



**History Teachers' Association of
New South Wales Incorporated**

TM

Constitution

(Revised April 2025)

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1. DEFINITIONS

1.1 In this constitution

the Act refers to the *Associations Incorporation Act 2009*

HTANSW refers to the History Teachers' Association of New South Wales.

Association means the members of the History Teachers' Association of New South Wales.

ordinary member means a financial member of the Association who is not a Director of the Association.

person includes a corporation and an Association or society (whether or not incorporated)

Board is the elected committee of HTANSW, made up of Directors

Director is an elected member of the Board

Board meeting is a meeting of Directors, to be held a number of times during the year

Executive is the financial and management sub-committee of the Board

Annual General Meeting (AGM) is a meeting of all members of the Association, held annually

Extraordinary General Meeting (EGM) is a general meeting of all members of the Association other than an Annual General Meeting.

1.2 In this constitution:

1.2.1 a reference to a function includes a reference to a power, authority and duty, and

1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. OBJECTS

2.1 The History Teachers' Association of New South Wales seeks to promote the study and teaching of History and to provide professional support for those working in the area of History education. We will fulfill this purpose by:

- 2.1.1.1 identifying and serving the needs of our members to enable them to function optionally as professionals;
- 2.1.1.2 providing information, services and support to teachers and students of History;
- 2.1.1.3 actively representing teachers of History in all relevant forums;
- 2.1.1.4 promoting interest in History in schools and within the wider community.

3. MEMBERSHIP

3.1 Membership Application

3.1.1 A person may apply for membership of the Association by submitting a completed membership form and on payment of an annual membership fee, as determined by the Board.

3.1.2 The Board, on a two-thirds majority vote, may refuse admission to membership to any applicant.

3.1.3 Once an application is approved and fees paid, an applicant's name must be entered in the register of members and the applicant becomes a member of the Association.

3.2 Categories of Membership

3.2.1 The Board may establish different categories of membership of the Association and may determine to which category a member of the Association belongs.

3.2.2 Different categories of membership may pay different membership fees and have different membership privileges.

3.2.3 Institutional, publisher and other corporate members shall have the right to nominate one representative who shall possess the rights and privileges of ordinary members.

3.2.4 Student teacher members and students of secondary schools shall be eligible for student membership. Student members shall not be entitled to hold office in the Association or to vote at its meetings.

3.3 Annual Membership Fees

3.3.1 The amounts of all membership fees shall be fixed by the Board.

3.3.2 The annual membership fees shall be payable to HTANSW on the first day of January in each calendar year.

3.3.3 No member shall be eligible to vote or to hold office unless his or her annual dues are fully paid up at least one month (31 days) before the event at which they wish to exercise this privilege.

3.4 Cessation of Membership

3.4.1 A person ceases to be a member of the Association if the person:

- 3.4.1.1 being a natural person, dies, or
- 3.4.1.2 not being a natural person, is wound up or dissolved or, in the opinion of the committee, has ceased to exist, or
- 3.4.1.3 resigns membership, or
- 3.4.1.4 is expelled from the Association, or
- 3.4.1.5 on a case-by-case basis as voted on by a two-thirds majority of the Board.

3.5 Register of Members

3.5.1 The Association Secretary must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

3.6 Members' Liability

3.6.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the member in respect of the membership of the Association as required by Rule 2.3.2.

3.6.2 No ordinary member or Board member shall be liable for any claim whatsoever, monetary or otherwise in the event of any action against the Association. This includes claims by persons whether they be members or non-members.

3.7 Local Networks

3.7.1 HTANSW may choose to support local networks of History teachers formed to support and promote the teaching of History in their district.

3.7.2 Regardless of any financial support or advice provided, these networks will not be branches of HTANSW and HTANSW will not be responsible in any legal or financial sense for these networks.

3.7.3 Regardless of the name they may adopt, local networks are not entitled to represent themselves as acting for HTANSW or with general endorsement from HTANSW.

