



The
Constitution
of
the Macleay River Historical Society
Incorporated

Incorporated Under the NSW Associations
Incorporation Act 1984

This constitution to take effect at the Annual General Meeting – March 2014
Amended 19 June 2014

NAME

1. The name of the Society shall be 'The Macleay River Historical Society'.
2. The operations of the Society shall be confined to the Shire of Macleay.

NON-PROFIT CLAUSE

The assets and income of the Society shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

OBJECTS

3. The Objects of the Society shall be:

- a) The encouragement of the study of Australian history as it pertains to the Shire of Macleay.
- b) The collection, preservation, housing and exhibition of books, records, manuscripts, newspapers, pictures, relics and other items of historical significance to the area.
- c) The acquisition and/or preservation of the history of places of historical importance such as areas, houses, buildings etc.
- d) Acquisitions by gift, purchase, lease or hiring of real or personal property required for the purpose of the Society. And de-accession and disposal, assignment, sub-lease or letting thereof.
- e) The promotion of exchange of information among members of the Society by lecture, readings, discussions, exhibitions of historical value or interest and also excursions.
- f) The printing, publication and circulation of journals, books, papers and other literary productions.
- g) The collection and acceptance of funds, legacies and donations for the use of the Society.
- h) Affiliation and cooperation with other societies and institutions having objects similar to those of this society, and particularly with the Royal Australian Historical Society.
- i) The erection or installation of commemorative tablets or memorials.
- j) To act as curator of any Museum that may be established by the local Shire Council or the Macleay River Historical Society.

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Part 1 – Preliminary.

1. Definitions.

(a) In these rules:

Commissioner means the Commissioner of the Office of Fair Trading.

Secretary means:

The person holding office under these rules as secretary of the Macleay River Historical Society, or if no such person holds that office – instead the public officer of the society.

Special General Meeting means:

A general meeting of the Society, other than an annual general meeting.

The Act means:

the act of the Associations Incorporation Act 1984 and its revisions.

The regulation means:

the Associations Incorporations Regulation 2009.

In these rules:

- 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, if the function is a duty, a reference to the performance of duty.

The provision of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the *Act*.

Part 2 – Membership.

1. Membership shall be open to all persons of mature age who are willing to accept the objects and regulations of the Association (hereafter referred to as the Society) and are interested in participating in acquiring and preserving the history of the Macleay Valley.
2. Admission to membership shall be by filling in the approved membership form (Appendix I).
3. All new membership applications are accepted subject to the discretion of any two (2) financial members, and agreed to by the Executive.
4. Re-application for membership by persons who have had their membership previously

- rescinded by the Society is subject to the approval and vote of the meeting.
5. The period covered by the prescribed annual fee will be from January 1st to December 31st each calendar year. The Annual Subscription for individual and corporate membership shall be determined by the general meeting and appropriately minuted.
 6. Members who have met the requirements as set out in Membership rules 2.1 and 2.2 shall not be refused membership.
 7. Membership shall cease if the member:
 - a) Resigns in writing from the Society in accordance with Rule 4, or
 - b) Fails to renew membership by paying the annual fee before 2 months after the Annual General Meeting (AGM). or,
 - c) Has had membership rescinded by the Macleay River Historical Society,
 - d) Dies.

3. Membership Entitlements not Transferable.

- (1) A right, privilege or obligation, which a person has by reason of being a member of the association:
 - (a) Is not able to be transferred or transmitted to another person, and
 - (b) Terminates on cessation of the person's membership.

4. Resignation of Membership.

A member of the Macleay River Historical Society is not entitled to resign their membership except in accordance with this rule.

- 1) A member of the above society who has paid all amounts payable to the society in respect of the member's membership may resign from membership of the society by first giving to the secretary written notice of at least one (1) month (or such other period as the meeting 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 clause 4:1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

5. Public Officer.

- 1) The public officer of the society must 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 and the date on which membership ceased.
- 2) The register of members must be kept at the principal place of admission of the society and must be open for inspection, free of charge, by any financial member of the society by prior arrangement.
- 3) The public officer will be responsible for all transactions with the Department of Fair Trading, which includes notifying the department as is required by the regulations.

