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**22 September 2013**



## **Oral History Australia Inc**

### **CONSTITUTION**

Adopted at the Extraordinary General Meeting 22 September 2013.

Registered with NSW Fair Trading 30.10.13 INC1301367

with ASIC 28.11.13 ARBN 166 991 528.

Oral History Australia Inc is registered with the Australian Tax Office ABN 33 268 249 536

The Oral History Association of Australia was founded in 1978 in Western Australia.

The first constitution was adopted 16 September 1989 and amended 3 November 1990.

The association was incorporated on 18 September 2009 with a new constitution and registered with Consumer Affairs and Fair Trading Tasmania IA10148 and ASIC ARBN 141 124 0085.

# Oral History Australia Inc

## CONSTITUTION

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## PART I - INTRODUCTION

### 1 Name

The name of the incorporated association is **ORAL HISTORY AUSTRALIA Inc** (also called "Oral History Australia" and "the Association" in these rules).

### 2 Definitions and Interpretation

In this constitution, unless a contrary intention appears:

"**Association**" means Oral History Australia Inc;

"**Committee**" means a committee constituted under Rule 8;

"**Financial year**" means the year ending on 30 June;

"**Office Bearers**" means the President, Vice President, Secretary, Treasurer, and Public Officer of Oral History Australia;

"**Member Association**" means an Australian state or territory association of oral historians as defined by these rules;

"**Committee member**" or "alternate delegate" means persons appointed to the Committee by each Member Association of Oral History Australia see 9.1;

"**Independent returning officer**" means a person who is not a member of the Committee;

"**The Act**" means the Associations Incorporation Act 2009 (New South Wales);

"**The Regulation**" means the Associations Incorporation Regulation 2010 (New South Wales).

### 3 Aims

The aims of Oral History Australia are to:

- promote discussion and training on all aspects of the methodology and ethical practices of oral history as a discipline and a means of gathering and preserving social and cultural history;
- foster preservation, access and use of oral history collections;
- support State and Territory Oral History associations;
- provide a national voice on all aspects of oral history; and
- link Australian oral historians to the international oral history movement.

### 4 Objectives

The objectives of Oral History Australia are:

- to promote and support the holding of a national Oral History Conference every two years;
- to appoint an Editor who will arrange publication and distribution of an annual national oral history journal which will include peer-refereed contributions where approved by the Editorial Advisory Board.

- to appoint an Editorial Advisory Board to assist the Journal editor and with specific responsibility for peer review functions;
- to maintain a national website and appoint a website manager; and
- such other objectives as may further the aims of Oral History Australia.

## **PART II - MEMBERSHIP**

### **5 Membership**

- 5.1 The State and Territory associations of oral historians comprise the membership of Oral History Australia.
- 5.2 A State or Territory association ceases to be a member of Oral History Australia if it is wound up or resigns from membership of the Association; or has not complied with the financial obligations in accordance with Rule 6.
- 5.5 A Member Association, provided no monies are owing by it to Oral History Australia, may resign membership of the Association by giving one (1) month's written notice (or a shorter period if so determined by the Association), to the Association.

### **6 Fees and Subscriptions**

- 6.1 Each Member Association will be required to forward to Oral History Australia by 31 March in each calendar year, an annual membership fee based on the number of their voting members at that date.
- 6.2 The annual membership fee will be based on Oral History Australia's annual budget approved at the prior annual general meeting. The amount paid by each Member Association of Oral History Australia will be the number of members of such association multiplied by the per capita fee approved at the prior annual general meeting.

### **7 Members' Liability**

The liability of a Member Association to contribute towards the payment of the debts and liabilities of Oral History Australia or the costs, charges and expenses of the Member Associations winding up of Oral History Australia is limited to the amount, if any, unpaid by the Member Association in respect of membership of the Association as required by Rule 6.

## **PART III - THE COMMITTEE**

### **8 Powers of the Committee**

The Committee, subject to the Act, the Regulations, these rules, and to any resolution passed by Oral History Australia in general meeting, shall control and manage the affairs of Oral History Australia Inc in accordance with its aims and objectives.