3.8 Delegation by the Board of Directors to committee

3.8.1 The Board of Directors may, by instrument in writing, delegate to one or more committees (consisting of such Directors as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

- 3.8.1.1 this power of delegation, and
- 3.8.1.2 a function that is a duty imposed on the Board by the Act or by any other law.

3.8.2 A function the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in

accordance with the terms of the delegation.

3.8.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

3.8.4 Despite any delegation under this clause, the Board of Directors may continue to exercise any function delegated.

3.8.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board of Directors.

3.8.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

3.8.7 A committee may meet and adjourn as it thinks proper.

4. THE BOARD OF DIRECTORS

4.1 Powers of the Board

4.1.1 The Board is the committee of management of the Association and - subject to the Associations Incorporation Act 1984, these rules and to any resolution passed by the Association in General Meeting - is to control and manage the affairs of the Association. The Board has power to perform all such acts as appear to be desirable for the proper management of the affairs of the Association, including the power to make by-laws.

4.2 Membership of the Board

4.2.1 The Board is to consist of:

4.2.1.1 the elected Directors of the Association, and

4.2.1.2 the Past President

4.2.2 The office-bearers of the Association, subject to clause 3.2.7, are to be:

4.2.2.1 the President;

4.2.2.2 up to 3 Vice-Presidents;

4.2.2.3 the Chair of the Finance Committee;

4.2.2.4 the Governance Officer; and

4.2.2.5 up to 15 Directors.

4.2.3 All Directors, except for the Past President, are to be elected at the Annual General Meeting.

4.2.4 A person nominated for President must have had at least five years teaching experience.

4.2.5 A person nominated for Treasurer must have had at least three years experience on the Board.

4.2.6 A person nominated for Vice-President must have at least five years teaching experience and 3

years experience as a Director of the Board.

4.2.7 The Board may vary the number and titles of Directors, providing that the maximum number on the Board does not exceed 22.

4.2.8 From time to time, the Board may enlist ordinary members to assist the Board. These co-opted members will not have voting rights on the Board.

4.2.9 The Board will determine the filling of casual vacancies on the Board.

4.2.10 A Board will hold office from the conclusion of one Annual General Meeting to the conclusion of the succeeding Annual General Meeting. The Board may elect to limit the length of service of Directors and/or Office Bearers. This will be determined on a two thirds majority vote by the Board on a case-by-case basis.

4.2.11 From time to time, the Board may delegate its work to sub-committees, including an Executive Committee (see 3.5)

4.3 Election of Board Members

4.3.1 Nominations of candidates for election as Directors

4.3.3.1 must be made in written or electronic form on the nomination form issued by the Board, signed by 2 members of the Association and accompanied by the written consent of the candidate and,

4.3.1.2 must be delivered in written or electronic form to the HTANSW office at least 7 days before the date fixed for the holding of the Annual General Meeting.

4.3.2 If insufficient nominations are received to fill all positions prior to the Annual General Meeting, a Board may call for further nominations once it takes office.

4.3.3 Where a nomination for a position is uncontested, with the approval of the Annual General Meeting the nominee may be declared elected.

4.3.4 Where a nomination for a position is contested, a ballot is to be held in a manner determined by the Board. Ordinarily, this should be a secret ballot. A vote in writing, including via email or digital form, may be used.

4.4 Meetings and Quorum

4.4.1 The Board must meet at least 4 times in each period of 12 months.

4.4.2 Oral or written notice of a meeting of the Board must be given by the President to each Director at least 48 hours before the time appointed for the holding of the meeting. Notice of a meeting must include an agenda.

4.4.3 A majority of Directors constitute a quorum for the transaction of the business of a meeting of the Board. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned until the next designated meeting.

4.4.4 At a meeting of the Board the President or, in the President's absence, any of the Vice-

Presidents or the Past President is to preside.

