

CONSTITUTION OF
THE HISTORY TEACHERS' ASSOCIATION AUSTRALIA, Ltd



The History Teachers' Association Australia, Ltd

Australian Company Number
651 754 255

A public company limited by guarantee

As Amended 6 May 2026

**The History Teachers' Association Australia is the peak body
for promoting the teaching and learning of History
in Australian schools.**

CONSTITUTION OF THE HISTORY TEACHERS' ASSOCIATION AUSTRALIA, Ltd

A Company limited by guarantee is a specialised form of public Company designed for non-profit organisations. In Australia companies limited by guarantee are subject to the *Corporations Act 2001(Cth)*, the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* and administered to by the Australian Securities and Investments Commission (ASIC). Like incorporated associations, this legal structure designates an organisation as a separate legal entity. A Company limited by guarantee can be sued, legally lease a property, enter into contracts or hold assets in its name.

The term Company limited by guarantee refers to what occurs in the winding up of this type of Company. The Members of a Company limited by guarantee must specify the amount they are willing to contribute to the property of the Company on its winding up and this will determine or limit the liability of the Company's Members.

One of the key advantages of this legal form is that it allows the organisation to operate nationwide. The strict legal requirements of this structure might also provide potential donors, clients and business partners with confidence that the organisation is run according to stringent principles and acknowledged standards. Indeed, some types of organisations are required to have this structure by law. This legal structure is not one that should be entered into lightly however, as its legal and administrative obligations are significant and may be too much of a burden to an organisation with limited resources.

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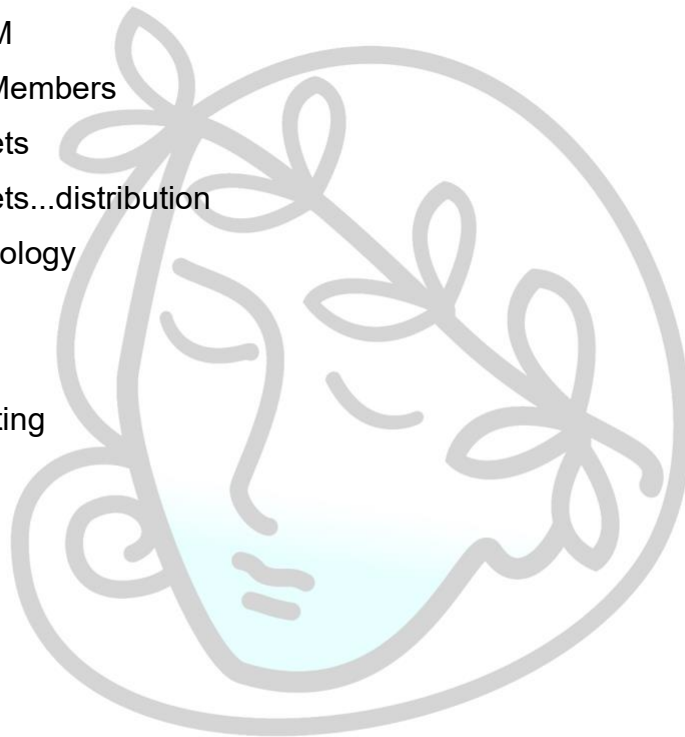
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1. Definitions and interpretation

1.1 Definitions

1.1.1 In this constitution:

ACNC Act means *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Act means the *Corporations Act 2001* (Cth)

Administration Officer (AO) means the volunteer Officer appointed by the Company to co-ordinate the activities of the *HTAA Ltd*

AGM means the annual meeting of the Members for audit and election purposes

Board means the governing body of *HTAA Ltd* made up of the Directors

Board Meeting means a meeting of all Directors

Chief Executive Officer (CEO) means the contracted Officer employed by the Company to co-ordinate the activities of the *HTAA Ltd*

Company means *History Teachers' Association Australia Limited*, ACN 651 754 255

Corporations Act means the *Corporations Act 2001* (Cth)

Director means a person nominated by a Member and elected to act on their behalf at Board Meetings

Executive Committee means the elected financial and management sub-committee of the Board

General Meeting (GM) means a meeting of all Members other than an Annual General Meeting (AGM)

HTAA Ltd is the official acronym for the *History Teachers' Association Australia Limited*

Individual means under the *Corporations Act 2001* (Cth), *HTAA Ltd* has the right to "own and dispose of property and other assets, enter into contracts, sue and be sued"

Member means a State or Territory History Teachers' Association entitled to nominate two Directors to be elected to act on their behalf at Board meetings

Officer means a Director or other acting on behalf of the Company

Surplus assets mean any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up

1.1.2 In this constitution:

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- 1.1.2.1 reference to a function includes a reference to a power, authority and duty;
- 1.1.2.2 reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- 1.1.2.3 attendance at meetings includes participation by a range of digital and telecommunication media.

1.2 Reading this constitution with the *Corporations Act*

- 1.2.1 The replaceable rules set out in the *Corporations Act* do not apply to the Company.
- 1.2.2 The *ACNC Act* and the *Corporations Act* override any clauses in this Constitution which are inconsistent with those Acts.
- 1.2.3 A word or expression that is defined in the *Corporations Act 2001* (Cth), or used in that Act and covering the same subject, has the same meaning as in this Constitution.

1.3 Interpretation

- 1.3.1 In this constitution:
 - 1.3.1.1 the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
 - 1.3.1.2 reference to an *Act* includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that *Act* (such as regulations).

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2. The Company

2.1 Name

- 2.1 The name of the Company is *History Teachers' Association Australia*.
 - 2.1.1. *History Teachers' Association Australia Limited* is the recognised trading name of the Company.
 - 2.1.2 *HTAA Ltd* is the recognised contraction for the name of the Company.

2.2. Type of Company

The Company is a not-for-profit public company limited by guarantee.

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2.3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 2.4.

2.4 The guarantee

2.4.1 Each Member must contribute an amount not more than \$100 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution. is required to pay for the:

2.4.2.1 debts and liabilities of the Company incurred before the Member stopped being a Member,

2.4.2.2 costs of winding up.

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3. Object and Powers

3.1 Object

The Company's object is to pursue the following purpose(s):

3.1.1 to engender in students a love of History and an appreciation of its value in helping them understand their individual identity within their local, national and global communities,

3.1.2 to support and promote the effective teaching and learning of History through the provision of resources for continuing Professional Learning for teachers,

3.1.3 to promote collaboration between students, teachers, historians, cultural institutions and the wider community,

3.1.4 to actively represent the interests of History education and of History teachers in the delivery of the History curriculum in Australian schools.

