

**HISTORICAL SOCIETY OF THE NORTHERN TERRITORY
INCORPORATED
CONSTITUTION**

Regulation 2(1)

PART 1 – PRELIMINARY

1. Name

The name of the incorporated Society ("the Society") is stated in the Schedule.

2. Objects and purposes

The objects and purposes of the Society are specified in the Schedule.

3. Minimum number of members

The Society must have at least the number of members specified in the Schedule.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* and regulations made under that Act;

"Council" means the Management Council of the Society;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Society;

"register of members" means the register of the Society's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF SOCIETY

5. Powers of Society

(1) For achieving its objects and purposes, the Society has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Society may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.
- (h) Where it is necessary, appoint trustees for the holding of particular assets. Three trustees shall be appointed at an Annual General Meeting or at a Special General Meeting convened for that purpose, and they shall hold office until relieved by a Special General Meeting convened for that purpose.

6. Effect of Constitution

This Constitution binds every member and the Society to the same extent as if every member and the Society had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

(1) The Society may alter this Constitution by special resolution but not otherwise.

(2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

The ordinary membership of the Society is open to any person interested in the objects of the Society. In addition to ordinary membership, the Council may elect Honorary Life Members in accordance with the rules of the Society.

10. Annual membership fees

(1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.

(2) Each member must pay the annual membership fee to the Treasurer by the first day of each calendar year or another date determined by the Council from time to time.

(3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Council determines otherwise.

Division 2 – Rights of members

11. General

(1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.

(2) A right of membership of the Society –

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on the cessation of membership whether by death, resignation or otherwise.

12. Voting

(1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Society.

13. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

14. Access to information on Society

The following must be available for inspection by members:

(a) a copy of this Constitution;

(b) minutes of general meetings;

(c) annual reports and annual financial reports.

15. Raising grievances and complaints

(1) A member may raise a grievance or complaint about a Council member, the Council or another member of the Society.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

16. Termination of membership

Membership of the Society may be terminated by –

- (a) a notice of resignation addressed and posted to the Society or given personally to the Secretary or another Council member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

17. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Council must cancel the member's membership.

18. Suspension or expulsion of members

(1) If the Council considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Society, the Council must give notice of the proposed suspension or expulsion to the member.

(2) The notice must –

(a) be in writing and include –

- (i) the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and
- (ii) the particulars of the conduct; and

(b) be given to the member not less than 30 days before the date of the Council meeting referred to in paragraph (a)(i).

(3) At the meeting, the Council must afford the member a reasonable opportunity to be heard or to make representations in writing.

(4) The Council may suspend or expel or decline to suspend or expel the member from the Society and must give written notice of the decision and the reason for it to the member.

(5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

19. Appeals against suspension or expulsion

(1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Council's decision.

(2) The appeal must be considered at a general meeting of the Society and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

(3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Council to suspend or expel the member.

(4) The member is not suspended or does not cease to be a member until the decision of the Council to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 – MANAGEMENT COUNCIL

Division 1 – General

20. Role and powers

(1) The business of the Society must be managed by or under the direction of a Council.

(2) The Council may exercise all the powers of the Society except those matters that the Act or this Constitution requires the Society to determine through a general meeting of members.

(3) The Council may appoint and remove staff.

(4) The Council may establish one or more subCouncils consisting of the members of the Society the Council considers appropriate.

21. Composition of Council

(1) The Management Council consists of –

(a) a President

(b) a Vice-President;

(c) a Secretary;

(d) a Minutes Secretary

(e) a Treasurer; and

(f) not more than eight other councilors.

(2) Unless elected directly as a separate office holder, the Council must appoint one Council member to be the Society's public officer. The person from time to time holding the office of Treasurer of the Society shall be the public officer.

(3) The Council may appoint a Patron of the Society

22. Delegation

(1) The Council may delegate to a subCouncil any of its powers and functions other than –

(a) this power of delegation; or

(b) a duty imposed on the Council by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.

(3) The Council may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

23. Eligibility of Council members

(1) A Council member must be a member who is 18 years or over.

(2) A Council member must also meet the criteria provided in the Schedule.

(3) Council members must be elected to the Council at an annual general meeting or appointed under clause 33.

24. Nominations for election to Council

(1) A member is not eligible for election to the Council unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.

(2) The nomination must be signed by –

(a) the nominator and a seconder; and

(b) the nominee to signify his or her willingness to stand for election.

(3) A person who is eligible for election or re-election under this clause may –

(a) propose or second himself or herself for election or re-election; and

(b) vote for himself or herself.

25. Retirement of Council members

(1) A Council member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

(2) Subject to subclause (3), at an annual general meeting the office of each Council member becomes vacant and elections for a new Council must be held.