6. Fees and Subscriptions.

1. A member of the society must pay to the society a yearly subscription fee of an amount determined, which will be ratified by the general meeting. This fee is due on January 1st of each calendar year.
2. There is no provision for a fee paid later in the year to be carried forward to the next subscription year and discounts will not be allowed.

7. Member's Liabilities.

The liability of a member of the society to contribute towards the payment of the debts and liabilities of the society or the costs, 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 rule 6.

8. Resolution of Internal Disputes.

1. Disputes between members (in their capacity as members) of the association, are to be mediated by a mediator agreeable to both parties.
2. At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

9. Discipling of Members.

- (1) A complaint may be made to the committee/executive by any person that a member of the Society:
 - (a) Has persistently refused or neglected to comply with a provision/s of these rules; or
 - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the society.
- (2) On receiving such a complaint, the committee/executive:
 - (a) Must cause notice to be given at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) Must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the society or suspend the member from membership of the society if, after considering and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause notice be given to the member of the action taken, of the reasons given by the committee for having taken action and of the member's right of appeal under rule twelve (12).
- (5) The expulsion or suspension does not take effect:
 - (a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) If within that period the member exercises the right of appeal, unless and until

the society confirms the resolution under rule twelve (12) (5), whichever is the later.

12. Right of appeal of disciplined members.

(1) A member may appeal to the society in General meeting against a resolution of the committee under rule eleven (11), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.

(3) On receipt of a notice from a member under clause one (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within twenty eight (28) days after the date on which the secretary received the notice.

(4) At a general meeting of the society convened under clause three (3):

(a) No business other than the question of the appeal is to be transacted, and

(b) The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or evoked.

(5) If at the general meeting the society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3. – The Management Committee.

9. Powers of the Management Committee.

It is the meetings decision to have or not have a separate committee of management. The following sets out the powers of the Management committee (if applicable).

1. The committee is to be called the committee of management of the society and, subject to the *Act*, the Regulation and these rules and any resolution passed by the society in general meeting, control and manage the affairs of the association and
2. 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.
3. These committee meetings shall be minuted and the minutes distributed to members at the next general meeting of the society.

10. Committee Constitution and Membership.

At the membership's discretion and agreed by a vote of two thirds of the membership attending the general meeting, a committee of management may be instigated. The following rules are to be followed:

(1) The committee is to consist of:

a) The office-bearers of the society, and Five (5) committee members, each of whom is to be elected at the annual general meeting of the society under rule 12, or under other circumstances by a general meeting of the society.

(2) The office-bearers of the society are to be:

a) The President

b) The Vice-President

c) The Secretary, and

- d) The Treasurer.
- (3) Each member of the committees, subject to these rules, to hold office until the dissolution of the committee, or until the following annual meeting following the date of the member's election, but is eligible for re-election subject to rule 11.4.
 - (4) No member elected to the executive of committee or general meeting shall be allowed to hold more than one (1) position.
 - (5) 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 is to hold office, subject to these rules, until the next annual general meeting following the date of appointment.
 - (6) A majority of the Committee should have a degree of responsibility to the general community.

11. Election of committee members.

Nomination of candidates for election as office-bearers of the society or as members of the committee:

- a) Must be made in writing on the form authorised and issued by the committee, signed by two (2) financial members of the society and accompanied by the written consent of the candidate (which may be an endorsement on the nomination form) and
 - b) Must be delivered to the secretary of the society by hand or mail at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place, and
 - c) Nominees must be financial members of the society.
- (1) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations to fill unfilled positions may be received from the floor at the annual general meeting.
 - (2) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken as elected.
 - (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (5) The ballot for the election of office-bearers and members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
 - (6) The ballot papers and nomination forms are to be kept in a sealed envelope for a period of two (2) months or until such time as any disputes are resolved and opened only if a dispute is lodged within two (2) months.

