

Afghan Historical Society Inc. (AHS)

Special General Meeting of the Society
dated 15/08/2024, 10 pm Brisbane time
Google Meet Online

Minutes of the Meeting

Agenda:

- Adaption of the Afghan Historical Society Rules (Constitution)
- Appointment of Office Holders

Members Present:

1-Dr, Noor A Khalidi, 2-Prof Bashir Doodyal. 3-Prof Hamid Naweed, 4-Mr Attiq Zazai, 5-Mrs Dorkhanai Zahin, 6-Mrs Nahid Olomi, 7-Mr Sidiq Wafa, 8-Eng. Najim Azadzoy, 9-Mr, Said Mazhari, 10-Mr Nasir Ahmad Haidarzai, 11-Mr Abdul Walid Popalzai, 12-Dr Said Hamidullah Rogh, 13-Prof Zaman Stanizai, 14-Ustad Shasawar Sangarwal.

As those present constitute over 80% of the total voting members of the Society.

First Item:

The meeting was opened by Dr Noor A Khalidi, the acting Chair, who introduced the agenda. The agenda was adapted.

Second Item: Rules of Society

The Rules of the Society, which is based on the model Rules for Incorporated Associations in the State of Queensland in Australia, adapted by the General Meeting dated 14 July 2024 were reaffirmed without any amendment. These Rules are attached to these minutes.

Third Item: Appointment of the Management Committee

The meeting appointed the following Office Holders:

1. Chairperson: Dr Noor Ahmad Khalidi
2. Secretary: Mr Nasir Ahmad Haidarzai
3. Treasurer: Mr Abdul Walid Popalzai
4. Chair of the Research Board: Prof Bashir Doodyal
5. Editor of the Society's Quarterly Journal: Mrs Dorkhanai Zahin
6. Website & Social Media Manager: Eng Najim Azadzoy

The meeting closed by the Chair at 12:00pm

Minutes Prepared by Prof Bashir Doodyal

Signature _____
Dr Noor Ahmad Khalidi, Chairperson

CHARTER
Of the
Afghan Historical Society Inc.
Based on the recommended Model Rules
As adapted by the Special General
Meeting of the Society
dated 14/07/2024
Google Meet Online

1 Act

In these rules—*Act* means the *Associations Incorporation Act 1981*.

2 Name

The name of the incorporated Society is ‘**Afghan Historical Society Inc.**’ (*the Society*).

3 Objectives

(a) The objectives of the Society are not for profit, non-political, non-racial, non-ethnical, non-regional, non-lingual; and aim to:

- Promote the study & research of the Afghan history and humanistic disciplines including, but not limited to, archaeology, art history, historiography, linguistics, literary studies, ethnography, demography, political economy, human genetics and anthropological studies.
- to connect experts in these fields and to stimulate research into the application of these disciplines to better understand the history of Afghanistan.
- publication of a journal “Afghanistan History & Civilization” and the organisation of an annual conference.

4 Powers

(1) The Society has the powers of an individual.

(2) The Society 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.
- (e) raise funds through, for example—
 - collecting annual membership fees;
 - obtaining government(s) grants; and
 - collecting donations from members and other sources.

(3) The Society may employ people and pay wages and salaries to carry out its functions and projects.

5 Membership Classes

- Ordinary members with voting power by application;
- Advisory members by invitation; and
- The Society may have an unlimited number of members.

6 Membership

- Ordinary membership of the Society is open to all persons of Afghan origin irrespective of their ethnic, language, religious and political backgrounds and affiliations who accept and support this charter; and
- Advisory membership is open to all persons irrespective of ancestry, ethnic, language, religious and political backgrounds and affiliations who accept and support this charter.

7 New memberships

An application for ordinary membership must be—

- (a) in writing; and

- (b) signed by the applicant; and
- (c) in the form decided by the management committee.

8 Membership fees

The membership fee—

- (a) do the members decide the amount from time to time at a general meeting; and
- (b) is payable when, and in the way, the management committee decides.

9 Admission and rejection of new members

- (1) The management committee must consider an application for membership soon after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The management committee must decide whether to accept or reject the application.
- (3) If a majority of the members of the management committee vote to accept the applicant as a member, the applicant must be accepted as a member.
- (4) The secretary of the Society must inform the applicant of the decision as soon as practicable after the management committee decides to accept or reject an application.

10 When membership ends

- (1) A member may resign from the Society by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The management committee may terminate a member's membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of this Charter; or
 - (c) has membership fees in arrears for at least 3 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Society.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

11 Register of members

- (1) The management committee must keep a register of members of the Society.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the residential and email addresses and contact numbers of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Society at all reasonable times. However, the management committee may, on the application of a member of the Society, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

12 Prohibition on the use of information on the register of members

- (1) A member of the Society must not—
 - (a) use information obtained from the register of members of the Society to contact, or send material to, another member of the Society for advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Society for advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Society.

