

**ORAL HISTORY AUSTRALIA  
SA/NT INC.**

**CONSTITUTION**

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**Adopted 14 August 2014**

**1. NAME**

The name of the Association shall be Oral History Australia SA/NT Inc., hereinafter called 'the SA/NT Association'.

**2. DEFINITIONS**

- 2.1 'The Association' means Oral History Australia Inc., which is the National Association to which the SA/NT Association belongs.
- 2.2 'The National Committee' means the National Committee of Oral History Australia Inc.
- 2.3 'The constitution of the Association' means the constitution of Oral History Australia Inc., the provisions of which apply to the SA/NT Association.
- 2.4 'Constitution' means the constitution of the SA/NT Association.
- 2.5 'Persons' means both individuals and institutions in regards to membership of the Association.
- 2.6 'SA/NT Committee' means the committee of management of the SA/NT Association.
- 2.7 'General meeting' means a general meeting of members of the SA/NT Association convened in accordance with these rules.
- 2.8 'The Act' means the *Associations Incorporation Act 1985*.
- 2.9 'Month' shall mean a calendar month.
- 2.10 'Member' means a member of the Association.

**3. AIMS**

The aims of the SA/NT Association shall be:

- 3.1 to promote the practice and methods of oral history;
- 3.2 to educate in the use of oral history methods;
- 3.3 to encourage discussion on all aspects of oral history;
- 3.4 to foster the preservation of oral history records in Australia;
- 3.5 to pursue common objectives and maintain links with other Australian oral history associations through membership of Oral History Australia Inc.
- 3.6 to do all such other things as may be incidental to the achievement of such aims.

**4. MEMBERSHIP**

- 4.1 Members shall be persons who are eligible for membership of the Association and either residents of South Australia or the Northern Territory or otherwise deemed by the Association to be affiliated to the SA/NT Association.

- 4.2 Members shall pay to the SA/NT Association the annual subscription, the categories and amounts of which are determined by the SA/NT Committee.
- 4.3 Membership shall cease upon:
- 4.3.1 failure to pay the subscription when this falls due
- 4.3.2 resignation in writing
- 4.3.3 expulsion on the basis of conduct that is considered by the SA/NT Association or the National Committee to be contrary to the aims or interests of the SA/NT Association and the National Association.
- 4.4 The SA/NT Committee, or a member whose expulsion is being considered by the Committee, may seek the involvement of the National Committee in this matter and the National Committee shall act as specified in the Constitution of the Association.
- 4.5 When the SA/NT Committee is considering expelling a member the Committee shall act as follows:
- 4.5.1 the member's conduct shall be inquired into by the SA/NT Committee and the member shall be given the opportunity for defence, justification or explanation of the conduct, either in person or in writing;
- 4.5.2 all members of the SA/NT Committee shall be consulted in the case of such an inquiry, according to the proceedings of the Committee;
- 4.5.3 provided that a quorum is present when the matter is inquired into, and that members are of the opinion that the member under consideration has been guilty of such conduct or action as aforesaid, then the SA/NT Committee may expel or suspend that person from membership;
- 4.5.4 should the member fail to respond in writing or to appear at any inquiry, or any adjournment thereof, the SA/NT Committee may proceed in the member's absence to conduct the said inquiry, make its findings and act thereupon.

## **5. SUBSCRIPTIONS**

- 5.1 The annual subscription fee for each category of membership shall be determined by the SA/NT Committee .
- 5.2 The subscription fees of each category shall be payable annually on 1 July to the SA/NT Committee.
- 5.3 A register of members must be kept and contain the name, address, e-mail address and phone number of each member.

## **6. SA/NT COMMITTEE**

### **6.1 Powers and Duties**

- 6.1.1 The affairs of the SA/NT Association shall be managed and controlled by the SA/NT Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the National Association, and are not by the Act or by these rules required to be done by the SA/NT Association in general meeting.
- 6.1.2 The SA/NT Committee has management and control of the funds and other property of the SA/NT Association.
- 6.1.3 The SA/NT Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the SA/NT Association on which these rules are silent.
- 6.1.4 The SA/NT Committee shall appoint a Public Officer as required by the Act. The Public Officer shall notify the Office of Consumer and Business Affairs of such appointment and file such other returns and notices as shall be required by law.

