

CONSTITUTION

RULES OF THE SOCIETY OF ARCHITECTURAL HISTORIANS AUSTRALIA AND NEW ZEALAND INCORPORATED ("SAHANZ")



1) NAME

- a) The name of the Society shall be "The Society of Architectural Historians, Australia and New Zealand Incorporated".

2) INCORPORATION

- a) The Society may be incorporated in either New Zealand or Australia under appropriate state or federal legislation.

3) AIM

- a) To provide standards of excellence in architectural history through the following means
 - i) Creating communication and meeting between people active in architectural history in Australia and New Zealand;
 - ii) Encouraging discussion, criticism and debate among all who are interested in the subject of architectural history;
 - iii) Holding regular conventions at regional and national venues for the above purposes;
 - iv) Issuing a scholarly journal;
 - v) Encouraging student participation in its activities;
 - vi) Supporting the teaching of architectural history;
 - vii) Supporting the processes of conservation in relation to such matters as significant structures and sites, documents and archives.

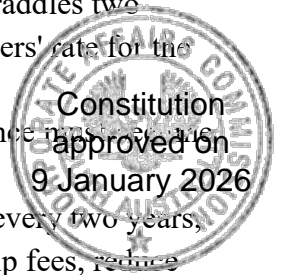
4) POWERS OF THE ASSOCIATION

- a) The association shall have all the powers conferred by Section 25 of the Act to further the objects of the association.

5) MEMBERSHIP

- a) Membership shall be open to all who are interested in furthering the aim of the Society and who remain financial members in terms of the rules for subscriptions determined by the Committee from time to time.
- b) The categories of membership shall be; Ordinary, Student, Benefactor, Life Member, Honorary Member.
- c) Life membership is awarded in light of service to the Society. Honorary membership is awarded to acknowledge service to architectural history. The regulations and subscriptions for these categories shall be determined at an Annual General Meeting.
- d) Any body corporate may become a member, in the category Ordinary or Benefactor.

- e) Membership will run from 1 July-30 June. When a conference straddles two membership years, conference fees will be available at the members' rate for the conference that occurs at the beginning of the membership year.
- f) Everyone who wishes to present at the annual SAHANZ conference must be a member of the Society for that membership year.
- g) Membership fees shall be reviewed by the incoming Committee every two years, on the understanding that they may decide to increase membership fees, reduce membership fees, or retain the existing membership fees.
- h) A register of members must be kept and contain:
 - i) The name and address of each member
 - ii) The email address of each member
 - iii) The date on which each member was admitted to, or resigned from, the association.
 - iv) The date of and reason(s) for termination of membership (if applicable).
- i) Expulsion of a member, please note that the rules of natural justice must be observed, as required under Section 40 of the Act.:
 - i) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
 - ii) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
 - iii) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5(i)(iv) below), cease to be a member 14 days after the committee has communicated its determination to the member.
 - iv) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
 - v) In the event of an appeal under 5(i)(iv) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.
- j) Termination of membership
 - i) A member will cease to be a member if he/she persists in failing to act in accordance with the objects of the Society. If and when necessary, a

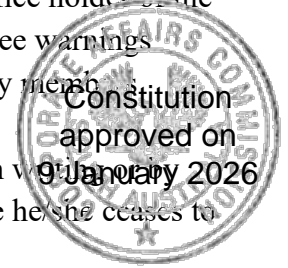


member shall be warned of his/her failure to act by an office holder of the Society acting on a resolution of the Committee; after three warnings membership shall be terminated by a resolution carried by members present and eligible to vote at a general meeting.

- ii) Any member may resign his/her membership by notice in writing or verbal indication to the Society's Secretary, in which case he/she ceases to be a member at the date on the letter.
- iii) Membership terminates when members cease to be a financial member as at 30 June.
- iv) If any member is guilty, whether in New Zealand or elsewhere, of conduct which in the opinion of the Committee is derogatory to the Society, the Committee may resolve that he/she be expelled from the Society, such resolution being subject to confirmation at a General Meeting before becoming effective.
- v) On the termination of Membership whether by death, resignation, expulsion or otherwise, the member or the member's estate shall cease to have any right or claim upon the Society's property or funds.