3.2 Powers

3.2.1 Subject to clause 3.3, the Company has the following powers, which may **only** be used to carry out its purpose(s):

3.2.1.1 the powers of an individual,

3.2.1.2 all the powers of a Company limited by guarantee under the *Corporations Act 2001* (Cth),

3.2.1.3 power to subscribe to, become a member of, and to cooperate with any

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other association, club or organisation, whether incorporated or not, whose Objects are altogether or in part similar to those of the *HTAA Ltd*, provided that the *HTAA Ltd* **shall not** subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the *HTAA Ltd* under, or by virtue of, clause 3.3;

3.2.1.4 power to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the *HTAA Ltd*; to obtain from any such government or authority any rights, privileges and concessions which the *HTAA Ltd* may think it desirable to obtain, and to carry out, exercise and comply with any arrangements, rights, privileges and concessions;

3.2.1.5 power to appoint, employ, remove or suspend officers, managers, clerks, secretaries, servants or other persons as may be necessary or convenient for the purpose of the furtherance of its Objects;

3.2.1.6 power to remunerate any person or body corporate for services rendered, or to be rendered, in the furtherance of its Objects;

3.2.1.7 power to invest and deal with the money of the *HTAA Ltd* not immediately required, in such a manner as may from time to time be thought fit in the furtherance of its Objects;

3.2.1.8 power to lend and advance money or give credit to any person or body corporate in the furtherance of its Objects,

3.2.1.9 power to take steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the *HTAA Ltd*, in the shape of donations, annual subscriptions or otherwise;

3.2.1.10 power to print and publish any materials that the *HTAA Ltd* may think desirable for the furtherance of its Objects;

3.2.1.11 power to do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the *HTAA Ltd*.

3.3 Not-for-profit

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3.3.1 The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in clauses 3.3.2 and 20.

3.3.2 Clause 3.3.1 does not stop the Company from doing the following things, provided they are done in good faith:

3.3.2.1 paying a Director or Member for goods or services they have provided, or expenses they have properly incurred, at fair and reasonable rates, or rates more favourable to the Company;

3.3.2.2 making a payment to a Director or Member for a service in carrying out the Company's purpose(s).

3.4 Amending the Constitution

3.4.1 Subject to clause 3.4.2, the Members may amend or rescind this Constitution by passing a Special Resolution carried by a 75% majority of Members at any General Meeting (GM) and subsequently submitted to relevant statutory bodies.

3.4.1.1 Four (4) weeks' notice of such Special Resolution must be given to the Members.

3.4.1.2 Where minor constitutional amendments cannot be decided upon by GM because of lack of notice, such changes shall be put to the Executive Committees of each Member for ratification:

3.4.1.2.1 each Member shall cast one vote;

3.4.1.2.2 a 75% majority of Members is required for such amendments to be passed.

3.4.2 The Members must **not** pass a special resolution that amends this Constitution if passing it causes the Company to no longer be **NOT FOR PROFIT**.

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4. Members

4.1 Membership and register of Members

4.1.1 The Members of the Company are:

4.1.1.1 the initial Members,

4.1.1.2 any other person that the Directors allow to be a Member, in accordance with this Constitution.

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4.1.2 The Company must establish and maintain a register of Members.

4.1.3 The register of Members must be kept by the Honorary Secretary and must contain for each current Member:

4.1.3.1 name,

4.1.3.2 address,

4.1.3.3 any alternative address nominated by the Member for the service of notices,

4.1.2.4 date the Member was entered on to the register.

4.1.4 For each Member who stopped being a Member in the last seven (7) years:

4.1.4.1 name,

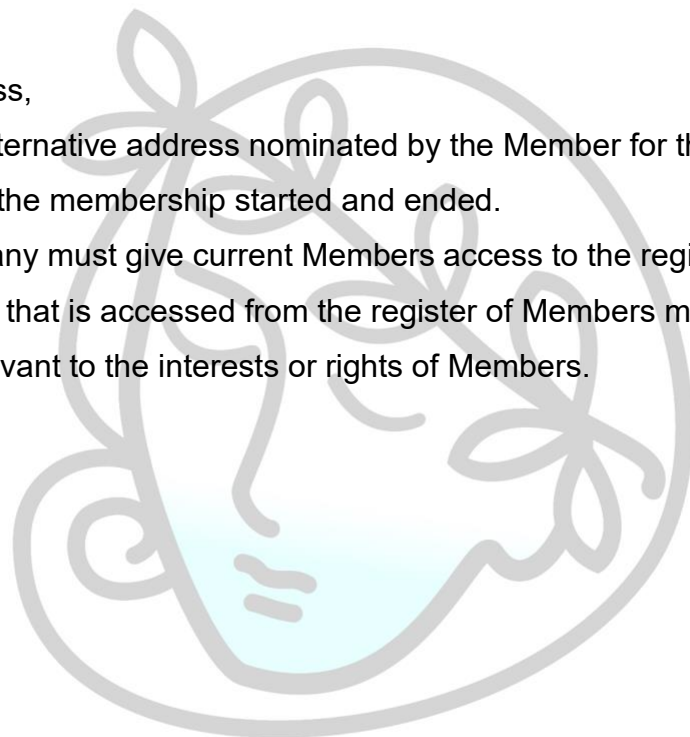
4.1.4.2 address,

4.1.4.3 any alternative address nominated by the Member for the service of notices,

4.1.4.4 dates the membership started and ended.

4.1.5 The Company must give current Members access to the register of Members.

4.1.6 Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members.



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4.2 Members

4.2.1 The *HTAA Ltd* is formed by the affiliation of the History Teachers' Associations (HTAs) of the Australian States and Territories.

4.2.1.1 Such associations are to be known as the Members.

4.2.2 An association that supports the purposes of the Company is eligible to apply to be a Member of the Company under clause 4.3.

4.2.2.1 In this clause, 'Association' means a State or Territory History Teachers' Association or incorporated body.

4.2.3 Each State or Territory shall be represented by only **one** Member.

4.2.4 *HTAA Ltd* may levy an annual fee for membership, the basis of which is to be decided by the Board of *HTAA Ltd*.

4.2.4.1 This sum is to be reviewed by the Board when requested by a Member.

4.3 Membership Application

4.3.1 An Association (as defined in clause 4.2) may apply to become a Member of the Company by writing to the Honorary Secretary stating that they:

4.3.1.1 want to become a Member,

4.3.1.2 support the purpose(s) of the Company,

4.3.1.3 agree to comply with the Company's Constitution, including paying the guarantee under clause 2.4 if required.

