

# **CONSTITUTION OF: THE NUMISMATIC ASSOCIATION OF AUSTRALIA INCORPORATED**

## **1. NAME**

The name of the Association shall be - "*THE NUMISMATIC ASSOCIATION OF AUSTRALIA INCORPORATED*". - herein after referred to as "the Association"

## **2. OBJECTS**

The Association is established to encourage and promote the study of numismatics in all its branches, to publish original articles in the Journal, and promote numismatics by organising fairs and any other functions or enterprises deemed to be in the best interests of the Association and numismatics and for that purpose to raise money or by other lawful means to solicit and receive donations, contributions, subscriptions or other financial aid.

## **3. JOURNAL**

The journal of the Association shall be known as: -"*JOURNAL OF THE NUMISMATIC ASSOCIATION OF AUSTRALIA*", here-in-before and after referred to as the "Journal", or such other name as the Association shall from time to time nominate.

## **4. MEMBERSHIP**

The membership of the Association shall consist of "Sponsor Members" and "Subscribing Members", Subscribing Members including "Foundation Members", "Corporate Members", any persons appointed by Council as "Honorary Life Members" and Member Societies and Clubs.

A register of all members shall be kept, in which shall be recorded the details of admission, withdrawal, resignation, termination, expulsion or death of every member.

## **5. SPONSOR MEMBERS**

Sponsor members shall be those groups which assisted the establishment of the Association, namely: Australian Numismatic Society, New South Wales, Australian Numismatic Society, Queensland, Numismatic Association of Victoria, Numismatic Society of South Australia, Inc. Perth Numismatic Society, Inc. and Tasmanian Numismatic Society, Inc.

## **6. SUBSCRIBING MEMBERS**

Subscribing membership shall be available to interested persons who make application in writing, accompanied by the prescribed fees, where such application is approved by the Council, in addition to the "Foundation Members". "Foundation Members" are those members who joined the Association within six months of its foundation. Council may refuse any application for membership without being bound to give any reason for such refusal.

Any person whose membership has ceased, or is unfinancial shall not be entitled to any benefits of membership.

## **7. CORPORATE MEMBERS**

Corporate membership shall be available to any legal corporate institution/entity, who make application in writing, on approval of Council and on payment of the prescribed Corporate membership fee.

## **8. SOCIETY AND CLUB MEMBERS**

Any numismatic Society or Club may make written application for membership of the Association and on approval of Council and subject to the payment of the prescribed fees, shall be admitted to membership.

## **9. CESSATION OF MEMBERSHIP**

A member shall cease to be a member if he/she:

- a) resigns by written notice to the Secretary;
- b) dies;
- c) fails to renew membership in accordance with the provisions in the By-Laws;

- d) membership is terminated under the provisions of Rule 12, here-in-after;
- e) has been convicted of an offence involving fraud or dishonesty within the Commonwealth of Australia or in any State or Territory thereof, which is punishable on conviction by imprisonment for a period of not less than three months.

#### 10. FINANCE and FEES

The financial year of the Association shall be twelve months from 1st January to 31 December. All subscriptions due to the Association shall be paid on receipt of a notice requesting payment.

Any Subscribing Member who is unfinancial at the expiration of three (3) months from 1st January shall cease to be entitled to any privileges of the Association, and may, at the discretion of Council, be removed from the Register of the Association.

Membership of the Association will entitle the member to receive the Journal as from the date of admission to membership.

#### 11. MEMBER'S OBLIGATIONS

Every person accepted as a member of the Association shall, as a condition of membership, be deemed to accept an obligation to maintain the interests of the Association and to observe the Rules of the Association whilst remaining a member.

#### 12. COUNCIL & OFFICERS

The Council of the Association shall comprise a President, a Secretary/Treasurer, an Editor, a Councillor from each of the "Sponsor members" and three Councillors elected by subscribing members.

These elected Councillors shall serve for a period of two years.

"Sponsor Members" shall appoint a Councillor in accordance with the rules of their society.

To preserve the continuity of the Management of the Association, the Secretary/Treasurer shall be appointed by the Council. The Secretary/Treasurer shall not have voting rights at Council meetings.

The President shall be nominated by at least two "Sponsor Members" and be elected annually by a majority of Council members present at the Annual meeting of the Association. The member nominated for the position of President may be any member of the Association, whether or not, they be an appointed or elected Councillor.

The Editor shall be appointed by Council and thereby becomes a member of Council with full voting rights.

The Council shall appoint an Auditor to the Association.

The Council shall maintain a Bank account into which all monies received by the Association shall be paid.

