



Constitution of

**Maitland and District Historical Society
Incorporated**

18 February 2020

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PART 1: PRELIMINARY

DEFINITIONS

1. (1) In this constitution, except in so far as the context or subject-matter otherwise indicates or requires;
- "*Society*" means –
Maitland and District Historical Society Incorporated.
- "*ordinary member*" means –
a natural person who has applied for and been granted membership of the Society in terms of Part 2 and is neither an office bearer or a member of the committee.
- "*ordinary committee member*" means –
an ordinary member of the Society elected to the Committee but who is not an office-bearer of the Society, as referred to in rule 16(1).
- "*corporate member*" means –
An organisation (eg. A like-minded Society or Business) which has applied for and been granted membership of the Society in terms of Part 2 and is neither an office bearer or a member of the committee.
- "*committee*" means –
- (a) President,
 - (b) Vice-President,
 - (c) Secretary,
 - (d) Treasurer, and
 - (e) Three (3) ordinary members elected at the Annual General Meeting.
- "*pensioner*" means –
- (a) a person receiving an age, invalid or other pension, or
 - (b) a person retired from gainful employment.
- "*student*" means –
a person engaged in full-time study at a recognised educational institution.
- "*secretary*" means –
- (a) the person holding office under this constitution as secretary of the Society, or
 - (b) where no such person holds that office - the public officer of the Society.
- "*auditor*" means -
a person other than a member of the committee, who is appointed to examine and verify the books of account of the Society.
- "*patron*" means –
a person whose support for the Society is sought.
- "*financial report*" means –
- (a) an audited statement of receipts and expenditure, showing (inter alia) the surplus or deficit of the year's operations, and
 - (b) an audited balance sheet, showing the assets and liabilities (including accumulated funds) as at the end of the financial year.
- "*special general meeting*" means –
a general meeting of the Society other than annual or monthly general meeting;
- "*the Act*" means –
the *Associations Incorporation Act, 2009*
- "*the Regulations*" means –
the *Association Incorporation Regulation, 2016*
- The term "*in writing*" –
includes email or other electronic means.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

NAME AND OBJECTS

2. The name of the organisation shall be the "Maitland and District Historical Society Incorporated".
3. The objects of the Society (also known as the Aims) shall be:
 - (a) To Discover, Record, Preserve, Advise on and Teach, the History of Maitland and District, and
 - (b) To do all such other things as are conducive or incidental to the attainment of the above objects or any of them.

PART II: MEMBERSHIP

MEMBERSHIP

4. (1) Membership shall be open to all persons and like organisations subscribing to the objects of the Society and paying the prescribed subscription. Corporate membership shall be open to other organisations on terms determined by the Committee. These organisations will have one-member voting entitlement.
- (2) Any person, other than a person renewing a current membership, seeking membership of the Society shall submit a request for membership in writing (including by email or other means, if the committee so determines), accompanied by a tendered payment of the current membership fee to the secretary.
- (3) The committee shall ratify all membership applications at the first practicable meeting.
- (4) The committee has the right to refuse membership to any person without necessarily assigning any reason therefore.
- (5) Membership of the Society is deemed to commence at the time of acceptance of the membership application and payment of the prescribed subscription.
- (6) The fate of a membership application shall be made known to the applicant as soon as practicable (including by email or other means, if the committee so determines). In the event of a rejected application the tendered membership fee shall be returned at the time of this notice.
- (7) Honorary Membership may be granted to any person/s who is deemed to have provided valuable service to the Society.
- (8) Life membership may be granted to any member in recognition of long and meritorious service.
- (9) Initial nominations for either Honorary or Life membership in terms of parts (7) and (8) will be received by the Committee and presented for ratification at the AGM.

CESSATION OF MEMBERSHIP

5. A person ceases to be a member of the Society if the person:
 - (a) dies, or
 - (b) resigns that membership through written communication to the secretary (including by email or other means), or
 - (c) is expelled from the Society, or
 - (d) has not paid membership fees within 3 months of the due date.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

6. A right, privilege or obligation which a person has by reason of being a member of the Society:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

7. (1) A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under subclause (1) and in every other case where a member ceases membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

8. (1) The secretary of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.

- (2) The register of members shall be kept at the principal place of administration of the Society (within New South Wales) and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (3) A member of the Society may obtain a copy of any part of the register on payment of a fee determined by the committee for each page copied.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form it must be convertible into a hard copy

FEES, SUBSCRIPTIONS

9. A member of the Society shall pay to the Society an annual membership fee determined by the members at the annual general meeting. **NOTE:** Membership year commences at the annual general meeting.
 - (a) except as provided by paragraph (b), within 2 months of the annual general meeting in each calendar year, or
 - (b) where the member becomes a member on or after the annual general meeting in any calendar year - upon becoming a member and within 2 months of the annual general meeting in each succeeding calendar year.

