



PROFESSIONAL HISTORIANS ASSOCIATION (WA) INC.

RULES OF ASSOCIATION

**Adopted by means of a Special Resolution passed unanimously at PHA
(WA)'s AGM on 19 August 2012.**

**Revised 30 June 2019 in accordance with the
*Associations Incorporation Act 2015***

**Adopted by means of a Special Resolution passed unanimously at PHA
(WA)'s AGM on 15 September 2019.**

PO Box 8381
Perth Business Centre
PERTH WA 6849

**PROFESSIONAL HISTORIANS ASSOCIATION (WA) INC.
RULES OF ASSOCIATION**

CONTENTS

	PAGE
1. Name of the Association	4
2. Definitions	4
3. Objects of the Association	5
4. Powers of the Association	5
5. Membership of the Association	6
6. Membership Fees	7
7. Register of Members of the Association	7
8. Management Committee	8
9. President and Vice-President	9
10. Secretary	10
11. Treasurer	11
12. Membership Secretary	11
13. Casual vacancies in the Management Committee	12
14. Proceedings of the Management Committee	12
15. General meetings of the Association	13
16. Quorum and proceedings at general meetings of the Association	14
17. Minutes of the meetings of the Association	15
18. Voting rights of Members of the Association	15
19. Rules of the Association	15
20. Common Seal	16
21. Inspection of the records of the Association	16
22. Insurance	16
23. Code of Ethics and Professional Standards	16
24. Complaint to the Association	16
25. Appeal Against a Ruling of an Ethics Committee	17
26. Distribution of surplus property on winding up of the Association	17

Schedules

1. National Standard for the Accreditation of Professional Historians in Australia
2. Code of Ethics and Professional Standards for Professional Historians in Australia
- 3A. *Professional Historians Australia By-Law No. 1: A by-law to regulate membership of Professional Historians Associations in Australia*
- 3B. Guidelines for Handling Professional Historians Associations' Membership Matters
4. *Professional Historians Australia By-law No. 2: Extraordinary Applications for Accreditation*

5. *Professional Historians Australia* By-law No. 3: A by-law to provide for an Appeal against an accreditation decision relevant to membership of a Professional Historians Association in Australia
6. *Professional Historians Australia* By-law No. 4: A by-law to regulate the use of the Code of Ethics and Professional Standards of Professional Historians in Australia

PROFESSIONAL HISTORIANS ASSOCIATION (WA) INC.
RULES OF ASSOCIATION

1. Name of the Association

The name of the Association is PROFESSIONAL HISTORIANS ASSOCIATION (WA) INC.

2. Definitions

In these Rules, unless the contrary intention appears:

“Annual General Meeting” is the meeting convened under Rule 15(1)(b).

"Management Committee meeting" means a meeting referred to in Rule 14.

"Committee member" means persons referred to Rule 8(1).

“convene” means to call together for a general and a Management Committee meeting.

“department” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*.

“financial statements” means the financial statements in relation to the Association required under Part 5 Division 3 of *the Act*.

"financial year" means a period commencing 1 July and ending on 30 June in the following year.

"general meeting" means a meeting to which all Members of the Association are invited.

“management committee” means the persons who under the rules of the incorporated association have the power to manage the affairs of the association in accordance with Part 4 Division 1 of *the Act*.

"member" means Member of the Association.

"ordinary resolution" means resolution other than a special resolution.

“poll” means voting conducted in written form (as opposed to a show of hands).

“special general meeting” means a general meeting other than the Annual General Meeting.

"special resolution" means a resolution passed by the members at a general meeting in accordance with Sections 51 and 52 of *the Act*.

"*the Act*" means the *Associations Incorporation Act 2015*.

"the Association" means the Association referred to in Rule 1.

"the Chair" means -

- (a) in relation to the proceedings at a Management Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with Rule 9; or,
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 8(1)(a) or, if that person is unable to perform his or her functions, the Vice-President.

“the Commissioner” means the person for the time being designated as the Commissioner under Section 153 of *the Act*.

“the Committee” means the Management Committee of the Association referred to in Rule 8(1).

“the President” means the President referred to in Rule 8(1)(a) and Rule 9.

