



**Berrima District Historical &  
Family History Society Inc.**

# **CONSTITUTION**

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## Part 1 – Preliminary

### 1. Definitions

(1) In this Constitution:

**NSW Fair Trading** means the division included in the Customer Service cluster administered by the NSW Department of Customer Service

**Ordinary Management Committee member** means a member of the Management Committee who is not an Office-bearer of the Society.

**Secretary** means:

(a) the person holding office under this Constitution as Secretary of the Society, or

(b) if no such person holds that office - the Public Officer of the Society.

**Society** means the Berrima District Historical & Family History Society Inc. a not-for-profit incorporated association.

**General Meeting** means a General Meeting of members of the Society.

**Special General Meeting** means a members' meeting of the Society other than the Annual General Meeting or General Meeting of the Society.

**member** means any financial member irrespective of class of membership.

**Management Committee** means a Management Committee of eligible members elected at an Annual General Meeting to manage the Society.

**the Act** means the *Associations Incorporation Act 2009* and the *Australian Incorporation Act 2022*.

**the Regulation** means the *Associations Incorporation Act 2010*.

(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, if 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.

## Part 2 – Objects

### 2. The Objects of the Society are:

(a) to encourage the study of the history of Aboriginal and European people in general and that of the Wingecarribee Shire in particular;

(b) to acquire and preserve information from various sources for the Society's archives for access by members of the Society and other persons interested in researching history and/or family history;

- (c) to establish and maintain a museum as a branch of the Society acting under the Management Committee; and to acquire objects, materials and relics of the Berrima District for exhibition, to record the history of the exploration, settlement and advancement of the Wingecarribee Shire and the cultural and social life of its people;
- (d) to encourage and promote the writing of accurate historical works and studies; to disseminate such works through public talks and to publish, circulate and sell journals, periodicals, books and other literary works relating to local history;
- (e) to foster the interchange of information among members of the Society and with other interested persons or bodies by any means decided upon by the Society;
- (f) to foster the preservation of places of historic and aesthetic interest and the suitable marking of such places;
- (g) to affiliate and cooperate with other societies and institutions having objects similar, wholly or in part, to those of the Society;
- (h) to encourage the study of, and research into, family history;
- (i) to celebrate significant anniversaries and historical events; and
- (j) to raise funds in pursuit of these objects.

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

## **Part 3 - Membership**

### **3. Membership generally**

A person is eligible to be a Society member if the person is a natural person.

### **4. Categories of Membership**

- (a) Ordinary member.
- (b) Corporate member: open to commercial or industrial organisations, educational institutions and other organisations as approved by the Management Committee. Such membership entitles the corporate member to one vote at General, Special General and Annual General Meetings. Corporate members may only carry out research at the archives for their own organisation. All other research is to be paid for at the research fee for non-members as time to time in force.
- (c) Family membership: may apply where there are two or more proposed members residing at the one address.
- (d) Life member: may be conferred upon a person who has rendered outstanding services to the Society in the achievement of its objects on the recommendation of the Management Committee and endorsed by an Annual General Meeting or a Special General Meeting.

Life members have full voting rights at Society meetings and free membership of the Society for their lifetime.

## **5. Application for membership**

- (1) An application of a person for membership of the Society must be lodged with the Membership Secretary of the Society on a form approved by the Management Committee.
- (2) As soon as practicable after receiving an application for membership, the Membership Secretary must refer the application to the Management Committee which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Management Committee makes that determination, the Membership Secretary must notify the applicant, in writing, that the Management Committee approved or rejected the application (whichever is applicable),
- (4) The Membership Secretary must, on receipt of notification of acceptance of membership from the Management Committee and on payment by the applicant of the amounts under this Constitution by a member as entrance fee and annual subscription, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the applicant becomes a member of the Society.

## **6. Cessation of membership**

A person ceases to be a member of the Society if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Society, or
- (d) fails to pay the annual membership fee under clause 10 (2) within three months after the fee is due.

## **7. Membership entitlements not transferable**

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 on cessation of the person's membership.