MEMBERS' LIABILITIES

10. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, 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 clause 9.

RESOLUTION OF DISPUTES

11. (1) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

DISCIPLINING OF MEMBERS

12. (1) Where the committee is of the opinion that a member of the Society:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society, the committee may, by resolution:
 - (i) expel the member from the Society; or
 - (ii) suspend the member from membership of the Society for a specified period.
- (2) A resolution of the committee under clause 1 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 clause 3, confirms the resolution in accordance with this clause.
- (3) Where the committee passes a resolution under clause 1, the secretary, must, within 7 days, 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:
 - (i) attend and speak at the meeting,
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause 3, the committee shall:
 - (a) give to the member an opportunity to make oral representations,

- (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting, and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause 4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 12.
- (6) A resolution confirmed by the committee under clause 4 does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned 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 pursuant to clause 4.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

13. (1) A member may appeal to the Society in special general meeting against a resolution of the committee which is confirmed under rule 12(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause 1, the secretary must notify the committee which is to convene special general meeting of the Society to be held within 1 calendar month after the date on which the secretary received the notice.
- (3) At the following special general meeting of the Society:
- (a) no business other than the question of the appeal is to be transacted,
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) The appeal is to be determined by a simple majority of votes cast by members of the Society.

PART III: THE COMMITTEE

POWERS OF THE COMMITTEE

14. The committee shall be responsible to the Society.
15. The committee, subject to the Act, the Regulation, this constitution and to any resolution passed by the Society in general meeting:
- (a) shall control and manage the affairs of the Society,
 - (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

COMPOSITION AND MEMBERSHIP OF COMMITTEE

16. (1) The committee shall consist of the office-bearers of the Society (President, Vice President, Secretary and Treasurer) and 3 ordinary members (shown as Ordinary Committee Members) hereafter.
- (2) The immediate past President shall ex officio be a member of the committee.
- (3) The committee of the Society shall be:
- President
 - Vice-President
 - Secretary
 - Treasurer
 - Ordinary Committee Members (3)

NOTE: — A committee member may hold up to 2 offices (other than both offices of president and vice-president).

- (4) Each member of the committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) The maximum number of consecutive terms for which a committee member may hold office in the same position is 5 years.
- (6) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office,

subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF COMMITTEE MEMBERS

17. (1) Nominations of candidates for election as office-bearers of the Society or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

If insufficient written nominations are received to fill all vacancies on the committee, nominations shall be taken verbally during the course of the annual general meeting and shall be seconded by another member present. *The nominee shall have the right to refuse the nomination.*

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected.
- (3) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be 'casual vacancies.'
- (4) 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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a member of the Society.

DUTIES OF ELECTED COMMITTEE MEMBERS

PRESIDENT

18. The President will preside at all meetings of members and is responsible for ensuring the efficient and timely discharge of business. Between meetings the President may, with the consent of 3 other members of the committee, speak on behalf of or represent the Society.

VICE-PRESIDENT

19. In the absence of the President and with the consent of 3 other members of the committee, the vice-president may act on the president's behalf.

SECRETARY

20. (1) The secretary of the Society shall, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3) above.

TREASURER

21. It is the duty of the treasurer of the Society to ensure that:
- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made,
 - (b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society, and
 - (c) present an audited financial report at each annual general meeting.

ORDINARY COMMITTEE MEMBERS –

22. There will be 3 ordinary committee members who will assist in whatever matters and areas as required.

PUBLIC OFFICER

23. The public officer of the Society shall ensure that the secretary does establish and maintain a register of members in terms of part 8 (1) of - this constitution act and provide information as required by the Act.

CASUAL VACANCIES

24. (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies,
 - (b) ceases to be a member of the Society,
 - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code,
 - (d) resigns office by notice in writing given to the secretary,
 - (e) is removed from office under rule 25,
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or
 - (g) is absent for 3 consecutive general or committee meetings without leave of absence. Acceptance of an apology shall be deemed grant of such leave,
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

REMOVAL OF COMMITTEE MEMBERS

25. (1) The Society in a general meeting may by resolution remove any member of the committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause 1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

COMMITTEE MEETINGS AND QUORUM

26. (1) The committee shall meet at least 6 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any 3 members of the committee.
- (3) Oral or written notice of a special meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) 50% of the committee shall constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to a time and place agreed to by any three members of the committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president shall preside, or
 - (b) if the president and vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.
- (9) Ordinary members may be invited to attend a Committee meeting at the discretion of the Committee.

