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# **Canberra Archaeological Society Incorporated**

## **Constitution and Rules of Procedure**

February 2012

# **Constitution of the Canberra Archaeological Society Inc**

Adopted AGM 6 November 1980

Revised MM September 1987

Revised AGM November 1992

Revised AGM November 2010

Revised GM February 2012

## **Preamble:**

- 1 The Society shall be known as the “Canberra Archaeological Society Incorporated” hereinafter referred to as the “Society”;
- 2 (i) The Society shall be governed by the terms of its Constitution;  
(ii) The Constitution and amendments thereto shall take effect immediately upon acceptance by the Society.

## **Objects:**

- 3 (i) The principal objects of the Society shall be:
  - (a) to initiate and to organize archaeological research;
  - (b) to hold public meetings for the discussion of archaeological, historical, heritage and like topics;
  - (c) to encourage archaeological undertakings;
  - (d) to foster the public awareness of archaeology; and
  - (e) to encourage the conservation and preservation of archaeological sites and objects.

## **Membership**

4. There shall be two forms of membership:
  - (i) Ordinary membership of the Society shall be open to any member of the public and to any private or public body upon payment of an annual subscription.
  - (ii) Honorary Life Membership may be offered to current or previous Members of the Society by the Committee in recognition of that member’s outstanding contribution to the objectives of the Society. Honorary Life Membership shall be restricted to a small proportion of the membership: such Honorary Life Membership shall not require the payment of a membership fee.
5. Membership shall be deemed to have terminated in any of the following contingencies:
  - (i) Upon receipt by the President or Secretary of a written resignation;
  - (ii) Excepting an Honorary Life Membership, upon failure to pay the annual subscription by 1 January;
  - (iii) Upon expulsion under Clause 12 or as deemed necessary under Rule 8.

## **Executive**

- 6 (i) The control of the Society shall be vested in an executive, hereinafter called “the Committee”, which shall have and is hereby given full powers to deal with all matters relating to or arising from the objects of the Society;
- (ii) Notwithstanding Clause 6 (i), the Committee shall act as directed by the Society in General Meeting.
- 7 (i) The Committee shall comprise the Officers of the Society and not more than six ordinary Members;
- (ii) All positions on the Committee shall be the subject of elections held by the Society in General Meeting;
- (i) Notwithstanding Clause 7 (ii), the Committee may co-opt not more than two additional ordinary Members for a period not exceeding six consecutive months in any one instance.
- 8 (i) The Officers of the Society shall comprise a President, not more than two Vice Presidents, a Treasurer and a Secretary;
- (ii) The office of Treasurer may be held concurrently with any other office.
- 9 The Committee quorum shall be not less than half the number of committee members currently elected plus one person.
- 10 A meeting of the Committee may be summoned by the President, or by the Secretary, or by any other three Members of the Committee.
- 11 The President, or a proxy as may be provided under Clause 12, shall chair the Committee.
- 12 In accordance with Clause 6 (i) and (ii), the Committee shall formulate policies and make regulations governing the activities of the Society, and such policies and regulations shall be valid and binding on the Members of the Society.

## **General Meetings:**

- 13 The Annual General Meeting (AGM) of the Society shall be held within eight weeks of the end of the Society’s financial year, at such time and place as shall be determined by the Committee and declared to Members of the Society by the President or Secretary.
- 14 The objects of the AGM shall be:
- (i) to receive from the Committee a report of the proceedings of the preceding year and a statement of the income and expenditure of that year;
- (ii) to elect the Committee for the ensuing year;
- (iii) to decide on any motion which may be put to the Meeting as herein provided.
- 15 The President of the Society, or a proxy appointed under Clause 12, shall chair the Society in General Meeting.
- 16 Twenty Members shall be necessary for a quorum at a General Meeting, or if the membership of the Society does not exceed sixty persons, one third of the membership shall be necessary for a quorum at a General Meeting.
- 17 At least 14 days notice in writing or by email message shall be given to Members of a General Meeting at which business is transacted.
- 18 (i) The Committee may call a General Meeting, or

- (ii) A General Meeting shall be deemed to be called upon the giving of a written requisition signed by any ten Members of the Society. Such a requisition may be duly given by delivering it to the President or the Secretary, or by posting it to both of these Officers at the last known private address or business address. Such a requisition, duly given, shall state the purpose or purposes for which the General Meeting is to be held.
- (iii) A General Meeting shall be held within 28 days of a requisition duly given under Clause 18 (ii). No business other than that specified in the requisition shall be transacted.