## **6.2 Appointment**

6.2.1 The SA/NT Committee shall be composed of not less than 5 members comprising:

- i. not less than 3 nor more than 10 members of the SA/NT Association elected at the Annual General Meeting as hereinafter provided and
- ii. not more than 2 persons co-opted by the Committee subsequent to the Annual General Meeting.

6.2.2 The Office Bearers of the SA/NT Association shall be the President, Secretary and Treasurer who shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the Committee members or failing such an election shall be chosen by the Committee from its members at a Committee meeting held within 2 weeks following the Annual General Meeting.

6.2.3 A committee member shall be a natural person.

6.2.4 The SA/NT Committee may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

6.2.5 Office Bearers and committee members shall be appointed for a term of 12 months.

6.2.6 No Office Bearer shall hold the same office for more than five successive years.

## **6.3 Proceedings of the SA/NT Committee**

6.3.1 The SA/NT Committee shall meet as often as may be required to conduct the business of the SA/NT Association and not less than 8 times each calendar year. Business decisions may be made at both virtual and face-to-face meetings.

6.3.2 Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to deliberative vote.

6.3.3 The quorum shall be three SA/NT Committee members of whom not less than one are office bearers.

6.3.4 A member of the SA/NT Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the SA/NT Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the SA/NT Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the SA/NT Association.

6.3.5 The President or two other members of the SA/NT Committee shall have the power to call a meeting of the Committee.

6.3.6 Notice of meetings shall be given at the previous SA/NT Committee meeting or by 7 days' written notice distributed to all Committee members or in an emergency by such other notice as shall be ratified by the Committee.

## **6.4 Disqualification and resignation of committee members**

6.4.1 An office bearer or member of the SA/NT Committee shall cease to hold such office upon:

- resignation in writing
- disqualified from being a committee member by the Act
- expulsion as a member of the SA/NT Association and/or Association under these rules

- absence from three successive SA/NT Committee meetings without explanation acceptable to the Committee
- permanently incapacitated by ill health
- no longer the duly appointed representative of an institutional member.

6.4.2 Vacancies unfilled or arising in the Office Bearers or other SA/NT Committee members may be filled by the Committee by co-opting members for the remainder of the term.

6.4.3 The SA/NT Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.

## **7. THE SEAL**

7.1 The SA/NT Association shall have a common seal upon which its incorporated name shall appear in legible characters.

7.2 The seal shall not be used without the express authorisation of the SA/NT Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President and the Secretary.

## **8. GENERAL MEETINGS**

### **8.1 Annual general meetings**

8.1.1 The Annual General Meeting shall be held at least once in each calendar year and not more than three months after the close of the financial year which shall be 31<sup>st</sup> May unless altered at an Annual General Meeting of the SA/NT Association or a Biennial General Meeting of the Association.

8.1.2 The business of the Annual General Meeting shall be:

- i. to confirm the minutes of the preceding Annual General Meeting or any Special General Meeting held since that meeting;
- ii. to receive the President's report for the previous financial year;
- iii. to receive the Treasurer's report and the audited financial statements for the previous financial year;
- iv. to elect or re-elect the Committee Members who must consent in person or in writing;
- v. to conduct any other business placed on the agenda before the commencement of the meeting.

### **8.2 Special general meetings**

A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the SA/NT Committee or a written request of 3 Committee members or not less than one-tenth of the total number of members specifying the business to be conducted at the meeting.

### **8.3 Notice of general meetings**

8.3.1 Written notice of not more than 28 days and not less than 7 days of all General Meetings shall be given to members by the SA/NT Committee. The notice shall set out when and where the meeting will be held, and give particulars of the nature and order of the business to be transacted at the meeting.

8.3.2 A notice may be given by the SA/NT Committee to any member by serving the member with notice personally or by sending it by post to the address appearing on the Committee's register of members.

8.3.3 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail.

#### **8.4 Proceedings at general meetings**

8.4.1 A quorum at any General Meeting shall be 10 members or one sixth of the members whichever is less.

8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to a date within 14 days, at a time and place to be determined by those present. Notice of less than 7 days shall be given of the date of the adjourned meeting. If at such adjourned meeting, a quorum is not present within thirty minutes of the time appointed for the meeting, the meeting shall lapse.