“the Vice-President” means the Vice-President referred to in Rule 8(1)(b) and Rule 9.

“the Secretary” means the Secretary referred to Rule 8(1)(c) and Rule 10.

“the Treasurer” means the Treasurer referred to in Rule 8(1)(d) and Rule 11.

“the Membership Secretary” means the Membership Secretary referred to in Rule 8(1)(e) and Rule 12.

3. Objects of the Association

(1) The Objects of the Association are:

- (a) To promote the concept of professional history and the status of Members of the Association in the community.
- (b) To set and maintain standards of professional practice.
- (c) To act in the interest of Members.
- (d) To maintain a register of all Members.
- (e) To advise Members and prospective clients on desirable terms of employment.
- (f) To collect and disseminate information of professional and general interest to Members.
- (g) To encourage further professional development by such means as seminars, workshops and publications.
- (h) To maintain links with similar organisations.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of those objects or purposes.

4. Powers of the Association

The powers conferred on the Association are the same as those conferred by Section 14 of *the Act*, so that subject to *the Act* the Association may do all things necessary or convenient for carrying out its objects and purposes.

5. Membership of the Association

(1) There shall be categories of membership of the Association. The categories of membership of the Association shall be the same as the categories of accreditation for historians described in the “National Standard for the Accreditation of Professional Historians in Australia 2018”, issued by Professional Historians’ Australia Inc. (PHA) from time to time, whatever called.

(2) Unless and until the categories of accreditation of historians described in the

“National Standard for the Accreditation of Professional Historians in Australia 2018” (being Schedule 1A to the Rules), are altered or varied by PHA, the categories of membership of the Association shall be: Professional Historian; Professional Historian (Associate), and Graduate Historian..

(3) Unless and until altered by PHA, the qualifications for each category of membership of the Association shall be the same as the accreditation requirements for each category contained in Schedule 1A to the Rules.

(4) Application for membership of the Association shall be made in a form prescribed by the Association and shall include a written agreement signed by the applicant wherein the applicant agrees to abide by both the Rules and the Code of Ethics and Professional Standards contained in Schedule 2 to the Rules.

(5) As soon as practicable after the receipt of an application for membership, it shall be considered by the Association’s Management Committee, or a Sub-Committee of the Management Committee formed for that purpose, who shall determine by a simple majority whether an application for membership of the Association shall be accepted or rejected.

(6) Save that the Management Committee or its Sub-Committee shall have absolute discretion as to the admission of any candidate to any category of membership of the Association, applications for membership of the Association shall be considered and processed in accordance with *Professional Historians Australia By-Law No. 1: A by-law to regulate membership of Professional Historians Associations in Australia* (being Schedule 3A to the Rules), and the “Guidelines for Handling PHA Membership Matters” (being Schedule 3B to the Rules).

(7) An applicant may make an Extraordinary Application for Membership of the Association. Such an application for membership shall be considered and processed in accordance with *Professional Historians Australia By-law No. 2: Extraordinary Applications for Accreditation* “ (being Schedule 4 to the Rules).

(8) Any applicant who fails to gain membership of the Association may appeal to PHA. Such an appeal is governed by and shall be made and conducted in accordance with *Professional Historians Australia By-law No. 3: A by-law to provide for an Appeal against an accreditation decision relevant to membership of a Professional Historians Association in Australia* (being Schedule 5 to the Rules).

(9) Membership, if approved by the Management Committee or Sub-Committee, shall only be granted subject to payment of the prescribed fees for the year of commencement of membership and for each subsequent year thereafter.

(10) Upon admission to membership and payment in full of the prescribed fees, members shall be issued with a Certificate of Membership in a form prescribed by the Association.

(11) Members of the Association shall be entitled to cite membership of the Association as a professional accreditation. Citation of membership shall be made in a form described in “Guidelines for Handling PHA Membership Matters” at Schedule 3B to the Rules.

(12) The Management Committee may on the resolution of a majority of its full numerical strength terminate the membership of a member whose actions are prejudicial to the Objects of the Association. The member shall be notified in writing and given a reasonable opportunity of being heard in his or her own defence before the Management Committee makes a decision to terminate his or her membership of the Association on such a ground.

