

**RULES
OF
THE MILLTHORPE &
DISTRICT
HISTORICAL SOCIETY
INCORPORATED**

RULES

PART I NAME AND OBJECTS

1. (1) The name of the Society shall be "THE MILLTHORPE & DISTRICT HISTORICAL SOCIETY INCORPORATED.
- (2) The objects of the Society shall be:
 - (a) to promote historical study and research;
 - (b) to cultivate an appreciation of the history of the district;
 - (c) to stimulate and organise research and to collect and preserve items of local historical interest;
 - (d) to erect commemorative memorials and tablets;
 - (e) to maintain a Museum for the collection and preservation of items of local historical interest and to develop a general historical section in the Museum if we so desire;
 - (f) to hold meetings of members and to arrange lectures by members, by local residents who are not members and by visiting lecturers;
 - (g) to record local observable data in organised permanent and readily acceptable form to collect such local data and to provide for the processing and housing of records and generally to direct and organise research in the compilation of a history of the locality, biographies, family history and detailed studies of specific aspects of local history;
 - (h) to publish reports, papers, articles and journals on the result of historical research and to provide literature for visitors and tourists;
 - (i) to supply newspaper articles on local history wherever possible;
 - (j) to promote tourist interest in the history of Millthorpe and district;
 - (k) to establish a local community centre as a focal point for meetings and other activities associated with historical research;
 - (l) to provide a social and rest area for members and for visitors and tourists;
 - (m) to conduct field exhibitions and excursions for the purposes of promoting the above objects;

- (n) to purchase, take on lease or otherwise acquire any land and to lay out and improve such land and premises as may be required for the purposes of the above objects;
- (o) to purchase or otherwise acquire and to sell or otherwise dispose of any furniture, fittings, books, newspapers, documents and other property surplus to collections;
- (p) to sell or otherwise dispose of any land, buildings or interest in land which may be acquired from time to time for the above objects;
- (q) to lease, let or grant any tenancy or occupancy with or without charge over any of the property acquired from time to time for the above objects;
- (r) to borrow money from time to time for any such purposes to give mortgages, charges or other securities over the property of the Society and to pay interest on moneys so borrowed;
- (s) to accept and collect donations, legacies and funds for the use of the Society;
- (t) to affiliate, join and act in common with similar Societies for the purpose of carrying out the objects;
- (u) to provide a means of public education and benefit by the furtherance of the above objects and to expend money in and towards public education and for charitable purposes;
- (v) to do all other acts, deeds, matters and things as may be incidental to or conducive to the obtainment of the objects and the welfare of the Society.

PART II MEMBERSHIP

- 2.** A person is qualified to be a member of the Society if, but only if:
- (a) the person is a person referred to in Section 15 (1)(a), (b) or (c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
 - (b) the person is a natural person who:
 - (i) has been nominated for membership of the Society as provided by Rule 3; and
 - (ii) has been approved for membership of the Society by the committee

of the Society.

3. (1) Membership of the Society shall be open to any person interested in the objects of the Society and approved by the committee.
- (2) There shall be the following classes of membership:
 - (a) Foundation members;
 - (b) Ordinary members;
 - (c) Life members;
 - (d) Junior member.
- (3) Foundation members shall be those persons who were elected to membership at the inaugural meeting of the unincorporated Society. No entrance fee shall be payable by Foundation members but they shall pay the annual subscription as hereinafter provided.
- (4) Ordinary members shall be those persons admitted to membership .as herein provided. Ordinary members shall pay the entrance fee and annual subscription as hereinafter provided.
- (5) Life members - the committee may appoint as Life members of the Society any person who in the opinion of the committee has rendered such valuable service or made such notable contributions to the Society as shall entitle them to the privileges of such membership.
- (6) Life members:
 - (a) shall be exempted from payment of entrance fees and annual subscriptions;
 - (b) shall have the right to hold office, vote and otherwise take part in the business of the Society;
 - (c) shall be entitled to receive free of charge one copy of any publications of the Society.
- (7) Any person under the age of 18 years may be a junior member of the Society. Such members shall be exempt from payment of an entrance fee and shall pay an annual subscription decided by the annual meeting of the Society. Junior members shall be proposed, either individually or as a group, by a responsible adult (not necessarily a Society member) and seconded by a member of the Society for consideration by a monthly meeting of the Society. Junior members are not eligible to vote at Society meetings.