8.4.3 Subject to 8.4.4, the President shall preside as chairperson at a general meeting of the SA/NT Association.

8.4.4 If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.4.5 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Committee Meeting subject to subsequent disallowance at a General Meeting, provided that not less than seven days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

#### **8.5 Voting at general meetings**

8.5.1 Members shall each be entitled to one vote at any General Meeting at which they are present or at which they have appointed a proxy in writing. A proxy shall be a natural person who is also a member of the SA/NT Association.

8.5.2 A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the SA/NT Association, to represent it at a particular general meeting or at all general meetings of the SA/NT Association. Such a person shall be deemed to be a member of the SA/NT Association for all purposes until the authority to represent the corporate member is revoked.

8.5.3 Voting shall be by show of hands except that:

- i. Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
- ii. The meeting may by show of hands require any other vote to be by secret ballot;
- iii. At any meeting, a member may vote on behalf of another member who is not present, if the absent member has appointed the proxy in writing.

8.5.4 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

8.5.5 Persons with special interests or knowledge relevant to the SA/NT Association may be invited to attend any meeting and to speak at the discretion of the President but such persons may not vote.

#### **8.6 Special and ordinary resolutions**

8.6.1 A special resolution may be passed at a duly convened meeting of the members of the SA/NT Association if:

- i. at least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the SA/NT Association; and

- ii. it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the SA/NT Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

8.6.3 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **9. PRESIDENT**

- 9.1 The President shall chair Committee and General meetings except that in the absence of the President or at the request of the President or of a majority of a meeting another member may be elected as chairperson for that meeting.
- 9.2 The chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 9.3 The President together with the Secretary shall prepare the agenda for SA/NT Committee and General Meetings.
- 9.4 The chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 9.5 The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the SA/NT Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two members of the SA/NT Committee.

## **10. TREASURER**

- 10.1 The Treasurer shall ensure that monies received are paid into an account authorised by the Committee in the name of the SA/NT Association. Payments shall be by cash, cheque or electronic transfer signed by two authorised signatories of whom there shall be no more than four appointed by the SA/NT Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.
- 10.2 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions, in accordance with the Act, which records shall be available for inspection by any member.
- 10.3 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each SA/NT Committee Meeting.
- 10.4 The Treasurer shall present audited accounts to the Annual General Meeting.

## **11. SECRETARY**

- 11.1 The Secretary shall give notice of meetings in accordance with the provisions of this constitution.
- 11.2 The Secretary shall ensure that records are kept of the SA/NT Association including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Branch.
- 11.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another member shall be elected as minutes secretary.

### **11.4 Minutes**

- 11.4.1 Proper minutes of all proceedings of general meetings of the SA/NT Association and of meetings of the SA/NT Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 11.4.2 The minutes kept pursuant to this rule must be confirmed by the members of the SA/NT Association or the members of the SA/NT Committee (as relevant) at a subsequent meeting.

11.4.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

11.4.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **12. FINANCES & PROPERTY**

12.1 The financial year of the SA/NT Association shall coincide with the period determined by the constitution of the Association.

12.2 Persons who by authority accept or incur any pecuniary liability on behalf of the SA/NT Association shall be held indemnified against any personal loss in respect of such liability.

12.3 The income, property and funds of the SA/NT Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the SA/NT Association and without undue preference.

12.4.1 An employee of the SA/NT Association may be a member of the Association or any sub-committee.

12.4.2 A person employed permanently or regularly by the SA/NT Association on a substantial basis shall only be a member of the Committee if specifically provided in this constitution.

12.4.3 Where an employee is an SA/NT Committee member, such employee shall:

- i. abstain from voting on any matter relating to their own employment;
- ii. remain absent from deliberations relating to any employee if so requested by a majority of the SA/NT Committee.

## **13. WINDING UP**

13.1 The SA/NT Association shall not be dissolved except by approval of not less than three-quarters of members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.

13.2 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the SA/NT Association provided that:

13.2.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;

13.2.2 If the SA/NT Association shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be so approved.

## **14. RULES**

14.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescision or replacement by substitute rules.

14.2 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

14.3 The registered rules shall bind the SA/NT Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.