## **8. Resignation of membership**

- (1) A member of the Society may resign from membership of the Society by first giving to the Membership Secretary written notice of at least one month (or such other period as the Management 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 to hold membership, the Membership Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9. Register of members**

- (1) The Membership Secretary of the Society must establish and maintain a register of members of the Society specifying the name and postal or residential 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 must be kept in New South Wales:
  - (a) at the main premises of the Society, or
  - (b) if the Society has no premises, at the Society's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (4) A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) 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.
- (6) 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.

## **10. Fees and subscriptions**

- (1) A member of the Society must, on admission to membership, pay to the Society a fee of \$1 or, if some other amount is determined by the Management Committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Society must pay to the Society an annual membership fee of \$2 or, if some other amount is determined by the Management Committee, that other amount:
  - (a) except as provided by paragraph (b), before 30 November in each calendar year, or
  - (b) if the member becomes a member on or after 1 October in any calendar year – on becoming a member and before 30 November in each succeeding calendar year except as provided under para (c).

- (c) if the member becomes a member on or after 1 July in any calendar year, the member is entitled to a half annual membership fee for the period to 30 September in that year (paragraph 2 then applies)

## **11. Members' 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 clause 10.

## **12. Resolution of disputes**

- (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 2020* applies to any such dispute referred to arbitration.

## **13. Disciplining of members**

- (1) A complaint may be made to the Management Committee by any person that a member of the Society has:
  - (a) refused or neglected to comply with a provision or provisions of this Constitution, or
  - (b) wilfully acted in a manner prejudicial to the interests of the Society.
- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, the Management Committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Management Committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 14.
- (6) 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 clause 14, whichever is the later.

#### **14. Right of appeal of disciplined member**

- (1) A member may appeal to the Society in general meeting against a resolution of the Management Committee under clause 13, within 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 purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Management Committee which is to convene a Special General Meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a Special General Meeting of the Society convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Management 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 revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Society.

### **Part 4 – THE MANAGEMENT COMMITTEE**

#### **15. Powers of the Management Committee**

- (1) Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Society in general meeting, the Management Committee:
  - (a) is to control and manage the affairs of the Society, and
  - (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 Management Committee to be necessary or desirable for the proper management of the affairs of the Society.

**16. Composition and membership of Management Committee:**

- (1) The Management Committee is to consist of:
  - (a) The Office-bearers of the Society, and
  - (b) at least 3 ordinary Management Committee members, each of whom is to be elected at the Annual General Meeting of the Society under clause 19.
- (2) Each member of the Management Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.
- (3) The maximum number of the Management Committee shall not exceed twelve members.
- (4) A committee member may hold up to two positions on the committee (other than both President and Vice-president offices or President, Secretary and/or Treasurer offices).

**17. The Office-bearers of the Society are as follows:**

**(1) President**

- a) the President shall normally act as the chairman of all meetings of the Society;
- b) shall represent the Society at functions and in any activity to which the Society may be invited to participate;
- c) shall be an ex-officio member of all sub-committees of the Society; and shall be the spokesperson for the Society and responsible for acting on behalf of the Society between meetings of the Management Committee as well as the regular General Meetings.
- d) shall submit a report on any activities between meetings to the next appropriate meeting.
- e) shall, in the event that expenditure on behalf of the Society is involved, have discretionary oversight up to \$500.00. For amounts more than that amount, the Treasurer and Secretary must be consulted for approval.

**(2) Vice-presidents**

- a) Vice-presidents shall represent the President whenever he/she is unable to carry out his/her duties and will carry out such other duties as the President may request from time to time.
- b) the senior Vice-president, in the event that the President becomes

incapacitated and does not designate a Vice-president to act in his/her stead, will automatically represent the President.

### **(3) Secretary**

- (1) The Secretary shall:
  - a) keep such records as the Management Committee may from time to time require;
  - b) have in his/her control or under his/her custody all correspondence and such records of the Society that are required by the Management Committee;
  - c) may delegate duties to a Minute Secretary and Membership Secretary as required;
  - d) be an ex-officio member of all sub-committees of the Society.
- (2) It is the duty of the Secretary to keep minutes of:
  - a) all appointments of Office-bearers and members of the Management Committee, and
  - b) the names of members of the Management Committee present at a Management Committee meeting or a General Meeting, and
  - c) all proceedings at Management Committee meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **(4) Treasurer**

- (1) It is the duty of the Treasurer of the Society to ensure:
  - a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and
  - b) that 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.
- (2) The Treasurer shall:
  - a) keep under his/her custody or under his/her control all records, books and other documents relating to the financial matters of the Society;
  - b) submit the financial statements to the Management Committee meeting and the Annual General Meeting;
  - c) Prior to the Annual General Meeting, arrange for the financial statements to be checked for 'reasonableness' by an accountant who is a member of a recognised Australian professional accounting body;

- d) organise an independent review/audit of the annual financial statements if or when required by legislation or at the request of the Office-bearers of the Society (not including the Treasurer) or through member voting at the Annual General Meeting;
- e) be an ex-officio member of all sub-committees of the Society.

