

Whitehorse Historical Society Constitution

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WHITEHORSE HISTORICAL SOCIETY INCORPORATED

Statement of Aims and Objectives

1. To foster historical interest and knowledge in the City of Whitehorse
To collect and preserve items of historical interest
To compile and keep historical records of the district
To cooperate with other relevant groups
To raise funds for the above objects
To maintain and extend and improve the association's historical displays

The name of the Association is **The Whitehorse Historical Society Incorporated** (in these Rules called "The Association")

2. Interpretation

In these Rules unless the contrary intention appears:

- (a) "**Committee**" means the Committee of Management of the Association.
- (b) "**Financial Year**" means the year ending on 30 June
- (c) "**General Meeting**" means a general meeting of members convened in accordance with Rule 8
- (d) "**Member**" means a member of the Association
- (e) "**Ordinary Member of the Committee**" means a member of the Committee who is not an Officer of the Association under Rule 15
- (f) "**The Act**" means the Association Incorporation Act 1981 as amended
- (g) "**The Regulations**" means regulations under the Act.
"**Relevant documents**" has the same meaning as in the Act.
- (i) In these Rules a reference to the Secretary of an Association is a reference
 - (i) where a person holds office under these Rules as Secretary to the Association to that person and
 - (ii) In any other case to the Public Officer of the Association

3. Membership/Annual Subscription

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) An application of a person for membership of the Association must-
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the Association.
- (3) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (4) The committee must determine whether to approve or reject the application.
- (5) If the committee approves an application for membership, the Secretary must, as soon as practicable-
 - (a) notify the applicant in writing of the approval for membership; and

(b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

(6) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (1), enter the applicant's name in the register of members.

(7) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

(8) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(a) Membership of the Society is on an annual basis and applications for membership shall be made on the form provided by the Society each year.

(b) The rights privileges or obligations of a person by reason of the membership of the Society are not capable of being transferred or transmitted to another person and terminate upon the cessation of membership whether by death, resignation or otherwise.

(c) The annual subscription agreed upon by the Society is payable in advance on or before the 1st of September each year.

(d) any member who has failed to pay the annual subscription one month after the subscription became due and payable shall automatically cease to be a member of the Association.

4. Life membership.

This may be conferred upon any person for distinguished and meritorious services to the Society on the recommendation of the Committee and with the approval of a General Meeting of members.

5. Register of members

(1) The Secretary shall keep and maintain a register of members in which shall be entered the full name address and date of entry of the name of each member and the Register shall be available for inspection by members at the address of the Public Officer.

(2) A member may make a copy of entries in the register

6. Ceasing membership

(1) A member of the Association who has paid all moneys due and payable by a notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)--

(a) the member ceases to be a member; and

(b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution--

- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless--
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following--
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must--
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to

the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(8) At a general meeting of the Association convened under sub-rule (7)--

(a) no business other than the question of the appeal may be conducted; and

(b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(c) the member, or his or her representative, must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

(1) The grievance procedure set out in this rule applies to disputes under these Rules between -

- (a) a member and another member; or
- (b) a member and the Association

(2) The parties to the dispute must meet and discuss the matter in dispute and if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days hold a meeting in the presence of a mediator

(4)The mediator must be -

- (a) person chosen by agreement between the parties; or
- (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)

(5) A member of the Association can be a mediator

(6)The mediator cannot be a member who is a party to the dispute

(7)The parties to the dispute must, in good faith, attempt to settle the dispute by mediation

(8) The mediator, in conducting the mediation, must -

- (a) give the parties to the mediation process every opportunity to be heard;

and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process

(9) The mediator must not determine the dispute

(10) If the mediation process does not result in the dispute being resolved the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. Annual General Meeting

(1) The Association shall in each calendar year convene an annual general meeting of its members

(2) The committee may determine the date, time and place of the annual general meeting of the Association.

(3) The Annual General Meeting shall be specified as such in the notice convening it.