**Finance:**

- 19 (i) The funds of the Society shall be in the control of the Committee and shall be kept in such savings institution as the Committee shall determine.
- (ii) The Committee shall appoint three of its Members, any two of whom shall operate jointly on the account of the Society.
- (iii) The funds of the Society shall be subject to independent audit and a report thereon submitted to the AGM.
- (iv) The Committee shall each year determine the level of membership fees to apply for the following year.
- (v) The financial year for the Society shall be the 12 months ending 30 September each year.
- (vi) Funds may be raised by donations, fees or levies on membership, by functions organised by the Committee or by the receipt of grants or other funding for the purposes of the objects of the Society.

**Interpretation:**

- 20 The Committee shall be the sole authority for the interpretation of this Constitution, and the decision of the Committee upon any question of interpretation or upon any matter affecting the Society and not provided for in this Constitution shall be binding on the Members of the Society in accordance with Clause 6 (i) and 6 (ii).

**Amendment:**

- 21 This Constitution shall be enlarged, repealed or amended in whole or in part only by decision of the Society in General, and provided that no such action shall be deemed valid unless the notice calling such Meeting shall specify in general terms the proposed resolution and unless the resolution be carried by a majority of at least two thirds of Members present.

**Dissolution:**

- 22 (i) The Society may be dissolved by resolution to that effect, carried by a majority of at least two thirds of Members.
- (ii) The liability of a member to contribute toward the payment of the debts and liabilities of the Society or to the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by item 19(iv).

# **RULES OF PROCEDURE**

## **Rule 1 – CHAIR**

- (i) The President of the Society shall chair all meetings of the Society and of the Committee.
- (ii) The President may appoint a proxy for any meeting of the Society or of the Committee. Such a proxy shall be appointed in writing or by email message by the President from among the Members of the Committee.
- (iii) In the case of an equality of votes at any meeting of the Society or of the Committee, the President or proxy shall have the casting vote.

## **Rule 2 – MINUTES**

- (i) The Secretary, or such other member of the Committee as may be so requested, shall take minutes of all General Meetings of the Society, minutes of meetings of the Committee and of Sub-committees to the Committee.
- (ii) Minutes of General meetings of the Society and minutes of Committee Meetings shall be circulated to Committee Members.
- (iii) Minutes of General Meetings shall be available to Society Members.
- (iv) The Committee shall be responsible for the adoption of minutes.
- (v) A copy of adopted minutes shall be retained in the records of the Society.

## **Rule 3 – NOTICE**

- (i) Except as elsewhere specified, the President or the Secretary shall give Members of the Society at least 14 days' notice of a meeting or other function of the Society.
- (ii) The President or the Secretary shall give Members of the Committee at least seven day's notice of a meeting of the Committee.
- (iii) This Rule 3 shall not preclude the Committee pursuing the objects of the Society in exceptional circumstances.

## **Rule 4 – MOTIONS**

- (i) Every motion put to a General Meeting of the Society shall be moved by one member and seconded by another member.
- (ii) Except as elsewhere specified, any resolution may be moved and passed without previous notice.
- (iii) Every Member present shall have one vote.
- (iv) The vote on any motion shall be taken by a show of hands, and the decision of the Chair thereon shall be final.
- (v) Motions put to the Committee, or Sub-committees of the Committee, shall be governed by Rule 4, except that only Members of the Committee may vote on such motions.

## **Rule 5 – ELECTION OF OFFICERS**

- (i) At the Annual General Meeting (AGM) of the Society the Honorary Auditor and those Officers stipulated by the Constitution of the Society as comprising the Committee shall be elected by ballot among the Members of the Society.
- (ii) Candidates for office on the Committee shall be Members of the Society at the time of nomination.
- (iii) Office holders shall remain Members of the Society during tenure of office.

