**AMENDMENTS TO THE CONSTITUTION - RATIONALE FOR PROPOSED CHANGES SGM May 2024**

The proposed amendments have been highlighted in red in the attached draft Constitution. This document details the current provision, the suggested amended provision and the rationale for the suggested change.

Background: The RHSV is a registered charity approved by the Australian Charities and Not-for-Profits Commission (ACNC) and has Deductible Gift Recipient (DGR) status with the Australian Taxation Office. Changes have been made to the Constitution to comply with ACNC and ATO requirements.

The RHSV is also covered by the Victorian Incorporate Associations Act and Regulations. Amendments to the Regulations took effect on 18 November 2023, and covered changes to the model rules which our Constitution applies.

These changes are:

* Updating language to support the flexible use of technology
* New processes for disciplinary appeals where members have been suspended or expelled by a disciplinary subcommittee
* Changes to grievance procedures regarding mediation
* Stronger disclosure requirements for a conflict of interest

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| **1. CHANGES TO IMPLEMENT ACNC AND ATO REQUIREMENTS** | | |
| **CURRENT PROVISION** | **PROPOSED CHANGE** | **RATIONALE** |
| 1. Purposes:   The purposes of the Society are to:   * + 1. 2.1 foster interest in and enjoyment of Victorian history;        1. 2.2 promote all aspects of Victorian history;     2. 2.3 recognise and acknowledge outstanding achievement in Victorian history;   2.4 act as an advocate in the conservation and promotion of Victoria’s cultural and built heritage;  2.5 support and assist affiliated historical societies throughout the Victoria; and  2.6 acquire, preserve, develop and disseminate resources so as to be recognised as a leading  Victorian history resource. | 2. Purposes  The RHSV is a charity whose purpose is to advance culture by:  2.1 promoting research, knowledge, understanding and enjoyment of our histories to the widest possible audience;  2.2 developing and conserving the collection of Victorian history, with a special interest in Melbourne;  2.3 promoting all aspects of Victorian history through exhibitions, publications and events for its members and the general public;  2.4 recognising outstanding achievement in Victorian history;  2.5 supporting affiliated historical societies; and  2.6 acting as an advocate for the Victorian history sector and in the conservation and promotion of Victoria’s cultural and built heritage. | The proposed introductory wording will make the description of our purposes consistent with ACNC requirements to describe our charitable purpose’ and the ‘advance culture’ approved sub-type.  2.6 has been expanded to reflect our advocacy for the Victorian history sector over many years including for the continued funding of the Victorian Community History Awards (VCHA) and retention of PROV’s Advisory Committee (PRAC) as examples. |
| **77 Winding up and cancellation**  … (  (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Society and which is not carried on for the profit or gain of its individual members…. | **77 Winding up the Association**  ….  (3) Subject to the Act, the Regulations, any other applicable law and any court order, if the association is wound up any surplus assets must be given or transferred to another fund, authority or institution which is in each case:   * charitable at law; * required to pursue charitable purposes similar to, or inclusive of, the purposes of the association; * required to apply its income and assets in promoting its purposes; * prohibited from making distributions to its members to at least the same extent as the association; * endorsed as a deductible gift recipient within the meaning of the*Income Tax Assessment Act 1997* (Cth); and * selected at or about the time by a special resolution of members…. | As a result of amending our ‘charitable purpose as above the ‘Winding up and cancellation’ clause is amended for clarity. Our current (3) to be deleted and replaced with ACNC (3) wording which provides detail of what constitutes ‘similar purposes’. |
|  | **77A Revocation of deductible gift recipient endorsement**  Subject to the Act, the Regulations, any other applicable law and any court order, if the association’s endorsement as a deductible gift recipient is revoked (whether or not the association is to be wound up), any surplus:   * gifts of money or property for the principal purpose of the association; * contributions made in relation to an eligible fundraising event held for the principal purpose of the association; and * money received by the association because of such gifts and contributions,   held at the time of the revocation must be given or transferred to another fund, authority or institution, which meets all the requirements listed under rule 77. | This is an additional provision to be added to satisfy ATO requirements. |
| **2. AMENDMENTS TO ADOPT MODEL RULES PROVISIONS:** | | |
| **CURRENT PROVISION** | **MODEL RULES PROVISION** |  |