12. Office Bearers.

President

The President will be responsible for the following:

1. Chairing of general and committee meetings.
2. Ensuring the overall running of the society in accordance with this constitution, the by-laws and objects of the society.
3. Act accordingly to ensure that the appropriate tasks are performed in the correct manner by the officers of the society.
4. Maintain a general overview of the operations of the society with the view to ensuring an

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efficient and harmonious operation.

5. Ensuring that members are kept informed of all aspects of the association's business.
6. Promote the image and day-to-day activities of the society when the opportunity arises.

Secretary.

The Secretary will be responsible for the following:

- (1) Act as Public Officer unless another person is elected to the position.
- (2) Maintain up to date records of:
 - (a) The names and addresses of members, dates of joining and ending membership.
 - (b) The names and addresses of committee members, date of election or appointment and official position on the committee.
 - (c) The attendance names at committee and general meetings.
- (3) Be responsible for all official communications for the society.
- (4) Be responsible for the receipt of mail and its distribution to the appropriate persons within the society and ensure the appropriate action is taken.
- (5) Organise all meetings of the society and notify the correct persons to attend.
- (6) Make up and distribute appropriate agenda for each meeting, ensuring that unresolved and held over matters from the previous meetings are raised.
- (7) Be responsible for the taking and distribution of minutes of all meetings and that a compendium of committee decisions is maintained.
- (8) Be responsible for organising an appropriate substitute if unable to carry out any duties.
- (9) Be responsible for maintaining the society's records and the appropriate storage of files and that such files are passed on to the following secretary.
- (10) Be responsible to notify official bodies, banks and institutions of change of address, officers or signatories of the society.
- (11). Be responsible to the president for ensuring that the wishes of the committee and motions carried by the general meeting are actioned.
- (12). Keep contact with all segments of the society and its committees.
- (13). Ensure that minute books are kept up to date, kept at the society's office and available for inspection by members at any reasonable time.

The Treasurer

The treasurer will be responsible for the following:

- (1) All monies due to the Society are collected and received and that all payments authorised by the committee are made.
- (2) 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 that all records are passed to the following treasurer.
- (3) All books of account shall be open to inspection by financial members by prior arrangement, and kept at the society's office.
- (4) Profit and loss accounts, balance sheets and reports are prepared for presentation to each committee and general meeting.
- (5) All books of account and periodical reports are presented for audit not less than once per year. The auditor of accounts is to be appointed at each annual general meeting.
- (6) To be aware at all times of the society's financial position, income, expenditure and distribution of finances.
- (7) To be aware of future expenditures and income and inform the executive or committee of these if and when required.
- (8) If so directed by the committee make up and keep up to date budgets approved by the

meeting or committee and ensure the financial affairs of the society are conducted according to those budgets.

- (9) The treasurer must ensure that all money received by the society is paid into an account in the society's name. Payments must be made through a petty cash system or by cheque signed by two signatories authorised by the committee. Major or unusual expenditure must be authorised in advance by two (2) executive members or by the committee or a general meeting.
- (10) The treasurer will be responsible for the correct operation of the petty cash system or to delegate this to another executive member.

17. Committee Members.

All committee members will be responsible for the following:

- (1) All committee members have the right to state their views if any, on any subject under discussion by the committee.
- (2) Only committee members elected at the AGM or subsequent general meetings and members filling casual vacancies, have a right to vote on resolutions.
- (3) Committee members should attend all meetings of the association.
- (4) Committee members who miss a meeting should make themselves aware of proceedings at that meeting before the next meeting.
- (5) Committee members should familiarise themselves with information distributed before a meeting well before attending that meeting.
- (6) All sub-committees delegated authority by the meeting or committee should have at least one committee member as a participant so that the committee member can report to the committee or meeting on matters affecting the sub-committee.

18. Casual Vacancies.

For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (1) Dies
- (2) Ceases to be a member of the society, or
- (3) Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (4) Resigns office by notice in writing given to the secretary, or
- (5) Becomes a mentally incapacitated person, or
- (6) Is absent without the consent of the committee from meetings of the committee held during a period of six (6) months.