- (8) Any person who is interested in promoting the objects of the Society and desires to become a member shall sign an application form as provided. Every application for membership of the Society shall be signed by the applicant and by two members of the Society as proposer and seconder, and thereafter the application shall be placed before a meeting of members for consideration, to be dealt with at the next monthly meeting.
- (9) The entrance fee payable by every new member shall be a sum to be fixed annually at the Annual Meeting of the Society.
- (10) The financial year of the Society shall commence on the First day of July each year and shall conclude upon the Thirtieth day of June following.
- (11) The annual subscription shall become due on 1st July each year and shall be payable within twenty eight (28) days next after the holding of the Annual Meeting at which the annual subscription for the year is fixed.

RESIGNATION OF MEMBERSHIP

4. (1) A member of the Society is not entitled to resign that membership except in accordance with this rule.
- (2) A member may resign from the Society by notification in writing to the committee.
- (3) Where a member of the Society ceases to be a member pursuant to clause (2), the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

5. (1) The secretary of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

FEES, SUBSCRIPTIONS, ETC.

6. (1) A member of the Society shall, upon admission to membership, pay to the Society the recommended fee as determined by the committee.
- (2) In addition to any amount payable by the member under clause (1), a member of the Society shall pay to the Society an annual membership fee as determined by the committee:
 - (a) except as provided by paragraph (b) within twenty eight (28) days of the annual meeting; or
 - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and within twenty eight (28) days of the annual meeting.

MEMBERS' LIABILITIES

7. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Rule 6.

DISCIPLINING OF MEMBERS

8. Where the committee is of the opinion that a member of the Society has persistently and wilfully acted in a manner prejudicial to the interests of the Society the committee may by resolution recommend to the members that the member be expelled.

PART III THE COMMITTEE

POWERS, ETC. OF COMMITTEE

9. The committee shall be called the committee of management of the Society and, subject to the Act, the Regulation and these rules and to any resolution passed by the Society in annual or special meeting:
 - (a) shall control and manage the affairs of the Society;
 - (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these rules to be exercised by a general meeting of members of the Society; and

- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society subject to ratification by members at the next monthly meeting.

CONSTITUTION AND MEMBERSHIP

- 10. (1) Subject in the case of the first members of the committee to Section 21 of the Act, the committee shall consist of:
 - (a) the office-bearers of the Society; and
 - (b) three (3) ordinary members
each of whom shall be elected at the Annual Meeting of the Society pursuant to Rule 11.
 - (2) The office-bearers of the Society shall be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the secretary.
 - (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the Annual Meeting following the date of the member's election, but is eligible for re-election.
7. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual Meeting next following the date of the appointment.

ELECTION OF MEMBERS

- 11. (1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee:
 - (a) shall be made in writing, signed by two (2) members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Society not less than seven (7) days before the date fixed for the holding of the Annual Meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates' nominations shall be deemed to be elected and further nominations shall be received at the Annual Meeting.
- (3) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the Annual Meeting in such usual and proper manner as the committee may direct.

SECRETARY

12. (1) The secretary of the Society shall, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members present at meetings; and
 - (c) all proceedings at meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairman of the meeting or by the chairman of the next succeeding meeting.

TREASURER

13. It is the duty of the treasurer of the Society to ensure that:
 - (a) all money due to the Society is collected and received and that all payments authorised by the Society are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

CASUAL VACANCIES

- 14.** For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Society;
 - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from the office under rule 15;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the committee from three (3) consecutive committee and/or monthly general meetings.

REMOVAL OF MEMBER

- 15.** (1) The Society in a general meeting may by resolution remove any member of the 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) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and request that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

- 16.** (1) The committee shall meet at a convenient time and place as required.
- (2) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the

members of the committee) before the time appointed for the holding of the meeting.

- (3) Notice of a meeting given under clause (2) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (4) Any three (3) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (7) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president shall preside; or
 - (b) if the president and 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 shall preside.

SELECTION BY MEETING OF MEMBERS TO SUB-COMMITTEE

17. The members may 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 functions of the committee not imposed upon the committee by Statute. A sub-committee shall act according to the terms of the delegation by the committee and holds office until the next Annual Meeting. Such delegation may be revoked by the committee at any time.

VOTING AND DECISIONS

18. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding 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) Any act or thing done or suffered by the committee or by a sub-committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV ANNUAL SPECIAL & GENERAL MEETINGS

ANNUAL SPECIAL & GENERAL MEETINGS - HOLDING OF

19. An Annual Meeting shall be held in October each year or within six months of the end of the Financial Year. General meetings of the members shall be held on a common day in each month for the transaction of the general business of the Society and the ratification of decisions of the Committee.

