

CONSTITUTION

of

Saddleworth & District Historical Society

Incorporated Constitution

Located at 33A Burra Road, Saddleworth, South Australia

CONSTITUTION
OF
SADDLEWORTH DISTRICT HISTORICAL SOCIETY INCORPORATED
Amended 2014

1 Name

The Name of the Association is "Saddleworth District Historical Society Incorporated", referred to herein as "the association".

1.1 Definitions

The following terms and phrases will be used:

Committee means the executive and committee as elected at the AGM.

General Meeting means a general meeting of members of the association as stipulated in these rules.

Member means any person who meets the definition of a member

The Act means the *Association Incorporation Act 1985*.

Month means a calendar month.

Special Resolution means a special resolution as defined in the Act.

2 Membership

Any person shall be entitled to membership. Every person entitled to membership shall become a member on receipt of an application, in writing, to the committee, and continue to be a member as long as they:

- a. Pay the annual membership fee fixed by the association at an **AGM**
- b. Pay the life membership fee (unless they are honorary life members, in which case no fees payable) fixed by the association at an **AGM**
- c. Abide by the rules of the association.

A register of membership will be kept and will contain:

- a. The name and address of each member.
- b. The date on which each member was admitted to the association.

No membership is transferrable.

2.1 Resignations

- a. A member may resign from the association, by giving written notice to the secretary or public officer of the association.
- b. Any member who is not deemed to be financial will be considered to have resigned.

2.2 Expulsions

- a. The committee may resolve to expel a member if they are deemed to have acted in a manner detrimental to the interests of the association. The member will be given the opportunity to explain their actions in writing or in person.
- b. The member has the right to appeal expulsion within 14 days of receipt of the communication of expulsion by notifying the secretary of the public officer.
- c. The expulsion will not take effect until any appeal has been heard.

3 Object

The following are the object and purposes for which the association is established:

- a. The Preservation and Maintenance (in particular for the residents of Saddleworth and adjoining areas, and in general for the people of South Australia) of land and buildings of beauty or historic, scientific, artistic or architectural interest, and as regards land, the preservation as much as possible of its natural features.
- b. The protection and augmentation of such land and buildings and their surroundings.
- c. The preservation of furnishings, pictures and objects of national, historic, scientific and artistic interest.
- d. The access to and enjoyment of lands, buildings and items (as controlled by the association) by the public.
- e. Provision, maintenance, and improvement of facilities, conveniences and amenities for members of the association and the general public at any lands and buildings occupied or controlled by the association. (This applies whether they are fully or partly occupied or controlled)
- f. To acquire, hold, lease, sell and otherwise deal with any real, personal, or leasehold for the purposes of the association.
- g. To enter into, make and give contracts, arrangements, lease undertakings and guarantees for the purposes of the association.
- h. To raise funds by borrowing or otherwise for the purposes of the association.
- i. To make rules and conditions, and to fix charges to be observed and paid by members, and the public for the use of any of the association's land, buildings, property or facilities.
- j. To do all things that the association may consider advisable or necessary to the attainment of these object, or any of them.

4 The Committee of Management

4.1 Powers and Duties

- a. The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by the rules of the association, may exercise all such powers and do such things as are within the objects of the association, and are not by the Act or these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. The committee shall appoint a **Public Officer** as required by the Act. This person shall hold office during the pleasure of the committee.

4.2 Appointment

- a. The **committee of management** shall consist of a chairperson, secretary, treasurer, and five committee members, one of whom shall assume the role of vice- or deputy chairperson.
- b. The committee shall be elected by members at an AGM, and shall hold office for one year.
- c. Duties
 - The **chairperson**, or in their absence that person nominated as vice-chairman, shall preside at every general meeting of the association. If both are absent, those present shall elect one of their number to preside.
 - The **secretary** shall perform normal secretarial duties including the following
 - Conduct the correspondence of the association.
 - Keep custody of all books, records, and documents (including the a running inventory of goods and chattels held by the museum and a record of those objects loaned by the association and their return) of the association.
 - Keep records of the membership of the association, and of the proceedings of all meetings of the association.
 - The **treasurer** shall keep the accounts of the association, make a statement of those accounts and balance sheet at the AGM.

The roles of secretary and treasurer may be performed by one person.

- d. A committee member shall be a natural person.

- e. A retiring committee member shall be eligible to stand for election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated them, and delivered the nomination of that person to the secretary of the association. The nomination shall be signed by both the proposer, and the nominee.
- f. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- g. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next **AGM** of the association, and shall be eligible for election to the committee without nomination.
- h. The chairman of the Clare and Gilbert Valleys Council shall be invited to be an ex-officio member of the committee.

4.3 Proceedings of Meetings

- a. The committee should meet together for the dispatch of business every two months.
- b. Resolutions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A **quorum** for a meeting shall be one half of the members of the committee of management.
- d. A member of the committee who has a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest as required by the Act, and shall not vote with respect to that contract or proposed contract. The member must disclose their the nature and extent of their interest in the contract at the next annual general meeting of the association.
- e. Minutes of proceedings of every meeting of the association shall be entered and kept in a minute book and such minutes, when signed, will be conclusive evidence that the proceedings so minuted were regular and actually took place, and shall be binding on all members of the association, except as to irregular proceedings so declared and annulled at a special general meeting called for that purpose. Such a meeting must be held three months after any irregular meeting.
- f. Minutes must be entered into the minute book within one month of the relevant meeting.
- g. Minutes kept pursuant to this rule shall be confirmed by the members of the association or the committee (as relevant) at a subsequent meeting.
- h. The Minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place, or by the chairperson of the meeting at which the minutes are confirmed.