- (iv) Every candidate shall be nominated and seconded by at least two of the Society and shall make written acceptance on nomination not less than three days prior to the election.
- (v) Nominations for all positions to be filled shall be called for by the Secretary by giving notice to all Members of the Society at least 14 days prior to the General Meeting.
- (vi) In the absence of a written nomination for any office, the Chair shall accept nominations for that office, duly seconded and agreed to by the nominee, from the floor of the General Meeting.
- (vii) The Chair may appoint a member at the Meeting to act as election scrutineer.
- (viii) Every member present shall be entitled to vote.
- (ix) The candidates in each category who receive the most votes shall be declared elected.
- (x) Candidates declared elected shall take office at the conclusion of the General Meeting.
- (xi) Each member of the Society shall be entitled to appoint another member as proxy to vote on their behalf at a General Meeting of the Society by written notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

#### **Rule 6 – VACANCIES**

- (i) If a vacancy occurs on the Committee, the remaining of the Committee may appoint any Member of the Society to fill that vacancy.
- (ii) The fact of a vacancy shall not invalidate the proceedings of the Society, provided that a quorum is maintained.

#### **Rule 7 – FINANCIAL STATEMENT**

- (i) The Treasurer shall keep a true record and account of all the income and expenditure of the Society.
- (ii) The Treasurer shall prepare a duly audited statement of income and expenditure for the financial year and a balance sheet for submission to the AGM for the Society.
- (iii) The Treasurer shall at all times participate in the transfer of funds.

#### **Rule 8 – CONDUCT OF MEMBERS**

##### **a) Committee**

- (i) Members of the Committee shall attend all meetings of the Committee, save by giving to the President or Secretary prior notice of absence.
- (ii) Members of the Committee may be granted by the Committee leave of absence in advance of consecutive meetings for a period not exceeding two months.
- (iii) The President shall declare vacant the office of any member of the Committee absent from three consecutive meetings of the Committee, unless leave has been granted under **Rule 8 (a) (ii)** or if the member dies, ceases to be a member of the Society or resigns the office

**b) Disciplining of members**

- (i) Where the Committee is of the opinion that a member –
  - (a) Has persistently refused or neglected to comply with a provision of these rules, or
  - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the Society, the Committee may, by resolution –
  - (c) Expel the member from the Society, or
  - (d) Suspend the member from such rights and privileges of membership of the Society as the Committee may determine for a specific period.
- (ii) A resolution of the Committee under sub rule (i) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub rule (iii), confirms the resolution in accordance with this rule.
- (iii) Where the Committee passes a resolution under sub rule (i), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member –
  - (a) Setting out the resolution of the Committee and the grounds on which it is based,
  - (b) Stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice,
  - (c) Stating the date, place and time of that meeting, and
  - (d) Informing the member that the member may do either or both of the following
    - (a) Attend and speak at that meeting
    - (b) Submit to the Committee at or prior to the date of that meeting written representations relating to the resolution
- (iv) Subject to Section 50 of the Associations Incorporation Act 1991 (concerned with rules of natural justice), at a meeting of the Committee mentioned in sub rule (ii), the Committee shall –
  - (a) Give to the member mentioned in sub rule (i) an opportunity to make oral representations,
  - (b) Give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting, and
  - (c) By resolution determine whether to confirm or to revoke the resolution of the Committee made under sub rule (i).
- (v) Where the Committee confirms a resolution under sub rule (iv), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 8(c)
- (vi) A resolution confirmed by the Committee under sub rule (iv) does not take effect –
  - (a) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or

- (b) Where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with sub rule 8(c) (iv).

**c) Right of Appeal of Disciplined Member**

- (i) A member may appeal to the Society in a General Meeting against a resolution of the Committee which is confirmed under sub rule 8 (b) (iv), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (ii) Upon receipt of a notice under sub rule (i), the Secretary shall notify the Committee which shall convene a General Meeting of the Society to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (iii) Subject to Section 50 of the Associations Incorporation Act 1991 (concerned with rules of natural justice), at a general meeting of the Society convened under sub rule (ii) –
  - (a) No business other than the question of the appeal shall be transacted.
  - (b) The Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and
  - (c) The Members present shall vote by secret ballot on the question of whether the resolution made under sub rule 8(iv) should be confirmed or revoked.
- (iv) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub rule 8(iv), that resolution is confirmed.

**Rule 9 – RECORDS OF THE SOCIETY**

- (i) The Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.
- (ii) The records, books and other documents of the Society shall be open to inspection at a place in the Territory, free of charge, by a member of the Society at any reasonable hour.
- (iii) Those records of the Society held at the Institute of Aboriginal and Torres Strait Islander Studies require the written authority of the President or Secretary for Access for inspection

**Rule 10 – COMMON SEAL**

The common seal of the Society shall be kept in the custody of the Secretary. The common seal shall not be fixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 Members of the Committee or of 1 member of the Committee and the Secretary.