- (13) A person shall cease to be a Member of the Association by:
- (a) dying;
 - (b) resigning in writing;
 - (c) being expelled as a Member of the Association (as under Sub-rule 5(12) or Rule 24); or,
 - (d) failing to pay an annual membership fee by 30 September of the year in which the fee is due.

(14) The procedure for readmission of a member whose membership has lapsed under the terms of Sub-Rule (13)(d) shall be at the discretion of the Management Committee.

(15) All Members of the Association have the same right to participate in the affairs of the Association and to attend and vote at general meetings of the Association.

6. Membership Fees

- 1) All fees payable by members of the Association shall be annual fees paid in full and shall be at rates fixed by the Management Committee from time to time and confirmed by a majority vote of members at a general meeting of the Association.
- (2) All annual fees shall be payable from 1 July of the year and by 30 September of the year in which the fee is due.
- (3) A person gaining membership at any time of the year and paying the prescribed fees shall be entitled to receive all material distributed to members during that year except where the material is subject to an additional cost.

7. Register of Members of the Association

(1) On behalf of the Association, the Secretary, the Treasurer and the Membership Secretary shall co-ordinate on membership matters in order to comply with Sections 53, 54, 56 and 57 of *the Act* by keeping and maintaining:

in an up-to-date condition a register of the members of the Association and their postal/residential addresses, email addresses and any other relevant contact details and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose or disclose information in the register unless except for a purpose directly connected with the affairs of the Association.

(2) The register will be kept in such a place as determined by the Management Committee.

(3) A person who ceases to be a Member of the Association under Rule 5(13) shall be deleted from the register referred to in Sub-rule (1).

8. Management Committee

(1) Subject to Sub-rule (11), the affairs of the Association will be managed exclusively by a Management Committee consisting of a minimum six Members of the Association including the following office bearers and ex-officio member:

- (a) a President;

- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer;
- (e) a Membership Secretary; and,
- (f) the Association's Representative on Professional Historians' Australia Inc. (PHA), who shall be an ex-officio member of the Committee.

(2) The Association's Representative on PHA shall be appointed for a term of 1 year by the Management Committee. The Representative must be a Member of the Association and, subject to Sub-rule (3), not be an elected member of the Management Committee.

(3) In the event that no Member of the Association other than members of the Management Committee is able or agreeable to be appointed the Association's representative on PHA, the Management Committee may appoint a Committee member as the Association's representative on PHA. In such circumstances there shall be no ex-officio member of the Management Committee.

(4) Committee members must be elected to the Management Committee at an Annual General Meeting or appointed under Sub-rule (10).

(5) Subject to Sub-rule (10), a Committee member's term will be from his or her election at an Annual General Meeting until the election referred to in Sub-rule (4), being the next Annual General Meeting after his or her election. He or she is eligible for re-election to membership of the Committee, except that no person may hold the same office bearer position for more than 4 consecutive years.

(6) Except for nominees under Sub-rule (9), a person is not eligible for election to membership of the Committee unless he or she is a Member of the Association and another Member of the Association has nominated him or her for election by delivering notice in writing of that nomination, signed by:

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election

to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.

(7) A person who is eligible for election or re-election under this rule may:

- (a) propose or second himself or herself for election or re-election; and,
- (b) vote for himself or herself.

(8) If the number of persons nominated in accordance with Sub-rule (6) for election to membership of the Committee does not exceed the number of vacancies to be filled:

- (a) the Secretary must report accordingly to; and,
- (b) the Chair must declare those persons to be duly elected as members of the Committee at the Annual General Meeting concerned.

(9) If vacancies remain on the Management Committee after the declaration under Sub-rule (8), additional nominations of Committee members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chair must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor

exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(10) If a vacancy remains on the Management Committee after the application of Sub-rule (9), or when a casual vacancy within the meaning of Rule 13 occurs in the membership of the Committee:

- (a) the Management Committee may appoint a Member of the Association to fill that vacancy; and,
- (b) a Member appointed under this sub-rule can -
 - (i) hold the appointment until the election referred to in Sub-rule (4); and,
 - (ii) be eligible for election to membership of the Committee at the next Annual General Meeting after his or her appointment.