4.4 Membership Approval

4.4.1 Directors must consider an application for membership within a reasonable time after the Honorary Secretary receives the application.

4.4.2 If the Directors approve an application, the Honorary Secretary must as soon as possible:

4.4.2.1 enter the new Member on the register of Members;

4.4.2.2 write to the applicant to tell them that their application has been approved, and the date that their membership started (see clause 4.5);

4.4.3 If Directors reject an application, the Honorary Secretary must write to the applicant as soon as possible to advise that their application has been unsuccessful.

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4.4.3.1 The advice does not have to state reasons.

4.4.4 Directors may approve an application even if the application does not state the matters listed in clause 4.3. In that case, by applying to be a Member, the applicant agrees to those three matters.

4.5 Membership

4.5.1 Other than initial Members, an applicant will become a Member when they are entered on the register of Members.

4.6 Membership cancellation

4.6.1 An Association immediately stops being a Member if they:

4.6.1.1 dissolve;

4.6.1.2 are wound up or otherwise dissolved or deregistered (for an incorporated Member);

4.6.1.3 resign membership by writing to the Honorary Secretary;

4.6.1.4 are expelled under clause 5.2;

4.6.1.5 have not paid their membership fee (when applicable) for a period of two successive years;

4.6.1.6 have not responded within three months to a written request from the Honorary Secretary that they confirm in writing that they want to remain a Member.

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4.7. National Conference

4.7.1 A National Conference of the HTAA will be held as determined by the Board.

4.7.2 An affiliate which is being asked to host a National Conference shall be given in excess of one year's notice by the Board.

4.7.3 The State or Territory Member in which the National Conference is to be held shall act as organiser and host, shall finance the Conference and receive or bear any profits or losses.

4.7.3.1 Support may be available for that Member from *HTAA Ltd* as a result of a Board decision.

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5. General Meeting of Members

5.1 General Meetings

5.1.1 Directors must call a General Meeting (GM) of Members, if Members with at least 25% of the votes that may be cast at a GM, make a **written** request to the Company that a GM be held.

5.1.2 Directors **must**, within 21 days of the Members' request,

5.1.2.1 give all Members notice of a GM;

5.1.2.2 hold the GM within 2 months of the Members' request.

5.1.3 The percentage of Member votes in clause 5.1.1 is to be worked out as at the midnight before the Members requested the meeting.

5.1.4 The Members who make the request for a GM must:

5.1.4.1 state in the request any resolution to be proposed at the meeting;

5.1.4.2 sign the request;

5.1.4.3 give the request to the Company.

5.1.5 If the Directors do not call the GM within 21 days of being requested under clause 5.1.1, 50% or more of the Members who made the request may call and arrange to hold a GM.

5.1.6 To call and hold a GM under clause 5.1.5 the Members must:

5.1.6.1 as far as possible, follow the procedures for a GM as set out in this Constitution;

5.1.6.2 call the meeting using the list of Members on the Company's Member register, which the Company must provide to the Members making the request, at no cost;

5.1.6.3 hold the GM within three months after the request was given to the Company.

5.1.7 The Company must pay the Members who request the GM any reasonable expenses they incur because the Directors did not call and hold the GM.

5.1.8 GMs of the *HTAA Ltd* may be called by the Honorary Secretary with the majority agreement of the Board. Members shall have 21 days' notice of any such meeting.

5.1.8.1 The manner by which such notices shall be given shall be determined

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by the Executive Committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection or termination of their membership by the Executive Committee shall be given in writing.

5.2 General Meetings (AGM/EGM)

5.2.1 A General Meeting, called the Annual General Meeting (AGM), must be held:

5.2.1.1 within 18 months after registration of the Company,

5.2.1.2 after the first AGM, **at least once** in every calendar year.

5.2.2 Even if these items are not set out in the notice of meeting, the business of an AGM must include:

5.2.2.1 a written review of the Company's activities,

5.2.2.2 a written review of the Company's finances, including a Balance Sheet and Profit and Loss Statement for the previous financial year,

5.2.2.3 an auditor's report,

5.2.2.4 acknowledgement of Directors and Executive Committee,

5.2.2.5 appointment and payment of auditors,

5.2.2.6 written Member and other activity reports,

5.2.2.7 other business of the *HTAA Ltd*.

5.2.3 Before, 14 days if possible, and at the AGM, the Board must provide information to the Members on the Company's activities and finances during the period since the previous AGM.

5.2.4 The Chairperson of the AGM must give Members, as a whole, a reasonable opportunity, at the meeting, to ask questions or make comments about the management of the Company.

5.2.5 Written reports for the AGM and all GMs shall be sent to the Honorary Secretary or other delegated person at least 14 days prior to any meeting.

5.2.6 Notice of a GM shall clearly state the nature of the business to be discussed thereat.

5.2.7 When necessary, the Honorary Secretary shall call an Extraordinary

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General Meeting (EGM) to deal with unexpected, imminent and/or urgent issues or actions.

5.2.7.1 Notice of an EGM shall clearly state the nature of the business to be discussed thereat.

5.3 Notice

5.3.1 Notice of a GM must be given to:

5.3.1.1 each Member entitled to vote at the meeting,

5.3.1.2 each Director,

5.3.1.3 the auditor.

5.3.2 Notice of a GM must be provided to Members in writing **at least** 21 days before the meeting.

5.3.3 Subject to clause 5.3.2, notice of a GM may be provided less than 21 days before the meeting if:

5.3.3.1 for an AGM, all the Members entitled to attend and vote at the AGM agree beforehand;

5.3.3.2 for any other GM, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

5.3.4 Notice of a GM **cannot** be provided less than 21 days before the meeting if a resolution will be moved to:

5.3.4.1 remove a Member or Director,

5.3.4.2 appoint a Director to replace a Director who was removed previously,

5.3.4.3 remove an auditor.

5.3.5 Notice of a GM must include:

5.3.5.1 the place, date and time for the meeting,

5.3.5.2 the general nature of the meeting's business,

5.3.5.3 if applicable, that a special resolution is to be proposed and the words of the proposed resolution,

5.3.5.4 a statement that Members have the right to appoint proxies.

5.3.5.4.1 If a Member appoints a proxy, the proxy form must be delivered to the Company at its registered address or the address (including an electronic

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address) specified in the notice of the meeting at least 48 hours before the GM.

5.3.5.5 if the GM is to be held in two or more places, the technology that will be used to facilitate this.

