



PROFESSIONAL HISTORIANS ASSOCIATION (WA) INC.

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

RULES OF ASSOCIATION

CONTENTS

	PAGE
1. Name	4
2. Definitions	4
3. Objects of Association	5
4. Powers of Association	5
5. Membership	5
6. Membership Fees	7
7. Management Committee	7
8. Proceedings of the Management Committee	11
9. Proceedings of General Meetings	11
10. Rules of Association	13
11. Common Seal	13
12. Insurance	13
13. Custody of Books	13
14. Liability of Members	13
15. Code of Ethics and Professional Standards	13
16. Complaint to the Association	14
17. Appeal Against a Ruling of an Ethics Committee	14
18. Dissolution	15

Schedules

- 1A. National Standard for the Accreditation of Professional Historians in Australia
- 1B. National Standard for the Accreditation of Historical Researchers in Australia
- 2. Code of Ethics and Professional Standards for Professional Historians in Australia
- 3A. By-law No. 1: A By-law to regulate membership of Professional Historians Associations in Australia
- 3B. Guidelines for Handling PHA Membership Matters
- 4. By-law No. 2: A By-law to provide for the consideration of Extraordinary Applications for membership of a Professional Historians Association

5. 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. 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

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

2. DEFINITIONS

In these Rules:

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

"the management committee" means the Management Committee of the Association referred to in Rule 7;

"the President" means:

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at a Committee meeting or general meetings in accordance with Rules 7 and 8;
- (b) other than in relation to the proceedings referred to in paragraph (a), the person referred to in Rules 7(2)(a) and 7(3) or, if that person is unable to perform his or her functions, the Vice-President;

"the Vice-President" means the Vice-President referred to in Rules 7(2)(a) and 7(3);

"the Secretary" means the Secretary referred to in Rules 7(2)(a) and 7(4);

"the Treasurer" means the Treasurer referred to in Rules 7(2)(a) and 7(5);

"the Membership Secretary" means the Membership Secretary referred to in Rules 7(2)(a) and 7(6);

"Committee meeting" means meeting referred to in Rule 8;

"Committee member" means person referred to in Rules 7 and 8;

"financial year" has the meaning given by Section 3(1) of the Act, a reference in that section to:

- (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
- (b) "the committee" being construed as a reference to the Management Committee or any of its sub-committees;

"general meeting" means meeting convened under Rule 9;

"member" means a Member of the Association;

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

"special resolution" has the meaning given by Section 24 of the Act;

"the Act" means the *Associations Incorporation Act 1987* as amended.

3. OBJECTS OF ASSOCIATION

- (1) The Objects of the Association are:
 - (a) To promote the concept of professional history and the status of professional historians in the community.
 - (b) To maintain and promote a code of professional practice.
 - (c) To represent professional historians in contractual and employment matters.
 - (d) To maintain the Register of Members (hereafter called "the Register").
 - (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 of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

4. POWERS OF ASSOCIATION

The Association has power to do all things that may be incidental or conducive to the attainment of the Objects of the Association, subject to Section 13 of the Act.

5. MEMBERSHIP

- (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" and researchers described in the "National Standard for the Accreditation of Historical Researchers in Australia", issued by the Australian Council of Professional Historians' Associations Inc. (ACPHA) 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" being Schedule 1A to the Rules, and researchers described in the "National Standard for the Accreditation of Historical Researchers in Australia", being Schedule 1B to the Rules, are altered or varied by the Australian Council of Professional Historians' Associations Inc., the categories of membership of the Association shall be: Professional Historian; Professional Historian (Associate); Graduate Historian; and Historical Researcher.

- (3) Unless and until altered by the Australian Council of Professional Historians' Associations Inc., 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 and Schedule 1B 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 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 "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 "By-law No. 2: A By-law to provide for the consideration of Extraordinary Applications for membership of a Professional Historians Association", being Schedule 4 to the Rules.
- (8) Any applicant who fails to gain membership of the Association may appeal to the Australian Council of Professional Historians' Associations Inc. Such an appeal is governed by and shall be made and conducted in accordance with "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 in full 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) The Membership Secretary will:
 - (a) maintain an up-to-date list of all members ("the Register of Members") in accordance with Section 27 of the Act. The Register of Members will show each member's name, address and date of commencement of membership;
 - (b) be responsible for the Register of Members;
 - (c) allow any member to inspect the Register of Members free of charge and at any reasonable hour;