(11) At a meeting of the Management Committee, the Committee may delegate to one or more sub-committees (consisting of such Members of the Association as the Committee deems fit) the exercise of such functions of the Management Committee as are specified other than:

- (a) the power to delegate; and,
- (b) a function which is a duty imposed on the Committee by *the Act* or any other law.

(12) Any delegation under Sub-rule (11) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified by the Management Committee, and the Management Committee may also continue to exercise any function delegated.

(13) At a meeting of the Management Committee, the Committee may revoke wholly or in part any delegation under Sub-rule (11).

9. President and Vice-President

(1) The President and Vice-President will preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of:

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a Member of the Association elected by the other members present at the meeting,

must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of:

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a Committee member elected by the other Committee members present at the meeting,

must preside at the Committee meeting.

(4) In the event of a vote at a Management Committee meeting or a general meeting resulting in a tie, the President, the Vice-President or the Chair will exercise a casting vote.

10. Secretary

(1) The Secretary will:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the meetings of the Management Committee and of the general meetings of the Association;
- (c) comply on behalf of the Association with -
 - (i) Section 35 of *the Act* by keeping and maintaining in an up to date condition the Rules of the Association and, upon the request of a Member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and,
 - (ii) Section 58 of *the Act* by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Management Committee and persons who are authorised to use the common seal of the Association under Rule 20; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the Management Committee resolves otherwise, have custody of the records of the Association, including those referred to in Sub-rule (c) but other than those required by Rule 11 and Rule 12 to be kept and maintained by, or in the custody of, the Treasurer and the Membership Secretary; and,
- (e) perform such other duties as are imposed by these rules, including Rules 7, 15 and 17, on the Secretary.

11. Treasurer

(1) The Treasurer will:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in Sub-rule (a) into such account or accounts of the Association as the Management Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of the Management Committee and in so doing ensure:
 - (i) that all electronic funds transfers are authorised by and/or cheques are signed by any 2 of the 3 nominated members of the Management

Committee, being the President, the Secretary and the Treasurer;

(ii) payments made to Management Committee members are authorised by a resolution of the Association unless that payment is for out-of-pocket expenses incurred in connection with Management Committee business and performance of the Management Committee member's function such as travel and accommodation.

- (d) comply on behalf of the Association with Part 5 Division 3 Sub-division 1 (Tier 1 associations) of *the Act* with respect to the accounting records of the Association by:
- (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited from time to time; and,
 - (iv) submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) submit a report on the financial status of the Association at each Management Committee meeting;
- (f) unless the Management Committee resolves otherwise, have custody of all financial and accounting records of the Association, including those referred to in Sub-rule (d) and (e); and,
- (g) perform such other duties as are imposed by these rules, including Rule 7, on the Treasurer.

12. Membership Secretary

(1) The Membership Secretary will:

- (a) receive membership applications and, subject to Schedules 1A, 3A and 3B, present them for consideration to the Association's Management Committee, or a Sub-Committee of the Management Committee formed for that purpose;
- (b) notify applicants of the outcome of membership applications or other matters relating to membership;
- (c) submit a report on any membership matters of the Association at each Management Committee meeting;
- (d) unless the Management Committee resolves otherwise, have custody of the membership records of the Association, including those referred to in Sub-rule (a) and (b); and,
- (e) perform such other duties as are imposed by these rules, including Rule 7, on the Membership Secretary.

13. Casual vacancies in the Management Committee

(1) A casual vacancy occurs in the Management Committee if an office bearer, such as those referred to in Rule 8(1):

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted at a meeting of the Management Committee;
- (c) is convicted of an offence under Section 39 *the Act* or any other legislation;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than -
 - (i) 3 consecutive Management Committee meetings; or,
 - (ii) 3 Management Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings,of which Committee meetings the office bearer received notice, and the Management Committee has resolved to declare the office vacant;
- (f) ceases to be a Member of the Association;
- (g) is expelled as a Member of the Association (as under Rule 5(12) or Rule 24); or,
- (h) is the subject of a resolution passed by a general meeting of Members of the Association terminating his or her appointment as an officer bearer and/or a Committee member.