The Council shall be responsible for the management of the Association, the interpretation of the Rules and shall be empowered to frame any BY-LAWS deemed necessary for the proper administration of the Association.

At meetings of the Council, five (5) Officers shall constitute a quorum.

In view of the area covered by the Association "Sponsor Member" Council members or elected Councillors may empower another Councillor or member to vote on their behalf at Council meetings.

Such appointments must be in writing and duly signed by the appointer (or in the case of a "Corporate Member" under its Common Seal) and has written appointment should be lodged with the Secretary prior to the meeting in question.

Casual vacancies may be filled by the Council, or the appropriate "Sponsor Member". The Association in General Meeting may by resolution remove any Councillor before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member. Where the member to whom a proposed resolution herein before referred to makes representations in writing to the President of the Association (not exceeding reasonable length) and requests that those representations be notified to the members of the Association, the President may send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

For the purposes of these Rules, the office of a Councillor becomes vacant if the Councillor: a) dies;

b) ceases to be a member of the Association;

c) becomes an insolvent under administration within the meaning of the Corporations Act; or

d) resigns his office by notice in writing given to the Secretary.

#### 13. INDEMNITY OF OFFICIALS

Every official of the Association and every member of the Association acting in a capacity as a duly authorised agent of the Association shall be entitled to indemnity from the Association in respect of all losses and expenses suffered or incurred by him/her in the proper exercise of his/her functions as an official or agent of the Association.

#### 14. DISCIPLINE

1. Any allegation against a member for a breach of the Rules or By-Laws or conduct which is injurious or discreditable to the Association, shall be made in writing to the Council.
2. The Council shall refer every allegation made under this Rule to the President, or such other person as the Council shall appoint, who shall:
  - 1) Where he/she considers it appropriate and just in the circumstances, resolve the allegation by conciliation.
  - 2) Where he/she does not consider conciliation appropriate, or is unable to resolve the allegation by conciliation within 21 days, he/she shall refer the allegation to an Investigative Committee of the Association. The Investigative Committee shall deal with the matter as herein-after prescribed.
  - 3) Where he/she resolves the matter by conciliation he/she shall set out in writing a report to the Council, the terms upon which the allegation was settled.

#### INVESTIGATIVE COMMITTEE

3. The Investigative Committee shall comprise three members of Council, appointed by the President, and three members of the Association who are not members of the Council who have accepted the Council's request to be members of the Committee.
4. The Investigative Committee may act as a body, or delegate one, or up to three of its members, to be agents for the Committee and these agents shall have and be entitled to exercise all of the powers and authorities of the Investigative Committee.
5. The Investigative Committee shall inquire into any allegation of breach of Rules or injurious or discreditable conduct by any member which is referred to it.
6. All members shall be bound to co-operate and assist the Investigative Committee with respect to any inquiry undertaken by it pursuant to the Constitution.

Any member who:

  - a) in the opinion of Council, maliciously, frivolously or vexatiously makes an allegation against a member, or
  - b) fails to co-operate with, or assist the Investigative Committee.shall be guilty of an offence against the Association.
7. The Investigative Committee shall keep confidential the names of members who are the subject of their inquiry.
8. The Investigative Committee, upon completing their investigation, shall either:
  - a) Dismiss the allegation and report in writing to the Council the details of its findings, or
  - b) Charge the member subject to the allegation with a breach of Rules or misconduct which is injurious or discreditable to the Association.
9. NOTWITHSTANDING anything herein contained, the Council may of its own volition, at any time call upon a member whom it has reason to suspect of being guilty of any action or conduct, which in the opinion of the Council is injurious or discreditable to the Association, or other in contravention, evasion, or attempted evasion, direct or indirect of the letter or spirit of the Constitution to answer a charge in respect of such action or conduct.

#### CHARGE AGAINST A MEMBER

10. Any charge of breach of the Constitution or injurious or discreditable misconduct made against any member by the Investigative Committee or Council shall:
  - 1) be made in writing;
  - 2) specify the nature of the complaint, giving general particulars of it;
  - 3) be signed by a member of the Investigative Committee, or where the charge is laid by the Council, the President; and
  - 4) be delivered to the Secretary who shall forward by certified Mail a photocopy of the charge to the member alleged to have committed the breach, and shall Post contemporaneously therewith to such member a notice requiring him/her to attend before the Disciplinary Committee on a date, set by the Secretary, being at least 21 days subsequent to the mailing of the charge.