(3) The President of the outgoing Council must preside at the annual general meeting until a new member is elected as President.

(4) Members may serve consecutive terms on the Council unless otherwise provided in the Schedule.

26. Election by default

(1) If the number of persons nominated for election to the Council under clause 25 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Council at the annual general meeting.

(2) If vacancies remain on the Council after the declaration under subclause (1), additional nominations of Council members may be accepted from the floor of the annual general meeting.

(3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Council.

(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Council in accordance with clause 33.

27. Election by ballot

(1) If the number of nominations exceeds the number of vacancies on the Council, ballots for those positions must be conducted.

(2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.

(3) The members chosen by ballot must be declared by the President to be duly elected as members of the Council.

28. Vacating office

The office of a Council member becomes vacant if –

- (a) the member –
 - (i) is disqualified from being a Council member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Council;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Society;
- (b) the member is absent from more than –
 - (i) 3 consecutive Council meetings; or
 - (ii) 3 Council meetings in the same financial year without tendering an apology to the President;of which meetings the member received notice and the Council has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

29. Removal of Council member

(1) The Society, through a special general meeting of members, may remove any Council member before the member's term of office ends.

(2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

30. Filling casual vacancy on Council

(1) If a vacancy remains on the Council after the application of clause 29 or if the office of a Council member becomes vacant under clause 31, the Council may appoint any member of the Society to fill that vacancy.

(2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of Council members

31. Collective responsibility of Council

(1) As soon as practicable after being elected to the Council, each Council member must become familiar with the Act and regulations made under the Act.

(2) The Council is collectively responsible for ensuring the Society complies with the Act and regulations made under the Act.

32. President and Vice-President

(1) Subject to subclauses (2) and (3), the President must preside at all general meetings and Council meetings.

(2) If the President is absent from a meeting, the Vice-President must preside at the meeting.

(3) If the President and the Vice-President are both absent, the presiding member for that meeting must be –

- (a) a member elected by the other members present if it is a general meeting; or
- (b) a Council member elected by the other Council members present if it is a Council meeting.

33. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Society;
- (b) ensure minutes of all proceedings of general meetings and of Council meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Society, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

34. Treasurer

(1) The Treasurer must –

- (a) receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society;

- (b) pay all moneys received into the account of the Society within 5 working days after receipt;
 - (c) make any payments authorised by the Council or by a general meeting of the Society from the Society's funds; and
 - (d) ensure cheques are signed by him or her and at least one other Council member, or by any 2 other Council members authorised by the Council.
- (2) The Treasurer must ensure the accounting records of the Society are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Society's annual statement of accounts.
- (4) If directed to do so by the President, the Treasurer must submit to the Council a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Society unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

35. Public officer

(1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

(2) The public officer must keep a current copy of the Constitution of the Society.

PART 5 – MEETINGS OF MANAGEMENT COUNCIL

36. Frequency and calling of meetings

(1) The Council must meet together for the conduct of business not less than 4 times in each calendar year unless otherwise provided in the Schedule.

(2) The President, or at least half the Council members, may at any time convene a special meeting of the Council.

(3) A special meeting may be convened to deal with an appeal under clause 22.

37. Voting and decision making

(1) Each Council member present at the meeting has a deliberative vote.

(2) A question arising at a Council meeting must be decided by a majority of votes.

(3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

38. Quorum

For a Council meeting, one-half of the Council members constitutes a quorum unless otherwise provided in the Schedule.

39. Procedure and order of business

(1) The procedure to be followed at a Council meeting must be determined from time to time by the Council.

(2) The order of business may be determined by the members present at the meeting.

(3) Only the business for which the meeting is convened may be considered at a special meeting.

40. Disclosure of interest

(1) A Council member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Society must disclose the nature and extent of the interest to the Council in accordance with section 31 of the Act.

(2) The Secretary must record the disclosure in the minutes of the meeting.

(3) The President must ensure a Council member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

41. Convening general meetings

(1) The Society must hold its first annual general meeting within 18 months after its incorporation.

(2) The Society must hold all subsequent annual general meetings in March of each year.

(3) The Council –

(a) may at any time convene a special general meeting;

(b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and

(c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

42. Special general meetings

(1) Half the number of members constituting a quorum for a general meeting may make a written request to the Council for a special general meeting unless otherwise provided in the Schedule.

(2) The request must –

(a) state the purpose of the special general meeting; and

(b) be signed by the members making the request.

- (3) If the Council fails to convene a special general meeting within the time allowed –
 - (a) for clause 44(3)(b) – the appeal against the decision of the Council is upheld; and
 - (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Council.
- (4) If a special general meeting is convened under subclause (3)(b), the Society must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
 - (6) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

43. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Council;
 - (b) second – the election of new Council members;
 - (c) third – any other business requiring consideration by the Society at the meeting.

44. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Society.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

45. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members.

(2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

46. Quorum at general meetings

At a general meeting, the number or the proportion of members present in person specified in the Schedule constitutes a quorum.

47. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –

- (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.

(2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

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

(4) 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.

(5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

48. Voting

(1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) At a general meeting –

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
- (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.

(3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.

(4) If demanded, a poll must be taken immediately and in the manner the President directs.

49. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

PART 7 – FINANCIAL MANAGEMENT

50. Financial year

The financial year of the Society is specified in the Schedule.

51. Funds and accounts

(1) The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.

(2) Subject to any restrictions imposed by the Society at a general meeting, the Council may approve expenditure on behalf of the Society within the limits of the budget.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Council members.

(4) All funds of the Society must be deposited into the financial account of the Society no later than 5 working days after receipt or as soon as practicable after that day.

(5) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

52. Accounts and audits

The responsibility of the Council under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Society's annual statement of accounts; and
- (c) the auditing of the Society's accounts.

PART 8 – GRIEVANCE AND DISPUTES

53. Grievance and disputes procedures

(1) This clause applies to disputes between –

- (a) a member and another member; or
- (b) a member and the Council.

(2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

(4) The mediator must be –

- (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Council; or
 - (ii) for a dispute between a member and the Council – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Society can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

54. Common seal

- (1) The common seal of the Society must not be used without the express authority of the Council and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Society must be witnessed by any 2 of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Society must be kept in the custody of the Secretary or another person the Council from time to time decides.

55. Distribution of surplus assets on winding up

(1) If on the winding up or dissolution of the Society, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.

(2) The surplus assets must be given or transferred to another Society incorporated under the Act that –

- (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.
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SCHEDULE TO THE CONSTITUTION

PART 1 – MANDATORY DETAILS

Name (clause 1)

The name of the incorporated Society is Historical Society of the Northern Territory Incorporated.

Objects and purposes (clause 2)

The objects and purposes of the Society are as follows:

- (a) the study of, and research into, the history of the Northern Territory of Australia or any matter of general historical interest;
- (b) to encourage the preservation and/or display of historical relics, records and other relevant materials, either by their deposit with a national authority or in such a manner considered appropriate by the Society;
- (c) to secure the preservation of places and objects of historical interest by local or Commonwealth authorities, or in any other way considered appropriate;
- (d) the promotion of the interchange of information by lectures, readings, discussions, excursions and exhibitions;
- (e) the printing, publication and circulation of books, journals and such other documents as may assist any of the objects of the Society;
- (f) the identification of places of historical interest;
- (g) the raising of funds by public prescription or otherwise for the use of the Society in promoting the objects of the Society;
- (h) to co-operate or affiliate with any other body whose objects are in whole or in part similar to those of the Society;
- (i) to apply the income of the Society wholly in promoting the objects of the Society; and
- (j) any other lawful acts, deeds and things which may be incidental or conducive to the attainment of these objects.

Minimum number of members (clause 3)

The Society must have at least 5 members.

[Under section 26 of the Act an incorporated Society must not have less than 5 members.]

Quorum at general meetings (clause 49)

At a general meeting members present in person constitutes a quorum.

[Insert a number or fraction or percentage of total membership.]

Financial year (clause 53)

The financial year of the Society is the period of 12 months ending on 31 December of each year.

PART 2 – REPLACEABLE DETAILS

Clause	Description of clause	Default detail	Replacing detail
28(4)	Consecutive terms of Council members	may serve consecutive terms	
39(1)	Frequency of Council meetings	at least 4 times each financial year	
41	Quorum for Council meeting	half the Council members	
45	Number of members who can request a special general meeting	half the quorum of members for a general meeting	
46(1)	Notice of an annual general meeting	at least 30 days	
47(2)	Notice of special resolution	at least 21 days	

[If no entry is inserted in the column headed "Replacing detail", the "Default detail" applies.]

PART 3 – ADDITIONAL DETAILS

Composition of Council (clause 24)

In addition to the office holders specified in the Constitution, the Management Council consists of –

[List additional office holders.]

Eligibility of Council members (clause 26)

In addition to the criterion specified in the Constitution, a Council member must meet the following criteria:

[List additional criteria.]

Vacating office (clause 31)

In addition to the circumstances specified in the Constitution, the office of a Council member becomes vacant if –

[List additional circumstances.]

Notes

1. The Society's Regulations, in force under the *Associations Act*, comprise the Regulations 2004, No. 28, the details of which are specified in the following table:

Year and number	Date made	Date notified in the <i>Gazette</i>	Date of commencement
2004, No. 28	5 Aug 2004	11 Aug 2004	11 Aug 2004