

**CONSTITUTION OF
THE ROYAL HISTORICAL SOCIETY OF VICTORIA
As amended AGM 28 May 2024**

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The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "The Royal Historical Society of Victoria Incorporated".

Note: The Historical Society of Victoria, was founded on 21 May 1909, and together with an amalgamated entity, the Victorian Branch of the Royal Geographic Society of Australasia, founded on 18 April 1884, had Royal added to the title by warrant in 1951.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The Royal Historical Society of Victoria Incorporated is a registered 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.

3 Financial year

The financial year of the Society is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

absolute majority, of the Council, means a majority of the Council members currently holding office and entitled to vote at the time (as distinct from a majority of Council members present at a Council meeting);

associate member means a member referred to in rule 15(1);

Chairperson, of a general meeting or Council meeting, means the person chairing the meeting as required under rule 47;

Council means the Council having management of the business of the Society;

council meeting means a meeting of the Council held in accordance with these Rules;

council member means a member of the Council elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Society convened under rule 24(3);

disciplinary meeting means a meeting of the Council convened for the purposes of rule 23;

disciplinary subcommittee means the subcommittee appointed under rule 21;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Society convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Society;

member entitled to vote means a member who under rule 14(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

surplus assets means the assets of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up or voluntary cancellation of the association;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

The Society means the Royal Historical Society of Victoria

PART 2—POWERS OF THE SOCIETY

5 Powers of the Society

(1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Society may—

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

- (3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Society from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Society must have at least 5 members.

8 Who is eligible to be a member

- (1) Any person who supports the purposes of the Society is eligible for membership.
- (2) Any society, company or institution that supports the purposes of the Society is eligible for associate membership.

9 Categories of Membership, Subscriptions and Fees

The Council may determine membership categories, subscriptions and fees and these will be published as By-Law No 1.

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.

11 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Secretary must advise the Council of the application.
- (2) The Council may reject an application for membership and no reason need be given.
- (3) If the Council rejects the application, it must return any money accompanying the application to the applicant.

12 New membership

- (1) The Secretary must, as soon as practicable, ensure that the name, email address, postal address and phone number of the new member, and the date of becoming a member, are entered in the register of members.

13 Annual subscription

- (1) The term of the annual subscription will date from the day a member joins.
- (2) If a membership lapses for a period of more than six months, subsequent renewal will be treated as a new membership.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription within three months of the due date are suspended until the subscription is paid.

14 General rights of members

- (1) A member of the Society who is entitled to vote has the right—
 - (a) to receive notice of the Annual General Meeting and general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at general meetings; and
 - (e) to have access to the minutes of general meetings and other documents of the Society as provided under rule 76; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member of one of the voting categories as specified in By Law No 1; and
 - (b) more than 10 business days have passed since he or she became a member of the Society; and
 - (c) the member's membership rights are not suspended for any reason.

15 Associate members

- (1) Associate members of the Society include—
 - (a) any organisation that is admitted as a member of the Society, and

(b) any other category of member as determined by special resolution at a general meeting.

(2) An associate member must not vote but may have other rights as determined by the Council or by resolution at a general meeting.

16 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

17 Ceasing membership

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18 Resigning as a member

(1) A member may resign by notice in writing given to the Society.

Note

Rule 75(3) sets out how notice may be given to the association. It includes by post, email or by handing the notice to a member of the Council.

(2) A member is taken to have resigned if—

(a) the member's annual subscription is more than 6 months in arrears; or

(b) where no annual subscription is payable—

(i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19 Register of members

(1) The Secretary must keep and maintain a register of members that includes—

(a) for each current member—

(i) the member's name;

(ii) the email address or postal address for notice last given by the member;

(iii) the date of becoming a member;

(iv) if the member is an associate member, a note to that effect;

(v) any other information determined by the Council; and

(b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

20 Grounds for taking disciplinary action

The Society may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Society; or
- (c) has engaged in conduct prejudicial to the Society.

21 Disciplinary subcommittee

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Council members, members of the Society or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

22 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Society proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—

- (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Society.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

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 appeal subcommittee (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.

25 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted; and

- (b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
 - (3) A member may not vote by proxy at the meeting.
 - (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

26 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Council;
 - (c) a member and the Society.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

27 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

28 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
 - (a) notify the Council of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Council; or
 - (ii) if the dispute is between a member and the Council or the Association—a registered mediator.

Note

This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- (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.

29 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

30 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE SOCIETY

31 Annual general meetings

- (1) The Council must convene an annual general meeting of the Society to be held within 5 months after the end of each financial year.
- (2) The Council may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Council on the activities of the Society during the preceding financial year; and
 - (ii) the financial statements of the Council for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Council and positions of President, Vice President, Secretary and Treasurer;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (5) Twenty members will form a quorum at the annual general meeting.