4.4.5 Board meetings can be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each Director a reasonable opportunity to participate.

4.4.5.1 Directors who participate at a committee meeting using such technology have the same rights as Directors who are present at the meeting, including voting rights.

4.5 Voting and Proxies at all Meetings

4.5.1 A member is entitled to one vote.

4.5.1.1 All decisions will be taken on a show of hands and be carried on a simple majority of those at the relevant meeting except for those dealt with in the following rule.

4.5.1.2 Where a resolution outside a meeting needs to be passed, voting may be conducted via email or other digital/electronic means.

4.5.2 Any decision to decline an application for membership, exclude a member or support a special resolution to alter the constitution must be carried by a two thirds majority of those at the relevant meeting.

4.5.3 The President will chair all meetings.

4.5.3.1 In the President's absence a Vice-President or Past President may chair a meeting.

4.5.3.2 Where a simple majority is required for a decision, discussion will be held until such time a majority can be achieved.

4.5.4 Any member is entitled to appoint another member as a proxy.

4.5.4.1 The chair of the meeting for which the proxy is to be exercised must receive notification in written or electronic form of the proxy 48 hours before the meeting is to take place. (See Appendix 1)

4.5.5 No member may hold more than five proxies.

4.5.6 Proxy votes may not be counted towards a meeting quorum.

4.5.7 Where a ballot needs to be held at an Annual General Meeting (AGM) for a Board position, it should be a secret ballot.

4.6 Postal and electronic ballots

4.6.1 The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under sub-clause 7.1.7).

4.6.2 A postal or electronic ballot is to be conducted in accordance with regulations and procedures as determined by the Board.

4.7 The Executive Committee

4.7.1 From time to time the Board may convene an Executive Committee for the purpose of:

4.7.1.1 Developing policy ideas and recommendations for Board approval.

4.7.1.2 Overseeing finance and management, including employment matters.

4.7.2 This Executive Committee will consist of:

4.7.2.1 the President,

4.7.2.2 the Treasurer,

4.7.2.3 the Past President,

4.7.2.4 any of the Vice Presidents and,

4.7.2.5 either on a temporary or permanent basis, other Directors as approved by the Board.

4.8 Responsibilities of the Board of Directors

4.8.1 Each Director is to be aware of their individual responsibilities and liabilities at law for the management of the Association.

4.8.2 Each Director is to participate in the full range of Board and Association activities.

4.8.3 Each Director is to enhance the image and promote the activities of the Association.

4.8.4 Each Director is to preserve the confidentiality and integrity of Board information and/or material.

5. ANNUAL GENERAL MEETING (AGM)

5.1 Business of the Annual General Meeting (AGM)

5.1.1 At least once in each calendar year and within the period of 6 months after the expiration of each financial year, the Association must convene an Annual General Meeting of its members.

5.1.1.1 an Annual General Meeting can be held at 2 or more venues using any technology the Board approves.

5.1.1.2 Whatever technology is used, it must give each member a reasonable opportunity to participate.

5.1.1.3 members who participate at an AGM using such technology have the same rights as members who are present at the meeting, including voting rights.

5.1.2 The business of an Annual General Meeting is to include the following:

5.1.2.1 to confirm the minutes of the last preceding Annual General Meeting;

5.1.2.2 to receive from the Board reports on the activities of the preceding year;

5.1.2.3 to elect office-bearers and Directors of the Association;

5.1.2.4 to receive and consider the audited annual accounts;

5.1.3 Ten (10) ordinary members shall constitute a quorum at an Annual General Meeting.

5.1.4 A resolution put to a vote at a general meeting being held using technology can be decided by the Chair.

5.2 Members' Notification and Nominations for the HTANSW Board

5.2.1 At least 21 days notice of the holding of the Annual General Meeting shall be given in writing or electronic form to each member of the Association.