- (d) allow access to information contained in the Register to such persons and in such manner as determined by the Management Committee.
- (12) 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.
- (13) A person shall cease to be a member of the Association by:
 - (a) resigning in writing; or
 - (b) failing to pay an annual membership fee by 31 August of the year in which the fee is due or by the date of the Annual General Meeting in the same year, whichever is sooner.
- (14) 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.
- (15) The procedure for readmission of a member whose membership has lapsed under the terms of Rule 5(13)(b) shall be at the discretion of the Management Committee, provided that the request for readmission is received by the Secretary within four months of the due date for annual membership fees. In all other cases, a fresh application for membership of the Association must be made.
- (16) All members 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 due and payable on the first day of July in each year for the year then commencing.
- (3) A member joining at any time of the year and paying the full annual fee shall be entitled to receive all publications and other material distributed to members during that year except where the material is subject to an additional charge.
- (4) In addition to the annual fee, all members shall pay a joining fee on first becoming a member of the Association. The joining fee shall be at a rate fixed by the Management Committee from time to time and confirmed by a majority vote of members at a general meeting of the Association .

7. MANAGEMENT COMMITTEE

- (1) Powers of Management Committee

The Management Committee of the Association ("the Management Committee") may exercise all the powers of the Association, on behalf of or for the benefit of the Association, and may

- (a) pass any regulation necessary for the orderly administration of the Association;
- (b) form and dissolve sub-committees which will:
 - (i) appoint a President;
 - (ii) keep minutes of all meetings;
 - (iii) make recommendations to the Management Committee for ratification;
- (c) do all such things as it may deem necessary in the interests of the Association, except where these acts or things conflict with any requirement of the Rules or of the Act.

(2) Composition of the Management Committee

- (a) The Management Committee will consist of a minimum six persons including the following office bearers:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Secretary;
 - (iv) a Treasurer;
 - (v) a Membership Secretary; and
 - (vi) the Association's Representative on the Australian Council of Professional Historians' Associations Inc., who shall be an ex officio member of the Management Committee.
- (b) The immediate past President of the Association will be included on this Management Committee, if available and willing to stand.
- (c) All Management Committee members will be Members of the Association.

(3) President and Vice-President

The President or Vice-President will preside at all Management Committee and general meetings. In the absence of both the President and the Vice-President fifteen (15) minutes after the time appointed for the meeting to begin, the Members present will choose one of their number to chair the meeting.

In the event of a vote of a Management Committee or general meeting resulting in a tie, the Chair may exercise a casting vote.

(4) Secretary

The Secretary will:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Management Committee meetings and general meetings of the Association;

- (c) comply on behalf of the Association with:
 - (i) Section 28 of the Act in respect of the Rules of the Association;
 - (ii) Section 29 of the Act in respect of the record of office bearers, and any trustees, of the Association;
 - (d) have custody of all books, documents, records and registers of the Association, except those relating to membership or finances;
 - (e) have custody of the Common Seal of the Association;
 - (f) be responsible for notifying Members of forthcoming meetings and elections.
- (5) Treasurer
- The Treasurer will:
- (a) comply, on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
 - (b) be responsible for all sums of money due to the Association and deposit monies received in the association's bank account;
 - (c) pay, on behalf of the Association, all accounts due by the Association, ensuring that all withdrawals from the Association's bank account are signed by any two of the three nominated members of the Management Committee; the three nominated members being the President, the Secretary and the Treasurer;
 - (d) report on the financial status of the Association at each Management Committee meeting;
 - (e) keep proper accounting and other records in accordance with relevant legislation relating to taxation and incorporation laws and will prepare an annual statement of accounts which after being examined by the Association's auditor shall be submitted with the annual report at the Annual General Meeting of the Association.
- (6) Membership Secretary
- The Membership Secretary will:
- (a) comply, on behalf of the Association, with Section 27 of the Act in respect of the Register of Members of the Association;
 - (b) receive membership applications and subscriptions, handing subscriptions to the Treasurer promptly;
 - (c) notify applicants of the outcome of membership applications; notify members of overdue subscriptions or other matters relating to membership.
- (7) Election of Office Bearers of the Management Committee
- (a) The members of the Management Committee will be elected at the Annual General Meeting of the Association. Members so elected or appointed subsequently will hold office until the conclusion of the next Annual General Meeting.

