



Australasian Society for Historical Archaeology

# CONSTITUTION

of the

AUSTRALASIAN SOCIETY FOR HISTORICAL ARCHAEOLOGY  
INCORPORATED

Incorporated in New South Wales pursuant to  
*Associations Incorporations Act 1984*

Incorporation No. Y0118406

*Revised  
October 2007*

Box 220, Holme Building, University of Sydney NSW 2006  
ABN 41 196 332 496

## **Preamble**

The Australasian (formerly Australian) Society for Historical Archaeology Incorporated was founded in 1970 to promote the study of historical archaeology in Australia. The Society encourages archaeological research on historical sites, buildings and artefacts by appropriate means including historical research, survey, recording, excavation and analysis and the publication of the results of such research. The Society supports the conservation of sites and artefacts which are part of the Australian heritage.

The interests of the Society include historical sites, buildings and artefacts reflecting all aspects of life in Australia, New Zealand, Southeast Asia and Oceania from European contact until the present.

### **1.0 Name**

- 1.1 The name of the Society shall be 'The Australasian Society for Historical Archaeology Incorporated' hereinafter called 'The Society'.

### **2.0 Objectives**

- 2.1 The objectives for which the Society is established are:
- (a) to contribute to the study of the impact of Asian and European settlement in Australasia through predominantly archaeological methods, to promote the publication of such studies and to encourage the growth of all such activities and training programmes which will help achieve these objects;
  - (b) to promote the conservation, recording, survey and study of historical sites and artefacts;
  - (c) to promote discussion and understanding of the subject by means of properly supervised training courses, conferences and the circulation of information and reference materials;
  - (d) to promote the presentation of such activities at public lectures, discussions and exhibitions;
  - (e) to encourage the publication of all such studies and activities;
  - (f) to co-operate with all persons, societies, public and private institutions and other bodies working in related fields throughout Australasia and in particular with the National Parks and Wildlife Services, the Australian Heritage Commission, the New Zealand Historic Places Trust, state heritage organisations, Departments of Environment and Planning, the National Trust and other similar bodies;
  - (g) to provide assistance and advice to local historical and heritage societies and museums in the conservation, interpretation and display of sites and material objects relating to Australasian history;
  - (h) to enter into association with persons, societies and public and private institutions in all parts of the world with objects similar to that of the Society;
  - (i) to raise funds through donations, membership fees, sale of publications, public lectures and otherwise to promote the objects of the Society;
  - (j) to invest and deal with monies of the Society not immediately required.

### **3.0 Powers**

- 3.1 The Society has, both within and outside New South Wales, the legal capacity of a natural person. Without limiting the generality of this, the Society has, both within and outside New South Wales, the power to do all things which may be incidental or conducive to the attainment of the objects of the Society and in particular the power:
- (a) to purchase, acquire, and receive any real and personal property and sell, give, transfer, demise and otherwise deal with any real or personal property of the Society;
  - (b) to raise and borrow money and secure the payment of such money or the payment of any debt or liability of the Society upon such terms and in such manner as it thinks fit including by way of mortgage, charge or security upon or over all or any of the real or personal property of the Society;

- (c) to invest monies of the Society for the purpose of the Society upon such terms and in such manner as it thinks fit;
- (d) to undertake and execute any trusts within the objects of the Society and accept or refuse any gift, endowment, bequest or devise made to the Society generally or for the purpose of any specific charitable object of the Society and to carry out any trust attached to any such gift, endowment, bequest or devise;
- (e) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments;
- (f) to appoint full-time or part-time employees of the Society who may be paid such salary and allowances as shall be fixed from time to time;
- (g) to charge fees for the use of the facilities or services of the Society, including the expertise of any member of the Society who acts as a representative of the Society to an outside body;
- (h) to issue and charge for publications or any other items or services on behalf of the Society;
- (i) to do any other act that it is authorised to do by any law.