4.4 Disqualification of committee member

The office of a committee member shall become vacant if a committee member is:

- a. Disqualified from being a committee member by the Act.
- b. Expelled as a member under these rules.
- c. Permanently incapacitated by ill health.
- d. Absent without apology for more than four meetings in a financial year.
- e. No longer the duly appointed representative of a corporate member.

5 The seal

- a. The association shall have a common seal upon which its corporate name shall appear in legible characters.
- b. The seal shall be held by the chairperson for the duration of their appointment.
- c. The seal shall not be used without the express authorization of the committee, and every use of the seal shall be recorded in the minutebook of the association. the affixing of the seal shall be witnessed by the chairperson and the secretary.

6 General Meetings

6.1 Annual general meeting(AGM)

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. Any member who desires to move a resolution at the AGM shall give notice in writing of their motion in writing to the secretary.
- c. The order of business shall be:
 - The confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting.
 - The consideration of the accounts and reports of the committee. (If required, an auditors report can be presented)
 - The election of committee member.
 - Fixing of membership fees for the following year.
 - The appointment of auditors. (if required - see rule "Appointment of Auditor")
 - Any other business requiring consideration by the association in a general meeting.

6.2 Special general meeting

- a. The committee may call a special general meeting of the association at any time.
- b. Upon receipt of a requisition in writing of 10% of the total number of members of the association, the committee shall convene a special meeting within one month for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall clearly state the purpose of the meeting.
- d. If a special general meeting is not convened as required above, the requisitionists, or at least half of their number, may convene a special general meeting. Such a meeting shall be convened in much the same manner as a meeting convened by the committee, and the committee will supply, at no cost, a list of those members entitled to receive notice of such a meeting. Any reasonable expenses of convening and conducting such a meeting shall be borne by the association.

6.3 Notice of general meetings

- a. Subject to the above, members will be notified, using community notice facilities, of any general meeting. 14 days notice of the venue and agenda shall be given.
- b. 21 days notice will be given of a meeting at which a special resolution is to be proposed.
- c. A notice may be given, by the association, to any member by serving it to them personally, or by sending it by registered post to the address appearing in the register of members.
- d. If a notice is sent by post:
 - The service is effected by properly addressing, pre-paying, and posting a letter or packet containing the notice, and
 - Unless the contrary can be proven, the service will be taken to have been effected at the time the letter or packet would have been delivered in ordinary circumstances.

6.4 Voting at general meetings

- a. Subject to these rules, each member has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting must be determined by a majority of members who vote in person, or where proxies are allowed, by proxy, at that meeting.
- c. Unless a secret ballot is called for by five members, a question for decision must be determined by show of hands.

- d. A member who is a body corporate shall be entitled to appoint one person, who is not a member of the association, to represent it at a particular meeting, or at all general meetings of the association. That person shall be appointed by the corporate member, by a resolution of its board, which may be authenticated under its seal. Such person shall be deemed to be a member of the association until their authority to represent the corporate member is revoked.
- e. If a secret ballot is demanded, it must be conducted in a manner prescribed by the person presiding, and the result of the ballot will be the resolution of the meeting on that question.
- f. A ballot demanded for the election of a person presiding, or on a question of adjournment must be taken immediately, but any other ballot may be conducted at any time before the close of the meeting.
- g. An ordinary resolution is a resolution passed by a simple majority at a general meeting. A special resolution is defined in section 3 of the Act.
- h. A proxy may be appointed, in writing, by a member of the association. The proxy shall also be a member of the association who is eligible to attend and vote at any general meeting of the association.

7 Dispute Resolution

- a. The dispute resolution set out in this rule applies to disputes under these rules between.
 - A member and another member, or
 - A member and the association.
- b. The parties to the dispute must meet and discuss the matter in dispute, if possible, resolve the dispute within 14 days of the matter coming to the attention of all of the parties.
- c. If the parties are unable to resolve the matter at a meeting, the parties may choose to meet and discuss the matter before an independent third person agree to by the parties.
- d. In this rule, "member" includes any person who was a member not more than six months before the dispute occurred.

8 Financial Reporting

- a. The financial year shall be the period between 1st July and 30th June of each year.
- b. The association shall keep, and retain, such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. (refer to section 8 of the Associations Regulations)

- c. The accounts, together with the checker's report, the committee's statement and the committee's report shall be laid before members at the AGM.
- d. Until such time as the association's gross receipts exceed \$500,000 per annum, the accounts will be checked by a person, or persons, to be appointed by the committee of management.

9 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates, except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

10 Winding Up

The association may be wound up in the manner provided for in the Act. (part5, section41)

On winding up, no member shall be entitled to any funds or property of the association, or any share thereof. If the association is discontinued, the assets and funds thereof shall be transferred in the first instance to the Peak Body of Saddleworth or to some other body having similar objects to the association, and approved of by a majority of the members at a special meeting called for such a purpose.

11 Application of surplus assets

- a. If after the winding up of the association there remain "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organization which has similar objects, and which has rules which prohibit the distribution of assets and income to its members.
- b. Such an organization or organisations shall be identified and determined by a resolution of members in general meeting.

12 Rules

These rules may be altered (including an alteration to the association's name) by a special resolution carried by two thirds of the members present and voting at any general meeting of the association. This includes rescission, or replacement by substitute rules.

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association, and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.