



RULES OF THE ALBANY HISTORICAL SOCIETY (INC)

1. Definitions

In these rules, unless the contrary intention appears-

- 1.1. "Society" means The Albany Historical Society Incorporated.
- 1.2. "Department" means the Government Department with responsibility for administering the *Associations Incorporation Act (1987)*;
- 1.3. "General Meeting" means a meeting to which all Members are invited;
- 1.4. "Member" means any Member of the Society;
- 1.5. "Special General Meeting" means a general meeting other than the annual general meeting;
- 1.6. "Special Resolution" has the meaning given by section 24 of the Act, that is-
A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the Members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with those rules.
At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 Members of the association present in person or, where proxies are allowed, by proxy.
If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
- 1.7. "Act" means the *Associations Incorporation Act 1987*;
- 1.8. The President, Vice-President, Secretary and Treasurer comprise the "Executive".
- 1.9. "Committee" means the Committee of Management of the Association referred to in rule 10
- 1.10. "Unfinancial" is defined in rule 7.3.

2. The Society

The name of the Society shall be "The Albany Historical Society Incorporated.

3. Objectives

The objects of the Society shall be to: -

- 3.1. to collect the history of the Albany region for preservation, documentation and conservation for interpretation by future generations.
- 3.2. actively maintain and foster our relationship with the Royal Western Australian Historical Society.
- 3.3. research and publish historical information of the Albany region.
- 3.4. exchange information among Members of the Society and the general public.
- 3.5. promote public interest in and support for the preservation of historical relics including buildings, sites and museums.
- 3.6. promote social gatherings of Members.

4. Powers of the Society

The powers conferred on the Society are:-

- 4.1. to do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:-
 - 4.1.1. acquire, hold, deal with, and dispose of any real or personal property;
 - 4.1.2. open and operate bank accounts;
 - 4.1.3. invest its money -
 - 4.1.3.1. in any security in which trust monies may lawfully be invested; or
 - 4.1.3.2. in any other manner authorised by the rules of the Society;
 - 4.1.4. borrow money upon such terms and conditions as the Society thinks fit;
 - 4.1.5. give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;
 - 4.1.6. appoint agents to transact any business of the Society on its behalf;
 - 4.1.7. enter into any other contract it considers necessary or desirable;
 - 4.1.8. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Society.

5. Membership

- 5.1. **Members** will apply in writing, pay the current subscription and agree to be bound by the rules of the Society.
- 5.2. A **Life Honorary Membership** may be proposed by the Committee to the Annual General Meeting, for a person, who has rendered long-term valuable service to the Society. A Life Honorary Member would have all the rights and privileges of a Member and be subject to the rules of the Society. No subscription fees are payable.
- 5.3. **Corporate Membership** of the Society will be accepted on terms and conditions as determined by the Committee.
- 5.4. All new Members will be given a copy of the Rules.

6. Patrons

The Society may elect patrons who shall retain the position at the pleasure of the Society or until he or she elects to resign. The position shall carry the privileges of Members without payment of subscriptions.

7. Membership Subscriptions

- 7.1. The subscription for the forthcoming year shall be determined at the Annual General Meeting.
- 7.2. The subscription shall apply to the period 1st May to 30th April of the following year.
- 7.3. A Member shall be considered Unfinancial if the subscription is unpaid on 1st May and remains Unfinancial until the subscription is paid.

8. Meetings

- 8.1. The President or in his or her absence, the Vice-President shall preside at all meetings, except if for any reason neither of these officers is able to act, the meeting shall elect a chairperson.
- 8.2. At all General Meetings, financial Members only shall be entitled to vote by show of a current Membership card.
- 8.3. Voting may be decided by show of hands or by secret ballot as the meeting may determine.
- 8.4. The chairperson shall have a casting vote only.

9. Member's Meetings

- 9.1. Unless the Committee shall otherwise determine, any Member may be accompanied by visitors at Member's meetings of the Society.
- 9.2. Member's meetings shall be held monthly or as shall be determined by the Committee.
- 9.3. The purpose of the meetings is:
 - 9.3.1. To promote our social and historical objectives.
 - 9.3.2. To liaise between the Committee and Members.