#### **4.0 Application of Funds and Assets**

- 4.1 The income and property of the Society shall be applied solely towards the promotion of the objectives of the Society as set out in this Constitution. The Society shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of its members. No part of that income or property shall be paid or transferred by way of profit to the members of the Society. No member of the National Committee shall be appointed to any salaried office of the Society paid by fees and no remuneration or other benefit in money or monies worth shall be paid or given by the Society to any member of the National Committee except for payment of out of pocket expenses. Nothing in this clause shall prevent the payment:
- (a) of remuneration to any officer or employee of the Society for any services actually rendered to the Society for goods supplied in the ordinary and usual course of business;
  - (b) of interest on money borrowed from any member;
  - (c) of rent on premises leased by any member to the Society;
  - (d) of monies and contributions to a superannuation fund established for the employees of the Society or their dependents;
  - (e) of an honorarium, fixed from time to time by the National Committee to one or more members of the National Committee.
- 4.2 No member shall be liable to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of winding up of the Society.
- 4.3 If upon the winding up or dissolution of the Society there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall be given or transferred to some other institution or institutions having objectives similar to the objects of this Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under Clause 4.1, such institutions to be, for the time being, the Australian Archaeological Association, unless otherwise determined by the National Committee, before or at the time of dissolution.
- 4.4 All monies received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account. The Society may hold and maintain one or more bank accounts as the National Committee determines. Monies of the Society not immediately required may be invested upon such securities and in such manner as the National Committee may determine, provided always that such securities are Trust securities.

#### **5.0 Principal Place of Administration**

- 5.1 The principal place of administration of the Society shall be determined by the National Committee.

## **6.0 Rules**

6.1 In so far as they are not inconsistent with these rules, the rules of the Society will be the model rules prescribed by the New South Wales Society Incorporations Regulations 1985.

## **7.0 Membership**

7.1 Membership of the Society shall be open to all persons or institutions subscribing to the objects of the Society and paying the prescribed fee. No person or institution shall require nomination for membership.

Membership shall comprise the following classes, plus any other classes as determined by the National Committee:

- (a) ordinary members;
  - (b) household members who, for the purposes of receiving the Society's publications and services, or voting, shall be deemed to be one member;
  - (c) life members, being those persons being admitted as life members of the Society prior to 1985;
  - (d) honorary life members;
  - (e) corporate members, which for the purposes of receiving the Society's publications and services shall be deemed to be one member, but which shall have no voting rights.
- 7.2 The National Committee may from time to time limit and/or determine the number of services which its members or a class of members are entitled to receive from the Society.
- 7.3 The Honorary Secretary of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society, together with the date on which the person became a member, and the class of membership held. A list of members shall be opened for inspection, free of charge, by any member of the Society at any reasonable hour.
- 7.4 A person ceases to be a member of the Society if the person:
- (a) dies;
  - (b) resigns that membership;
  - (c) fails to pay his or her annual subscription within six months of the due date.

## **8.0 Fees and Subscriptions**

- 8.1 Annual membership fees shall fall due on the 1st day of July in each calendar year.
- 8.2 In the event that a member shall fail to pay such fees on or before the due day, that member shall cease to receive services from the Society; but shall retain the right to vote or make nominations under this Constitution.
- 8.3 In the event that a member shall fail to pay such fees on or before the 30th day of December, of the due membership year, such member shall cease to be a member of the Society and shall lose all voting rights.

## **9.0 National Committee**

- 9.1 The National Committee of the Society shall consist of the following five office bearers:
- (a) the President;
  - (b) two Vice Presidents;
  - (c) Treasurer;
  - (d) Honorary Secretary;
- and a number of ordinary members of the committee, not exceeding ten, who may be assigned to special positions, including but not limited to: Newsletter Editor, Web Manager, List Manager, Publications Officer, Publicity Officer;

and the Journal Editor who will be appointed by the National Committee ex officio;  
and the immediate past President who will be appointed by the National Committee ex officio for a period not exceeding two consecutive terms.

At any ordinary meeting of the National Committee, by an ordinary resolution of those participating in the meeting either personally or electronically, the National Committee may co-opt as an ordinary member of the National Committee any member qualified to hold office either for the term of office of the National Committee or for any shorter time and to serve in office either generally or for any specific purpose or task.