5.2.2 This notice shall specify

5.2.2.1 the place,

5.2.2.2 the date,

5.2.2.3 the time of the opening of the Annual General Meeting and

5.2.2.4 the nature of the business to be transacted.

5.2.3 Notice of the Annual General Meeting will be accompanied by a nomination form in written or electronic form for Board positions.

5.2.4 Members' nominations shall be returned to the HTANSW office in written or electronic form not less than 7 days before the date fixed for the Annual General Meeting.

6. EXTRAORDINARY GENERAL MEETING (EGM)

6.1 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association.

6.2 The Board must, on the requisition in written or electronic form of at least 5 per cent of the total number of members, convene an Extraordinary General Meeting of the Association.

6.3 All members must receive 21 days written or electronic notice of an Extraordinary General Meeting.

6.4 This notice shall specify:

6.4.1 the place,

6.4.2 the date,

6.4.3 the time of the opening of the Extraordinary General Meeting, and,

6.4.4 the nature of the business to be transacted.

6.5 An Annual General Meeting can be held at 2 or more venues using any technology the Board approves.

6.5.1 Whatever technology is used, it must give each member a reasonable opportunity to participate.

6.5.2 members who participate at an AGM using such technology have the same rights as members who are present at the meeting, including voting rights.

6.6 Ten (10) ordinary members shall constitute a quorum at an Extraordinary General Meeting. If within half an hour after the appointed time for the commencement of an Extraordinary General Meeting a quorum is not present, the meeting:

5.5.1 if convened on the requisition of members, is to be dissolved; and

5.5.2 in any other case may be reconvened by the Board at a later date.

6.7 An Extraordinary General Meeting is to be presided over by the President or delegate.

6.8 Only questions that all members have had notification of may be decided at an Extraordinary General Meeting.

6.9 A resolution put to a vote at an EGM being held using technology can be decided using a suitable method that the Board determines

7. FINANCIAL MANAGEMENT

7.1 The elected Chair of the Finance Committee, the Executive Officer, Administration or the Executive Officer, Projects is to be the Public Officer of the Association, as designated by the Board at a normal meeting.

7.2 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, sale of publications, donations and such other sources as the Board determines.

7.3 All money received by the Association must be deposited as soon as practicable to the credit of the Association's bank account.

7.4 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

7.5 Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

7.6 All bank transactions, including the drawing of cheques, must be authorised by two Directors or employees who have been given that authority by the Board. This does not preclude employees or Directors being able to conduct HTA business using a credit or charge card, for a purpose and with a credit limit approved by the Board.

7.7 As a non-profit body, the assets and income of the Association shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to its members except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.

7.8 An Association is prohibited from providing pecuniary gain for any of its members.

7.9 The Public Officer will report annually to the NSW Office of Fair Trading as per the requirements of the legislation.

8. MISCELLANEOUS

8.1 Dispute Resolution & Disciplining of Members

8.1.1 The following rules and procedures apply to ordinary members, office holders and Directors and to disputes between members and between members and the Association.

8.1.2 In the first instance, any dispute should be notified to the President, who will attempt mediation.

8.1.2.1 A second step will involve intervention by a senior Board sub-committee made up of the President, Past President, Chair of the Finance Committee and a Vice-President, any one of whom may be asked to step aside from the committee at the request of any of the parties involved in the dispute.

8.1.3 Where mediation fails, parties involved in a dispute will be asked to put their case to a full meeting of the Board, which will adjudicate on the issue.

8.1.3.1 A failure by either party to accept the Board's adjudication may necessitate disciplinary procedures (rules 8.1.4 – 8.17)

8.1.4 Disciplinary procedures may be necessary where it becomes evident that a member:

8.1.4.1 has persistently refused or neglected to comply with a provision or provisions of these rules, or

8.1.4.2 has persistently and willfully acted in a manner prejudicial to the interests of the Association, or

8.1.4.3 has rejected all reasonable attempts to resolve a dispute.