- (b) All members shall be eligible for re-election, except that no person may hold the same office for more than four (4) consecutive years.
 - (c) The Association's Representative on the Australian Council of Professional Historians' Associations Inc shall be appointed for a term of one year by the elected members of the Management Committee. The Representative must be member of the Association and, subject to Rule 7(7)(d), other than an elected member of the Management Committee.
 - (d) In the event that no member of the Association other than the office bearers and the executive members of the Management Committee is able or agreeable to be appointed the Association's representative on the Australian Council of Professional Historians' Associations Inc., the Management Committee may appoint either one of the office bearers or other members of the Management Committee as the Association's representative on the Australian Council of Professional Historians Associations Inc. In such circumstances there shall be no ex officio member of the Management Committee.
- (8)
- (a) Only Members of the Association may stand for election.
 - (b) Nominations for the Management Committee must be received by the Secretary at least five (5) weeks before the date of the election, and shall be in writing, signed by the nominator and the nominee.
 - (c) The Secretary will distribute the names of all nominees to Members with notice of the Annual General Meeting at which the election is to be held.
- (9)
- (a) In the event that insufficient nominations are received, nominations may be called for at the Annual General Meeting.
 - (b) The consent of the nominee must be obtained before a nomination is accepted.
 - (c) A Member who is eligible for election may propose or second himself or herself for election or re-election, and may vote for himself or herself.
- (10) Casual Vacancies and Appointment of Office Bearers
- (a) A casual vacancy on the Management Committee will be created when the office bearer:
 - (i) dies;
 - (ii) resigns in writing to the Secretary;
 - (iii) fails to pay the required subscription;
 - (iv) is expelled and ceases to be a Member of the Association;
 - (v) is convicted of an offence under the Act;
 - (vi) is absent from three consecutive Management Committee Meetings without leave of absence. Acceptance of an apology constitutes leave of absence.
 - (b) When a casual vacancy occurs the Management Committee may appoint a Member to fill it until the following Annual General Meeting, when the appointee may stand for election.

- (11) The Management Committee may also appoint honorary officers from the membership, or from the community, as the need arises: eg Honorary Auditor, Honorary Solicitor etc. Their terms of employment and remuneration will be determined by the Management Committee on a case by case basis.

8. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- (1) The Management Committee will meet at least four (4) times during the year.
- (2) Each member of the Management Committee will be given at least seven (7) days notice of each Management Committee meeting.
- (3) The quorum for any Management Committee meeting will be three (3) provided that all members have been notified of the meeting. In the case of sub-committee meetings, the quorum will be 50% of the sub-committee members with a minimum of two (2), provided that all members have been notified of the meeting.
- (4) Each member of the Management Committee, but not the ex officio member (except in the circumstances detailed in Rule 7(7)(d)), will be entitled to one (1) vote, with the Chair having an additional casting vote in the case of an equality of votes. Voting will be by simple majority, and in such manner as the person presiding at the meeting may determine.
- (5) Special meetings of the Management Committee may be convened by the President or on request of four (4) members of the Management Committee.
- (6) Minutes will be kept of all meetings of the Management Committee and its Sub-Committees.

9. PROCEEDINGS OF GENERAL MEETINGS

- (1)
 - (a) The Annual General Meeting will be held on or before 31 August in each year, but in any event not more than four (4) months after the end of the Association's financial year.
 - (b) At least thirty (30) days notice of the meeting will be given to each member in writing to the address shown on the Register of Members.
 - (c) Accidental omission to give notice to any member will not invalidate the meeting.
 - (d) The business of the Annual General Meeting will be to receive reports from the Management Committee and the Treasurer; and to elect office bearers and members of the Management Committee.
- (2)
 - (a) General Meetings of the Association will be convened as and when the Management Committee may determine.
 - (b) In the case of ordinary general meetings, the Secretary will notify each member of the venue, date, time and agenda of the meeting at least fourteen (14) days in advance of the meeting in writing to the addresses shown on the Register of Members. Accidental omission to give such notice to any Member shall not invalidate the meeting.
 - (c) Twenty-one (21) days notice is required for special general meetings.