- 9.2 Subject to the Associations Incorporations Act and other provisions of this Constitution, the management and control of the Society and the business and affairs of the Society shall be vested in the officers of the National Committee, who may exercise all such powers of the Society and do all such acts or things as are not by the Constitution or the Act expressly required to be exercised by the Society in a Meeting of Members. No constitutional amendment or resolution passed by a Meeting of Members shall invalidate any prior act of the National Committee which would have been valid if that amendment or resolution had not been made or passed.
- 9.3 The issue of any public comment or statement or formal submission made on behalf of the Society may be made only by the President or by an officer of the National Committee or an officer of a Regional Committee who has been authorised by the National Committee to make such comment, statement or formal submission on behalf of the Society.
- 9.4 At the conclusion of every annual general meeting all the officers of the National Committee shall retire from office.
- 9.5 No member may serve as President for more than 5 consecutive terms.
- 9.6 The election of the National Committee shall be by ballot and shall be conducted in the manner set out in the following articles.
- 9.7 No member shall be capable of being elected an officer unless duly nominated.
- 9.8 A nomination shall name the candidate and the position for which election is sought and shall be signed by not less than 2 members.
- 9.9 Nominations shall be made to the Returning Officer at the administrative office and shall close on a date to be fixed each year by the National Committee, such date being no more than 2 calendar months before the date fixed for the holding of the annual general meeting.
- 9.10 No nomination shall be valid unless the member nominated is eligible to nominate for the nominated position and he or she consents to act if elected and the nomination paper and consent is received before the close of nominations. The consent shall be sufficient if the member signs the form of consent on the nomination paper but the Returning Officer may accept any other form of consent whether accompanying the nomination paper or not that the Returning Officer deems satisfactory, and such acceptance shall be final. The candidate may withdraw his or her consent to nomination at any time before the close of nomination by lodging with the Returning Officer a notice of withdrawal, and as a consequence the nomination shall be cancelled.
- 9.11 Eligible members may be nominated in more than one position on the National Committee. Positions on the committee shall be filled in accordance with the following articles, in the order of office bearers outlined in article 17. Following election to a position on the committee, a member shall become ineligible for election to another position.
- 9.12 The election of elected officers to the National Committee will require a separate ballot to fill each position.
- 9.13 The "ballot paper" may be separate sheets of paper or may be combined into one (or more) sheets providing the voting is recorded in distinct and separate parts of the paper.
- 9.14 If the number of candidates nominated for any position is not greater than the number of candidates required to be elected no ballot shall be conducted and the chairperson at the

- annual general meeting shall declare the candidates nominated duly elected to the relevant office.
- 9.15 If the number of candidates nominated is greater than the number required to be elected a ballot shall be conducted by a secret ballot to be conducted of all members who are qualified to vote and who are present in person or by proxy or by attorney at the Annual General Meeting of the Society.
- 9.16 The Returning Officer shall cause ballot papers to be prepared. The ballot paper shall contain:
- (a) The names of the candidates in alphabetical order;
  - (b) an asterisk against the name of each retiring officer who is a candidate for election, and a footnote drawing attention to this fact;
  - (c) a statement as to the number of candidates to be elected; and
  - (d) whether on the front or back of the ballot paper, such directions as to the manner in which the vote is to be recorded on the ballot paper, returned to the Returning Officer and recording of particulars to identify the members determined from time to time by the National Committee.
  - (e) The chairperson of the Annual General Meeting shall call upon the Returning Officer to conduct the election of the National Committee and for that purpose only the Returning Officer shall chair the meeting. At the conclusion of the election the Returning Officer shall forthwith call upon the Chairman to resume the chair of the meeting.
  - (f) During the conduct of the election of the National Committee the Returning Officer may call for and may appoint up to three volunteers from the floor of the meeting to assist in distributing and gathering ballot papers and as tellers and recorders for the counting of votes provided that:
    - (i) office-bearers and/or members and/or candidates for any position on the National Committee shall be ineligible as volunteers;
    - (ii) the Returning Officer shall direct and supervise the activities of volunteers.
- 9.17 Prior to the commencement of the Annual General Meeting the Returning Officer shall have compiled a register of all members of the association who are qualified to vote in the election of the National Committee and shall notify any person in attendance at the Annual General Meeting who is not qualified to vote. The Returning Officer shall:
- (a) insure that the number of ballot papers distributed for any ballot is equal to the number of members qualified to vote who are present at the Annual General Meeting either in person or by proxy or by attorney;
  - (b) authenticate each ballot paper that is distributed by their personal mark or signature;
  - (c) scrutinise each ballot paper prior to the counting of votes cast in a ballot so that a ballot paper shall be declared informal if it:
    - (i) is not in the form prepared by the Returning Officer;
    - (ii) does not bear the Returning Officer's authentication;
    - (iii) does not comply strictly with the Returning Officer's instructions for the casting of formal votes and the conduct of the ballot;
    - (iv) otherwise fails to comply with the provisions of this Constitution or any Bye-laws from time to time of the Society.
- 9.18 The Returning Officer shall count the votes given for each candidate on all unrejected ballot papers. If any candidates have an equal number of votes, the Returning Officer shall have a casting vote which may be determined by lot.
- 9.19 The Returning Officer shall make and sign a report setting out the number of votes given for each candidate and the persons elected to each position and shall convey the report to the President or, in the absence of the President, one of the Vice Presidents.
- 9.20 The chairperson at the relevant annual general meeting shall declare elected as officers of the National Committee, the candidate for the relevant position who, according to the Returning Officer's report, has been elected, or who has been nominated unopposed.