#### DISCIPLINARY COMMITTEE

11. There shall be a Disciplinary Committee of the Association which shall hear all charges brought against a member pursuant of the Constitution.
12. Members of the Council (other than members who are members of the Investigative Committee) shall, together with any other persons so appointed by the President, not being more than a total of six, be members of the Disciplinary Committee, but any member of the Disciplinary Committee so appointed, shall, in respect of any matter coming before the Disciplinary Committee, hear and determine all such matters in accordance with the principles of natural justice.

13. In any case where the President in his/her absolute discretion deems fit, he/she may nominate one or more persons who are not members of the Association, who possess the necessary expertise to assist in the determination of a certain matter, to be a member of the Disciplinary Committee.

14. In hearing or determining a charge brought against a member, the Disciplinary Committee shall act without undue formality and may:

- 1) Request the Association's solicitor to advise upon such matters of law, or evidence, or procedure as shall arise during the hearing;
- 2) Of its own volition call any expert witness to assist in any matters which arise during the course of the hearing;
- 3) Inform itself of any question that arises in the course of the hearing as it thinks fit, including by way of affidavit, statutory declaration or viva voce, and shall not be bound by the rules of evidence; or
- 4) Adjourn the hearing from time to time and place to place.

15. Should a person against whom a charge has been laid fail to appear in answer to the charge, the Disciplinary Committee may proceed to inquire into and deal with the charge notwithstanding such failure to appear. At the conclusion of the hearing (or adjourned hearing) the Disciplinary Committee shall either dismiss the charge against the member so charged, or shall determine that the member is guilty of the breach wherewith he/she has been charged. The Disciplinary Committee shall then consider the question of the imposition of penalty. The Committee will report in writing to Council before imposing any such penalty or penalties.

16. The Disciplinary Committee may impose all or any of the following penalties upon any member adjudged of a breach of the Council or misconduct that is injurious or discreditable to the Association:

- 1) That the member be suspended, disqualified or barred for such a period as the Disciplinary Committee deems fit, and/or
- 2) That the member be fined a sum not exceeding ten times the annual membership fee of the Association for the time being, and/or
- 3) That the member be censured, and/or
- 4) That the guilty member pay the costs and expenses of the Association of and in connection with the hearing, including the costs and expenses of any solicitor or expert witness engaged by the Association, and/or
- 5) Expulsion from membership of the Association.

17. Any fine or order for payment of costs aforesaid shall be paid within such time as the Disciplinary Committee shall fix, or in default of the fixing of any time, payment shall be made within two calendar months.

18. Where the member has been adjudged guilty by the Disciplinary Committee the Council may notify such members of the Association as it seems appropriate.

19. Any member who has been adjudged guilty of a breach by the Disciplinary Committee shall have the right to appeal to the Appeals Committee, such appeal to be lodged within two weeks of the written notification to the member in question of the result of the Disciplinary Committee's finding.

#### APPEALS COMMITTEE

20. There shall be an Appeals Committee of the Association which shall be constituted by the Council and shall hear and determine appeals from the decision of the Disciplinary Committee.

21. All members of Council who have not acted as a member of the Investigative Committee or the Disciplinary Committee shall be members of the AC, together with those persons appointed by Council. Not more than a total of six, shall be members of the AC.

22. The powers and functions of the Appeals Committee may be discharged by any three members thereof nominated by the President, or in his/her absence, by the Secretary and each of whom may nominate himself or the other or both of them.

23. The Appeals Committee shall conduct appeals in such a manner as it thinks fit and proper from time to time and may hear new evidence either in relation to the evidence given and received at the original hearing or by the way of new evidence and may exercise its powers in accordance with the provisions of clauses 14, 15 and 16 of this Rule.

24. An appeal to the Appeals Committee shall be lodged within fourteen (14) days of notification to the Member of the decision of the Disciplinary Committee and the intending Appellant shall lodge with

the Secretary notice of the Appeal, together with the grounds of appeal and shall pay the Secretary such sum as specified by Council as the appeal fee.

25. Upon receipt of the notice of appeal, the grounds of appeal and the appeal fee, the President shall appoint an appeal hearing date at least fourteen (14) days hence, but to commence not more than forty (40) days hence. The President shall notify the Appellant by Mail the time and place of the hearing of appeal.

26. Any member aggrieved by the decision of the Disciplinary Committee may appeal against such decision provided that such right of appeal shall lie only in the following circumstances:

- 1) That the decision arrived at by the Disciplinary Committee was arrived at in consequence of the denial of natural justice.
- 2) That whether or not there was denial of natural justice as foresaid, the appellant was adjudged guilty and was subject to a penalty of not less than six months suspension and a fine of not less than \$250.
- 3) That in the opinion of the Appeals Committee there is some special circumstance attached to the matter the subject of the proposed appeal and the Appeals Committee in its absolute discretion determines to grant leave to bring appeal notwithstanding that neither of the circumstances mentioned above in parts 1) and 2) of this clause apply to the proposed appeal.