6) OFFICERS AND COMMITTEE

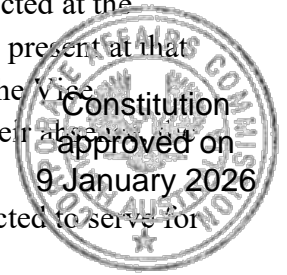
- a) In general, all Officers of a Society have a duty to:
 - i) Act in good faith and in the Society's best interests
 - ii) Exercise their powers for a proper purpose
 - iii) Act in accordance with the Society's rules and objects
 - iv) Ensure the Society's affairs are carried out in a way that does not create a substantial risk of loss to the society's creditors
 - v) Ensure that the Society does not incur an obligation that it cannot fulfil
 - vi) Take reasonable care in exercising their duties
 - vii) Ensure that they do not personally profit from their position of trust
- b) The committee are indemnified for costs and liabilities that they incur through committing wrongful acts in good faith while properly serving the Society.
- c) The committee shall appoint a Public Officer as required by the Act. Any changes to the Public Officer must be lodged within one month after the change with the CBS.
- d) The Committee shall consist of between 8 - 10 members, with the following officer roles, President, Vice President, Secretary (may be split into Secretary and Membership Secretary), Treasurer, Communications Manager, Website Manager and Chair of the Editorial Board.
- e) The Officers shall be elected from among the Ordinary and Life members. Of the other members of the Committee, one may be a student member, one is the Chair of the SAHANZ Editorial Board, and the rest shall be Ordinary members.

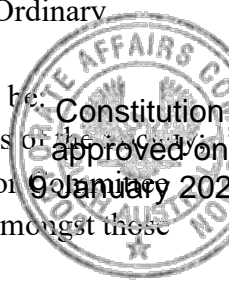


- f) The Society will have a President and a Vice-President, each elected at the relevant bi-annual meeting by a majority of votes from Members present at that meeting. The election of the President is held first, followed by the Vice-Presidential election. The President chairs all meetings, and in their absence the Vice-President.
- g) An Office bearer or a Committee member will normally be expected to serve for two years from the date of election.
- h) The Officers and Committee shall be elected at an Annual General Meeting.
- i) The Officers and Committee shall accept both the votes of those present and postal votes duly presented at the meeting.
- j) The Committee shall have power to co-opt up to two temporary additional members in order to fill a vacancy until the next election.
- k) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.
- l) At every Annual General Meeting the Secretary shall present a report of the year's actions by Officers and Committee, along with the Minutes of the previous Annual General Meeting and of any Special Meetings held in the interim, and the Treasurer shall present a statement explaining the Society's position and transactions.

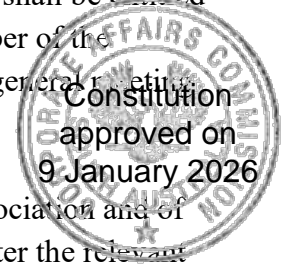
7) MEETINGS

- a) Committee Meetings;
- i) The Committee shall meet quarterly until decided otherwise.
 - ii) Four members of the Committee (including two office bearers) shall form a quorum.
 - iii) Meetings may be held by teleconference. At least one committee meeting per year the committee will meet in person.
 - iv) Committee Members shall be given 2 weeks notice prior to a meeting.
- b) Annual General Meetings;
- i) The committee shall call an annual general meeting in accordance with the Act and these rules.
 - ii) The Annual General Meeting of the Society shall be held between 1 July and 20 December each year.
 - iii) Twenty-one days' notice of the Annual General Meeting shall be given to all members, and the notice shall incorporate notice of any elections to take place at the meeting complete with nominations for such elections.



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- iv) A quorum at an Annual General Meeting shall be fifteen Ordinary members.
 - v) The regular business of the Annual General Meeting shall be:
 - (1) to receive the annual report and finance statements of the association
 - (2) to confirm the names of those members eligible for membership, and to elect the office bearers from amongst those eligible.
 - vi) At each annual general meeting, the members shall appoint a person to be the auditor of the association.
 - vii) The auditor will hold office until the next general meeting and is eligible for reappointment.
 - viii) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.
 - c) Special General Meetings;
 - i) The committee may call a special general meeting of the association at any time.
 - ii) Special General Meetings may be called with twenty-one days' notice, by the President and/or the Secretary, or at the written request of twenty members.
 - iii) Twenty-five members in attendance shall form a quorum for a Special General Meeting.
 - iv) No business shall be conducted other than for which the meeting was called and matters arising.
 - d) Voting at General Meetings
 - i) Subject to these rules, every member of the association has only one vote at a meeting of the association.
 - ii) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
 - iii) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
 - iv) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.
 - e) Proxies

- i) Proxy voting may occur at General Meetings. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.