| **10 Application for membership**  (1) To apply to become a member of the Society, a person must apply online at the RHSV website or submit a written application to the Society stating that the person—  (a) wishes to become a member of the Society; and  (b) supports the purposes of the Society; and  (c) agrees to comply with these Rules.  (2) The application—  (a) must be signed by the applicant when in paper form, or have the appropriate box ticked when applying online; and  (b) may be accompanied by the membership fee. | Note: A requirement for a signature of a person may be met by electronic signature. See section 9 of the Electronic Transactions (Victoria) Act 2000. | Amendment to the Model rules.  Note to be added to our current provision |
| **24 Appeal rights**  (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.  (2) The notice must be in writing and given—  (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or  (b) to the Secretary not later than 48 hours after the vote.  (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.  (4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must—  (a) specify the date, time and place of the meeting; and  (b) state—  (i) the name of the person against whom the disciplinary action has been taken; and  (ii) the grounds for taking that action; and  (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked. | **24 Appeal rights**  (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.  (2) The notice must be in writing and given—  (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or  (b) to the Secretary not later than 7 days after the vote.  (3) If a person has given notice under subrule (2), the Council must appoint at least 3 persons to an appeal subcommittee to consider the appeal.  (4) Subject to subrule (5), the Council may appoint any person to an appeal subcommittee.  (5) A person must not be appointed to an appeal subcommittee if the person—  (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or  (b) has a personal interest in the dispute; or  (c) is biased in favour of or against the member concerned.  (6) The Council must convene a meeting of the the disciplinary appeal meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.  (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—  (a) specify the date, time and place of the meeting; and  (b) state—  (i) the name of the person against whom the disciplinary action has been taken; and  (ii) the grounds for taking that action; and  (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked. | **24 Appeal rights**  (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.  (2) The notice must be in writing and given—  (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or  (b) to the Secretary not later than 48 hours after the vote.  (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.  (4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must—  (a) specify the date, time and place of the meeting; and  (b) state—  (i) the name of the person against whom the disciplinary action has been taken; and  (ii) the grounds for taking that action; and  (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked. |
| **28 Appointment of mediator**  …  (3) A mediator appointed by the Council may be a member or former member of the Society but in any case must not be a person who—  (a) has a personal interest in the dispute; or  (b) is biased in favour of or against any party. | **28 Appointment of mediator**  ….  (3) Subject to subrule (4), the Council may appoint any person as a mediator.  (4) The Council must not appoint a person as a mediator if the person—  (a) has a personal interest in the dispute; or  (b) is biased in favour of or against any party. | (3) of our current provision refers that mediator may be a member or former member.  For consistency with model rules our current (3) will be replaced by with model rules wording for (3) and (4). |
| **36 Use of technology**  (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.  (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person. | **36 Use of technology**  (1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.  (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person | Model rules change expressed more simply. Our current wording to be deleted and replaced with Model rules wording |
| **63 Use of technology**  (1) A Council member who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that council member and the Council members present at the meeting to clearly and simultaneously communicate with each other.  (2) For the purposes of this Part, a Council member participating in a Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person. | **63 Use of technology**  (1) A Council meeting may be held by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.  (2) For the purposes of this Part, a Council member participating in a Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person. | Model rules change expressed more simply. Our current wording to be deleted and replaced with Model rules wording. |
| **66 Conflict of interest** | **66 Conflict of interest**  …….  (4) The Council must keep a conflict of interest register.  (5) The conflict of interest register must record the following—  (a) the name and position of the member who has disclosed a material personal interest;  (b) a description of the nature and extent of that interest;  (c) a management plan documenting actions required to mitigate the conflict. | (4) and (5) are new provisions from the changes to the model rules. Clauses (4) and (5) will be added to our current clause 66. |