1. NAME

The name of the incorporated body shall be History Queensland Inc. (in this constitution called "the Association").

2. OBJECTS

The objects for which the association is established are-

(1) to promote and develop opportunities for people to participate in family history, local history, genealogical, heraldic and small museum activities;
(2) to provide support and advice on establishing family and local history societies and on improving the services of existing societies;
(3) to promote greater awareness of family and local history societies' work in researching and recording important aspects of Queensland's history and heritage.
(4) to provide a forum for fostering co-operation and liaison between like societies and individuals on matters of common interest;
(5) to organize and participate in conferences, seminars, and other relevant events;
(6) to produce and distribute publications with useful and interesting information on local and family history and related subjects;
(7) to encourage the publication of books, articles and information on local and family history and related subjects;
(8) to provide unified representation to government and other relevant bodies on matters of concern to association members;
(9) to establish and develop close links with educational institutions so that association members can access relevant courses and the resources of those institutions;
(10) to carry out any other activities for attaining the objects of the association.

3. ORGANISATION

(1) The association's structure shall provide for member societies domiciled in four geographical areas of Queensland as defined in Appendix 1.
(2) The association shall be administered by a management committee of eight, comprising two (2) delegates representing each region of the state as defined in Appendix 1.
(3) If a region is unable to nominate their entitlement, one delegate for that region may be nominated from another region.

4. POWERS

(1) The association has, in the exercise of its affairs, all the powers of an individual.

(2) The association may, for example-

(a) enter into contracts, and

(b) acquire, hold, deal with and dispose of property and

(c) make charges for services and facilities it supplies, and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The association may take over the funds and other assets and liabilities of the present unincorporated association known as the 'Queensland Association of Family and Local History Societies'.

(4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. CLASSES OF MEMBERSHIP AND VOTING RIGHTS

(1) The membership of the association shall consist of-

(a) **member societies,** being duly constituted non profit genealogical, family history or historical societies in the State of Queensland and their branches. Each member society shall be eligible to nominate two members as their accredited delegates to represent them at general meetings of the association where each accredited delegate shall be entitled one vote;

(b) **associate members,** being special interest groups and/or persons who may or may not have membership of an affiliated society. Such members have no voting rights at general meetings of the association;

(c) **honorary members,** being persons, corporations or organisation which have provided a particularly valuable service to the association;

(d) **honorary life members,** being individuals who are honoured for long and meritorious service to the association. Each life member shall be entitled to one vote at any general meeting of the association. The conferring of life membership is subject to the by-laws of the association.

(2) The number of member societies and associate members shall be unlimited.

(3) The number of honorary members and honorary life members shall be limited to the maximums prescribed in the by-laws of the association.

6. MEMBERSHIP

(1) Every society or individual who at the date of incorporation of the association was a member of the unincorporated association and who on or before the day of incorporation, agrees in writing to become a member of the association, shall be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.

(2) Every member of the association which/who previously to agreeing to become a member of the association has paid the member's subscription due on the day of incorporation, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the association for the remainder of that financial/membership year.

(3) Every applicant for any class of membership of the association (other than the members of the unincorporated association referred to in subrule (1) shall be proposed by 1 member of the association and seconded by another.

(4) The application for membership shall be made in writing, signed by the applicant's proposer and seconder and shall be in such form as the management committee from time to time prescribes.

7. MEMBERSHIP FEES

(1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.

(2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

8. ADMISSION AND REJECTION OF MEMBERS

(1) At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.

(2) Any applicant which/who receives a majority of the votes of the members of the management committee present at the meeting, at which such applicant is being considered, shall be accepted as a member to the class of membership applied for.

(3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9. TERMINATION OF MEMBERSHIP

(1) A member may resign from the association at any time by giving notice in writing to the secretary.

(2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice, then it will take effect at that later date.

(3) If a member -

(a) is convicted of an indictable offence; or

(b) fails to comply with any of the provision of these rules; or

(c) has membership fees in arrears for a period of two months or more; or

(d) conducts itself, himself or herself, in a manner considered to be injurious or prejudicial to the character or interests of the association-

the management committee shall consider whether the member's membership shall be terminated.

(4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership, it shall instruct the secretary to advise the member in writing accordingly.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

(1) A society/person 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 secretary written notice of the person's intention to appeal against the decision of the management committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.

(a) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

(b) The appeal shall be determined by the vote of the members present at such meeting.

(3) Where a society/person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

11. REGISTER OF MEMBERS

(1) The management committee shall cause a register to be kept in which shall be entered the names and residential addresses of all societies and persons admitted to membership of the association, their class of membership, and the dates of their admission.