APPOINTMENT OF SOCIETY MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

27. (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Society as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 24 applies.

USE OF TECHNOLOGY AT COMMITTEE MEETINGS

28. (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

29. (1) The committee (or Society in general meeting) may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee or other responsibilities as are specified in the instrument, other than:
- (a) this power of delegation, and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) The president of the Society shall be an ex officio member of all sub-committees.
- (3) A function, the exercise of which has been delegated to a sub-committee under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (4) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (5) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (7) The committee (or the Society in general meeting) may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (8) A sub-committee may meet and adjourn as it thinks proper.
- (9) A sub-committee shall present a written or verbal report of its activities to a committee meeting and/or a general meeting if required.

VOTING AND DECISIONS

30. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 26(5) the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV: GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

31. The Society shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

32. (1) The annual general meeting of the Society shall, subject to the Act and to rule 31, be convened within 6 months of the close of the Society's financial year.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports upon the activities of the Society during the last preceding financial year,
 - (c) to elect office-bearers of the Society, and
 - (d) to elect or re-elect an auditor, a public officer, honorary solicitor and patron/s of the Society as required,
 - (e) to determine membership fees for the forthcoming year, and
 - (f) to receive and consider the financial statement which is required to be submitted to members pursuant of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it and distributed to members in writing (including by email or other means) no less than 7 days prior to that meeting.

GENERAL MEETINGS

33. A general meeting shall be convened at least six (6) times each calendar year.

SPECIAL GENERAL MEETINGS - CALLING OF

34. (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The committee shall, on the requisition in writing of not less than 10 per cent of the members or a minimum of 5 members (whichever is the greater) of the total number of members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
- (a) must be in writing,
 - (b) must state the purpose or purposes of the meeting,
 - (c) must be signed by the members making the requisitions,
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause 4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

NOTICE

35. (1) Except where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Society, the secretary shall, at least 14 days before the date fixed for the holding of the special general meeting, notify each member appearing in the register of members, of the place, date and time of the meeting and the nature of the business proposed to be transacted at the special meeting.
- (2) Where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Society, the secretary shall, at least 21 days before the date fixed for the holding of the special general meeting, cause notice to be sent to each member in the manner provided in clause 1 specifying, in addition to the matter specified under clause 1, the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 26 (4) or in the case of a general meeting, business which the members present at the meeting unanimously agree to treat as urgent business.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next general meeting convened after receipt of the notice from the member.

QUORUM FOR GENERAL MEETING

36. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

- (2) 10 members or one tenth of the total financial membership present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour of 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 in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated 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 a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall stand adjourned until the next ordinary general meeting.

PRESIDING MEMBER

37. (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Society.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

38. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of business transacted at the meeting.
- (3) Except as provided in clauses 1 and 2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

39. (1) A question arising at a general meeting of the Society shall be determined on voices and/or a show of hands at the discretion of the chairperson and, unless before or on the declaration of the vote a secret ballot is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a secret ballot may be demanded by the chairperson or by no less than five members present in person at the meeting.
- (3) Where a secret ballot is demanded at a general meeting, the secret ballot shall be taken:
 - (a) immediately in the case of a secret ballot which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the secret ballot on the matter shall be deemed to be the resolution of the meeting on that matter.
- (4) If the question is to be determined by a secret ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

SPECIAL RESOLUTION

40. A special resolution may only be passed by the Society in accordance with section 39 of the Act.

VOTING

41. (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) All votes shall be given personally – Proxy votes are not permitted.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.
- (5) A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.

PART V: MISCELLANEOUS

INSURANCE

42. The Society shall effect and maintain insurance as necessary.

FUNDS - SOURCE

43. (1) The funds of the Society are to be derived from annual subscriptions from members, donations, interest and entrance fees, and subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.
- (2) All money received by the Society shall be deposited as soon as practicable to the credit of the Society's financial institution accounts.
- (3) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS – MANAGEMENT AND FINANCIAL YEAR

44. (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of the President, Vice-President, Secretary, Treasurer, or other committee member approved by the committee.
- (3) The financial year for the Society shall end on 31 December of each year.

SOCIETY IS NOT-FOR-PROFIT

45. Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the Society and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

CHANGE OF NAME, OBJECTS AND CONSTITUTION

46. Subject to direction by the Committee - An application for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member

COMMON SEAL

47. (1) The common seal of the Society shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed 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 two (2) members of the committee or of one (1) member of the committee and of the public officer or secretary.