19. Removal of Committee Member.

(1) The society, in a general meeting, may by resolution, remove any member of the committee from the office 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) If a member of the committee, to whom a proposed resolution referred to in clause 19 (1) relates, makes representation in writing to the secretary (not exceeding one (1) month) and requests that representation be notified to the members of the society, the secretary may send a copy of the representation to each member of the society or, if representations are not so sent, the member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

20. Committee Meetings and Quorums.

- (1) The committee must meet at least three (3) times in each twelve (12) months at such place and time as the committee may determine. Additional meetings of the committee may be convened by the president or by any member of the committee.
- (2) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least forty-eight (48) hours (or such other period as may unanimously be agreed upon by members of the committee) before the time appointed for the holding of the meeting.
- (3) Notice of a meeting given under clause 20 (2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business, which the committee members present at the meeting unanimously agree to, treat as urgent business.
- (4) Five (5) members of the committee one of whom must be an office-bearer constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business is to be transacted by the committee unless a quorum of five (5) members, one an office bearer) is present and if, within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (6) At a committee meeting:
 - a) The president or, in the president's absence, the vice-president is to preside, or
 - b) If the president and the 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, is to preside.
- (7) These rules apply to both Committee and General Meetings.

21. Delegation by the Committee to Sub-Committees.

- (1) The committee 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 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) 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.
- (3) A delegation under this section may be subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) 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.
- (6) The committee may by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and Decisions.

- (1) Questions arising at a meeting of the committee, general meeting or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee, general meeting or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee, general meeting or any sub-committee appointed by the committee (including the person presiding at 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 20 (5), the committee may act despite 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, despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4. General Meetings.

23. Annual General Meeting – holding of.

- (1) The society must, at least once in each calendar year and within the period of three (3) months after the expiration of each financial year of the society, convene an annual meeting of its members.
- (2) The financial year for the society is from 1st January to 31st December.
- (3) Clause 23 (1) has effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the *Act*.

24. Annual General Meeting – calling of and business at.

- (1) The Annual General Meeting of the society is, subject to the *Act* and to rule 23, to be convened on such date and at such time as the committee thinks fit.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - 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 on the activities of the society during the preceding financial year,
 - c) To elect office bearers of the society and members of the committee,
 - d) To receive and consider the statement which is required to be submitted to members under section 26 (6) of the *Act*,
 - e) The nomination and confirmation of an auditor for the following twelve (12) months,
 - f) Ratify the annual membership fee proposed by the committee,
 - g) Set the limits of major expenditure by the committee without a general meeting and.
 - h) Nominate and approve the signatories to the bank account.
 - i) Voting at the annual general meeting, if more than one candidate is proposed, will be by secret ballot and only the name of the successful member will be announced and not the number of votes.
 - j) If no written nominations are received for any of the positions nominations may be taken from the floor.
 - k) An annual general meeting must be specified as such in the notice convening it.

25. Appointments of Proxies - for Annual General Meeting only,

There is a provision for the appointment of Proxies for the Annual General Meeting,

procedure as follows:

- a) It is the voters' responsibility to obtain the societies Form of Appointment of Proxy.
- b) The secretary must have proxy forms available to members one (1) month prior to the annual general meeting
- c) Forms are to be completed and returned to the Secretary, in a sealed envelope, one week prior to the annual general meeting.
- d) Proxy forms are to be kept and then destroyed in accordance with clause 11: (6). See appendix II.

26. Special General Meetings – calling of.

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least five (5) percent of the total number of financial members, convene a special general meeting of the society.
- (3) A requisition of members for a special general meeting:
 - a) Must state the purpose or purposes of the meeting and
 - b) Must be signed by the members making the requisition and
 - c) Must be lodged with the secretary and
 - d) May consist of several documents in 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 one (1) month after the date on which 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 no later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause 25 (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses so incurred.

26. Notice.

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and an agenda of the business proposed to be addressed at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 26 (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting, except in the case of an annual general meeting, business which may be transacted under rule 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, at least twenty-eight (28) days prior to the meeting, who must include that business in the next notice calling a general meeting given after the receipt of the notice from the member.