## **18. The Management Committee**

- (1) The Management Committee shall comprise of the Office-bearers:
  - a) President;
  - b) Senior Vice-president;
  - c) Junior Vice-president;
  - d) Secretary;
  - e) Treasurer; and
  - f) Museum Manager.
- (2) Ordinary members may be elected at the Annual General Meeting as decided by members.
- (3) No person is permitted to serve as an office bearer in the same position for a continuous period exceeding five years, except that, in the case of President, Secretary and Treasurer, they may continue in that role for an additional period of twelve months if decided by members at the Annual General Meeting if no nominations are received at the Annual General Meeting for their respective positions.

## **19. Election of Management Committee members**

- (1) Nominations of candidates for election as Office-bearers of the Society or as ordinary Management Committee members:
  - (a) must be made on the Society's nomination form, signed by two members of the Society and accompanied by the written consent of the candidate, 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.
- (2) If insufficient nominations received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of Office-bearers and ordinary Management Committee members of the Management Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.
- (7) A person nominated as a candidate for election as an Office-bearer or as an ordinary Management Committee member of the Society must be a member of the Society.
- (8) The Secretary of the Society must, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address.

## **20. Casual Vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Society, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 23, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Management Committee from three consecutive meetings of the Management Committee, or
  - (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.

## **21. Other Society positions**

- (1) The posts of Archivist, Museum Collections Manager, Research Officer, Minute Secretary, Membership Secretary, Newsletter Editor, Librarian, Property Officer and Publicity Officer shall be appointed or re-appointed at the Annual General Meeting.
- (2) Other positions may be elected or appointed at an Annual General Meeting if agreed by a majority of members in attendance at the meeting.

- (3) The Annual General Meeting shall also elect a Museum Sub-committee comprising the Museum Manager, Museum Collections Manager and not more than six ordinary members, such committee to elect a Chairman and Minute Secretary and appoint exhibition curators as required from time to time.
- (4) Patrons may be appointed at an Annual General Meeting on the recommendation of the Management Committee. No more than three persons may be appointed at the Annual General Meeting.

## **22. Public Officer**

- (1) The post of Public Officer must be appointed by the Management Committee. The Public Officer holds that position until they vacate the role of Public Officer in accordance with the regulations from time to time in force.
- (2) The Public Officer serves as the official contact for NSW Fair Trading regarding the incorporated association and is responsible for ensuring the Society complies with the *Associations Incorporation Act 2009* and any other applicable State and Commonwealth legislation.
- (3) The Public Officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
- (4) The post of Public Officer may, but not need be, held by a member of the Management Committee.
- (5) The Public Officer needs to be someone other than the Secretary, as the Public Officer is required to assume the duties of Secretary when that position is vacant.

## **23. Removal of Management Committee members**

- (1) The Society in general meeting may by resolution remove any member of the Management Committee from the office of member 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 Management Committee to whom a proposed resolution referred to in subclause (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 the representations 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.

## **24. Management Committee meetings and quorum**

- (1) The Management Committee must meet at least 6 times in each period of 12 months at such place and time as the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the President or by any two members of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) 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 Management Committee members present at the meeting unanimously agree to treat as urgent business, including rescission motions.
- (5) Any 6 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (6) No business is to be transacted by the Management 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Management Committee:
  - (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 Management Committee as may be chosen by the members present at the meeting is to preside.

## **25. Delegation by Management Committee to sub-committee**

- (1) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Management Committee thinks fit) the exercise of such of the functions of the Management 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 Management 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 clause 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 clause may be made 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 clause, the Management 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 clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) At a meeting of any sub-committee a quorum shall consist of a majority of the sub-committee members.
- (9) Attendance at any sub-committee meeting by ex-officio members of the Management Committee do not count in quorum numbers, nor do they have voting rights at sub-committee meetings, unless attending as an elected member to such sub-committee.