## **9 Membership of the Committee**

- 9.1 Each Member Association shall have the right to nominate one (1) committee member and one alternate delegate empowered to act in the absence of its respective committee member.
- 9.2 Nomination of Committee members and alternate delegates:  
9.2.1 shall be made in writing, signed by the secretary of the Member Association and accompanied by the written consent of the candidate and the alternate; and  
9.2.2 shall be delivered to Oral History Australia not less than seven (7) days before the date fixed for the annual general meeting at which the appointment is to take effect.
- 9.3 The Committee shall elect from its members the office bearers of Oral History Australia, namely President, Vice-President, Treasurer, Secretary and Public Officer.
- 9.4 Each Committee member shall be a financial member of the Member Association and shall cease to be a member of the Committee should membership of the Member Association lapse or be terminated for any reason.
- 9.5 Other than the Vice-President and the Public Officer, a person is not eligible to hold simultaneously more than one (1) position on the Committee.
- 9.6 Each member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's appointment, but is eligible for re-appointment by the Member Association with a maximum term of six (6) years.
- 9.7 In the event of a vacancy on the Committee, the relevant Member Association shall appoint another member as its delegate for the remainder of the term.
- 9.8 The Committee may co-opt additional persons for special purposes. Co-opted members have no voting rights and must be financial members of their Member Associations.

## **10 The President and Public Statements**

- 10.1 The President shall chair the Committee and general meetings of Oral History Australia except that in the absence of the President, another member may be elected as meeting chairperson;
- 10.2 The President, together with the Secretary, shall prepare the agenda for the committee and general meetings of the Association;
- 10.3 The President shall act as spokesperson unless an alternative spokesperson has been appointed by the Association. The spokesperson shall make statements in accordance with previously agreed policy or, in an emergency, following consultation with at least two members of the Committee.
- 10.4 The President shall ensure that his/her annual report and the financial statements are provided to all Member Associations twenty one days (21) days prior to the annual general meeting.
- 10.5 In addition to standing in for the President, the Vice-President may take responsibility for one of the portfolios.

## **11 Secretary and Minutes**

11.1 The secretary shall keep -

11.1.1 register of Member Associations, registered addresses and addresses for the mailing of notices together with details of all delegates and alternates serving on the Committee;

11.1.2 records of Oral History Australia including the constitution, policies, notices, correspondence and records of submissions or reports made by or on behalf of the Association;

11.1.3 minutes of all elections and appointments of office-bearers and ordinary Committee members; the names of members of the Committee present at Committee meeting or a general meeting; and

11.1.4 minutes of all proceedings at Committee meetings and general meetings.

11.2 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **12 Treasurer and Audit**

12.1 The Treasurer shall –

12.1.1 collect and receive all moneys due to Oral History Australia and make all payments authorised by the Association;

12.1.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts, expenditure and investments connected with the activities of the Association; and

12.1.3 prepare financial statements and budgets and submit a report on the finances to each Committee meeting.

12.2 The Treasurer shall arrange for an annual independent audit.

## **13 Public Officer**

The Public Officer shall act according to the requirements of the Act.

## **14 Vacancies**

14.1 For the purposes of these rules, a vacancy in the office of a member of the Committee occurs if the member dies, resigns from office by notice in writing given to the Secretary; is removed from office; ceases to be a financial member of the relevant Member Association or the association of which he/she is a member ceases to be a member of Oral History Australia; becomes insolvent or an insolvent under administration within the meaning of insolvency law; is disqualified from office under subsection 63 (1) of the Act.

## **15 Committee Meetings and Quorum**

- 15.1 The Committee shall meet at least three (3) times in each calendar year in such manner or at such place and time as the Committee may determine. Additional meetings of the Committee may be requested by any member of the Committee.
- 15.2 Notices of a meeting must be given by the Secretary using post or electronic means, so as to be received at least two (2) weeks (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 15.3 Notice of a meeting given under sub-rule (15.2) shall specify the general nature of the business to be transacted at the meeting. New business items not included on the agenda may be discussed but not transacted. Such items should be referred back to the Member Associations before a final decision is made.
- 15.4 Any four (4) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 15.5 No business shall be transacted by the Committee unless a quorum is present.
- 15.7 The President shall preside at meetings of the Committee; or if the President is absent, then the Vice president or one of the remaining members of the Committee may be chosen by the members present to preside.

## **16 Delegation by Committee to Sub-committee**

- 16.1 The Committee may appoint and delegate in writing, to one or more sub-committees consisting of persons who are members of Member Associations, the exercise of functions of the Committee.
- 16.2 The Committee must provide each sub-committee with written guidelines as to the scope, budget and terms of reference.
- 16.3 The Committee may revoke in writing the appointment and delegation at its discretion.
- 16.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated to a sub-committee.
- 16.5 A sub-committee may meet and adjourn as it thinks proper.
- 16.6 A sub-committee shall not incur expenditure outside a budget approved by the Committee.