(2) Particulars shall also be entered into the register of deaths, resignations, terminations, and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.

(3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

12. SECRETARY

(1) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must appoint or elect a secretary for the association within fourteen (14) days after incorporation.

(2) If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 14 days after the vacancy happens.

(3) The secretary must be an individual residing in the State who is-

(a) a member of a member society elected by the association as secretary at a general meeting; or

(b) a member of the association's management committee appointed by the committee as secretary.

13. MEMBERSHIP OF MANAGEMENT COMMITTEE

(1) The management committee of the association shall comprise of eight persons (two from each region of Queensland as depicted in Appendix 1) if possible and shall include the offices of president, secretary, and treasurer, all of whom shall be financial members of member societies.

(2) The term of office of the management committee shall be two years.

(3) At each second annual general meeting following the first annual general meeting of the association, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

(4) The election of officers and other members of the management committee shall take place in the following manner-

(a) any 2 financial members of the association entitled to vote at a general meeting shall be at liberty to nominate any other accredited delegate to serve as an office or other member of the management committee;

(b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;

(c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place at the annual general meeting;

(d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order for each region, and each member present at the annual general meetings shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

14. RESIGNATION/REMOVAL FROM MANAGEMENT COMMITTEE

(1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meetings of the association where that member shall be given the opportunity to fully present the member's case.

(2) The question of removal shall be determined by the vote of the members present at such a general meeting.

(3) There is no right of appeal against a member's removal from office under this section.

15. VACANCIES ON MANAGEMENT COMMITTEE

(1) The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.

(2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by, or pursuant to, these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

16. FUNCTIONS OF THE MANAGEMENT COMMITTEE

(1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management committee-

(a) shall have the general control and management of the affairs, property and funds of the association; and

(b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent;

(c) may recommend the appointment of Patron/s of the association at any annual general meeting.

(2) The management committee may exercise all the powers of the association-

(a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities; and

(b) to borrow amounts from members and to pay interest on the amounts and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and

(c) to invest in such manner as the members of the association may from time to time determine.

(3) For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by-

(a) the financial institution for the association; or

(b) if there is more than one financial institution for the association – the financial institution nominated by the association.

17. MEETINGS OF MANAGEMENT COMMITTEE

(1) The management committee shall meet at least every two (2) calendar months to exercise its functions.

(a) The management committee must decide how a meeting is to be called.

(b) A meeting of the management committee may be conducted by teleconference or other medium of communication.

(c) Notice of a meeting is to be given in the way decided by the management committee.

(2) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(3) At every meeting of the management committee a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.

(4) Subject as previously provided in this rule, the management committee may meet together and regulate its proceedings as it thinks fit.

(a) However, questions arising at any meeting of the management committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

(5) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.

(6) Not less than fourteen (14) days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.

(a) Such notice shall clearly state the nature of the business to be discussed thereat.

(7) The president shall preside as chairperson at every meeting of the management committee or if there is no president, or if at any meeting the president is not present within ten (10) minutes of the time appointed for holding the meeting, the vice-president shall be chairperson of the meeting.

(8) If within half an hour from the time appointed for the commencement of the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.

(9) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18. DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

(1) The management committee may delegate any of its powers to a subcommittee comprising a chairperson (being a person who is entitled to vote at a general meeting of the association) and such other persons as the management thinks fit.

(a) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.

(2) The sub committee may elect a chairperson of its meetings provided that the person so elected is entitled to vote at a general meeting of the association.

(a) If at any subcommittee meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

(3) A subcommittee may meet and adjourn as it thinks proper.

(4) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the questions shall be deemed to be decided in the negative.

19. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

All acts done by any meeting of the management committee or of a sub committee or of any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

20. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

(1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.

(2) Any such resolution may consist of several copies of the same document,

21. FIRST GENERAL MEETING

(1) The first general meeting must be held not less than one (1) month, and not more than three months, after the day the association is incorporated.

(2) The management committee must decide where the meeting is to be held.

(3) The business to be transacted at the first general meeting must include the appointment of an auditor.

22. FIRST ANNUAL GENERAL MEETING

The first annual general meeting must be held within 18 months after the day the association is incorporated.

23. SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent annual general meeting must be held–

(a) at least once each year; and

(b) within 3 months after the end of the association's previous financial year.

24. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

The following business must be transacted at every annual general business–

(a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;

(b) the receiving of the auditor's report on the financial affairs for the last financial year;
(c) the presenting of the audited statement to the meeting for adoption;
(d) the election of members of the management committee, except when such election is not necessary under rules 12(2) and 12(3);
(e) the appointment of an auditor.

25. SPECIAL GENERAL MEETING

(1) The secretary shall convene a special general meeting by sending out notice of the meeting within fourteen days of-
(a) being directed to do so by the management committee, or
(b) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of member societies of the association which equal double the number of members presently on the management committee plus one;
(c) being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.

(2) A requisition mentioned in sub rule 25(1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

26. QUORUM AT GENERAL MEETING

(1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus one.

(2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(a) For the purposes of this rule **"member"** means a person who is an accredited delegate of a member society; a person who is a member of the management committee; a person who is an honorary life member; or a person attending as a proxy.

(3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association, shall lapse.
(a) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

(4) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at

any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(5) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(6) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. NOTICE OF GENERAL MEETING

(1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.

(2) The manner by which such notice shall be given shall be determined by the management committee.

(3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the management committee, shall be given in writing.

(4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

28. PROCEDURE AT GENERAL MEETING

(1) Unless otherwise provided by these rules, at every general meeting–

(a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice president is not present or is unwilling to act, then the members present shall elect one of their number to be chairperson of the meeting; and

(b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and

(c) every question, matter or resolution shall be decided by the majority of votes of the members present who are entitled to vote; and

(d) any number of members of member societies and any number of other classes of members may attend general meetings of the association; and

(e) voting at any general meeting shall be restricted to accredited delegates representing member societies; honorary life members; and their proxies; and in the case of an equality of votes the chairperson shall have a second or casting vote; and

(f) however, no member shall be entitled to a vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting; and

(g) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present and entitled to vote demand a ballot, in which event there shall be a secret ballot; and

(h) the chairperson shall appoint two delegates/members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and

(i) every delegate/member entitled to vote under rule 5(1) may vote in person or may by proxy or by attorney, and on a show of hands every person present who is entitled to vote or a representative of a delegate/member shall have one vote and in a secret ballot every delegate/member who is entitled to vote under rule 5(1) and is present in person or by proxy or by attorney or other duly authorised representative shall have one vote; and

(j) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and

(k) a proxy may be but need not be a delegate/member of the association; and

(l) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

(m) where it is desired to permit members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit;

PROXY FORM

ASSOCIATION:
_____

I, _____ of

_____

Being a member of the abovenamed association, hereby appoint
_____,

or failing the member,

_____of

_____, as my proxy to vote on my behalf at the (annual)
general meeting of the association, to be held on the _____ day of _____, 20___ , and at any adjournment thereof.

Signed this _____ day of _____, 20___.

Signature: _____

This form to be used * in favour of / * against the resolution.

Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as the proxy thinks fit).

(n) the instrument appointing a proxy shall be deposited with the secretary not less than 24 hours prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

(o) the secretary shall cause correct and accurate minutes of all questions, matters, and resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

(2) For the purposes of ensuring the accuracy of recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.

(3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

(4) However the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

29. BY-LAWS

The management committee may from time to time make, amend or repeal by-laws, not consistent with these rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

30. ALTERATION OF RULES

(1) Subject to the provisions of the ***Associations Incorporation Act 1981*,** these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

(2) However, an amendment, rescission or addition is valid only if it is registered by the chief executive.

31. COMMON SEAL

(1) The management committee shall provide for a common seal and for its safe custody.

(2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

32. FUNDS AND ACCOUNTS

(1) The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.

(2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.

(3) All money shall be deposited as soon as practicable after receipt thereof.

(4) All amounts of $100 or over shall be paid by cheque signed by any two of the president, secretary, treasurer, or other member authorised from time to time by the management committee.

(5) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment, which may be "open".

(6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.

(7) All expenditure shall be approved or ratified at a management committee meeting.

(8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of–

   (a) the income and expenditure for the financial year just ended; and

   (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of the year.

(9) If the association is incorporated within 3 months of the end of the association's financial year, sub-section (8) of this clause does not apply for the financial year the association is incorporated.

(10) The auditor must examine the statement prepared under sub-section (8) of this clause and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.

(11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

33. DOCUMENTS

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

34. FINANCIAL YEAR

The financial year of the association shall close on 31 March each year.

35. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

(1) This section applies if the association is wound up under Part 7 of the Act and there are surplus assets.

(2) The surplus assets must not be distributed among the members but must be given to another entity.

(a) that has objects similar to the association's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(3) In this section–

"surplus assets" has the meaning given by section 47(3) of the Act.