(2) As under Rule 8(10), when a casual vacancy occurs the Management Committee may appoint a Member of the Association to fill the office bearer position until the next Annual General Meeting, at which time the appointee may stand for election.

14. Proceedings of the Management Committee

(1) The Management Committee will meet not less than 4 times in each year and the President, or at least 3 members of the Committee, may at any time convene a meeting of this Committee.

(2) Each member of the Management Committee, but not the ex-officio member (except in the circumstances detailed in Rule 8(3)), has 1 vote.

(3) A question arising at a Management Committee meeting must be decided by a majority of votes. In the event a vote at a Committee meeting results in a tie, the person presiding at the Committee meeting will exercise a casting vote.

(4) At a Management Committee meeting 3 Committee members constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Management Committee meeting will be determined by the Committee members present at the meeting.

(6) As required under Sections 42 and 43 of *the Act*, a member of the Management Committee having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee

is a member of a class of persons for whose benefit the Association is established), must:

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and,
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.

(7) The Secretary must cause every disclosure made under Sub-rule (6)(a) by a Committee member to be recorded in the minutes of the meeting at which it is made.

15. Meetings of the Association

(1) The Management Committee:

- (a) may at any time convene a special general meeting;
- (b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by Section 50 of *the Act*, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and,
- (c) must, within 30 days of receiving a request in writing to do so from not less than 10 per cent of Members of the Association, convene a special general meeting for the purpose specified in that request.

(2) Subject to Sub-rule (4), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify -

- (a) when and where the special general meeting concerned is to be held; and,
- (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.

(3) Subject to Sub-rule (4), the Secretary must give to all members not less than 21 days notice of an Annual General Meeting and that notice must specify -

- (a) when and where the Annual General Meeting is to be held;
- (b) the particulars of and the order in which business is to be transacted including reports from the Management Committee and the Treasurer and the election of Management Committee members; and,
- (c) any other business requiring consideration by the Association at the Annual General Meeting, including a special resolution as under Sub-rule (4).

(4) A special resolution may be moved either at a special general meeting or at an Annual General Meeting in accordance with Sections 51 and 52 of *the Act*. The Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Sub-rule (2) or (3), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(5) The Secretary must give a notice under Sub-rule (2), (3) or (4) by-

- (a) serving it on a member personally; or
- (b) sending it to a member in such a manner as determined by the Management Committee.

(6) When a notice is sent by the Secretary under Sub-rule (5)(b), sending of the notice will be deemed to be properly effected.

16. Quorum and proceedings at general meetings of the Association

(1) At a general meeting 9 Members of the Association constitute a quorum.
(2) If within 15 minutes after the time specified for the holding of a general meeting in a notice given under Rule 15(2) or 15(3) -

- (a) a quorum is not present, the general meeting lapses; or,
- (b) the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 15 minutes of the time appointed by Sub-rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chair may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 15 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting -

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Sub-rule (9); and,
- (b) a special resolution put to the vote will be decided in accordance with Sections 51 and 52 of *the Act* as defined in Rule 2, and, if a poll is demanded, in accordance with Sub-rules (9) and (11).

(8) A declaration by the Chair of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Sub-rule (9).

(9) At a general meeting, a poll may be demanded by the Chair or by 3 or more members present in person or by proxy and, if so demanded, must be taken immediately on that demand being made and in such manner as the Chair directs.

(10) If a poll is demanded and taken under Sub-rule (9) in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.

17. Minutes of meetings of the Association

(1) The Secretary must cause proper minutes of all proceedings of all general meetings and Management Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chair must ensure that the minutes taken of a general meeting or Management Committee meeting under Sub-rule (1) are checked and signed as correct by the Chair of the general meeting or Management Committee meeting to which those minutes relate or by the Chair of the next succeeding general meeting or Management Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct they are, unless the contrary is proven, evidence that -

- (a) the general meeting or Management Committee meeting to which they relate was duly convened and held;
- (b) all proceedings recorded as having taken place at the meetings did in fact take place; and,
- (c) all appointments or elections purporting to have been made at the meetings have been validly made.

