

CONSTITUTION

RULES OF THE SOCIETY OF ARCHITECTURAL HISTORIANS, AUSTRALIA AND NEW ZEALAND (“SAHANZ”)

1. NAME

1.1 The name of the Society shall be “The Society of Architectural Historians, Australia and New Zealand”.

2. INCORPORATION

2.1 The Society shall be incorporated in New Zealand pursuant to the Incorporated Societies Act 1908.

3. AIM

To provide standards of excellence in architectural history through the following means:

- 3.1 creating communication and meeting between people active in architectural history in Australia and New Zealand;
- 3.2 encouraging discussion, criticism and debate among all who are interested in the subject of architectural history;
- 3.3 holding regular conventions at regional and national venues for the above purposes;
- 3.4 issuing a scholarly journal;
- 3.5 encouraging student participation in its activities;
- 3.6 supporting the teaching of architectural history;
- 3.7 supporting the processes of conservation in relation to such matters as significant structures and sites, documents and archives.

4. MEMBERSHIP

4.1 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.

4.2 The categories of membership shall be:

- i) Ordinary
- ii) Student
- iii) Benefactor
- iv) Life Memberships
- v) Honorary Memberships

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.

4.3 Any body corporate may become a member, in the category Ordinary or Benefactor.

4.4 Every member shall have one vote at a General Meeting.

4.5 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.

4.6 Everyone who wishes to present at the annual SAHANZ conference must become a member of the Society for that membership year.

4.7 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.

5. TERMINATION OF MEMBERSHIP

5.1 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.

5.2 Any member may resign his/her membership by notice in writing or by verbal indication to the Society's Secretary, in which case he/she ceases to be a member at the date on the letter.

5.3 Membership terminates when members cease to be a financial member as at 30 June.

5.4 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.

5.5 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

6.1 In general, all Officers of a Society have a duty to:

- act in good faith and in the Society's best interests
- exercise their powers for a proper purpose
- act in accordance with the Society's rules and objects
- 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
- ensure that the Society does not incur an obligation that it cannot fulfil
- take reasonable care in exercising their duties
- ensure that they do not personally profit from their position of trust

Officers are indemnified for costs and liabilities that they incur through committing wrongful acts in good faith while properly serving the Society.

6.2 The Committee shall consist of four officers, being President, Secretary, Treasurer and Social Media Manager, and four others.

6.3 The Officers shall be elected from among the Ordinary 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.

6.4 An Office bearer or a Committee member will normally be expected to serve for two years from the date of election.

6.5 The Officers and Committee shall be elected at an Annual General Meeting.

6.6 The Officers and Committee shall accept both the votes of those present and postal votes duly presented at the meeting.

6.7 The Committee shall have power to co-opt up to two temporary additional members in order to fill a vacancy until the next election.

6.8 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

7.1 The Committee shall meet quarterly until decided otherwise. Four members of the Committee (including two office bearers) shall form a quorum. Meetings may be held by teleconference. At least one committee meeting per year the committee will meet in person.

7.2 The Annual General Meeting of the Society shall be held between 1 July and 20 December each year. 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.

7.3 A quorum at an Annual General Meeting shall be fifteen Ordinary members.

7.4 The regular business of the Annual General Meeting shall be:

- (i) to receive the annual report and finance statements of the Society;
- (ii) to confirm the names of those members eligible for Committee membership, and to elect the office bearers from amongst those eligible.

7.5 Special General Meetings may be called with twenty one day's notice, by the President and/or the Secretary, or at the written request of twenty members.

7.6 Twenty-five members in attendance shall form a quorum for a Special General Meeting.

7.7 No business shall be conducted other than for which the meeting was called and matters arising. At any meetings each member of the Society attending shall have speaking and voting rights. Votes are allocated as per the classes of membership.

8. PUBLICATIONS

8.1 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.

9. PARTNER ORGANISATIONS

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

10. ALTERATIONS TO THE RULES

10.1 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.

10.2 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 accord with the Rules and the aims of the Society.

11. OPERATING PROCEDURES

11.1 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. 11.2 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.

12. COMMON SEAL

12.1 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. 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.

13. CONTROL AND INVESTMENT OF SOCIETY'S FUNDS

13.1 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.

13.2 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.

13.3 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.

13.4 Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

13.5 An annual financial statement must be prepared and submitted at the AGM, and a biennial audit must be conducted.

13.6 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. 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.

14. WINDING UP

14.1 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. Members shall not participate in any surplus on winding up.

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