5.3.6 If a GM is adjourned or postponed for one month or more, the Members must be given new notice of the resumed meeting.

5.4 Quorum

5.4.1 For a GM to be held, at least eight (8) Directors representing at least four (4) Members, a quorum, must be present in person, by proxy or by representative for the whole meeting.

5.4.2 When determining whether a quorum is present, a Director may only be counted once

5.4.3 No business may be conducted at a GM if a quorum is not present.

5.4.4 If there is no quorum present within 30 minutes after the starting time stated in the notice of a GM, the GM is adjourned to a date, time and place that the Chairperson specifies.

5.4.5 If the Chairperson does not specify one or more of those things, the GM is adjourned to:

5.4.5.1 if the date is not specified – the same day in the next week;

5.4.5.2 if the time is not specified – the same time;

5.4.5.3 if the place is not specified – the same place.

5.4.6 If no quorum is present at the resumed GM within 30 minutes after the starting time set for that meeting, the GM is cancelled.

5.5 Auditor's right to attend meetings

5.5.1 The auditor is entitled to attend any GM and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

5.5.2 The Company must give the auditor any communications relating to the GM that a Member of the Company is entitled to receive.

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5.6 Representatives of Members

5.6.1 Each Member may nominate two candidates to be elected as Directors to act on its behalf at meetings of the Board.

5.6.1.1 No candidate may be a paid employee of a Member.

5.6.2 The nomination by a Member of a candidate to be elected to act on its behalf at meetings of the Board, must:

5.6.2.1 be in writing;

5.6.2.2 include the name of the proposed candidate;

5.6.2.3 be signed on behalf of the Member;

5.6.2.4 be given to the Company before the meeting starts.

5.7 Using technology to hold meetings

5.7.1 The Company may hold a GM at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.

5.7.2 Anyone using this technology is taken to be present in person at the GM.

5.8 Chairperson for General Meetings

5.8.1 The elected Board President is entitled to chair a GM.

5.8.2 The Members present and entitled to vote at a GM may choose a Director to be the Chairperson for that GM if:

5.8.2.1 the Board President is not present within 30 minutes after the starting time set for the GM;

5.8.2.2 the elected Chairperson is present but says they do not wish to act as Chairperson of the GM;

5.8.2.3 there is no elected Chairperson

5.9 Role of the Chairperson

5.9.1 The Chairperson is responsible for the conduct of the GM.

5.9.2 The Chairperson must give Members a reasonable opportunity to make comments and ask questions, including of the auditor.

5.9.3 The Chairperson **does not** have a casting vote.

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5.9.4 The record of every GM shall be approved by the Chairperson of that meeting within 28 days of the meeting.

5.10 Adjournment of GMs

5.10.1 If a quorum is present, a GM must be adjourned if a majority of members present direct the Chairperson to adjourn it.

5.10.2 Only unfinished business may be dealt with at a GM resumed after an adjournment.

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6. Voting at General Meetings

6.1 Voting rights

6.1.1 Each Member has two votes, one vote per Director.

6.2 Challenge to a Member's right to vote

6.2.1 At a GM, a Member, or the Chairperson, may challenge a person's right to vote at that meeting.

6.2.2 If a challenge is made under clause 6.2.1, the Chairperson must decide whether or not the person may vote.

6.2.3 The Chairperson's decision is final.

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6.3 Voting

6.3.1 Voting must be conducted and decided by:

6.3.1.1 a show of hands,

6.3.1.2 a vote in writing,

6.3.1.3 another method chosen by the Chairperson that is fair and reasonable in the circumstances.

6.3.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

6.3.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.

6.3.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

6.4 Voting in writing

6.4.1 A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:

6.4.1.1 at least five (5) Directors present and entitled to vote,

6.4.1.2 the Chairperson.

6.4.2 A vote in writing must be taken when and how the Chairperson directs, unless clause 6.4.3 applies.

6.4.3 A vote in writing must be held immediately if demanded under clause 6.4.1:

6.4.3.1 for the election of a Chairperson under clause 6.8,

6.4.3.2 to decide whether to adjourn the meeting.

6.4.4 A demand for a vote in writing may be withdrawn.

6.5 Appointment of proxy

6.5.1 A Member may appoint a proxy to attend and vote at a GM on their behalf.

6.5.2 A proxy appointed to attend and vote for a Member has the same rights as the Member to:

6.5.2.1 speak at the meeting,

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6.5.2.2 vote in a vote in writing, to the extent allowed by the appointment,

6.5.2.3 demand a vote in writing under clause 6.4.

6.5.3 An appointment of proxy (Proxy Form) must be signed by the Member appointing the proxy and must contain:

6.5.3.1 the Member's name and address,

6.5.3.2 the Company's name,

6.5.3.3 the proxy's name or the name of the office held by the proxy,

6.5.3.4 the meeting(s) at which the appointment may be used.

6.5.4 A proxy appointment may be standing (ongoing).

6.5.5 Proxy forms must be received by the Company at the address stated in the notice under clause 6.3.5 or at the Company's registered address at least 48 hours before a meeting.

6.5.6 A proxy does not have the authority to speak and vote for a Member at a GM while the Member is at the GM.

6.5.7 Unless the Company receives written notice before the start or resumption of a GM at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:

6.5.7.1 revokes the proxy's appointment;

6.5.7.2 revokes the authority of a representative or agent who appointed the proxy.

6.5.8 A proxy appointment may specify the way the proxy must vote on a particular resolution(s).

6.6 Voting by proxy

6.6.1 When a vote in writing is held, a proxy:

6.6.1.1 does not need to vote, unless the proxy appointment specifies the way they must vote;

6.6.1.2 must vote the way specified on the proxy form;

6.6.1.3 if the Director, holds more than one proxy, they may cast the votes held in different ways.

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7. Directors

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7.1 Election of Directors

- 7.1.1 The initial Directors are the people who agreed to act as Directors and who were named as proposed Directors in the application for registration of the Company.
- 7.1.2 Apart from the initial Directors and Directors appointed under clause 7.2, the Members may appoint a Director by a resolution passed in a GM.
- 7.1.3 A person is eligible for election as a Director of the Company if:
- 7.1.3.1 they have been nominated by a Member of the Company (under clause 5.6);
 - 7.1.3.2 they give the Company their signed consent to act as a Director of the Company;
 - 7.1.3.3 they are **not ineligible** to be a Director under the *Act* or the *ACNC Act*.
- 7.1.4 The Board may elect a person as a Director to fill a casual vacancy or as an additional Director if that person:
- 7.1.4.1 represents a Member of the Company;
 - 7.1.4.2 gives the Company their signed consent to act as a Director of the Company;
 - 7.1.4.3 is **not ineligible** to be a Director under the *Act* or the *ACNC Act*.
- 7.1.5 If the number of Directors is reduced to fewer than eight (8), or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to eight (8) (or higher if required for a quorum) or calling a GM, but for no other purpose.