## **17 Voting and Decisions**

- 17.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

- 17.2 Each member present at a meeting of the Committee or of any sub-committee (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 17.3 Subject to sub-rule 15.5 the Committee may act notwithstanding any vacancy on the Committee.
- 17.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **18 Conflict of interest**

A conflict of interest is seen to exist when a committee member stands to gain financially from any business dealings, programs or services of the organisation.

- 18.1 Any such conflict of interest should be declared by the Committee member concerned.
- 18.2 Committee members are not barred from engaging in business dealing with the organisation provided that these are negotiated at arm's length without the participation of the committee member concerned.
- 18.3 A committee member who has a conflict of interest shall not initiate or take part in any committee discussion on that topic (either in the meeting or with other committee members before or after the committee meetings) unless expressly invited to do so by the unanimous agreement by all other members present. Nor shall the member vote on that matter.
- 18.4 A committee member who believes another committee member has an undeclared conflict of interest, should specify in writing the basis of this potential conflict

## **PART IV GENERAL MEETINGS**

### **19 Annual General Meetings**

- 19.1 Oral History Australia, shall, in each calendar year and within the period of four (4) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 19.2 Sub-rule 19.1 has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.
- 19.3 The annual general meeting of Oral History Australia shall, subject to the Act, be convened in such a manner and on such date and at such place and time as the Committee thinks fit. Where possible the annual general meeting every second year should be held to coincide with the biennial national conference of Oral History Australia.
- 19.4 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- 19.4.1 to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;



- 19.4.2 to receive reports of the activities of Oral History Australia during the preceding financial year;
- 19.4.3 to confirm membership of the Committee;
- 19.4.4 to receive and consider the statement of accounts and the reports that are required to be submitted to Member Associations under the Act.
- 19.4.5 to confirm the annual membership fee.
- 19.5 An annual general meeting shall be specified as such in the notice convening it in accordance with Rule 21.
- 19.6 Only the delegates of Member Associations as defined under Clause 2 of this constitution are eligible to vote at annual general meetings.
- 19.7 Members of any Member Association attending the annual general meeting which coincides with the biennial conference of Oral History Australia are encouraged to participate but have no voting rights.

## **20 Special General Meetings**

- 20.1 The Committee shall convene a special general meeting of Oral History Australia when appropriate, or when requested in writing to do so by no fewer than three (3) of the Member Associations.
- 20.2 A requisition for a special general meeting –
  - 20.2.1 shall state the purpose of the meeting;
  - 20.2.2 shall be signed by the presidents of the Member Associations making the requisition;
  - 20.2.3 shall be lodged with the Association; and
  - 20.2.4 may consist of several documents in a similar form, each signed by one or more of the presidents of Member Associations making the requisition.
- 20.3 If the Committee fails to convene a special general meeting within one (1) month after the date on which a requisition of Member Associations for the meeting is lodged with the Association, any one or more of the Member Associations which made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 20.4 A special general meeting convened by Member Associations referred to in 19.3 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

## **21 Notice**

- 21.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause to be sent by post or electronic means to each Member Association, a notice specifying the manner, place, date

and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 21.2 Where the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least twenty-eight (28) days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member Association in the manner provided in sub-rule 21.1 specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- 21.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting business may be transacted pursuant to sub-rule 19.5.
- 21.4 Any Member Association desiring to bring any business before a general meeting must give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting after receipt of the notice from the Member Association.

## **22 General meetings – Procedure and Quorum**

- 22.1 No item of business shall be transacted at a general meeting unless a quorum of Member Associations is present during the time the meeting is considering that item.
- 22.2 Four (4) Member Associations constitute a quorum for the transaction of the business of a general meeting.
- 22.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Member Associations shall be dissolved and in any other case shall stand adjourned to the same day four (4) weeks later at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Member Associations given at least fourteen (14) days before the meeting) at the same place or in the same manner.
- 22.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the delegates of Member Associations present shall constitute a quorum.
- 22.5 The President of Oral History Australia shall preside at each general meeting of the Association. If the President is absent from a general meeting, any member present may be appointed to preside at the meeting.
- 22.6 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 22.7 Where a general meeting is adjourned for thirty (30) days or more, the Secretary shall give written notice of the adjourned meeting to each Member Association of Oral History Australia stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 22.8 A question arising at a general meeting of Oral History Australia shall be determined by a vote of the Member Associations and a declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost. An entry to

that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 22.9 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a casting vote.
- 22.10 The delegate of a Member Association is not entitled to vote at any general meeting of Oral History Australia unless all money due and payable by the Member Association to the Association has been paid.
- 22.11 Proxy voting is not accepted at or in respect of annual or special general meetings.