- 9.21 If, following declaration of the election, a vacancy exists it shall be filled as a casual vacancy and the person appointed to fill that vacancy shall hold office until the following annual general meeting and is eligible for re-election.
- 9.22 The non-receipt of a ballot paper by a member, the omission of the Returning Officer to provide a ballot paper to a member, or the failure of either a member or the Returning Officer to comply strictly with any of the technicalities required by the Constitution shall not invalidate an election. The Returning Officer, in cases where a member voting has not strictly complied with the directions as regards the manner of recording votes, the returning of the ballot paper and recording of particulars to identify the member or technicalities required by the articles, shall have a discretion, if the Returning Officer is satisfied as regards the identity of the member voting, to accept the ballot paper of such member and count the member's vote.
- 9.23 The officers and National Committee members elected and appointed at an annual general meeting shall take office immediately after such meeting.
- 9.24 Any officer or member of the National Committee may retire from office by giving notice in writing to the Society of the officer's intention to do so. Such resignation shall take effect forthwith unless the resignation is stated in the notice to expire at some future time in which event shall take effect upon the expiration of such time or the date 3 months from the giving of the notice whichever is the earlier.
- 9.25 A meeting of members may by special resolution remove any elected officer or member of the National Committee from office before expiration of the Officer's term and by ordinary resolution appoint another member to hold office or to b a member of the National Committee until the expiration of the term of office of the Officer so removed.
- 9.26 In addition to the circumstances in which a position on the National Committee becomes vacant by virtue of the Associations Incorporations Act, or the provisions of this Constitution, the office shall by the very fact be vacated if the person holding that position:
- (a) becomes mentally incapable or the person's estate is liable to be dealt with by law in any way related to mental health;
  - (b) is absent from meetings o( the Committee for a continuous period of 3 months without special leave of absence from the Committee and the Committee resolves that his or her position be vacated;
  - or
  - (c) ceases to be a member.
- 9.27 The continuing officers and members of the National Committee may act despite any vacancy in the Committee.
- 9.28 The National Committee may at any time and from time to time appoint any member of the Society (who is not already an officer of the Committee) to fill a casual vacancy in the elected positions of the National Committee. A person so appointed shall hold office until the expiration of the term office of the officer the person replaced.

## **10.0 Regional Committees**

- 10.1 Any 5 members ordinarily resident in a particular country, state, territory or city may apply to the National Committee for recognition as a regional committee.
- 10.2 A regional committee shall come into operation upon being recognized by an ordinary resolution of the National Committee or a meeting of members. Recognition may be revoked by an ordinary resolution of the National Committee or by a meeting of members.
- 10.3 Upon a regional committee coming into operation each member of the Society who, according to the register of members, has his or her address within the committee's area of concern shall be deemed a member of that region. Each regional committee shall carry out and further the objectives of the Society.
- 10.4 The National Committee may by resolution or power of attorney arriving under seal delegate any of its powers to a regional committee or officers of any such committee. Any regional

committee or personal persons so appointed shall, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the National Committee.