7.2 Election of a Chairperson

- 7.2.1 The Board must elect a Director as the Company's elected President / Chairperson.

7.3 Term of Office

- 7.3.1 At each AGM:
- 7.3.1.1 A Director appointed by the Directors to fill a casual vacancy or as an additional Director **must** retire.
 - 7.3.1.2 A Director who has served three (3) years **must** retire.
- 7.3.2 A Director who retires under 7.3.1 may nominate for election or re-election, subject to clause 7.4.

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7.3.3 Other than a Director appointed under clause 7.1.2, a Director's term of office starts at the end of the AGM at which they are elected and ends at the end of the AGM at which they retire.

7.4 A Director stops being a Director

7.4.1 A Director stops being a Director when:

- 7.4.1.1 they give written notice of resignation as Director;
- 7.4.1.2 they die;
- 7.4.1.3 they are removed as a Director by a resolution of the Members;
- 7.4.1.4 they stop being a representative of a Member of the Company;
- 7.4.1.5 the Member they represent stops being a Member of the Company;
- 7.4.1.6 the Member they represent notifies the Company that the Director is no longer their representative;
- 7.4.1.7 they are absent for three consecutive GMs without approval from the Board;
- 7.4.1.8 they become ineligible to be a Director of the Company under the *Corporations Act* or the *ACNC Act*.

7.5 Casual vacancies

7.5.1 In the event of a casual vacancy occurring on the Board, the Directors will call for nominations from the appropriate Member to fill the vacancy until the conclusion of the next AGM following the date of the appointment.

7.5.3 A casual vacancy on the Board occurs if a Director:

- 7.5.3.1 dies;
- 7.5.3.2 ceases to be a member of the nominating Member;
- 7.5.3.3 resigns office by notice in writing given to the secretary;
- 7.5.3.4 is removed from office under clause 7.4.1.3;
- 7.5.3.5 becomes mentally incapacitated;
- 7.5.3.6 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
- 7.5.3.7 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth)

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7.5.4 The Board may continue to act despite any vacancy in Directors.

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8. Powers of Directors

8.1 Powers of Directors

8.1.1 Directors are responsible for managing and directing the activities of the Company to achieve the purpose set out in clause 3.1.

8.1.2 Directors may use all the powers of the Company except for powers that, under the *Corporations Act 2001* (Cth) or this Constitution, may only be used by Members.

8.1.3 Directors must decide on the responsible financial management of the Company including:

8.1.3.1 any suitable written delegations of power under clause 8.2,

8.1.3.2 how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed, or otherwise approved.

8.1.4 Directors cannot remove a Director or auditor.

8.1.4.1 Directors and auditors may only be removed by a Members' resolution at a GM.

8.2 Delegation of Directors' powers

8.2.1 Directors may Delegate any of their powers and functions to a committee, another Director, an employee of the Company, such as an Administration Officer (AO) or Chief Executive Officer (CEO), or any other person, as they consider appropriate.

8.2.1.1 The delegation of responsibility must be recorded in the Company's Minutes.

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8.3 Payments to Directors

8.3.1 The Company **must not** pay fees to a Director for acting as a Director.

8.3.2 The Company may:

8.3.2.1 pay a Director for work that they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work being done:

8.3.2.2 reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

8.3.3 Any payment made under clause 8.3.2.1 must be approved by the Directors.

8.3.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law, including the *Act*, and this Constitution.

8.4 Execution of documents

8.4.1 The Company may execute a document without using a common seal if the document is signed by:

8.4.1.1 two Directors of the Company,

8.4.1.2 a Director and the Honorary Secretary.

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9. Duties of Directors

9.1 Directors' Duties

9.1.1 Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the *ACNC Act* which are:

9.1.1.1 to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;

9.1.1.2 to act in good faith in the best interests of the Company and to further the purpose(s) of the Company set out in clause 3.1;

9.1.1.3 not to misuse their position as a Director;

9.1.1.4 not to misuse information they gain in their role as a Director;

9.1.1.5 to disclose any perceived or actual material conflicts of interest in the manner set out in clause 9.2;

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9.1.1.6 to ensure that the financial affairs of the Company are managed responsibly;

9.1.1.7 not to allow the Company to operate while it is insolvent.

9.2 Conflicts of interest

9.2.1 A Director **must** disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

9.2.1.1 to all other Directors,

9.2.1.2 if all of the Directors have the same conflict of interest, to the Members at the next GM, or at an earlier time if reasonable to do so.

9.2.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

9.2.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors, or that is proposed in a circular resolution, **must not**, except as provided under clause 9.2.4:

9.2.3.1 be present at the meeting while the matter is being discussed;

9.2.3.2 vote on the matter.

9.2.4 A Director may still be present and vote if:

9.2.4.1 their interest arises because they are a Member of the Company, and the other Members have the same interest;

9.2.4.2 their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (clause 17.2);

9.2.4.3 their interest relates to a payment by the Company under clause 17.1 (indemnity), or any contract relating to an indemnity that is allowed under the Act;

9.2.4.4 the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter;

9.2.4.5 the Directors who do not have a material personal interest in the matter pass a resolution that identifies the Director, the nature and extent of the

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Director's interest in the matter and how it relates to the affairs of the Company and are satisfied that the interest should not stop the Director from voting or being present.

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10. Board meetings

10.1 Board Meetings

- 10.1.1 The Directors may decide how often, where and when they meet as the Board.
- 10.1.2 The Board will set policy directions and procedures for the Executive Committee and oversee the actions of the Executive Committee in line with the stated Objects of the *HTAA Ltd*.
- 10.1.3 The Board shall elect an Executive Committee annually.
- 10.1.4 The Board shall promote a National Conference each year.
- 10.1.5 The Board will make decisions by the voting of its Directors.
 - 10.1.5.1 Each Member shall have two votes, one per Director.
 - 10.1.5.2 Decisions shall be made on the basis of a majority vote of the Board.
 - 10.1.5.3 In the case of a Member being unable to be represented at a Board meeting, a proxy/proxies with power to vote may be appointed by that Member in writing.
- 10.1.6 A Director may call a Board meeting by giving reasonable notice to all other Directors.
 - 10.1.6.1 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

10.2 Chairperson

- 10.2.1 The President of the Board is entitled to chair meetings of the Board.
- 10.2.2 The Directors at a Board meeting may choose a Director to be the Chairperson for that meeting if the President is:
 - 10.2.2.1 not present within 30 minutes after the starting time set for the meeting;
 - 10.2.2.2 present, but not wanting to act as Chairperson of the meeting.

