

# ELTHAM DISTRICT HISTORICAL SOCIETY INCORPORATED CONSTITUTION (Approved 26.05.2015)

## 1. Name

The name of the Association shall be “Eltham District Historical Society Incorporated”, (hereinafter referred to as “the Society”).

## 2. Purposes

The purposes of the Society are:

- 1) To foster historical interest and knowledge particularly, but not exclusively, in the Eltham District;
- 2) To compile and keep historical records of the Eltham district and the former Shire of Eltham;
- 3) To promote, encourage, or assist with the preservation and conservation of places, sites and objects of historical importance;
- 4) To co-operate with other relevant groups, particularly the Royal Historical Society of Victoria Incorporated;
- 5) To conduct meetings, excursions, presentations and exhibitions for the information and enjoyment of members and the general public;
- 6) To collect and preserve objects and materials of historical interest;
- 7) To raise and expend funds for the above purposes;
- 8) To do all such other lawful acts deeds and things as are incidental or conducive to the attainment of the above purposes or any one of them.

## 3. Definitions

Unless the context otherwise requires, in these Rules:

- 1) “the Act” shall mean the Associations’ Incorporation Reform Act 2012 of Victoria;
- 2) “Constitution” shall mean this constitution of Eltham District Historical Society Incorporated;
- 3) “Committee” means the Committee of Management of the Society;
- 4) “General meeting” shall mean annual general meeting or a special general meeting convened in accordance with these Rules;
- 5) “Rules” shall mean these rules;
- 6) “Member” means a member of the Society;
- 7) “Special resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting, in person, to vote in favour of the resolution;
- 8) Words importing any gender include every gender;
- 9) References to persons include corporations and unincorporated associations;
- 10) Headings used herein shall be for convenience only and shall not affect the interpretation of these Rules, and
- 11) The singular shall include the plural and vice versa.

## 4. Powers of The Society

Subject to the Act:

- 1) The Society has power to do all things incidental or conducive to achieve its purposes.
- 2) Without limiting sub rule 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.

## 5. Not for profit organisation

- 1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- 2) Sub rule 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.

## 6. Membership

- 1) All persons or bodies who support the objects of the Society shall, upon payment of the prescribed fee, be entitled to become members of the Society.
- 2) There shall be four categories of membership available as follows:
  - a) Adult members who shall comprise all members other than those falling into one of the other three categories;
  - b) Family members who shall include couples or single parents together with any children living with them provided that all such members shall be nominated on the membership application form. Family members shall have the same rights, privileges and obligations as other members with the exception that each family shall only receive one copy of any notice, newsletter or correspondence;
  - c) Student members who shall be all members under the age of 15 years or other persons who are bona fide full-time students to the satisfaction of the Committee;
  - d) Honorary Life Members shall be all members who are elected as such at a General Meeting. An Honorary Life Member shall not be liable to pay any subscription and his/her membership shall not terminate annually but shall otherwise have the same rights, privileges and obligations as other members.
- 3) A member of the Society who is entitled to vote has the right:
  - a) to receive notice of 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 a general meeting; and
  - e) to inspect and obtain copies of the minutes of general meetings and other documents of the Society as provided under rule 12: 4), and
  - f) to inspect the register of members.
- 4) The rights and privileges of every member shall be personal to himself or herself and shall not in any manner be transferable by his or her own act through any other person on his or her behalf or by operation of law.
- 5) Upon joining the Society, members shall pay a membership fee and thereafter membership fees shall be payable annually or on such other date as the Committee may from time to time determine. The amount of the membership fee shall be such sum as the Committee may from time to time determine.
- 6) The liability of Members is limited to the amount unpaid (if any) in respect of that Member's membership fees.
- 7) The Committee shall cause to be kept and maintained a register of members in which shall be entered the name and address of the Member, the category of membership, and such other information as the Committee shall deem desirable.
- 8) The Register of Members shall be available for inspection by Members at the principal place of

administration of the Society.

- 9) The membership of a person ceases on resignation, expulsion or death.
- 10) If a person ceases to be a member of the Society, the Society Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- 11) A member may resign by notice in writing given to the Society.
- 12) A member is taken to have resigned if—
  - a) member's annual subscription is more than 12 months in arrears; or
  - b) the Society Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
- 13) If, in the opinion of the Committee, a Member acts in a manner prejudicial to the objects of the Society or calculated to bring discredit to the Society or its members, the Committee shall be entitled to suspend or revoke his or her membership. Suspension or revocation of membership shall not occur until the member has first been given notice in writing of the proposed suspension or revocation. The Member, within one month of the date of the aforesaid notice shall be entitled to give notice in writing to the Society Secretary of his or her intention to appeal to the Committee against the proposed suspension or revocation. Within one month of the receipt of such notice the Society Secretary shall summon the Membership Sub-Committee (as hereinafter defined) to meet and to hear the Member. The Member may appoint a person to represent him or her on the membership sub-committee. The Committee shall also have the opportunity to be heard before the Membership Sub-Committee. The decision of the membership Sub-Committee shall be final.
- 14) At the annual general meeting of the Society the members of the Society present at the meeting shall elect three persons from the members of the Society to form a Membership Sub-Committee for the purposes expressed in these Rules. Persons elected to the Membership Sub-Committee shall hold office until the next annual general meeting. A person may be re-elected to the Membership Sub-Committee. Members of the Committee shall not be eligible to be elected as members of the Membership Sub-Committee.