## **PART IV MISCELLANEOUS**

### **23 Accounts**

- 23.1 The funds of Oral History Australia shall be derived from annual subscriptions of Member Associations payable under Rule 6, and such other sources as the Association determines.
- 23.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 23.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 23.4 Any profit or loss accruing from the conduct of the biennial national conference of Oral History Australia shall be shared equally by the Association and the host state or territory oral history association.
- 23.5 Subject to any resolution passed by Oral History Australia in general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such manner as the Committee determines.
- 23.6 All payments and investments shall be made on the signatures of any two of the Office Bearers who are duly authorised to do so by the Committee.

### **24 Alteration of Aims, Objects and Constitution**

The name, objects or constitution of Oral History Australia may not be altered except by special resolution passed at a general meeting in accordance with the Act.

### **25 Inspection of and Custody of Records**

- 25.1 Subject to the Act, the Regulations 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 Oral History Australia's business over the preceding five (5) financial years.
- 25.2 All Oral History Association records assessed as having permanent value outside this period are to be archived by the Secretary with the National Library of Australia.

- 25.3 The records, books and other documents of Oral History Australia shall be open to inspection, by a member of the Association at seven days' notice.

## **26 Service of Notices**

- 26.1 For the purpose of these rules, a notice may be served by or on behalf of Oral History Australia upon any Member Association by sending it by post or electronic means to an address specified by the Member Association expressly for the service of notices.
- 26.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 26.2.1 in the case of notice sent by post, on the date when it would have been delivered in the ordinary course of the post;
- 26.2.2 in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **27 Internal Disputes**

- 27.1 Where a dispute arises between Member Associations, on notice to the Committee regarding such dispute, the dispute shall be heard by the Committee, giving both parties the opportunity to discuss the cause and resolution of the dispute and seeking a resolution satisfactory to both parties.

## **28 Disciplining of Members**

- 28.1 A complaint may be made to the Committee by any person that a Member Association of Oral History Australia has:
- 28.1.1 refused or neglected to comply with a provision or provisions of this constitution, or
- 28.1.2 willfully acted in a manner prejudicial to the interests of the Association.
- 28.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 28.3 If the Committee decides to deal with the complaint, the Committee:
- 28.3.1 must cause notice of the complaint to be served on the Member Association concerned, and
- 28.3.2 must give the Member Association at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
- 28.3.3 must take into consideration any submissions made by the Member Association in connection with the complaint.
- 28.4 The Committee may, by resolution, expel the Member Association from Oral History Australia or suspend it 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 and the expulsion or suspension is warranted in the circumstances.

28.5 Should the Committee expel or suspend a Member Association, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member Association of the action taken, of the reasons given by the Committee for having taken that action and of the Member Association's right of appeal under clause 29.

28.6 The expulsion or suspension does not take effect:

28.6.1 until the expiration of the period within which the Member Association is entitled to appeal against the resolution concerned,

28.6.2 if within that period the Member Association exercises the right of appeal, unless and until the Association confirms the resolution under clause 29 whichever is the later.

## **29 Right of Appeal of Disciplined Member**

29.1 A Member Association may appeal to Oral History Australia in general meeting against a resolution of the Committee under clause 28 within (seven) 7 days after notice of the resolution is served on the Member Association, by lodging a notice to that effect with the Secretary.

29.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member Association intends to rely for the purposes of the appeal.

29.3 On receipt of a notice from a Member Association under sub clause 29.1, the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within twenty eight (28) days after the date on which the Secretary received the notice.

29.4 At a general meeting of Association convened under sub clause 29.3:

29.4.1 no business other than the question of the appeal is to be transacted; and

29.4.2 the Committee and the Member Association must be given the opportunity to state their respective cases orally or in writing, or both; and

29.4.3 the members present are to vote by a secret ballot managed by an independent returning officer on the question of whether the resolution should be confirmed or revoked.

29.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

## **30 Surplus Property**

In the event of the dissolution or winding up of Oral History Australia Inc surplus property should be transferred to member State Oral History Associations in proportion to their membership. Failing this it should be transferred to a national historians group which is a non-profit organisation.

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