## **26. Voting and decisions**

- (1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting subject to clause 25 (8) and (9).
- (2) Each member present at a meeting of the Management Committee or of any sub-Management Committee appointed by the Management 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 subject to clause 25 (8) and (9).
- (3) Subject to clause 24 (5), the Management Committee may act despite any vacancy on the Management Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the sub-committee or by a sub-committee appointed by

the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

## **Part 5 – General, Special and Annual General Meetings**

### **27. Annual General Meetings - holding of**

The Society must hold its Annual General Meetings:

- (a) within 6 months after the close of the Society's financial year, or
- (b) within such later time as prescribed by the Regulation.

### **28. Annual General Meetings - calling of and business at**

- (1) The Annual General Meeting of the Society is, subject to the Act and to clause 27, to be convened on such date and at such place and time as the Management 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 Management Committee reports on the activities of the Society during the last preceding financial year,
  - (c) to elect Office-bearers of the Society and ordinary Management Committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

### **29. Special General Meetings - calling of**

- (1) The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
- (2) The Management Committee must, on the requisition in writing of at least 5 per cent 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 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 a similar form, each signed by one or more of the members making the requisition.

- (4) If the Management Committee fails to convene a Special General Meeting to be held within 1 month after that 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 subclause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Management Committee.

### **30. General Meetings**

A General Meeting shall normally be held each month, except December and January each calendar year, at a time and place as the Management Committee sees fit. These meetings are to:

- a) consider any recommendations from the Management Committee for determination;
- b) receive reports from elected or appointed officers;
- c) allow input from members for the functioning of the Society; and
- d) determine any recommendation by the Management Committee for disciplining members.

### **31. 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 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted 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 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 subclause (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 clause 28 (2).
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

### **32. Quorum for General, Special General and Annual General Meetings**

- (1) No item of business is to be transacted at a General, Special General or Annual 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) Twelve members present (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, Special General Meeting and Annual General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a Special General Meeting or Annual 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 other 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 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 members present (being at least 9) are to constitute a quorum.

### **33. Presiding member**

- (1) The President or, in the President's absence, the Vice-president, is to preside as chairperson at each General Meeting, Special General Meeting or Annual General Meeting of the Society.
- (2) If the President and the Vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **34. 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 14 days or more, the Secretary must 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 the business to be transacted at the meeting.
- (3) Except as provided in subclauses (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.

### **35. Making of decisions**

- (1) A question arising at a General, Special General or Annual General Meeting of the Society is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a 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 proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **36. Special resolutions**

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

### **37. Voting**

- (1) On any question arising at a General Meeting of the Society a member has one vote only.
- (2) 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.
- (3) 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.
- (4) A member is not entitled to vote at any General Meeting of the Society if the member is under 18 years of age.

### **38. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a General Meeting, Special General Meeting or the Annual General Meeting.

*Note: Schedule 1 of the Act provides that a Society's Constitution is to address whether members of the Society are entitled to vote by proxy at general meetings.*

### **39. Postal ballots**

- (1) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause (14)).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 6 - Miscellaneous**

### **40. Insurance**

The Society may effect and maintain insurance.

### **41. Funds - source**

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in General Meeting, such other sources as the Management Committee determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **42. Funds - management**

Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the Management Committee determines.

### **43. Authorised signatories**

- (1) The Society's Public Officer is, by virtue of that office, an authorised signatory for the Society.
- (2) The Society's Management Committee must appoint three additional authorised signatories, from among such of its members as are ordinarily resident in Australia, of which the Treasurer must be one.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the authorised signatories.

### **44. Change of name, objects and Constitution**

An application to NSW Fair Trading 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 Management Committee member.

#### **45. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
  - (a) records, books and other financial documents of the Society,
  - (b) this Constitution,
  - (c) minutes of all Management Committee meetings, General Meetings, Special General Meetings or Annual General Meetings of the Society.
- (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.

#### **46. Service of notices**

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, 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 this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a 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.

#### **47. Financial year**

The financial year of the Society commences on 1 October and ends on the following 30 September.