#### **11.0 Sub-Committees**

- 11.1 The National Committee may from time to time at its discretion appoint a sub-committee responsible for specific issues, events or any other matter that falls within the objectives of the Society. The National Committee may appoint any member of the Society to fill a position on a subcommittee.

#### **12.0 Meetings of Members**

- 12.1 No business shall be transacted at any Meeting of Members or a meeting of the National Committee unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be five members personally present.
- 12.2 If a quorum is not present within thirty minutes from the time appointed for a Meeting of Members:
- (a) where the meeting was convened by or in response to the request of members, the meeting shall be dissolved; or
  - (b) in any other case the meeting stands adjourned to such date, and at such time and place as the National Committee determines, or if no determination is made by the National Committee, to the same day in the next week at the same time and place. If at the adjourned meeting the quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall be dissolved.
- 12.3 The chairperson of any meeting of the National Committee, or Meeting of Members, shall be the President of the Society. In the event that the President of the Society is not present, the meeting shall be chaired by a Vice President of the Society, or in the event that no Vice President is present, any member elected by those present at the meeting.
- 12.4 Except where the nature of business proposed to be dealt with at a Meeting of Members requires a special resolution, the Secretary shall at least 14 days before the date fixed for holding of the meeting cause to be sent a notice specifying the place, date and time of the meeting and the nature of business proposed to be transacted at the meeting to each member.
- 12.5 When the nature of the business proposed to be dealt with at a Meeting of Members requires a special resolution, the Secretary shall, at least 21 days before the date fixed for the holding of the Meeting of Members, cause notice to be sent to each member in the manner provided in the preceding article specifying, in addition to the matter required under that article, the intention to propose a special resolution.
- 12.6 A member desiring to bring any business before a Meeting of Members may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a Meeting of Members given after receipt of the notice from the member. The Secretary shall not be obliged to include such business if it is not competent for a Meeting of Members to deal with such business.
- 12.7 The Society shall, at least once in each calendar year and within the period of three months after the expiration of its financial year of the Society, convene an annual general meeting of its members.
- 12.8 The National Committee or the President may whenever it or the President thinks fit, convene a Meeting of Members.
- 12.9 The National Committee shall, on the requisition in writing of members who are together entitled to not less than 5% of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at meetings of members, forthwith convene a Meeting of Members to be held as soon as practicable but, in any case no more than three months after the date of requisition. The National Committee shall not be obliged to comply

with such requisition to the extent that it is not competent for a Meeting of Members to deal with the business proposed by the requisitioning members.

- 12.10 The requisition shall state the objects of the meeting and shall be signed by the requisitioning members and deposited at the administrative office and may consist of several documents each signed by one or more of the requisitioning members.
- 12.11 The business of an annual general meeting shall be to:
- (a) receive the declaration of the election and appointment of officers of the National Committee;
  - (b) receive from the National Committee reports on the activities of the Society during the last preceding financial year;
  - (c) receive reports from regional committees and sub committees of the Society
  - (d) receive and consider the annual report;
  - (e) deal with any matter of which of motion has been duly given;
  - (f) set membership fees for the following membership year;
  - (g) discuss and vote upon any other general business relevant to the Society;
  - (h) direct the incoming National Committee to investigate and report back on any relevant issues;
  - (i) appoint an Auditor.
- 12.12 All other business transacted at an annual general meeting, and all business transacted at other meetings of members, (other than business listed in Clause 12.11) shall be deemed special business.
- 12.13 No special business may be introduced at any Meeting of Members other than that stated in the notice convening the meeting, unless the chairperson consents, and the meeting agrees to consider such business, under a special resolution.
- 12.14 The chairperson of a Meeting of Members at which a quorum is present may, and shall so do as directed by the meeting, adjourn the meeting from time to time and from place to place as the chairperson shall determine. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless it is adjourned for thirty days or more in which event notice of the adjourned meeting shall be given.