The ordinary business of the Annual General Meeting shall be:

(a) To confirm the Minutes of the previous Annual General Meeting and of any General Meeting held since that Meeting.

(b) To receive from the Committee reports upon the transactions of the Association during the last preceding financial year

(c) To determine the annual subscription fee.

(d) To elect officers of the Association and the ordinary members of the committee; and

(e) To receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.

(f) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

(g) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

10. Special General Meetings

(1) All general meetings other than the Annual General Meeting shall be called special general meetings.

(2) The Committee 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 before the expiration of that period.

(3) The Committee shall on the requisition in writing and signed by 5 per cent of the total number of members convene a special general meeting of the Association.

(4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary.

(a) If the Committee does not cause a special general meeting to be held within one 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 months after that date.

(b) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the

special general meeting must be refunded by the Association to the persons incurring the expenses

11. Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business

12. Notice of General Meetings

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent--

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at General Meetings

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present--

(i) in the case of a meeting convened upon the request of members the meeting must be dissolved; and

(ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.

(4) 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 personally present (being not less than 3) shall be a quorum.

14. Presiding at General Meetings

- (1) The President or in his absence the Vice-President shall preside as Chairman at each general meeting of the Association
- (2) If the President and Vice-President are absent from a general meeting the members present shall elect one of their number to preside as Chairman at the meeting.

15. Adjournment of Meetings

- (1) 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.
- (2) Where a 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.
- (3) Except as provided in sub-clauses 9(a) and 9(b) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

17. Voting

- (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of equality of voting on a question the Chairman of the meeting is entitled to exercise a second or casting vote.
- (4) Five (5) members personally present (being members entitled to vote at a general meeting) constitute a quorum for the transaction of business at a general meeting.

18. Proxies

There shall be no votes cast by proxy at any general meeting of the Association.

19. Committee of Management

- (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 15.
- (2) The Committee of Management-
 - (a) shall control and manage the business and affairs of the Association
 - (b) may subject to these Rules the Regulations and the Act exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association and

(c) Subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

(d) may co-opt financial members of the Association, subject to these Rules, to act in an advisory role or representative role until, the conclusion of the Annual General Meeting next following the date of appointment.

(e) Subject to section 23 of the Act, the committee shall consist of--

(a) the officers of the Association; and

(b) up to seven ordinary members-

each of whom shall be elected at the annual general meeting of the Association in each year.

20. Officers

The Officers of the Association shall be:

(i) A President

(ii) A Vice-President

(iii) A Treasurer and

(iv) A Secretary

(1) The provisions of (Rule 16) as far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-clause 15(a).

(2) Each officer of the Association shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election with the exception of the President who will not hold office as President for more than three consecutive terms.

(3) In the event of a casual vacancy in any office referred to in sub-clause 15 (a) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.

(4) Subject to Section 23 of the Act the Committee shall consist of:

(i) The four officers of the Association

(ii) not less than three and not more than seven other ordinary members each of whom shall be elected at the Annual General Meeting of the Association in each year.

(5) Each ordinary member of the Committee shall subject to these Rules hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.

(6) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office subject to these Rules until the conclusion of the Annual General Meeting next following the date of their appointment.

21. Ordinary members of the committee

(1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy

and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

22. Election of Officers and Ordinary Committee members

(1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:

(i) shall be made in writing signed by two members of the Association and be accompanied by the written consent of the candidate which may be endorsed on the form of nomination and

(ii) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.

(2) If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.

(5) The ballot for the election of ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

(6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

23. Vacancy of Committee Membership

For the purposes of these Rules the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:

(i) ceases to be a member of the Association

(ii) becomes an insolvent under administration within the meaning of the Corporations Law; or

(iii) resigns from office by notice in writing given to the Secretary

24. Committee meetings

(1) The Committee shall meet not less than once every three months at such place and at such times as the Committee may determine.

(2) Special meetings of the Committee may be convened by the President or by any three members of the Committee.