32 Special general meetings

- (1) Any general meeting of the Society, other than an annual general meeting or a disciplinary appeal meeting, may be declared a special general meeting.

- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 34 and the majority of members at the meeting agree.

33 Special general meeting held at request of members

- (1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

34 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must give to each member of the Society—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and

- (d) comply with rule 35(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 24(4) sets out the requirements for notice of a disciplinary appeal meeting.

35 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 34 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 24 hours before the commencement of the meeting.

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

37 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of 20 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 33—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

38 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

39 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

40 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Council member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Society.

41 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

42 Minutes of general meeting

- (1) The Council must ensure that minutes are taken and kept of each general meeting.

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

- (3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 35(6); and
- (c) the financial statements submitted to the members in accordance with rule 31(3)(b)(ii); and

- (d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—THE COUNCIL

Division 1—Powers of the Council

43 Role and powers

- (1) The business of the Society must be managed by or under the direction of the Council.
- (2) The Council may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.
- (3) The Council may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate; and
 - (c) from time to time make, delete, amend or replace By-laws which in their opinion are necessary or desirable for the control, administration and management of the Society's affairs.

NOTE: A By-law:

- (a) Is subject to this Constitution;
- (b) must be consistent with this Constitution, and if not, the Constitution prevails to the extent of the inconsistency; and
- (c) when in force, is binding on all Members and has the same effect as a provision of the Constitution

44 Delegation

- (1) The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (3) The Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of the Council and duties of members

45 Composition of the Council

The Council consists of—

- (a) the President; and
- (b) the Vice-President; and

- (c) the Secretary; and
- (d) the Treasurer; and
- (e) 8 ordinary members elected under rule 54; and
- (f) up to 2 members co-opted under rule 54(4:); and
- (g) up to 2 members co-opted under rule 54(5); and
- (h) the immediate past President ex-officio if available and willing to serve.

46 General Duties

- (1) As soon as practicable after being elected or appointed to the Council, each Council member must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Council comply with these Rules.
- (3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Society; and
 - (b) for a proper purpose.
- (5) Council members and former Council members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
 so as to gain an advantage for themselves or any other person or to cause detriment to the Society.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Council member must perform any other duties imposed from time to time by resolution at a general meeting.

47 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Council meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Council meeting—a Council member elected by the other Council members present.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 19; and
 - (b) keep custody of the common seal (if any) of the Society and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Society in accordance with rules 73 and 76; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49 Treasurer

- (1) The Treasurer must—
 - (a) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt; and
 - (b) make any payments authorised by the Council by a general meeting of the Society from the Society's funds; and
 - (c) ensure payments are approved by two signatories authorised by Council for the purpose.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Society are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Society and their certification by the Council prior to their submission to the annual general meeting of the Society.
- (3) The Treasurer must ensure that at least one other Council member has access to the accounts and financial records of the Society.

Division 3—Election of Council members and tenure of office

50 Who is eligible to be a Council member

A member is eligible to be elected or appointed as a Council member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting as defined in By-Law 1

51 Positions to be declared vacant

- (1) This rule applies to any annual general meeting of the Society, after the annual report and financial statements of the Society have been received.

- (2) The Chairperson of the meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with rules 52 to 55.

52 Nominations

- (1) One month prior to the election of each position, the Secretary must call for nominations to fill any vacant positions
- (2) An eligible member of the Society may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

53 Election of President etc.

- (1) At every second annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 55.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

54 Election of ordinary members

- (1) The Council shall consist of a total of twelve (12) elected members, consisting of the President, Vice President, Secretary, Treasurer and 8 ordinary members. Of the 8 ordinary members 4 shall be elected for a two-year term at each annual general meeting. As to the eight ordinary members:
 - (a) If there are no such members serving on the Council, four ordinary members shall be elected for a one-year term, and another four ordinary members shall be elected for a two-year term.
 - (b) At each subsequent AGM, in order to replace the four ordinary members whose term has expired, four ordinary members shall be elected for a two-year term.
 - (c) An ordinary member whose term has expired may be elected to serve further two-year terms.
- (2) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.
- (3) In the event of a casual vacancy occurring in the Council, the Council 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 expiry of the term of the previous holder of the vacant position.

- (4) The Council may co-opt up to 2 extra members to the Council whose period of office will be until the next annual general meeting.
- (5) The Council may co-opt a further 2 extra members to the Council who live in non-metropolitan regions and represent country members and affiliated non-metropolitan historical societies. Their term of office may be determined by the Council.