## 7. Disputes And Mediation

The grievance procedure set out here applies to disputes under these rules between a member and another member or a member and the Society:

- 1) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 2) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days hold a meeting in the presence of a mediator.
- 3) The mediator must be:
  - a) A person chosen by agreement between the parties; or in the absence of agreement;
    - i. In the case of a dispute between a member and another member, a person appointed by the Committee; or
    - ii. In the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- 4) A member of the Society can be a mediator however that member cannot be a party to the dispute.
- 5) The mediator must:
  - a) Give the parties to the mediation process 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 to the dispute throughout the mediation process.
- 6) The mediator must not determine the dispute.
- 7) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 8. Meetings

### 1) ANNUAL GENERAL MEETING

The Society shall convene an annual general meeting once in each calendar year at such time and place as the Committee shall determine. The annual general meeting shall be specified as such in the notice convening the meeting.

The order of business at every annual general meeting shall be as follows:

- a) Ordinary business which shall be:
  - i. confirmation of the minutes of the last annual general meeting or meetings of the Society held since the last annual general meeting;
  - ii. receipt and consideration of the report of the Committee and the financial report;
  - iii. election of the Committee;
  - iv. election of the membership sub-committee, and

- b) Specific business as indicated below.

### 2) SPECIAL GENERAL MEETING.

The Committee may convene a special general meeting of the Society at any time and place determined by the Committee to transact the specific business stated in the written notice.

### 3) SPECIFIC BUSINESS.

All business conducted at special general meetings and business other than the ordinary business of the annual general meeting must appear in the notice of the meeting. If a special resolution is proposed the resolution must be:

- a) Stated in full; and,
- b) Notice given that the proposed resolution will be presented as a special resolution.

### 4) NOTICE.

The Committee shall cause twenty-one days' notice in writing of every general meeting to be given to every member at his or her address (being the last address of that member appearing in the register of members). The notice shall state the time and place of the meeting and the nature of the business to be transacted. Any member desiring to bring forth any business shall give notice in writing to the Society Secretary who shall include that business in the notice calling the next general meeting. Only such business as has been specified in the notice shall be transacted at the meeting.

### 5) QUORUM.

No business shall be transacted at a general meeting unless a quorum is present at the time at which the business of the meeting commences. If a quorum is not present within thirty minutes of the time specified for the meeting, the meeting shall be adjourned. A quorum shall be 10 members of the Society.

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 sub rule 8:12), the meeting must be dissolved;
- 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.
- c) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule 8:5 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.

#### 6) ADJOURNMENT OF GENERAL MEETING

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.

7) Without limiting sub rule 8:6, 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.

8) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

9) 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.

#### 10) CHAIRPERSON

The President of the Committee shall preside at every general meeting of the Society and in the absence of the President the meeting shall elect a chairperson from among the Committee members.

#### 11) VOTING.

Resolutions (other than special resolutions as defined in the Act) must be carried by a majority of the members present and voting at any meeting. In the case of any equality of votes the chairperson shall not have a casting vote. No member shall be entitled to vote at any meeting unless all moneys payable by that member to the Society for the current year have been paid. No member may vote by proxy.

#### 12) REQUISITION.

The Society Secretary, or such other person as the Committee may from time to time appoint, shall convene a general meeting of the Society upon the written requisition of not less than ten percent of the total number of members of the Society. The requisition shall state the purposes for which the meeting is called. Such meeting shall be convened within twenty-eight days after receipt of the requisition. In the event that such meeting is not convened within the prescribed time the requisitionists may appoint one of their number to convene the meeting. The Society must reimburse all reasonable expenses incurred by the requisitionists convening a special general meeting.

#### 13) MINUTES.

The committee must ensure that minutes are taken and kept of each general meeting.

- a) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of that vote.
- b) In addition, the minutes of each annual general meeting must include:
  - i. The names of the members attending the meeting
  - ii. The financial statements submitted to the members in accordance with rule 8: a) iii
  - iii. The certificate signed by two committee members certifying that the financial statement give a true and fair view of the financial position and performance of the society
  - iv. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the act..