27. Upon hearing and determining the appeal the Appeals Committee may:

- 1) Order that the decision of the Disciplinary Committee be confirmed or revised, set aside, varied or otherwise dealt with;
- 2) Order that any penalty imposed be set aside, decreased or increased;
- 3) Order that the whole or part of the appeal fee be forfeited or refunded;
- 4) Order that either party shall pay the costs of the other party; and
- 5) Make such other or further order as it deems and may think proper.

28. In any event a member who fails to comply with the decision of the Appeals Committee shall be in breach of the Constitution.

## 15. DISSOLUTION

Dissolution of the Association shall take place only if and when so determined by two-thirds majority of the members of the Council present at a SPECIAL MEETING called for the purpose of discussing the dissolution of the Association only after written Notice of not less than fourteen (14) days has been forwarded to all Councillors.

In the event of the Association being wound up at any time, the assets of the Association shall be forthwith realised on and at the discretion of the Council, after all just debts have been liquidated, shall be divided on a per capita basis amongst various State Societies with similar objects to the Association in existence at the time.

## 16. ALTERATIONS AND AMENDMENTS

Any alterations, additions or amendments to the Constitution and Rules of the Association shall be made at a meeting of Council, but only after Notice of Intention to move the alteration, addition or amendment, has been forwarded to all Councillors, such Notice to be given at least two (2) months prior to the meeting at which the proposed change is to be considered.

A change to the Constitution and Rules of the Association shall require a majority of two-thirds of the Councillors present and voting in favour at the meeting called to consider the proposal.

## 17. ANNUAL GENERAL MEETING

1. The Association shall in each calendar year convene an annual general meeting of its members.
2. The annual general meeting shall be held on such a day as the Council determines.
3. The annual general meeting shall be specified as such in the notice convening it.
4. The ordinary business of the annual general meeting shall be:
  - 1) to confirm the minutes of the last preceding Annual General Meeting and any general meetings held since that meeting.
  - 2) to receive the Council reports upon the transactions of the Association during the last preceding financial year.
  - 3) to elect officers of the Association and ordinary members of the Council.
  - 4) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
  - 5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 6) The Annual General Meeting shall be in addition to any other general meetings that may be held in

the same year.

## 18. SPECIAL GENERAL MEETING

All general meetings other than the annual general meeting shall be called general meetings.

1. The Council may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting for the expiration of that period.
2. The Council shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
3. The requisition for a special general meeting shall state the object of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
4. If the Council does not cause a special general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
5. A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## 19. NOTICE OF MEETING

1. The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted.
2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
3. A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## 20. PROCEEDINGS AT MEETINGS

1. a) All business that is transacted at a special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being ordinary business of the annual General Meeting shall be deemed to be special business.  
b) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.  
c) Five (5) members personally present (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a general meeting.  
d) In within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day of the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.
2. a) The President, or in his absence, the Secretary shall preside as Chairmen at each General Meeting of the Association.  
b) If the President and the Secretary are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
3. a) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.  
b) Where the meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.  
c) Except as provided in sub-clauses a) and b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
4. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that

resolution.

5. a) Upon any question arising at a general meeting of the Association, a member has one vote only.
- b) All votes shall be given personally or by proxy.
- c) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
6. a) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- b) A poll that is demanded on the election of a Chairman or a question of an adjournment shall be taken forthwith and a poll on any other question shall be taken at such time before the close of the meeting as the Chairman shall direct.
7. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
8. Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## 21. FUNDS

The funds of the Association shall be derived from entrance funds, annual subscriptions, donations, contributions and such other sources as the Council determines.

## 22. TREASURER

I. The Treasurer of the Association :

- a) Shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
  - b) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
2. The accounts and books referred to in sub-clause 1 shall be available for inspection by the members.
  3. Cheques: All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one other Council member.

## 23. ALTERATIONS OF RULES AND STATEMENT OF PURPOSES

These Rules and Statement of Purpose of the Association shall not be altered except in accordance with the Associations Incorporation Act 1981.

## 24. SEAL

1. The common seal of the Association shall be kept in the custody of the Secretary.
2. The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two Council members.

## 25. CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association and all such books, documents and securities shall be available for inspection by members.