ANNUAL MEETINGS - CALLING OF AND BUSINESS AT

20. (1) The Annual Meeting of the Society shall, subject to the Act and to Rule 19, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual Meeting, the business of an Annual Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the Society during the last preceding financial year;
 - (c) to elect office-bearers of the Society and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26 (6) of the Act.
- (3) An Annual Meeting shall be specified as such in the notice convening it.

SPECIAL MEETINGS - CALLING OF

21. (1) The committee may, whenever it thinks fit, convene a special meeting of the Society.
- (2) The committee shall, on the requisition in writing of seven (7) financial members, convene a special meeting of the Society, stating the reason for which the meeting is required.
- (3) A requisition of members for a special meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall 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 a requisition.
- (4) If the committee fails to convene a special meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as annual meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

NOTICE

22. (1) Except where the nature of the business proposed to be dealt with at an annual or special meeting requires a special resolution of the Society, the secretary shall, at least fourteen (14) days before the date fixed for the holding of the meeting print in a newspaper circulating in the area a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at an annual or special meeting requires a special resolution of the Society, the secretary shall, at least twenty one (21) days before the date fixed for the holding of the meeting, cause notice to be sent to each member in the

manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening the meeting shall be transacted at the meeting except, in the case of an Annual Meeting, business which may be transacted pursuant to Rule 20 (2).
- (4) A member desiring to bring any business before an annual or special meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling the meeting given after receipt of the notice from the member.

PROCEDURE

- 23.** (1) No item of business shall be transacted at an annual special or 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) Eleven (11) members present in person (being members entitled under these rules to vote at an annual or special meeting) constitute a quorum for the transaction of the business of an annual or special meeting. Seven (7) shall constitute a quorum for a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall constitute a quorum.

PRESIDING MEMBER

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

ADJOURNMENT

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

MAKING OF DECISIONS

26. (1) A question arising at any meeting of the Society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman 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.
- (2) At any meeting of the Society, a poll may be demanded by the chairman or by not less than three (3) members present in person.
- (3) Where a poll is demanded at any meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairman directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

- 27. A resolution of the Society is a special resolution if it is passed by a majority present at the meeting.

VOTING

- 28. (1) Upon any question arising at a meeting of the Society a member has one vote only.
- (2) In the case of an equality of votes on a question at a meeting, the chairman of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any meeting of the Society unless all money due and payable by the member to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

PART V MISCELLANEOUS

INSURANCE

- 29. (1) The Society shall effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Society may effect and maintain other insurance.

FUNDS - SOURCE

- 30. (1) The funds of the Society shall 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 committee determines.
- (2) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's Bank account.

- (3) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

31. (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the committee or employees of the Society, being members or employees authorised to do so by the committee.
- (3) All sub-committees managing public funds in the name of the Millthorpe & District Historical Society Incorporated shall keep account of all financial transactions and present financial reports to the Annual Meeting.

ALTERATION OF OBJECTS AND RULES

32. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Society.

COMMON SEAL

33. (1) The common seal of the Society shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the committee or of one (1) member of the committee and of the public officer or secretary.

CUSTODY OF BOOKS, ETC.

34. Except as otherwise provided by these rules all records, books and other documents relating to the Society shall be kept in the custody or control of the Public Officer.

INSPECTION OF BOOKS, ETC.

35. The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

SERVICE OF NOTICES

36. (1) For the purpose of these rules, a notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at the member's address shown in register of members
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

NON-PROFIT CLAUSE

37. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects 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.

DISSOLUTION CLAUSE

38. (1) In the event of the organisation being dissolved the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for profit or gain of its individual members.
- (2) If the organisation is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
- (a) Gifts of money or property for the principal purpose of the organisation.
 - (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
 - (c) Money received by the organisation because of such gifts and contributions

PART VI INTERPRETATION

39. (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires:

"ordinary member" means a member of the committee who is not an office bearer of the Society, as referred to in rule 10 (2);

"secretary" means:

(a) the person holding office under these rules as secretary of the Society; or

(b) where no such person holds that office - the public officer of the Society;

"special meeting" means a meeting of the Society other than Annual Meeting or a monthly meeting;

"the Act" means the Associations Incorporation Act, 1984;

"the Regulation" means the Associations Incorporation Regulation, 1985.

(2) 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, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1897, 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.