## 9. The Committee Of Management

### 1) FUNCTION.

The committee shall be the governing body of the Society and, accordingly, shall be responsible for:

- a) the formulation and implementation of the policies of the Society;
  - b) the management and conduct of the affairs of the Society;
  - c) and for ensuring that the activities conducted by or in the name of the Society are consistent with the objects of the Society.
- 2) Committee members shall in good faith and for a proper purpose exercise their powers and discharge their duties with reasonable care and diligence.
- 3) The Committee shall have the power to employ any person to manage and conduct such affairs of the Society as the Committee may from time to time determine and to fix the remuneration of any such employee. An employee of the Society shall be eligible for election to the Committee. The Committee shall also have the power to delegate any of its powers in such a manner as the Committee shall consider appropriate provided, however, that the responsibility for the work of that delegated body shall remain within the Committee.

### 4) COMPOSITION

The Committee consists of:

- a) a President;
  - b) a senior Vice President;
  - c) a junior Vice President;
  - d) a Society Secretary;
  - e) a Treasurer and
  - f) at least three ordinary members.
- 5) GENERAL DUTIES:
- a) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act;
  - b) The Committee is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Committee comply with these Rules;
  - c) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

### 6) PRESIDENT AND VICE PRESIDENTS

- a) Subject to sub rule 9: 6) b), the President or, in the President's absence, one of the Vice-Presidents is the Chairperson for any general meetings and for any committee meetings.
- b) If the President and the Vice-Presidents are absent, or are unable to preside, the Chairperson of the meeting must be:
  - i. in the case of a general meeting—a member elected by the other members present;
  - or,
  - ii. the case of a Committee meeting—a committee member elected by the other committee members present.

### 7) SOCIETY SECRETARY

It is the duty of the Society Secretary to:

- a) undertake such duties as may be determined by the committee;
- b) to keep minutes of all proceedings at committee meetings and general meetings.

### 8) TREASURER

The Treasurer must:

- a) receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society;
- b) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt;

- c) make any payments authorised by the Committee or by a general meeting of the Society from the Society's funds; and
- d) ensure cheques are signed by any two of the President, Society Secretary or Treasurer;
- e) ensure that the financial records of the Society are kept in accordance with the Act; and
- f) coordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the annual general meeting of the Society;
- g) ensure that at least one other committee member has access to the accounts and financial records of the Society.

#### 9) NOMINATION AND ELECTION.

The members of the Committee shall be elected as follows:

- a) Unless otherwise determined by the committee, nomination of a member of the Society for election as President, Senior Vice President, Junior Vice President, Society Secretary, and Treasurer or ordinary member of the Committee shall be made by any member of the Society from the floor of the Annual General Meeting. The prior consent of person nominated and not present must have been obtained;
- b) Election shall be by a majority vote. At any such election no member may vote by proxy;
- c) If the number of nominations received shall be no more than the number of positions to be filled then those persons nominated shall be declared elected. If the number of nominations received shall be less than the number of positions to be filled, the Committee may, at its option, fill these positions.

#### 10) TERM.

The President, Senior Vice President, Junior Vice Presidents, Society Secretary, and Treasurer shall be elected to the Committee for a term of one year, with provision for re-election.

#### 11) ORDINARY MEMBERS

Ordinary members shall be elected to the Committee annually, with provision for re-election.

#### 12) RESIGNATION.

Any member of the Committee may resign from the Committee at any time, in writing to the Committee.

#### 13) REMOVAL.

If any committee member's membership of the Society is revoked in accordance with Rule 6: 13), then that person shall forthwith cease to be a member of the Committee.

#### 14) CASUAL VACANCIES.

Any vacancy by death, resignation, removal or otherwise occurring among the elected members of the Committee may be filled by the Committee and any person so selected shall hold office until the expiration of the term of the original member. A casual vacancy shall occur if the member is absent without the consent of the Committee from two consecutive meetings of the Committee.

#### 15) MEETINGS OF THE COMMITTEE

- a) The President or three other members of the Committee may call a meeting when necessary;
- b) The Committee shall meet together for the dispatch of business as the Committee shall consider necessary. Such meetings may be conducted in person or by teleconference;
- c) Matters to be decided at any meeting shall be determined by a majority of those present and voting. In the case of an equality of votes the President (or his or her substitute) shall not have a casting vote;
- d) The Committee must meet at least 3 times in each year at the dates, times and places determined by the Committee;
- e) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Society at which the members of the Committee were elected.