18. Voting rights of Members of Association

(1) Subject to these Rules, each Member of the Association present in person or by proxy at a general meeting is entitled to 1 vote.

(2) A Member of the Association may appoint in writing another Member of the Association to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

19. Rules of the Association

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of *the Act*, as follows:

- (a) Subject to Sub-rule (1)(d) and (1)(e), the Association may alter its rules by special resolution but not otherwise;
- (b) Within 1 month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Management Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of *the Act*;
- (c) An alteration of the rules of the Association does not take effect until Sub-rule (1)(b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until Sub-rules (1)(a) to (1)(c) are complied with and the approval of the Commissioner is given to the change of name; and,
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until Sub-rules (1)(a) to (1)(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every the Association and every Member of the Association to the same extent as if the Association and every Member of the Association had signed and sealed these rules and agreed to be bound by all their provisions.

20. Common seal of the Association

(1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Management Committee and every use of that common seal must be recorded in the minute book referred to in Rule 17.

(3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of the Association must be kept in such a manner as determined by the Management Committee.

21. Inspection of the records of the Association

A Member of the Association may at any reasonable time inspect without charge the records kept by the Association.

22. Insurance of the Association

The Association may effect and maintain insurance upon itself in such a manner as determined by the Management Committee.

23. Code of Ethics and Professional Standards

Members of the Association shall in their professional conduct comply with the Code of Ethics and Professional Standards, being Schedule 2 to the Rules.

24. Complaint to the Association

(1) A person, including another Member of the Association, may complain, in writing, to the Association about the professional conduct of a Member of the Association.

(2) Upon a receipt of a written and signed complaint against a Member of the Association, the President or his or her nominee shall appoint an Ethics Committee in accordance with the provisions of *Professional Historians Australia By-law No. 4: a By-law to regulate the use of the Code of Ethics and Professional Standards of Professional Historians in Australia*, being Schedule 6 to the Rules, to investigate the complaint against the member, and the Ethics Committee shall conduct itself in accordance with the provisions of Schedule 6 of the Rules.

(3) A written complaint about the professional conduct of a Member of the Association shall be dealt with in accordance with Schedule 6 to the Rules.

(4) Upon a complaint being considered by an Ethics Committee at a hearing in accordance with Schedule 6 to the Rules, the Ethics Committee may:

- (a) Where it finds the complaint not proven to its satisfaction, exonerate the member whose conduct is the subject of the complaint.
- (b) Where it finds the complaint proven to its satisfaction, but it is of the opinion that it is justified in doing so having regard to the circumstances of the case and the record of the member against whom the complaint is

made, record the finding but take no further action in the matter.

- (c) Where it finds the complaint proven to its satisfaction and that it may adequately be dealt with by caution, censure, suspension of membership, suspension or removal from office or expulsion from the Association, the Ethics Committee may caution, censure, suspend from membership, suspend from office, remove from office or expel the member from the Association as it considers appropriate provided that the member whose conduct is the subject of the complaint has been given an opportunity to be heard in relation to any such sanction.

25. Appeal against a Ruling of an Ethics Committee

(1) The Member of the Association, who was the subject of a complaint as detailed in Rule 24, and, who feels aggrieved by the ruling of an Ethics Committee, has the right of appeal. This person may, within 30 days of the receipt of the formal advice of the ruling, lodge an appeal to the PHA Appeal Committee against the ruling of the Ethics Committee by writing to the PHA Appeal Secretary.

(2) An appeal against a ruling of an Ethics Committee shall be made and conducted in accordance with Schedule 6 to the Rules.

(3) Save that the PHA Appeal Committee may increase or reduce any sanction imposed by the Ethics Committee, the PHA Appeal Committee may only allow or dismiss an appeal from an Ethics Committee. The PHA Appeal Committee may not refer a matter back to an Ethics Committee.

26. Distribution of surplus property on winding up of the Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members of the Association, or former Members of the Association. In accordance with Section 24 (1) of *the Act* the surplus property must be given or transferred to another association incorporated under *the Act* which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the Members of the Association.