13 Functions of the management committee

(1) Subject to these rules or a resolution of the members of the Society carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Society.

(2) The management committee has the authority to interpret the meaning of these rules and any matter relating to the Society on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the Society's rules are inconsistent with the Act—see section 1B of the Act.

(3) The management committee may exercise the powers of the Society—

- (a) to borrow, raise or secure the payment of amounts in a way the members of the Society decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to invest in a way the members of the Society may from time to time decide.

(4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—the financial institution for the Society.

14 Membership of the management committee

(1) The management committee of the Society consists of a president, treasurer a secretary and any other members the Society members elect at a general meeting.

(2) A member of the management committee must be a member of the Society.

(3) At each annual general meeting of the Society, the members of the management committee must retire from office but are eligible, for re-election.

(4) A member of the Society may be appointed to a casual vacancy on the management committee.

15 Electing the management committee

(1) A member of the management committee may only be elected as follows—

- (a) any 2 members of the Society may nominate another member (the *candidate*) to serve as a member of the management committee;
- (b) each member of the Society present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
- (c) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

(2) A person may be a candidate only if the person—

- (a) is an adult; and
- (b) is not ineligible to be elected as a member under section 61A of the Act.

(3) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—

- (a) whether or not the Society has public liability insurance; and
- (b) if the Society has public liability insurance—the amount of the insurance.

16 Functions of secretary

The secretary's functions include, but are not limited to—

- (a) calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Society; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Society; and
- (d) maintaining the register of members of the Society.

17 Resignation, removal or vacation of office of management committee member

(1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

(2) The resignation takes effect at—

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice—the later time.

(3) A member may be removed from office at a general meeting of the Society if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

18 Vacancies on the management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Society to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under a quorum of the management committee, a general meeting of the Society can be called to elect new members.

19 Meetings of the management committee

- (1) The management committee must meet at least once every 3 months to exercise its functions.
- (2) The management committee special meetings may be called by the secretary in writing, clearly stating the purposes of the meeting. The meeting outcomes should be recorded.
- (3) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (4) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (5) A member of the management committee must not vote on a question about a contract or proposed contract with the Society if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- (6) The president is to preside as chairperson at a management committee meeting.
- (7) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the Deputy may preside and in the absence of a deputy the members may choose one of their numbers to preside as chairperson at the meeting.

20 Appointment of subcommittees

- (1) The management committee may appoint subcommittees consisting of members of the Society considered appropriate by the committee to help with the conduct of the Society's operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson for its meetings.
- (4) A subcommittee may meet and adjourn as it considers appropriate.
- (5) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

21 Annual general meetings

Each annual general meeting must be held—

- (a) at least once each year; and
- (b) within 3 months after the end date of the Society's reportable financial year.

22 Business to be conducted at an annual general meeting

- (1) The following business must be conducted at each annual general meeting of the Society—
 - (a) receiving and adaption of the management committee's report and the Society's financial statement for the last reportable financial year;
 - (b) electing members of the management committee.

23 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Society's last general meeting plus 1.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for a general meeting—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (4) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

24 Procedure at a general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, or by attorney.
- (2) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

25 Voting at a general meeting

- (1) At a general meeting, each question, matter or resolution must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) Voting is to be conducted by raising hands.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

26 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the Society notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed
 - at least 33% of the number of members of the management committee when the request is signed;
 - (c) being given a written notice of an intention to appeal against the decision of the management committee to reject a membership application, or to terminate a person's membership.

27 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes 'The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (3) The minutes of each annual general meeting must be available for inspection by members.

28 By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Society.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Society.

29 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

30 Common seal

- (1) The management committee must ensure the Society has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by 1 member of the management committee.

31 Funds and accounts

- (1) The funds of the Society must be kept in an account in the name of the Society in a financial institution.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Society.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

- (4) A payment by the Society of \$1000 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the management committee members.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the impress system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditures must be approved or ratified at a management committee meeting.

32 General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.

33 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Society.

34 Financial year

The end date of the Society's financial year is **30 June** each year.

35 Distribution of surplus assets to another entity

- (1) This rule applies if the Society—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Society.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the Society's objects; and
 - (b) the rules which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

36 Rules of the Charter

- (1) This Charter contains 36 rules.
- (2) This Charter has been prepared in English as well as in Dari languages. In case of any interpretation dispute, the English version takes priority.