



## **Constitution and Rules of the St. George Historical Society Incorporated**

(Revised June 2022)

### **1 NAME**

The name of the association is the St. George Historical Society Incorporated.

### **2 STATEMENT OF OBJECTIVES**

The objectives of the Society are:

- a) Encourage the study of Australian History particularly that relating to the St. George District and Bayside Council Area.
- b) Promote the compilation of authentic records of Australian history.
- c) Undertake the collection of books, records, manuscripts and relics considered to have a bearing on the history of the St. George District and Bayside Council Area.
- d) Use its influence to secure the preservation of places of historic interest particularly Lydham Hall Historic House and Museum.
- e) Assist Bayside Council with the management, care and interpretation of Lydham Hall Historic House and Museum.
- f) Foster the interchange of information among members of the Society by lectures, readings, discussions and exhibitions of historical interest or value.
- g) Print, publish and circulate such journals, periodicals, books and other literary publications and undertakings as may seem conducive to any of the objects of the Society.
- h) To acquire (by purchase, donation or otherwise) and preserve manuscripts, newspapers, photographs, furniture, costumes, artefacts and all such objects and materials as may have bearing on local area history.
- i) Establish branches wherever and whenever considered advisable.
- j) Affiliate or co-operate with other societies and institutions having objects similar to those of the Society
- k) Conduct excursions to places of historical interest and promote other social functions.
- l) Carry out such activities as the Society may from time to time determine.

### **3 INTERPRETATION OF TERMS.**

- a) In the Rules, unless the contrary intention appears:-

**Society** means the St. George Historical Society.

**Public Officer** is a member appointed by the Committee to this office.

**Committee** means the Committee of Management of the Society.

**General Meeting** means a general meeting of members convened in accordance with these rules.

**Member** means a member of the Society.

The **Act** means the Associations Incorporation Act 2009.

The **Regulations** means regulations under the Act.

- b) In these Rules, a reference to the Secretary of an Association is a reference:-
- i. where a person holds office under these Rules as a Secretary of the Society to that person; and
  - ii. in any other case to the Public Officer of the Society.
- c) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation Act 1987.
- d) In these Rules, words importing plural shall be deemed to include singular, unless it shall appear from the context that the contrary is intended.

#### **4 MEMBERSHIP**

- a) Any person interested in the objects of the Society may be admitted to membership of the Society by the Committee upon paying the current year's subscription and agreeing to be bound by the Rules.
- b) A nomination of a person for membership of the Society shall be made in writing; and lodged with the Secretary of the Society. The application can be sent by email or other electronic means.
- c) As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee, which shall determine whether to approve or reject the nomination.
- d) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he or she is approved for membership of the Society and request payment within a period of 28 days after the receipt of notification of the first year's annual subscription.
- e) The Secretary shall, on receipt of the amount referred to in the previous sub-clause, enter the nominee's name in the Register of Members, and upon the name being so entered, the nominee becomes a member of the Society.
- f) The Committee shall have the right to recommend suspension or expulsion of any member if, in the opinion of the Committee, there is sufficient reason for such suspension or expulsion. That person shall have the right to appeal against his or her suspension to a Special General Meeting called as so provided for under these Rules. The suspension or expulsion shall take effect only if approved by no less than three-quarters majority of the votes recorded at this meeting.

- g) Any member shall voluntarily cease to be a member upon giving to the Society notice in writing of his or her desire to do so, and by paying all subscriptions owed by him or her.
- h) A person who is not a member of the Society at the time of incorporation of the Society (or was such a member at that time but has ceased to be member) shall not be admitted to membership unless he or she is nominated as provided for in these Rules; and his or her admission as a member is approved by the Committee.
- i) A right, privilege, or obligation of a person by reason of his or her membership of the Society cannot be transferred or transmitted to another person and terminates upon the cessation of his or her membership whether by death or resignation or otherwise.
- j) No restriction shall be imposed on any person by virtue of religious or political belief, sex, race or age.