### **13.0 Voting at a Meeting of Members**

- 13.1 Each member shall only be entitled to one vote, with a show of hands or poll being taken.
- 13.2 Votes may be given either personally or by proxy or by attorney. No person shall be entitled to vote unless the person is a member and present in person or by proxy or attorney and all articles relating to the relevant instrument of appointment have been complied with.
- 13.3 Only another member shall be eligible to be appointed as a proxy.
- 13.4 On a show of hands every member personally present shall have one vote and on a poll every member present in person or by proxy or attorney shall have one vote.
- 13.5 Every question submitted to a Meeting of Members shall be decided by a show of hands unless a poll before or on the declaration of the result of show of hands is demanded by:
- (a) the chairperson;
  - (b) at least five members present in person or by proxy having the right to vote at the meeting; or,
  - (c) members present in person or by proxy representing not less than 5% of the total voting rights of all the members having the right to vote at meetings.
- 13.6 For any Meeting of Members (unless a poll is so demanded) the declaration by the chairperson that a resolution has been carried, or carried by a particular majority, or lost or

not carried by a particular majority, an entry into the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolutions.

- 13.7 If a poll is duly demanded it shall be taken in such manner, at such place and at such time either at once or after an interval or adjournment or otherwise as the chairperson directs and the results of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on a motion of adjournment shall be taken at the meeting and without an adjournment. The demand of the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The demand for a poll may be withdrawn.
- 13.8 In the event of an equality of votes the chairperson of a meeting shall, on a show of hands and on a poll, have a casting vote (in addition to the chairperson's vote as a member) but shall not be obliged to exercise such casting vote.
- 13.9 No objections shall be made as to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote is tendered and every vote not disallowed at such meeting or poll shall be valid. In recording votes the latest copy of the register of members shall be adopted and acted on as the voting roll in respect of members on such register.
- 13.10 The chairperson of any Meeting of Members shall be the sole judge of validity of every vote tendered at such meeting and the chairperson's determination shall be final and conclusive.
- 13.11 An instrument appointing a proxy (and the power of attorney if any, under which it is signed or proof of it to the satisfaction of the National Committee) shall be deposited at the administrative office (or such place as specified for that purpose in the notice convening the meeting) not less than 24 hours before the time for holding of the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
- 13.12 The power of attorney and an instrument appointing a proxy shall be in writing under the hand of the appointer or the appointer's attorney duly authorised in writing.
- 13.13 Unless the National Committee in determining the form of the instrument specifies otherwise, an instrument appointing a proxy shall only be for a single meeting, and shall appoint a single person, and a specified day upon which the meeting at which it is intended to be used is to be held and shall be operative only for the meeting so specified and any adjournment of that meeting. The instrument appointing a proxy shall be deemed to confirm authority on joining the demanding of a poll.
- 13.14 Every instrument appointing a proxy shall be in the form determined by the National Committee from time to time and:
  - (a) may make provision for the chairperson of the meeting to act as proxy *in* the absence of any other appointment or if the member or members nominated fail or all fail to attend;
  - (b) may enable the member to vote for or against each or any of the resolutions to be proposed and the proxy shall not be entitled to vote on a resolution contrary to that specified in the instrument.
- 13.15 A vote given or done in accordance with the terms of an instrument appointing a proxy or power of attorney shall be valid despite the previous death of a principle, or a death of a proxy or power of attorney, or cessation of membership in respect of which the vote is given or act done, provided no information in writing of the death, or cessation shall have been received at the administrative office or by the chair person at the meeting before the vote is given or act done. Any proxy may be revoked at any time. The chairperson's decision as to whether the proxy has been revoked shall be final and conclusive.

#### **14.0 Special Resolution**

- 14.1 A resolution of the Society is a special resolution if:

- (a) it is passed by a majority which comprises not less than three quarters of such members of the Society as, being eligible to vote, either in person or by proxy, do so in a manner as provided for in these articles at a meeting of members of the Society of which notice has been given in the manner provided for in the articles; or
- (b) application is made to the NSW Department of Consumer Affairs that it is not possible or practicable for a resolution to be passed in the manner specified above, and the resolution is passed in a manner specified by NSW Department of Consumer Affairs.