- (3)
 - (a) A quorum at general meetings of the Association will be nine Members.
 - (b) If a general or special general meeting convened by the Management Committee fails to attract a quorum, the meeting shall stand adjourned to such time and place as the Management Committee may determine.
 - (c) If a quorum is not present at the second meeting within fifteen (15) minutes of the appointed time, the Members present, being not less than three (3), shall constitute a quorum, provided all Members were notified of that meeting.
 - (d) If a meeting convened upon the request of the Members does not achieve a quorum within fifteen (15) minutes of the appointed time, the meeting shall be dissolved.
- (4) The President or Vice-President of the Management Committee shall chair the general meeting provided that if neither officer is present within fifteen (15) minutes after the appointed time, the Members present may elect one of their number to chair the meeting.
- (5)
 - (a) Each voting member present in person or by proxy at a general meeting is entitled to one vote.
 - (b) In the event of a tie, the Chair may exercise a casting vote.
- (6) Voting will be by show of hands unless a poll is demanded by the Chair or at least nine (9) Members present.
- (7) A Member (in this sub-rule called “the appointing member”) may appoint in writing another Member who is a natural person to be the proxy of the appointing members and to attend, and vote on behalf of the appointing member at, any general meeting or special meeting.
- (8) Proxies must be in writing and must be deposited with the Management Committee not later than fifteen (15) minutes before the time appointed for the meeting at which the person named in the proxy instrument proposes to vote.
- (9) The Management Committee may at its discretion arrange for Members to vote by post. In such instances voting must be on the prescribed form and returned in a sealed envelope to the Returning Officer by the date of the poll. A covering signature and particulars identifying the voter must accompany the ballot paper but should be on a separate piece of paper to enable the confidentiality of the voter to be maintained.
- (10) The Secretary will take minutes at the general meetings.
- (11) A special general meeting may be requested by ten (10) per cent of the Membership or by the Auditor.
- (12)
 - (a) When a special general meeting is convened under Rule 9(11) at least twenty-one (21) days notice of such a meeting will be given to all Members.
 - (b) If the Management Committee fails to send notice within twenty-one (21) days of receiving the request, the Members may convene the special general meeting.

- (13) The Management Committee will ensure that the Members convening the special general meeting are supplied with a copy of the Register of Members.
- (14) The Association will pay the reasonable expenses of convening and holding the special general meeting.

10. RULES OF ASSOCIATION

- (1) The Association may alter, amend or rescind the Rules in accordance with the procedure set out in Section 17, 18 and 19 of the Act.
- (2) The Rules bind every Member of the Association as if every Member of the Association had signed and sealed the Rules and agreed to be bound by all their provisions.

11. COMMON SEAL

- (1) The Association will have a Common Seal.
- (2) The Common Seal of the Association will not be used without the express authority of the Management Committee. Every use of the Common Seal will be recorded in the Minute Book.
- (3) The Affixing of the Common Seal will be witnessed by any two (2) of the President, the Secretary or the Treasurer.
- (4) The Common Seal of the Association will be kept in the custody of the Secretary or such other person as the Committee from time to time decides.

12. INSURANCE

The Association may effect and maintain insurance upon itself and members of the Management Committee.

13. CUSTODY OF BOOKS

Except as otherwise provided in the Rules, the Secretary shall have custody of the records, books and other documents of the Association which shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

14. LIABILITY OF MEMBERS

No Member will be liable to contribute towards the payment of debts and liabilities of the Association, or the costs, charges and expenses of winding up of the Association.

15. CODE OF ETHICS AND PROFESSIONAL STANDARDS

- (1) Members of the Association shall in their professional conduct comply with the

Code of Ethics and Professional Standards, being Schedule 2 to the Rules.

- (2) The Code of Ethics and Professional Standards, being Schedule 2 to the Rules, may be amended by special resolution at a general meeting of the Association.

16. COMPLAINT TO THE ASSOCIATION

- (1) A person including a 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 nominee shall appoint an Ethics Committee in accordance with the provisions of “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.

17. APPEAL AGAINST A RULING OF AN ETHICS COMMITTEE

- (1) A person including a member, who feels aggrieved by a ruling of an Ethics Committee, may within 30 days of the President advising him or her of the ruling, lodge an appeal to the ACPHA Appeal Committee against the ruling of the Ethics Committee by writing to the ACPHA 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 ACPHA Appeal Committee may increase or reduce any sanction imposed by the Ethics Committee, the ACPHA Appeal Committee may only allow or dismiss an appeal from an Ethics Committee. The ACPHA Appeal Committee may not refer a matter back to an Ethics Committee.

18. DISSOLUTION

- (1) If at any time a motion for dissolution shall be received by the Secretary submitted in writing and signed by one-third of the members, the Secretary shall call a Special General Meeting. At least 21 days notice of meeting shall be given to each member by letter to the last known address or email address but accidental omission to give notice to any member shall not invalidate the meeting. The motion for dissolution must be by special resolution and be passed by a majority being not less than three-quarters of the members present.
- (2) 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, or former members. 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.