## **5 REGISTER OF MEMBERS**

- a) The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of each member, and the Register shall be available for inspection by members at a reasonable time and place.
- b) The Society Register may also include the email address of a Society member.
- c) The Register can be kept in written or electronic form. If kept in electronic form a current hard copy has to be made available for any member to inspect.

## **6 FEES AND SUBSCRIPTIONS**

- a) There will be no entrance fee.
- b) The annual subscription, as determined from time to time by the Committee, is payable in advance or before the first day of July in each year.
- c) Subscriptions payable by new members shall be payable immediately upon admission to the Society.
- d) Any member who has not paid his or her subscription within three months from the date upon which it became due may have his or her membership terminated by the Committee, and shall thereupon cease to be a member. The Committee may, if it thinks fit, reinstate such a member in on such terms as it deems proper.

## **7 LIABILITY OF MEMBERS**

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

## **8 MANAGEMENT OF THE SOCIETY**

The management of the Society shall be vested in the Committee of the Society, but the Committee shall not act contrary to any decision reached at a General Meeting of the Society.

## **9 COMMITTEE: COMPOSITION AND ELECTION**

- a) The Committee of the Society shall consist of ten Committee Members:-
- b) The President, two Vice Presidents, Secretary, Treasurer and five other members with power to co-opt. All must be financial members of the Society elected by the Annual General Meeting in July.
- c) The Committee shall have the power to recommend the appointment of any member to act as:- Research Secretary, Librarian, Curator, Lydham Hall Management Committee member and any other such positions as it may think fit and advisable.
- d) The Executive Officers and Members of the Committee shall each be elected from and by the members of the Society at the Annual General Meeting of the Society.
- e) Nominations for Committee positions may be made in writing, signed by the proposer, seconder and nominee; or be taken from the floor at the Annual General Meeting.
- f) If the number of candidates nominated for election to a particular position does not exceed the number to be elected, the persons nominated shall be declared to be duly elected at the Annual General Meeting.
- g) If the number of candidates nominated for election to a particular position exceeds the number to be elected, a ballot shall be conducted at the Annual General Meeting.
- h) In the event of any position not being filled, the Committee may fill the vacancy.

## **10 COMMITTEE: TENURE OF OFFICE AND VACANCIES**

- a) Members of the Committee shall hold office from the Annual General Meeting of the Society at which they were elected until the next Annual General Meeting of the Society.
- b) Member of the Committee shall vacate his or her office if he or she ceases to be a member of the Society; or fails to attend three consecutive Committee meetings without the consent of the Committee.
- c) There is no limit to the maximum number of consecutive terms an officer may complete.
- d) The Committee may grant leave of absence to a member of the Committee for a period not exceeding six months.
- e) The Committee may appoint a member of the Society to fill any casual vacancy on the Committee.

## **11 POWERS OF THE COMMITTEE**

The Committee shall, subject to the Rules and By-laws of the Society, manage the affairs and business of the Society and, without limiting the generality of the forgoing powers, the Committee has the power to:-

- a) select times and places of meetings and prepare the agenda therefor;
- b) fill vacancies in the Committee including officers

- c) appoint Sub-Committees, including the appointment members to the Lydham Hall Management Committee;
- d) manage and control the expenditure of the Society;
- e) draw up a programme of activities of the Society;
- f) if the number of Committee members is less than the number required to make a quorum (i.e less than three) then existing Committee members may appoint enough Society members to establish a quorum.

## 12 DUTIES OF THE EXECUTIVE MEMBERS OF THE COMMITTEE

- a) The **President** is the administrative head of the Society and shall direct its affairs subject to the control of the Committee. He or she is a member ex-officio of all sub-committees. The President shall chair all General and Annual Meetings of the Society or in his/her absence the Vice-Presidents in rotation.
- b) The **Vice- Presidents** shall act as consultants to the President and shall take the place (in rotation) of the President during his or her absence.
- c) The **Secretary** is the executive officer of the Society and custodian of its records. He or she shall keep the minutes of the Society and Committee, conduct correspondence, act as liaison officer with officers of other associations and perform such other duties as may be required of him or her by the Committee. The minutes can be kept in written or electronic form. The President can sign the minutes electronically.
- d) The **Treasurer** is responsible for the financial recording of the Society, and shall
  - i. receive and take charge of all monies of the Society and attend to its investments at the direction of the Committee;
  - ii. submit accounts of receipts and payments in a form acceptable to the Committee at any time when requested by the Committee;
  - iii. be responsible for the safe custody of all books of account, supporting documents and securities of the Society and these shall be made available for inspection at a reasonable time and place.

