeting Arrangements

(1) The association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

(2) The annual general meeting of the association, subject to (a) above, shall be convened on such date and at such place and time as the Executive Committee thinks fit.

(3) The Secretary shall at least 3 weeks before the date of the Annual General Meeting notify members at their e-mail addresses as shown in the association's membership records of the date and location of the Meeting.

(4) Items for inclusion on the agenda of the Annual General Meeting must be sent in writing to the Secretary two weeks beforehand.

(5) The business of the Annual General Meeting will include the following:

(a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.

(b) To receive reports from the President, Treasurer, and the Editors on the activities of the association during the preceding financial year.

(c) To receive and consider the statement that is required to be submitted to members under the Act.

(d) The Executive Committee may convene a Special General Meeting of the association at any time.

(e) At an Ordinary, Special or Annual General Meeting no business shall be transacted unless a quorum is present, and if within 15 minutes of the time appointed for a meeting a quorum is not present, the meeting will lapse.

(f) A quorum for an Ordinary, Special or Annual General Meeting shall consist of 8 members of the association.

(g) The president is to preside as chairperson of an Ordinary, Special or Annual General Meeting. If the president is absent, a member of the Executive Committee nominated by that committee will preside over the meeting.

(h) On any question arising at a General Meeting of the association a member has one vote only. Proxies are not permitted.

(i) In the case of equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

Part 6 – Funds

23. Funding Arrangements

(1) The funds of the association are to be derived from subscriptions to and royalties from the publication of the Australian Economic History Review, and other such sources as the Executive Committee determines.

(2) The finances and assets of the association shall be administered by the Executive Committee, which shall authorise the Treasurer to conduct its financial business in

accordance with the decisions of the Committee for all purposes embraced by the objects of the association.

(3) No part of the association's funds shall be paid or transferred directly or indirectly to any member of the association, provided that where any member is engaged on the association's business, the Executive Committee may pay reasonable remuneration or expenses to that member.

(4) All money received by the association must be deposited as soon as practicable and without deduction of credit to the association's bank account, which must be held with a financial institution accredited as having trustee status in the country where the majority of the Executive Committee are located.

(5) The association must, as soon as practicable after receiving money, issue an appropriate receipt.

(6) All cheques and other negotiable instruments of A\$1000 and more must be signed by any two members of the Executive Committee.

(7) Every Annual General Meeting shall appoint a suitably qualified auditor who shall not be a member of the Executive Committee and who shall hold office until the next Annual General Meeting. In the event of an occasional vacancy, the Executive Committee shall appoint an auditor to hold office until the next Annual General Meeting.

(8) At least once in each period of 12 months the Executive Committee will cause the financial affairs of the association 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 association, which shall be distributed to members.

Part 7 – Miscellaneous

24. Alteration of Objects and Rules

(1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association, which must result from a motion that is considered and voted on at a General Meeting.

(2) Motions and amendments shall be in writing (signed by the mover and seconder) or email by mover and confirmation email by seconder, and be in the hands of the Secretary at least 14 days before the General Meeting at which they are to be considered.

a. At least 14 days notice of the proposed amendments shall be given to all members of the association.

24. Custody of Books

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

25. Inspection of Books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

26. Financial year

(1) The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.