#### **15.0 Returning Officer**

- 15.1 At the meeting at which the date for an annual general meeting of the Society is determined, or other meeting as determined from time to time, the National Committee shall appoint a Returning Officer, responsible for the conduct of the election of the incoming National Committee.
- 15.2 The Returning Officer so nominated may not be a member of the National Committee, or a candidate for the election, and shall not receive any remuneration for acting in the capacity of Returning Officer.
- 15.3 Appointment of the Returning Officer must be resolved by a vote of not less than two-thirds of the National Committee members who, being eligible to do so, vote either in person or by proxy at the relevant meeting.
- 15.4 The Returning Officer will be responsible for all aspects of election of the National Committee, in accordance with this Constitution. In relation to any matter not covered by the Constitution, or the Associations Incorporations Act, the Returning Officer shall have absolute discretion and his or her decision shall be final.

#### **16.0 Insurance**

- 16.1 The Society must maintain insurance against liability of the Society arising out of:
  - (a) an occurrence causing death or bodily injury to a person or damage to property; and,
  - (b) defamation in any publication of the Society  
in the manner required by Section 44 of the New South Wales Associations Incorporations Act.
- 16.2 In addition to the insurance required under the article above, the Society may affect and maintain other insurance.

#### **17.0 Auditor**

- 17.1 An Auditor shall be appointed at the annual general meeting of the Society and shall hold office until the next annual general meeting, unless such Auditor dies, resigns, becomes bankrupt or is dismissed by an ordinary resolution of the National Committee. In such event, the National Committee may appoint a casual Auditor who shall hold office until the next annual general meeting. A member of the Society is eligible to be appointed Auditor.

#### **18.0 Annual Report**

- 18.1 Unless otherwise resolved by ordinary resolution of the National Committee, the financial year shall end on the 30th June in each year.
- 18.2 The National Committee shall send to each member before each annual general meeting an annual report, by the National Committee, and audited in accordance with the Constitution, such report comprising, at least, which is not misleading and which gives a true and fair view of:
  - (a) the income and expenditure of the Society during the last financial year; and,
  - (b) the assets and liabilities of the Society at the end of its last financial year

## **19.0 Common Seal**

19.1 The Common Seal of the Society shall be kept in the custody of the Honorary Secretary. The Seal shall not be fixed to any instrument except by the authority of a resolution of the National Committee. Every document to which the Seal is affixed shall be signed by two persons being any two elected officers of the National Committee, or one such officer and/or such other person as the National Committee may appoint for the purpose. No person may sign in more than one capacity.

## **20.0 Notices**

20.1 Where the Constitution or legislation requires or commits a document to be served on, given, sent, or dispatched to any person, whether any such expression or any other expression is used (in this and the next article referred to as "served") the document may be served on the person:

- (a) by delivering it to the person personally;
- (b) by dispatching it, whether by post, contractor, agent, electronic means or otherwise, to the address of the place of residence or business of the person last known to the person serving the document or, in the case of a member, to the address of the member entered in the register of members and the document, by such dispatch shall be regarded as left at that address;
- (c) by publication in a newspaper circulating generally in Australia.

20.2 A document served under the preceding article shall be deemed to have been duly served, irrespective of whether it is actually received:

- (a) where paragraph (b) of that clause applies - on the day following the day when dispatch occurred; and
- (b) where paragraph (c) of that clause applies - the day that the newspaper is first published.

20.3 It shall not be necessary to give a ballot paper or notice of meeting to any person entitled to receive same where the address in the register of address is outside of Australia or New Zealand.

20.4 Where a specified number of days' notice or notices extending over any period is required to be given, both the day of service and the day upon which notice will expire shall be included in such number of days in any periods.

20.5 Every person who is or has been an officer of the Society shall be indemnified out of the assets of the Society against any liability incurred by that person in such capacity *in* defending any proceedings, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or in connection with any application in which relief is granted to that person by a Court.

20.6 Any person who is or has been an officer of the Society (and their respective executives and administrators) shall be indemnified by the Society from and against all costs from the losses and expenses which any such person may properly incur or become liable to pay by reason of any contract entered into or any other act done by any such officer, or in any way that is charged of that person's duties, then it shall be the duty of the National Committee to pay the same out of the assets of the Society.

## **21.0 Amendment**

21.1 The Society may by special resolution alter or add to this Constitution.

21.2 Any alteration or additions so made to the Constitution, provided any other requirements of the *Associations Incorporations Act 1984* have been satisfied, shall take effect upon the requisite filing having been made in accordance with that Act.