10.3 Board resolutions

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10.3.1 A Board resolution must be passed by a majority of the votes cast by Directors present, and entitled to vote on the resolution.

10.4 Circular resolutions of Directors

10.4.1 Directors may pass a circular resolution without a Directors' meeting being held.

10.4.2 A circular resolution is passed if all the Directors entitled to vote on the resolution sign, or otherwise agree, to the resolution as set out in clause 10.5.

10.4.3 Each Director may sign:

10.6.4.1 a single document setting out the resolution and containing a statement that they agree to the resolution.

10.6.4.2 separate copies of that document, as long as the wording of the resolution is the same in each copy.

10.4.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

10.4.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 10.5.

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11. Executive Committee

11.1 The Executive Committee

11.1.1 The business and affairs of HTAA Ltd shall be administered by the Executive Committee of the Board of Directors.

11.1.2 The Executive Committee shall consist of a

11.1.2.1 President,

president@historyteacher.org.au

11.1.2.2 two Vice-Presidents,

vicepresident@historyteacher.org.au

vicepresidentpp@historyteacher.org.au

11.1.2.3 an Honorary Treasurer,

treasurer@historyteacher.org.au

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11.1.2.4 an Honorary Secretary,
secretary@historyteacher.org.au

11.1.3 The Executive Committee shall be elected by Members at the AGM.

11.1.3.1 Each office holder holds office for 12 months but may re-apply for any position, including their previous one, at the end of that time.

11.1.4 Each member of the Executive Committee has one vote.

11.1.4.1 Voting is by a simple majority.

11.1.5 A First Vice-President shall be elected.

11.1.5.1 The Immediate-Past President shall hold office as Second Vice-President.

11.1.5.2 If no Past President is available or eligible, a Second Vice-President shall be elected by the Members.

11.1.6 Casual vacancies in the Executive Committee shall be filled by and from the Board.

11.1.7 Any member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Honorary Secretary.

11.2 Functions of the Executive Committee

11.2.1 The Executive Committee shall prepare the Annual Report of the activities of the *HTAA Ltd* and arrange Board and General Meetings.

11.2.2 The Executive Committee shall ensure that the Objects of the *HTAA Ltd* are carried out.

11.2.3 Members of the Executive Committee may be removed from office by the Members at a General Meeting of the *HTAA Ltd* where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by a two-thirds majority vote of the Board.

11.2.3.1 There shall be no appeal from this decision.

11.2.3.2 A Director removed from the Executive Committee, as above in 11.2.3, may continue to represent a Member as a Director on the Board.

11.2.4 The Executive Committee shall issue minutes of the Executive Committee meetings to the Directors

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11.2.4.1 Updates, where applicable, shall provide information to Members about resolutions, decisions of the Board, activities and recommendations of the Executive Committee and other relevant information that may arise apart from Board meetings within a period of 28 days of the decision/event/activity.

11.3 Meetings of the Executive Committee

11.3.1 Meetings of the Executive Committee shall be conducted at least two times a year and may be conducted by a range of media.

11.3.2 A quorum (50%) is required for voting.

11.3.3 Voting may be conducted by proxy or electronic means.

11.3.4 The Honorary Secretary or other delegated person shall cause full and accurate record of all questions,

matters, resolutions and other proceedings of Executive Committee meetings to be recorded and to be open for inspection at all reasonable times by any Director or Member who previously applies to the Hon. Secretary for that inspection, pending approval by the Executive Committee.

11.3.4.1 Records of proceedings of Executive Committee meetings shall be approved and verified by the Chairperson of that meeting or the Chairperson of the succeeding Executive Committee meeting.

11.4 Administration Officer (AO) / Chief executive Officer (CEO)

11.4.1 The Company may appoint an Administration Officer (AO).

11.4.2 An AO may be removed by the Board.

11.4.3 The Board must decide the terms and conditions under which an AO is appointed.

11.4.4 The role of an AO will be determined by the Board.

11.4.5 An honorarium / salary, if applicable, will be determined by the Board.

11.4.6 The AO shall undertake tasks as directed by the Board as determined and outlined in a duty statement.

11.4.7 The AO shall not be a member of the Board but may attend and participate in Board meetings.

11.4.8 The AO shall be appointed for one year, unless under contract, and may be re-

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appointed.

11.4.8.1 If employed under contract the AO will be renamed as Chief Executive Officer (CEO)

11.4.9 The AO shall undertake a self-assessment and an annual performance review by the Board, or

11.4.10 if under contract, at least once a year, a panel of 3 Directors, appointed by the Board, will formally review the performance of the CEO and provide feedback.

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11.5 Finances

11.5.1 The income and property of the *HTAA Ltd* whensoever derived shall be used and applied solely in promotion of its Objects and in the exercise of its powers.

11.5.2 The funds of the *HTAA Ltd* shall be deposited in the name of the *HTAA Ltd* in such bank or financial institution as the Board may from time to time direct.

11.5.3 The Executive Committee is empowered to seek grants and endowments to foster the Objects of the *HTAA Ltd* from such bodies as the Federal and State or Territory governments, other organisations, industry, commerce and private donors.

11.5.3.1 The Executive Committee must deposit and expend these funds according to the terms laid down in a contract by the funding body and accepted by the Board.

11.5.4 The funds of the *HTAA Ltd* shall be deposited in accounts to be operated jointly by the Honorary Treasurer and the Executive Committee.

11.5.5 The accounts of the *HTAA Ltd* shall be duly audited.

11.5.6 The audited accounts of the Company will be tabled at the AGM each year.

11.5.8 Proper records and accounts shall be kept and maintained either in printed or digital form in the English language showing correctly the financial affairs of the *HTAA Ltd* and the particulars usually shown in records of a like nature.

11.5.9 All moneys shall be deposited as soon as practicable after receipt thereof.

11.5.10 All cheques, if issued, shall be crossed "not negotiable".

11.5.11 All expenditure shall be sighted, approved or ratified by the Executive Committee. All expenditure requires dual signatories.

11.5.12 All income and expenditure shall be presented in quarterly Balance Sheet and Profit and Loss Statements to the Board.