8) MINUTES

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- e) The books containing the minutes of proceedings of general meetings must be made available for inspection by any member without charge. Books meaning any register or other record of information and any accounts or accounting records, however compiled, recorded or stored, and includes any additional documents.

9) DISPUTE RESOLUTION

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - i) a member and another member
 - ii) a member and the association
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) The rules of natural justice must be observed, as required under Section 40 of the Act.

10) PUBLICATIONS

- a) The Committee shall be responsible for all publications of the Society in regards of broad policies applying to their contents, overall financial management and the appointment and tenure of an editor for any journal produced under its auspices.

11) PARTNER ORGANISATIONS

- a) Other organisations which have similar aims and disciplinary focus may be designated Partner Organisations to the Society.

12) ALTERATIONS TO THE RULES

- a) The Rules may be altered, added to, or rescinded at any time by two-thirds majority of the members present and eligible to vote at any general meeting provided that written notice of the proposed amendment is given to the Secretary at least twenty one days before the date of such meeting. Notice of the general meeting at which such an amendment is to be proposed shall be circulated to members by the Secretary with notice of such amendment.
- b) In addition, operating procedures (e.g. of the Editorial Board, the organisation of the annual conference) may be altered, added to, or rescinded at any time by a meeting of the Committee provided that any such procedures in accord with the Rules and the aims of the Society.

13) OPERATING PROCEDURES

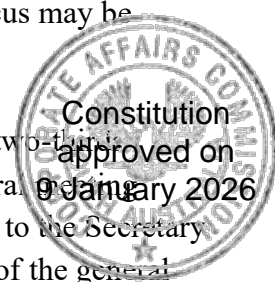
- a) The Committee on its initiative or at the direction of a General Meeting may from time to time establish or alter operating procedures which will be customarily observed but will not have the force of these Rules.
- b) Operating procedures adopted by the Committee shall be distributed in writing to all members as soon as practicable. Matters which operating procedures may cover include the rotation of the Committee membership from place to place, the time and manner for renewal of membership subscription and the methods for banking and deploying the funds of the Society.

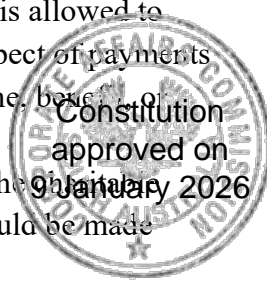
14) COMMON SEAL

- a) The Common Seal of the Society shall be a design approved by the Committee. It shall be kept by the Secretary who shall affix it to any deed or document only upon a resolution of the Committee in that behalf.
- b) The affixing of the Seal shall be countersigned by the Secretary and the President or, in the unavoidable absence of the President, the Secretary and the Treasurer.

15) CONTROL AND INVESTMENT OF SOCIETY'S FUNDS

- a) The committee has the management and control of the funds and other property of the association.
- b) In furtherance of the objects, the Society may invest any funds of the Society in any investment permitted by law or on deposit or current account with any trading or savings bank in New Zealand or Australia.
- c) All income, benefit, or advantage must be used to advance the charitable purposes of the Society. No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which would alter the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.



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- d) No member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.
 - e) Any payments made must be for goods or services that advance the purpose and must be reasonable and relative to payments that would be made between unrelated parties.
 - f) An annual financial statement must be prepared and submitted at the AGM, and a audit must be conducted by the auditor selected at the AGM.
 - g) Obligations under NZ and Australian society and tax law must be met. In New Zealand these are currently (and may be subject to change): (a) submission of an annual tax return to Inland Revenue; (b) submission of an annual financial statement to the Companies Office; (c) submission of any constitution/rule or office – holder changes to the Companies Office.
 - i) In Australia these are currently (and may be subject to change): (a) submission of an annual tax return to Australian Tax Office, or, (b) submission of notice to Australian Tax Office that a tax return is not required for that financial year.

16) WINDING UP

- a) The association may be wound up in the manner provided for in the Act. Winding up is normally by the passing of a special resolution by the members of the association and in accordance with the Act.

17) APPLICATION OF SURPLUS ASSETS

- a) In the event of a decision at any general meeting of SAHANZ that SAHANZ be wound up, and after the satisfaction of all its debts and liabilities, any funds, equipment and other assets of the Society shall be given to some other non-profit body or to some other charitable purpose in New Zealand or Australia in accordance with a resolution of the members at such a general meeting.
- b) Such organisation/(s) shall be identified and determined by resolution of members in a general meeting.