8.1.5 The Board must cause notice of the complaint to be served on the member concerned and must give the member at least 14 days within which to make submissions to the Board in connection with the complaint.

8.1.6 The Board may then proceed to expel or suspend the member from the Board and/or the Association, a decision that must be carried by a two-thirds majority of the Board.

8.1.7 An expelled or suspended member must be notified of this decision within 7 days and

8.1.7.1 be given a further 7 days to lodge an appeal.

8.1.7.2 This appeal will be considered at the next Board meeting.

8.1.7.3 If the appeal is rejected, the expulsion or suspension will take effect.

8.2 Audit

8.2.1 A properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Act.

8.3 Insurance

8.3.1 The Association may effect and maintain insurance.

8.4 Custody of books

8.4.1 The Association's records etc. must be kept in NSW at the main premises of the Association in the custody of the public officer, or a member of the Association as the committee determines.

8.4.1.1 If the Association does not have any premises, the Association's records etc. must be kept at the Association's official address in the public officer's custody.

8.5 Inspection of books

8.5.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- 8.5.1.1 records, books and other financial documents of the Association,
- 8.5.1.2 this constitution,
- 8.5.1.3 minutes of all committee meetings and General Meetings of the Association.

8.5.2 A member of the Association may obtain a copy of any of the documents referred to in sub-clause 7.7.1 on payment of a fee of not more than \$1 for each page copied.

8.5.3 The committee may refuse to allow a member to inspect or obtain copies of records such as

- 8.5.3.1 employment records, and,
- 8.5.3.2 in relation to personal, employment, commercial or legal matters, or,
- 8.5.3.3 where to do so may be prejudicial to the interests of the Association.

8.6 Amendment of the Constitution

8.6.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

8.6.2 Should the Board decide that the proposed amendment to the Constitution be submitted to the Association, all members will receive written notification of the proposal and a vote thereon shall be taken at an Extraordinary General Meeting (EGM) or at the ensuing Annual General Meeting. (AGM)

8.7 Financial Year

8.8 Service of notices

8.8.1 For the purpose of this constitution, a notice may be served on or given to a person:

- 8.8.1.1 by delivering it to the person personally, or
- 8.8.1.2 by sending it by pre-paid post to the address of the person, or
- 8.8.1.3 by sending it by email or facsimile transmission to an address specified by the person for giving or serving the notice.

8.8.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved to have been given or served:

8.8.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and

8.8.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

8.8.2.3 in the case of a notice sent by email or facsimile transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

8.9 Dissolution

8.9.1 The Association may be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up or dissolved at an Extraordinary General Meeting of the Association called for this purpose.

8.9.2 A special resolution requires that:

8.9.2.1 not less than two-thirds of the members attending the meeting, being entitled so to do, vote in person at an Extraordinary General Meeting;

8.9.2.2 of which not less than twenty-one (21) days written notice, specifying intention to propose the resolution, as a special resolution, is given in accordance with the rules.

8.9.3 If upon winding up or dissolution of the Association after the satisfaction of all its debts and liabilities,

8.9.3.1 any monies or property whatsoever remaining shall NOT be paid or distributed among the registered members but shall be given or transferred to some other body or Association having objectives similar to those of the Association, or,

8.9.3.2 shall be paid to the credit of a selected charitable institution, determined by a two-thirds majority of the registered members of the Association and subject to the provisions of the Act.

APPENDIX 1.

APPOINTMENT OF PROXY

I,of.....
(full name) (address)

being a member of History Teachers Association of New South Wales Incorporated hereby

appoint..... of.....
(full name of proxy) (address)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the Annual General Meeting / Extraordinary General Meeting of the Association to be held on theday ofof 20....., and at any adjournment of that meeting.

.
* My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details).

* To be inserted if desired.

.....
Signature of member appointing proxy

Date NOTE: A

proxy vote may not be given to a person who is not a member of the Association.