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12. Minutes and records

12.1 Records

12.1.1 The Company must, within one month, make and keep the following records:

12.1.1.1 minutes of proceedings and resolutions of GMs,

12.1.1.2 minutes of circular resolutions of Members,

12.1.1.3 a copy of a notice of each GM,

12.1.1.4 a copy of a Member's statement distributed to Members under clause 14.2.

12.1.2 The Company must, within one month, make and keep the following records:

12.1.2.1 minutes of proceedings and resolutions of Board meetings (including meetings of any committees),

12.1.2.2 minutes of circular resolutions of Directors.

12.1.3 To allow members to inspect the Company's records:

12.1.3.1 the Company must give, within reasonable notice, a Member access to the records set out in clause 12.1.1;

12.1.3.2 Directors may authorise a Member to inspect other records of the Company, including records referred to in clause 12.1.2 .

12.1.4 Directors must ensure that minutes of a GM or a Board meeting are signed within a reasonable time after the meeting by:

12.1.4.1 the Chairperson of the meeting, or

12.1.4.2 the Chairperson of the next meeting.

12.1.5 Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

12.2 Financial and related records

12.2.1 The Company must make and keep written financial records that:

12.2.1.1 correctly record and explain its transactions and financial position and performance;

12.2.1.2 enable true and fair financial statements to be prepared and to be audited.

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12.2.2 The Company must also keep written records that correctly record its operations.

12.2.3 The Company must retain its records for at least 7 years.

12.2.4 Directors must take reasonable steps to ensure that the Company's records are kept safe.

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13. By-laws

13.1 By-laws

13.1.1 Directors may pass a resolution to make by-laws to give effect to this Constitution.

13.1.2 Members and Directors must comply with by-laws as if they were part of this Constitution.

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14. Notice

14.1 What is notice

14.1.1 Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 15.2, 15.3 and 15.4 unless specified otherwise.

14.1.2 Clauses 14.2, 14.3 and 14.4 do not apply to a notice of proxy under clause 7.5.

14.2 Notice to the Company

14.2.1 Written notice or any communication under this Constitution may be given to the Company, the Directors or the Honorary Secretary by:

14.2.1.1 delivering it to the Company's registered office;

14.2.1.2 posting it to the Company's registered office or to another address chosen by the Company for notice to be provided;

14.2.1.3 sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address;

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14.2.1.4 sending it to the fax number notified by the Company to the Members as the Company's fax number.

14.3 Notice to Members

14.3.1 Written notice or any communication under this constitution may be given to a Member:

14.3.1.1 in person,

14.3.1.2 by posting it to, or leaving it at the address of the Member in the register of members, or an alternative address (if any) nominated by the Member for service of notices;

14.3.1.3 sending it to the email, or other electronic address, nominated by the Member as an alternative address for service of notices (if any);

14.3.1.4 sending it to the fax number nominated by the Member as an alternative address for service of notices (if any). 14.3.1.5 if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

14.3.2 If the Company does not have an address for the Member, the Company is not required to give notice in person.

14.4 Notice is taken to be given

14.4.1 Notice is given when:

14.4.1.1 delivered in person, or left at the recipient's address, taken to be given on the day it was delivered;

14.4.1.2 sent by post, taken to be given on the third day after it was posted with the correct payment of postage costs;

14.4.1.3 sent by email, fax or other electronic method, taken to be given on the business day after it was sent;

14.4.1.4 given under clause 15.3.1.5, taken to be given on the business day after the notification that the notice is available was sent.

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15. Members' resolutions and statements

15.1 Members' resolutions and statements

15.1.1 Members with at least 25% of the votes that may be cast on a resolution, may give:

15.1.1.1 written notice to the Company of a resolution they propose to move at a GM (Members' Resolution);

15.1.1.2 a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a GM (Members' Statement).

15.1.2 A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.

15.1.3 A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.

15.1.3.1 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

15.1.3.2 The percentage of votes that members have (as described in clause 15.1) is to be worked out as at midnight before the request or notice is given to the Company.

15.1.4 If the Company has been given notice of a Members' Resolution the resolution must be considered at the next GM held no more than two months after the notice is given.

15.1.5 This clause does not limit any other right that a Member has to propose a resolution at GM.

15.1.6 The Company must give notice of a proposed resolution or distribute a statement.

15.1.7 If the Company has been given a notice or request under clause 15.1, in time to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, it must do so at the Company's cost.

15.1.8 The Company does not need to send the notice of a proposed Member's Resolution or a copy of the Member's Statement to Members if Directors consider it

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may be defamatory; or

15.1.8.1 in the case of a proposed Member's Resolution, the resolution does not relate to a matter that may be properly considered at a GM or is otherwise not a valid resolution able to be put to the Members.

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16. Dispute resolution and disciplinary procedures

16.1 Dispute resolution

- 16.1.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Member or Director and:
- 16.1.1.1 one or more Members,
 - 16.1.1.2 one or more Directors,
 - 16.1.1.3 the Company.
- 16.1.2 A Member or Director **must not** start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 16.2.1 until the disciplinary procedure is completed.
- 16.1.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.1.4 If those involved in the dispute do not resolve it under clause 16.1.3, they must within 10 days:
- 16.1.4.1 tell the Directors about the dispute in writing;
 - 16.1.4.2 agree or request that a mediator be appointed;
 - 16.1.4.3 attempt in good faith to settle the dispute by mediation.
- 16.1.5 A mediator must be chosen by agreement of those involved.
- 16.1.6. Where those involved do not agree:
- 16.1.6.1 for disputes between Members or Directors, a mediator may be chosen by the Directors;
 - 16.1.6.2 for other disputes, a mediator may be chosen by either the Not-for-Profits Commission or the President of the Law Institute or Society in the state or territory in which the Company has its registered office.
- 16.1.7 A mediator chosen by the Directors under clause 16.1.5:
- 16.1.7.1 may be from a Member or from a former Member of the Company;

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16.1.7.2 must not have a personal interest in the dispute;

16.1.7.3 must not be biased towards or against anyone involved in the dispute.

16.1.8 A mediator must:

16.1.8.1 allow those involved a reasonable chance to be heard;

16.1.8.2 allow those involved a reasonable chance to review any written statements;

16.1.8.3 ensure that those involved are given natural justice;

16.1.8.4 not make a decision on the dispute.

16.2 Disciplining Members or Directors

16.2.1 The Members may resolve to warn, suspend or expel a Member or Director from the Company if the Members consider that:

16.2.1.1 the Member or Director has breached this Constitution;

16.2.1.2 the Member's or Director's behaviour is causing, has caused, or is likely to cause harm to the Company.