27. Procedure.

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No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five (5) members (including executive members) present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

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

a) If convened on the requisition of members, is to be dissolved, and

b) In any case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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 members present (being at least four (4)) is to constitute a quorum.

28. Presiding Member.

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and vice-president are absent or unwilling to act, the members present must elect one of their members to preside as chairperson at the meeting.

29. Adjournment

(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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the society stating place, date and time of the meeting and the nature of the business to be transacted.

(3) Except as provided in clause (1) and (2), notice of an adjournment of a general meeting or the business to be transacted at the adjourned meeting is not required to be given.

30. Making of Decisions.

(1) a question arising at a general meeting of the society is to be determined on a show of hands and, unless before or on declaration by the chairperson that a resolution has, on a show of hands, 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 portion of the votes recorded in favour of or against a resolution.

(2) At a general meeting of the society, a poll may be demanded by the chairperson or by at least three (3) members present in person at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

a) Immediately in the case of a poll 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 a manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on the matter.

31. Special Resolution.

A resolution of the society is a special resolution:

- a) If it is passed by the majority which comprises at least three-quarters (3/4) of such members present of the society as, being entitled under these rules so to do, vote in person, at a general meeting of which twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- b) Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

32. Voting.

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally.
- (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 monies due by the member to the society have been paid.
- (5) There is no provision for the appointment of proxies at a general meeting of the society.

Part 5 – Miscellaneous.

33. Insurance.

The society may effect and maintain the insurance of choice, but must abide the *Act*.

34. Funds – Sourcing of:

- (1) The funds of the society are to be derived from annual subscriptions of members, donations, gifts and grants and from other sources as determined by the committee or general meeting.
- (2) All monies received by the society must be deposited as soon as practicable and without deduction of the credit of the society's bank account.
- (3) The society must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds – Management

- (1) Subject to any resolution of the society in general meeting, the funds of the society are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the society, being members authorised by the society.

37. Alteration of Objects and Rules.

The statement of objects and these rules may not be altered, rescinded or added to only by a special resolution of the society at an annual general meeting.

38. Common Seal.

- (1) The common seal of the society must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must 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.

39. Custody of Books.

Except as otherwise provided by these rules, the public officer must keep in his or her custody, or under his or her control all records, books, computer discs and other documents relating to the society.

40. Inspection of Books.

The records, books and other documents of the society must be open to inspection, free of charge, by a member of the society by appointment.

41. Service of Notices.

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - a) By sending it by pre-paid post to the address specified by the person, or
 - b) By delivering it to the person personally, or
 - c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) In the case of the notice given or served personally, on the date on which it is received by the addressee, and
 - b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. By-laws, Policies and Procedures.

In addition to this constitution, members will be bound and protected by a set of by-laws, policies and procedures approved and proclaimed by the current committee. The purpose of the by-laws, policies and procedures is to allow efficient operation of the society in keeping with the current committee's views and is not permitted to be contrary to this constitution.

43. Winding up of the Society.

In the event of the society becoming defunct:

- a) Documentary Records. All documentary records shall be placed on deposit with the Dixon Library of the University of New England on the conditions that, in the event of the society being reformed or revived, all such records shall be returned to the society on demand.
- b) Museum. As far as possible all museum items shall be stored under glass, correctly labelled, and handed over to the Kempsey Shire Council for safe keeping, on the condition that in the event of the society being reformed or revived, all such museum items shall be returned, in good condition, to the society.
- c) Monies – All monies should be held in trust by the Kempsey Shire Council and handed

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to the Executive if a new Society is formed. In the event of this never happening the monies are to be transferred to a non-profit society chosen by the last Executive.

d) Gift Fund. If the Society is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient for the operation of the fund is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

Before handing over the Museum to the Kempsey Shire Council door locks should be changed and keys of the new locks be handed over to council. The Kempsey Shire Council should be requested to hold a public meeting or to seek the support of one or more local service clubs to revive the society.