#### 16) SPECIAL COMMITTEE MEETINGS

- a) Special committee meetings may be convened by the President or by any 4 members of the Committee;

- b) Any four members of the Committee constitute a quorum for the transaction of the business of the meeting of the committee;
- c) No business may be conducted at a committee meeting unless a quorum is present;
- d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

#### 17) QUORUM

No business may be conducted at a committee meeting unless a quorum is present. The quorum for a committee meeting is the presence in person of a majority of the committee members holding office.

#### 18) MINUTES

- a) The committee must ensure that minutes are taken and kept of each committee meeting
- b) The minutes must record the following:
  - i. The names of members in attendance
  - ii. The business considered at the meeting
  - iii. Any resolution taken and the result of the vote

### 10. Secretary

The Secretary shall be appointed by the Committee and shall hold office until he or she vacates the office in accordance with the Act. The Committee may at any time remove the Secretary from that office. The Committee shall forthwith fill any vacancy in the office of Secretary in accordance with the Act. The Secretary shall have and shall perform all the powers and duties conferred or imposed upon a Secretary pursuant to the provisions of the Act. A Secretary shall not be prevented from holding any other office within the Society whilst he or she is the Secretary of the Society.

#### 1) It is the duty of the Secretary:

- a) to give to the Registrar notice of his or her appointment within 14 days of the appointment and;
- b) to maintain custody and provide access to documents as provided for under rule 12: 3), of these constitutions.

### 11. Finance

#### 1) SOURCES OF FUNDS

- a) 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 Committee.

#### 2) MANAGEMENT OF FUNDS

- a) The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited;
- b) Subject to any restrictions imposed by a general meeting of the Society, the Committee may approve expenditure on behalf of the Society;
- c) The Committee 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 Committee for each item on which the funds are expended;
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members;
- e) All funds of the Society must be deposited into the financial account of the Society no later than 5 working days after receipt;
- f) With the approval of the Committee, 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.

#### 3) FINANCIAL RECORDS

- a) The Society must keep financial records that:
  - i. correctly record and explain its transactions, financial position and performance; and



- ii. enable financial statements to be prepared as required by the Act.
- b) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- c) The Treasurer must keep in his or her custody, or under his or her control:
  - i. the financial records for the current financial year; and
  - ii. any other financial records as authorised by the Committee.

#### 4) FINANCIAL STATEMENTS

For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met. The financial year of the Society will end on the 28th February each year.

5) Without limiting sub rule 11: 4), 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 Committee;
- d) the submission of the financial statements to the annual general meeting of the Society;
- e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## 12. General Matters

### 1) COMMON SEAL

The Society may have a common seal. 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 Committee and the sealing must be witnessed by the signatures of two committee members;
- c) the common seal must be kept in the custody of the Society Secretary.

### 2) REGISTERED ADDRESS

The registered address of the Society is:

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

### 3) NOTICE REQUIREMENTS

a) Any notice required to be given to a member or a committee member under these Rules may be given:

- i. by handing the notice to the member personally; or
- ii. by sending it by post to the member at the address recorded for the member on the register of members; or
- iii. by email or facsimile transmission.

b) Any notice required to be given to the Society or Committee may be given by:

- i. handing the notice to a member of the Committee; or,
- ii. by sending the notice by post to the registered address; or
- iii. by leaving the notice at the registered address; or if the Committee determines that it is appropriate in the circumstances,
- iv. by email to the email address of the Society or the Society Secretary; or
- v. by facsimile transmission to the facsimile number of the Society.

#### 4) CUSTODY AND INSPECTION OF BOOKS AND RECORDS

Members may on request inspect free of charge:

- a) the register of members;
  - b) the minutes of general meetings;
  - c) subject to sub rule 12: 5), the financial records, books, securities and any other relevant documents of the Society, including minutes of Committee meetings.
- 5) The Committee 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.
- 6) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 7) Subject to sub rule 12: 5), 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.
- 8) 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.
- 9) A request may be made to the secretary of the society to restrict access to the personal information of a person recorded in the register of members of the society.
- a) A request may seek to restrict access so that the personal information is available only to:
    - i. the secretary and members of the committee; or
    - ii. the secretary and members of the committee other than a specified member or specified members of the committee
  - b) The request may be made by:
    - i. the person; or
    - ii. if the person is a child—by a parent or guardian of the person.
  - c) If the secretary is satisfied that there are special circumstances which justify doing so, the secretary must agree to the request
  - d) If the secretary refuses the request, the secretary must notify the person who made the request of the decision.
  - e) The notice must:
    - i. be in writing; and
    - ii. include the reasons for the decision.

### **13. 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 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.
- 4) The body to which the surplus assets are to be given must be decided by special resolution.

### **14. Alteration Of Rules**

- 1) These Rules may only be altered by special resolution of a general meeting of the Society.
- 2) A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.