CUSTODY OF BOOKS ETC.

48. Except as otherwise provided by this constitution, all records, books and other documents relating to the Society must be kept in New South Wales:
 - (a) at the premises of the Society in the custody of the public officer, secretary and treasurer, or
 - (b) if the Society has no premises, at the Society's official address, in the custody of the public officer.

INSPECTION OF BOOKS, ETC.

49. (1) The records, books, minutes, financial and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.
- (2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Society to inspect or obtain a copy of records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

COLLECTED MATERIAL OF THE SOCIETY - USE AND ACQUISITION

50. (1) (a) No material shall be provided by the Society to members or non-members to be incorporated in any publication or quoted from in any publication or portrayed in any publication without the written permission of the Society and acknowledgement of its source.
- (b) Subject to clause (a) the Society in general meeting may decide to dispose of such surplus property by such means as it deems appropriate.
- (2) (a) Any donation of material to the Society by members or non-members shall be ratified by the Society in general meeting. Such a donation shall be deemed to date from that ratification.
- (b) As soon as practicable after the acceptance of a donation, the donor shall be given a receipt describing, at the minimum, the donation, the name of the donor, the date of the donation, and the terms on which the Society accepts the donation.
- (c) One copy of the receipt mentioned in paragraphs (a) and (b) shall be signed by the donor and retained by the Society as an acknowledgement of the donation arrangements.
- (3) (a) The Society may, if it sees fit, accept materials on loan from members or non-members.
- (b) A loan of materials to the Society mentioned in paragraph (a) shall only be accepted on terms

agreed with the lender and ratified by the Society in general meeting.

- (c) Any agreement for the loan of materials to the Society shall be made in writing and treated as mentioned in clauses 2(b) and 2(c).
 - (d)
 - (i) A request for the return of loaned materials made under agreed terms mentioned in paragraph (b) by the lender or lender's representative shall be granted as soon as practicable.
 - (ii) A request for the return of loaned materials made outside agreed terms mentioned in paragraph (b) by the lender or lender's representative shall be subject to the agreement of the Society in general meeting. A decision to return loaned materials shall be executed as soon as practicable.
 - (e) The Society in general meeting may decide to return any loaned materials to the lender or lender's representative.
 - (f) The Society shall receive a receipt from the lender or lender's representative for any loaned materials returned.
 - (g) All materials on loan to the Society shall be marked in such a way as to easily identify them.
- (4) A register of materials acquired by the Society shall be maintained, and shall list each such acquisition as a purchase, donation or loan.

SERVICE OF NOTICES

51. (1) For the purpose of this constitution, a notice may be served by or on behalf of the Society upon any member either personally or by sending it by post or electronic means to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting or electronic transmission (such as emailing) to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post, or in the case of a notice sent by some form of electronic transmission, on the date it was sent.

WINDING UP - SURPLUS PROPERTY

52. (1) The Society shall be wound up if – A special resolution to this effect is carried at a general meeting.
- (2) In the event of winding up all surplus assets shall be distributed in accordance with the following instructions:
- (a) All museum type articles [including furniture] are to be offered to the following like-minded local Societies (if still operational) in this order:
 - (i) Maitland Regional Museum Inc.,
 - (ii) Morpeth Museum,
 - (iii) Paterson Historical Society Inc., and
 - (iv) Raymond Terrace and District Historical Society
 - (b) All Clothing or linen articles are to be offered to the following like-minded Societies (if still operational) in this order:
 - (i) The Australian Museum of Clothing and Textiles Inc.,
 - (ii) Maitland Regional Museum Inc.,
 - (iii) Morpeth Museum,
 - (c) All Books and printed material [including photographs] held by the society are to be offered to the following like-minded Societies (if still operational) in this order:
 - (i) Maitland Regional Museum Inc.,
 - (ii) Maitland and Beyond Family History Society Inc.,
 - (iii) Morpeth Museum,
 - (iv) Paterson Historical Society Inc., and
 - (v) Raymond Terrace and District Historical Society Inc.
- (3) Some items listed in sub-para (2) may be of interest to a number of the societies listed above and it is hoped those societies will share photographs and printed material to the benefit of all societies.
- (4) Following disposition of all assets any surplus property of an association is items left should be sold by a general auction or garage sale.
- (5) After all financial matters have been settled any remaining funds belonging to the Maitland and District Historical Society Incorporated, shall be divided equally amongst the following local societies (if still operational):
- (i) Maitland Regional Museum Inc.,

- (ii) Morpeth Museum,
- (iii) Paterson Historical Society Inc., and
- (iv) Raymond Terrace and District Historical Society Inc.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

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