#### **48. The Collection**

- 1) Letters, articles, historical documents or similar material on any matters, if freely given to the Society, shall remain the property of the Society.
- 2) The Management Committee shall:
  - a) ensure a register of accessions to the collection is maintained;
  - b) be responsible for the custody and safeguarding of the Society's

- collection; and
- c) also take all reasonable steps to maintain and conserve the Society's collection;
  - d) have power to accept or reject any donation in accordance with the objects of the Society.
- 3) The Management Committee shall have the power to donate to a national or state library or other historical society or institution any archival material which should, in its opinion, be held by that organisation.

#### **49. Newsletter**

The Society shall publish a newsletter at least quarterly which shall be distributed to all financial members of the Society and other organisations as approved by the Management Committee. This newsletter shall be the normal vehicle for dissemination of the affairs of the Society and notice of meetings.

#### **50. Public relations**

- 1) No member of the Society, except the President, may give interviews as a member of the Society to members of the media on any matter affecting the Society without first seeking approval of the Management Committee.
- 2) The name of the Society shall not be used for the personal gain of any member without the written authority of the Management Committee and no publication and/or any other activity of any individual member or group of members shall advertise sponsorship by the Society without written authority of the Management Committee.
- 3) The President may appoint one or more persons to speak on behalf of the Society on a specific subject for such period as determined. A report must be submitted to the next Management Committee meeting by the appointee.

#### **51. Applications and submissions on behalf of the Society**

All applications and submissions by or on behalf of the Society must be sighted and approved by the Management Committee prior to being forwarded.

Where the closing date of such submission or application occurs before a meeting of the committee can be convened the President and one Vice-president may give conditional approval. Such approval to be subject to endorsement by the next meeting of the committee.

#### **52. Review of Constitution**

The Constitution of the Society shall be reviewed by the Management Committee at least every three years following the previous review.

### **53. Establishment of Public Fund**

The Society will establish and maintain a Public Fund.

Donations will be deposited into the Public Fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Society and will only be used to further the principal purpose of the Society. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

The funds will be administered by a Management Committee or a subcommittee of the Management Committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Berrima District Historical & Family History Society.

No monies/assets in this fund will be distributed to members or officer bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.

Receipts for gifts for the Public Fund must state:

- a) the name of the Public Fund and that the receipt is for a gift made to the Public Fund;
- b) the Australian Business Number of the Company;
- c) the fact that the receipt is for a gift; and
- d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

The Society must comply with any rules that the Treasurer or the Minister for the Arts make to ensure that gifts made to the Public Fund will only be used for the Society's principal purpose. The Society must provide to the Department statistical information on the gifts made to the Public Fund every six months.

### **54. Winding up of Public Fund**

If upon the winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations there remains, after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution

to be eligible for tax deductibility of donations under Subdivision 30-B, Section 30-100 of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under its Act.

## **55. Dissolution of the Society**

1. The Society may be wound up by a special resolution carried by three-quarters of the members present and voting at a Special General Meeting of the Society convened to consider the proposed dissolution of the Society.
2. Upon dissolution the assets and funds of the Society shall, after payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities or incorporated societies as have objects substantially similar to the Society, are not trading or securing pecuniary gain for their members, or as a majority of members present at a Special General Meeting may decide,
3. As far as possible, the Society's collections in its archives, gallery, library, museum, or other depository, shall be kept intact and entire as collections and not be disposed of individually or piecemeal.

Adopted by Special Resolution at a Special General Meeting held

Certified that this Constitution complies with the Act.

Society representative.....

A rectangular box containing a handwritten signature in black ink that reads "Philip Norton".

Date...

# **Berrima District Historical & Family History Society Inc.**

**PO Box 188 MOSS VALE NSW 2577**

email: [bdhsarchives@gmail.com](mailto:bdhsarchives@gmail.com)

## **Research Centre/Archives**

Civic Centre, 68 Elizabeth Street Moss Vale

Telephone: 02 4872 2169

email: [bdhsarchives@gmail.com](mailto:bdhsarchives@gmail.com)

## **Berrima District Museum**

Market Place, Berrima

Telephone: 02 4877 1130

email: [bdmuseum@bigpond.com](mailto:bdmuseum@bigpond.com)