## 13 COMMITTEE MEETINGS

- a) The Committee shall meet at such times and places as the Committee shall determine.
- b) Additional meetings of the Committee may be convened by the President.
- c) At a meeting of the Committee the President, or in the President's absence, the Vice-Presidents in rotation shall preside.
- d) Committee meetings may be held at two or more venues using any technology the Committee approves.
- e) Whatever technology the Committee approves, it must give each Committee member a reasonable opportunity to participate.

- f) Committee members who participate using such technology have the same rights as members present, including voting rights.
- g) Non-member attendance at meetings is at the discretion of the Executive.

#### **14 ANNUAL GENERAL MEETINGS**

- a) The Annual General Meeting of the Society shall be held in July each year, at such time and place as the Committee shall determine.
- b) General Meetings can be held at two or more venues using any technology the Committee approves. Whatever technology the Committee approves, it must give members a reasonable opportunity to participate. Members participating in such a General Meeting using technology have the same voting rights as members who are present at the General Meeting.
- c) Each member shall be given not less than fourteen days notice of the time and place fixed for the holding of the Annual General Meeting.
- d) The ordinary business of the Annual General Meeting will be to:-
  - i. confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;
  - ii. receive from the Committee reports on the transactions of the Society during the last preceding financial year;
  - iii. elect members of the Committee for the forthcoming year;
  - iv. receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act;
  - v. appoint an auditor.
- e) A member of the Society may give notice to the Secretary not less than fourteen(14) days before the Annual General Meeting, of his or her intention to move a resolution at the Annual General Meeting on any matter within the objectives, or relating to the affairs of the Society.
- f) The Committee shall bring before the Annual General Meeting of the Society:-
  - i. all matters of which notice has been given under the last sub - clause; and
  - ii. such other matters as it may consider necessary in the interests of the Society and its members.
- g) An Annual General Meeting of the Society may give leave to a member to bring before the Meeting any business within the objectives, or relating to the affairs of the Society.

#### **15 SPECIAL GENERAL MEETINGS**

- a) A Special General Meeting may be convened by:-
  - i. the Committee on its own motion; or
  - ii. the request of at least twelve financial members of the Society;
  - iii. Members have the right to make and send the request electronically.

- b) The Committee shall determine the time and place of such a meeting, and the Secretary shall give fourteen days notice to each member of the Society of the matter or matters to be considered at the meeting.

## **16 QUORUM AND VOTING AT MEETINGS OF THE SOCIETY**

- a) Twelve members of the Society, present in person, shall constitute a quorum at General Meetings, Annual General Meetings and Special General Meetings of the Society.
- b) Four members of the Committee, present in person, shall constitute a quorum at meetings of the Committee.
- c) Voting at all meetings of the Society shall be determined on simple majority by show of hands from members unless otherwise required by these rules, or by secret ballot if the Chairperson so decides.
- d) In the event of equality of voting at any meeting of the Society, the Chairperson may exercise a second or casting vote.
- e) A resolution put to the vote at a General or Special Meeting being held using technology can be decided using a suitable method that the Committee decides.
- f) Electronic ballots can be conducted to determine any issue or proposal as decided by the Committee. A combination of a General or Special Meeting and an electronic or postal ballot is not allowed.