16.2.2 At least 14 days before the GM at which a resolution under clause 16.2.1 will be considered, the Honorary Secretary must notify the Member or Director in writing:

16.2.2.1 that the Members are considering a resolution to warn, suspend or expel the Member or Director;

16.2.2.2 that this resolution will be considered at a GM and the date of that GM;

16.2.2.3 what the Member or Director is said to have done or not done;

16.2.2.4 the nature of the resolution that has been proposed;

16.2.2.5 that the Member or Director may provide an explanation to the Members, and details of how to do so.

16.2.3 Before the Members pass any resolution under clause 16.2, the Member or Director must be given a chance to explain or defend themselves by:

16.2.3.1 tabling a written explanation at a Members' meeting;

16.2.3.2 speaking at a Members' meeting.

16.2.4 After considering any explanation under clause 16.2.3, the Members may at a GM:

16.2.4.1 take no further action;

16.2.4.2 warn the Member or Director;

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- 16.2.4.3 suspend the Member's or Director's rights as a Member or Director for a period of no more than 12 months;
- 16.2.4.4 expel the Member or Director;
- 16.2.4.5 refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause);
- 16.2.4.6 Directors **cannot** fine or expel a Member or fine or dismiss a Director.
- 16.2.5 The Honorary Secretary must give written notice to the Member or Director of the decision under clause 16.2.4 as soon as possible.
- 16.2.6 Disciplinary procedures must be completed as soon as reasonably practical.
- 16.2.7 There will be no liability for any loss or injury suffered by the Member or Director as a result of any decision made in good faith under this clause.

16.3 Appeal

- 16.3.1 A Member or Director whose application for membership has been rejected or whose membership has been terminated may, within one month of receiving written notification thereof, lodge with the Honorary Secretary written notice of their intention to appeal against the decision of the Board.
- 16.3.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Honorary Secretary shall convene a meeting of the Board within six months of the date of receipt of such notice.
 - 16.3.2.1 At any such meeting the applicant shall be given the opportunity to fully present its case.
 - 16.3.2.2 The appeal shall be determined by a two-thirds majority vote of the Board.

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17. Financial year

17.1 Company's financial year

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The Company's financial year is from 1 July to 30 June unless Directors pass a resolution to change the financial year.

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18. Indemnity, insurance and access

18.1 Indemnity

18.1.1 No ordinary Officer shall be liable for any claim whatsoever, monetary or otherwise, in the event of any action against the Company.

18.1.1.1 This includes claims by persons whether they be Members or non-members.

18.1.1.1.1 The Company indemnifies each Officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Director, or an Officer, of the Company.

18.1.1.2 In this clause, 'Officer' means a Member, Director or Administration Officer acting on behalf of the Company and includes an Officer after they have ceased to hold that office.

18.1.1.3 In this clause, 'to the relevant extent' means:

18.1.1.3.1 to the extent that the Company is not precluded by law (including the Act) from doing so.

18.1.1.3.2 for the amount that the Officer is not otherwise entitled to be indemnified, and is not actually indemnified by another person (including an insurer under an insurance policy).

18.1.1.4 The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the Company.

18.2 Insurance

To the extent permitted by law (including the Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Company against any liability incurred by the person as an Officer of the Company.

18.3 Access to documents

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18.3.1 A Director has a right of access to the financial records of the Company at all reasonable times.

18.3.2 If a majority of Directors agree, the Company may give a Director or former Director access to certain documents, including documents provided for, or available to, the Directors.

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19. Winding up

19.1 Surplus assets

19.1.1 If the Company is wound up, any surplus assets **must not** be distributed to a Member or a former Member of the Company, unless that Member or former Member is a charity described in clause 19.2.

19.2 Distribution of surplus assets

19.2.1 Subject to the *Corporations Act 2001* (Cth) and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more entities:

19.2.1.1 with purpose(s) similar to, or inclusive of, the purpose(s) in clause 3.1.

19.2.1.2 which also prohibit the distribution of any surplus assets to its Members to at least the same extent as the Company.

19.2.2 The decision as to the entity or entities to be given the surplus assets must be made by a special resolution of Members at, or before, the time of winding up.

19.2.2.1 If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

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APPENDIX 1.

APPOINTMENT OF PROXY

I, of

(Print full name)

(Member HTA)

being a Director of *HTAA Ltd*, hereby appoint as my proxy

..... of

(Print full name of proxy)

(Member HTA)

to vote for me on my behalf at the GM / AGM / EGM of the Company to be held on the

.....day ofof 20..... and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of / against (Delete as appropriate) the following resolution (Insert details if desired).

.....
Signature of Director appointing proxy
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Date

NOTE: A proxy vote **may not** be given to a person who **is not** a Director of the Company.

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APPENDIX 2.

Code of Conduct.

HTAA Ltd has expectations of its serving Directors, officers and those representing *HTAA Ltd*, to perform their duties with a high level of ethical and professional conduct. Directors of *HTAA Ltd* have a duty to, including but not limited to, act in the interest of all Members, independently and free from influence. The expectations include making decisions in the best interest of *HTAA Ltd* as a whole, exercising due care and diligence, ensuring solvency, meeting legislative requirements and abiding by relevant policies and procedures. There is an expectation that *HTAA Ltd* Directors, officers and representatives will treat fellow volunteers and staff with respect and professionalism and discuss any issues of concern directly with fellow Directors and those representing *HTAA Ltd*.

Conflict of Interest.

Any Officer of the *HTAA Ltd* in an executive role, or any *HTAA Ltd* role, with responsibilities pertaining to contractual or other agreements with funding organisations or service providers **must declare** any potential or potentially perceived conflict of interest. Any such 'conflict of interest' will be recorded by the *HTAA Ltd* Honorary Secretary and kept on a 'Conflict of Interest' register.

Confidentiality.

All members of the *HTAA Ltd* Executive Committee, and all Directors of the *HTAA Ltd* Board and Officers are privy to confidential information regarding the practices, processes, decisions and progress of the *HTAA Ltd*. Therefore, all related documents and professional conversations are to be regarded as confidential and not to be shared with **any other party or organisation** outside of the intended audience.

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APPENDIX 3.

Conflict of Interest Register

Director / Officer	Description of interest	Interested party	Is the interest current?
Dr Denis MOOTZ	Treasurer, <i>HTA NSW</i>	<i>HTA NSW</i>	Yes
Dr Denis MOOTZ	Principal, personal / private educational consultancy	<i>BC & AD: Consulting Historians</i>	Yes

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