25. Notice of Committee Meetings

(1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

(2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. Quorum for committee meetings

(1) Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(2) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

(3) The committee may act notwithstanding any vacancy on the committee

27. Presiding at Committee Meetings

(1) At meetings of the Committee

(i) the President or in the absence of the President, the Vice-President shall preside or

(ii) If the President and the Vice President are absent, or are unable to preside, the members present must choose one of their number to preside.

28. Voting at Committee meetings

(1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or if demanded by a member by a poll taken in such manner as the person presiding at the meeting may determine.

(2) Each person present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.

29. Removal of Committee member

(1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

30. Duties of the Committee

(1) The Secretary of the Society shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

(2) The Treasurer of the Society shall collect and receive all monies due in the Society and make all payments authorised by the Committee. The Treasurer shall keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

(3) The Treasurer shall present to each Committee meeting a state of income received and payments made since the last preceding Committee meeting together with details of the financial affairs of the Society.

(4) The accounts and books referred to in sub-clause 19 (b) shall be audited each year by a qualified person who is not a member of the Committee and shall be available for inspection by members upon request to the Committee.

(5) All cheques drafts bills of exchange promissory notes and other negotiable instruments shall be signed by any two members of the Committee one of whom shall be the President, Treasurer or Secretary.

31. Custody and inspection of books and records

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

32. Seal

The Common Seal of the Society shall be kept in the custody of the Secretary and shall not be affixed to any instrument except by the authority of the Committee and the fixing of the Common Seal shall be attested by the signatures of two members of the Committee or of one member of the Committee and the Secretary or Treasurer of the Society. A resolution of the affixing of the Common Seal shall be approved at a meeting of the Committee and recorded in the Minute Book.

33. Funds

The funds of the Society shall be derived from membership fees donations and securities and investments of the Society. The Society shall not be run for private profit of a member or members. Any balance at the end of the financial year shall be carried over for furthering the objects of the Society.

34. Alteration of Rules and Statement of Purpose

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act

35. Winding up

(1) In the event of the winding up or the cancellation of the incorporation of the Society which shall be done by special resolution at a special meeting called for this purpose, the assets of the Society shall be disposed of in accordance with the wishes of the members and the provisions of the Act

(2) If upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any assets or property whatsoever the same shall not be paid or distributed to any member of the Association but shall be given or transferred to some organisation having objects similar to the objects of the Association and which shall prohibit the distribution of its income and property amongst its members to an extent as least as great as is imposed on the Association under these Rules such organisation to be determined by members of the Association in accordance with the provisions of the Act.

(3) Should the Association be wound up or dissolved the prime organisation to which any such assets or property of an historical nature and/or importance shall be given or transferred shall be the City of Whitehorse in accordance with the provisions of the Act.

Such action is agreed to as the building known as Schwerkolt's Cottage, its outbuildings, the adjoining Museum and Annexe which are the property of the City of Whitehorse. It is these buildings which hold the Society's archives displays photographs and other items of historical interest and/or importance. This course of action would be subject to the City of Whitehorse being prepared to accept the responsibility of keeping and safe guarding these assets on behalf of the citizens of Whitehorse.

(4)In the event of the Museum Gift Fund being wound up or dissolved, any surplus assets remaining after the payment of the Fund's liabilities shall be transferred to another fund authority or institution which has similar objects and to which income tax deductible gifts can be made.

(5)The funds of the Association shall be lodged in such investments as are authorised by law for the time being in force for the investment of trust funds or on deposit with a bank..

(6)All monies received as gifts or derived from gifts shall be deposited in a separate Museum Gift Fund account, to be used for the Society's principal purposes. `

(7)In the event of the earlier revocation of the Society's endorsement as a deductible Gift Recipient, or the winding up of the Fund, surplus assets in the Fund shall be transferred to another gift deductible fund authority or institution.

36. Notice to Members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (1) delivering the notice to the member personally; or
- (2) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (3) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (4) electronic transmission, if the member has requested that the notice be given to him or her in this manner.