## **17 FUNDS AND MANAGEMENT OF FUNDS**

- a) The income of the Society shall be derived from subscriptions, interest from investments, entrance fees to exhibitions, shows and displays staged by the Society, sale of materials, gifts, bequests and any other legitimate form of fund raising as may be approved by the Committee.
- b) All cheques, drafts and other negotiable instruments shall be signed by any two of the following:-
  - i. President,
  - ii. Secretary,
  - iii. Treasurer
- c) The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objectives of the Society, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society, provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, or to any member of the Society, in return for any service actually rendered to the Society, or reasonable and proper rent for premises let by any member of the Society.

## **18 FINANCIAL YEAR**

The financial year of the Society shall be from the first day of July to the thirtieth day of June.

## **19 AUDITORS**

- a) A person, not being a member of the Committee, shall be elected at each Annual General Meeting as Auditor of the Society, and he or she shall carry out audits of the books and accounts of the Society.
- b) The Auditors of the Society shall be appointed until the next Annual General Meeting after his or her election, and is eligible for re-election.
- c) Where an Auditor is unable to perform his or her duties, the Committee shall appoint another person to act as Auditor in his or her place.

## **20 INSURANCE**

- a) The Society shall effect and maintain insurance pursuant to section 44 of the Act.
- b) In addition to the insurance required under the last sub- clause, the Society may effect and maintain other insurance.

## **21 ALTERATION OF THE CONSTITUTION AND RULES**

- a) The Constitution and Rules of the Society may be amended by a resolution passed by a majority of votes recorded at an Annual General Meeting or at a Special General Meeting called for that purpose.
- b) The Secretary shall give to each member of the Society not less than fourteen days notice of the time and place of such a meeting, of the intention to propose resolution as an amendment to the Constitution and Rules, and of the particulars of the proposed amendment.

## **22 COMMON SEAL**

- a) The Common Seal of the Society shall be kept in the custody of the Secretary.
- b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee, and the affixing of the Common Seal shall be attested by the signatures of:-
  - i. two members of the Committee; or
  - ii. one member of the Committee and the Public Officer.

## **23 CUSTODY OF RECORDS**

Except as otherwise provided in these Rules, the Secretary shall have charge of all correspondence and records of the Society and all such items will be available for inspection by members at a reasonable time and place.

## **24 SERVICE OF NOTICES**



- a) A notice may be served by, or on behalf of, the Society upon any member either personally, or by sending it by post to the member at his or her address as shown in the Register of Members.
- b) Where a document is properly addressed, prepaid and posted to a person, the document shall, unless the contrary is proved, be deemed to have been given to the member at the same time at which the document would have been delivered in the ordinary course of post.

## **25 PUBLIC OFFICER**

- a) The Public Officer shall be a member, 18 years or older and a resident of NSW, appointed by the Committee.
- b) Should a vacancy occur in the position of Public Officer, the Committee shall within fourteen days notify the Department of Fair Trading and the National Charities and Not For Profits Commission.
- c) The Public Officer is required to lodge with the Department of Fair Trading and the National Charities and Not For Profits Commission the prescribed forms for:-
  - i. his or her appointment ( within fourteen days)
  - ii. his or her change of address (within fourteen days)
  - iii. alterations to the Constitution and Rules of the Society ( within one month)
  - iv. a change to membership of the Committee of the Society (within fourteen days)
  - v. a change in the Society's name ( within one month)
  - vi. lodgement of the Annual Statement of the Society ( within one month)

## **26 BY-LAWS**

- a) The Committee shall have the power to make by-laws, and to alter, amend or rescind same as occasion may require.
- b) A book containing the by - laws shall be kept by the Secretary and will be available for inspection by members at a reasonable time and place.

## **27 AREA OF COVERAGE**

The boundaries of the Society shall coincide with those of the St. George District and Bayside Council Area.

## **28 AFFILIATION**

The Society shall be affiliated with the Royal Australian Historical Society.

## **29 WINDING-UP OF THE SOCIETY**

- a) The Society shall not be dissolved except at a General Meeting of the Society specially convened for the purpose, and by a resolution carried by a three-quarters majority of the votes recorded in respect of same.

- b) If, upon the winding-up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to, or distributed among, other groups with like aims and objectives.
- c) Should the membership of the Society fall below six, the Society shall automatically be deemed to have dissolved.