55 Ballot

- (1) If a ballot is required for a position, following the closure of nominations ten days before the meeting the President must obtain from the nominee a statement in support of his or her election and distribute it to members at least three days before the meeting.
- (2) The Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (3) The returning officer must not be a member nominated for the position.
- (4) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (5) The election must be by secret ballot.
- (6) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
 - (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
 - (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
 - (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
 - (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
 - (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
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- (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

56 Term of office

- (1) Subject to subrule (3) and rule 56, a Council member holds office until the positions of the Council are declared vacant at the next annual general meeting.
- (2) A council member may be re-elected.
- (3) A general meeting of the Society may—
 - (a) by special resolution remove a Council member from office; and
 - (b) elect an eligible member of the Society to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.
- (5) The Secretary or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

57 Vacation of office

- (1) A Council member may resign from the Council by written notice addressed to the Council
- (2) A person ceases to be a Council member if he or she—
 - (a) ceases to be a member of the Society; or
 - (b) fails to attend 3 consecutive Council meetings (other than special or urgent Council meetings) without leave of absence under rule 68; or
 - (c) otherwise ceases to be a Council member by operation of section 78 of the Act.

Note

A Council member may not hold the office of secretary if they do not reside in Australia.

58 Filling casual vacancies

- (1) The Council may appoint an eligible member of the Society to fill a position on the Council that—
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.

- (3) Rule 56 applies to any Council member appointed by the Council under subrule (1) or (2).
- (4) The Council may continue to act despite any vacancy in its membership.

Division 4—Meetings of the Council

59 Meetings of Council

- (1) The Council must meet at least 4 times in each year at the dates, times and places determined by the Council.
- (2) The date, time and place of the first council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Society at which the members of the Council were elected.
- (3) Special Council meetings may be convened by the President or by any 4 members of the Council.

60 Notice of meetings

- (1) Notice of each Council meeting must be given to each Council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

61 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) A Council meeting may be held by the use of technology that allows Council members to clearly and simultaneously communicate with each other participating members.
- (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.

64 Quorum

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a Council meeting is the presence (in person or as allowed under rule 63) of a majority of the Council members-
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

65 Voting

- (1) On any question arising at a Council meeting, each Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of Council members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66 Conflict of interest

- (1) A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Society is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Society.
- (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 Council 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.

67 Minutes of meeting

- (1) The Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 66.

68 Leave of absence

- (1) The Council may grant a Council member leave of absence from council meetings for a period not exceeding 3 months.
- (2) The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Council member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69 Source of funds

The funds of the Society may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

70 Management of funds

- (1) The Society must open or maintain accounts with a financial institution or various financial institutions from which all expenditure of the Society is made and into some or all of which all of the Society's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Society, the Council may approve expenditure on behalf of the Society.
- (3) The Council may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Society for each item on which the funds are expended.
- (4) All payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved or signed by two signatories authorised by Council for the purpose.
- (5) All funds of the Society must be deposited into the financial account of the Society no later than 5 working days after receipt.
- (6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71 Financial records

- (1) The Society must keep financial records that—

- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Council.

72 Financial statements

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (2) Without limiting subrule (1), those requirements include—
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Council;
 - (d) the submission of the financial statements to the annual general meeting of the Society;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

73 Common seal

- (1) The Society may have a common seal.
- (2) If the Society has a common seal—
- (a) the name of the Society must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Council and the sealing must be witnessed by the signatures of two Council members;
 - (c) the common seal must be kept in the custody of the Secretary.

74 Registered address

The registered address of the Society is—

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council has not determined an address to be the registered address— the postal address of the Secretary.

75 Notice requirements

- (1) Any notice required to be given to a member or a Council member under these Rules may be given—
- (a) by handing the notice to the member personally; or

- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 61.
- (3) Any notice required to be given to the Society or the Council may be given—
 - (a) by handing the notice to a member of the Council; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Council determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Society or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Society.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Society, including minutes of Council meetings.

Note

See note following rule 19 for details of access to the register of members.

- (2) The Council may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Society.

77 Winding up and cancellation

- (1) The Society may be wound up voluntarily by special resolution.

- (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
- (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:
 - (a) charitable at law;
 - (b) required to pursue charitable purposes similar to, or inclusive of, the purposes of the association;
 - (c) required to apply its income and assets in promoting its purposes;
 - (d) prohibited from making distributions to its members to at least the same extent as the association;
 - (e) endorsed as a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

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:

- (a) gifts of money or property for the principal purpose of the association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the association; and
- (c) 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 clause 77.

78 Alteration of Rules

These rules may only be altered by a special resolution of a general meeting of the Society.

A resolution of a general meeting of the Society may amend, repeal or replace any By-law made by the Council

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