10. Committee Meetings

- 10.1. The Executive shall meet at least monthly, the full Committee will meet at least quarterly for the transaction of business, or when summoned by the Secretary or on the requisition of any three Members of the Committee.
- 10.2. All members of the committee have the right to attend and contribute, with full committee member powers, at any Executive meeting.
- 10.3. There shall be a Committee of eleven, which will comprise the Executive plus another 7 Members.
- 10.4. The Executive and the full Committee have the right to co-opt any member or members to their respective committees.
- 10.5. The quorum for the Executive is three of the members as defined in sub-rule 1.8
- 10.6. The quorum for the full committee is six of the members.
- 10.7. Any financial Member of the Society has the right to attend and contribute, but not vote, at any meeting of the Committee.
- 10.8. The Committee may order, by a vote, any person or persons to be absent during the conduct of business of a sensitive nature or where vested interests may be present.
- 10.9. Unless otherwise determined by the Committee, the following shall be the order of business at Committee Meetings:
 - 10.9.1. Minutes of the previous meeting and business arising there from.
 - 10.9.2. Correspondence and business arising there from.
 - 10.9.3. Treasurer's report and accounts for payment.
 - 10.9.4. Other reports.
 - 10.9.5. General Business on the agenda.
 - 10.9.6. Any other business.

11. General Meetings

- 11.1. All Members must be notified in writing, mailed to their last notified address, at least one month prior to the meeting. The letter will outline the business of the meeting.
- 11.2. If a quorum consisting of 10% of the Members is not present within 30 minutes after the scheduled start of the meeting, the meeting will be adjourned to the same time one week later.
- 11.3. If the second meeting fails to have a quorum after 30 minutes from the scheduled starting time, the Members present may proceed with the business of the meeting as if a quorum were present.
- 11.4. The **Annual General Meeting** shall be held within 4 months of the end of the financial year. This meeting may be held in place of or concurrently with the Members Meeting.
- 11.5. The business of the Annual General Meeting shall be:
 - 11.5.1. to present the President's Address.
 - 11.5.2. to present annual reports from appointees of the Society as required.
 - 11.5.3. to elect Executive and Committee members to fill current vacancies.
 - 11.5.4. to determine subscriptions for the following year as per sub-rule 7.1.
 - 11.5.5. to transact such other special business of which notice has been given.
 - 11.5.6. to transact any other business raised at the meeting if it is deemed acceptable to the meeting to do so.

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11.6. A Special General Meeting:-

11.6.1. will be called by the Secretary:-

11.6.1.1. on receipt of notice, in writing, signed by at least 15 financial Members of the Society.

11.6.1.2. as required by the Committee.

11.6.2. shall be held not later than fourteen days from the receipt of such notice, giving seven days notice to all Members; such notice to convey to the Members the reason for the meeting.

11.6.3. the order of business will be set by the Committee.

12. Responsibilities of the Committee

The Executive and the full Committee shall have the responsibility:

12.1. to call meetings of the Society.

12.2. to appoint sub-Committees and delegate powers thereto.

12.3. to co-opt Members on a temporary basis. These temporary Members have full voting rights during the period of their co-option.

12.4. to appoint officers of the Society who may or may not be Members of the Committee.

12.5. to appoint replacements for mid-term vacancies, which arise in the Committee.

12.6. to appoint a temporary Committee Member or officer until the next AGM if any Committee Member, Committee officer or their appointed representative is absent for 3 months, without satisfactory explanation.

12.7. to manage and control the expenditure and all matters of finance of the Society except as otherwise provided and do all such acts and things as it may deem necessary in the interests of the Society.

12.8. to make decisions consistent with these Rules and shall advise the Society by the minutes of the meeting which shall be made available to all Members of the Society.

12.9. to act in accordance with the objectives of the Society.

12.10. to determine the suitability of all proposals that will affect the image of the Society as perceived outside the Society.

12.11. to determine the suitability of all proposals that will significantly affect the internal operations of the Society.

12.12. to appoint an auditor.

13. Rescinding of Resolutions

No resolution of the Committee shall be rescinded at any subsequent meeting without written notice of the proposed rescindment being sent to the Secretary. The Secretary shall send written advice to all Members of the Committee at least seven days before the date of a meeting at which this will be considered.

14. Termination of Membership of the Society

14.1. Membership of the Society may be terminated upon:-

14.1.1. receipt by the Secretary or another Committee Member of a notice in writing from a Member of his or her resignation from the Society; or

14.1.2. non-payment by a Member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 or

14.1.3. expulsion of a Member in accordance with rule 15.

15. Suspension or Expulsion of Members of the Society

- 15.1. The Committee shall consider whether to terminate a Member's Membership of the Society on receipt of a written request signed by 15 financial Members of the Society.
- 15.2. If the Committee, in response to a request made in accordance with sub-rule 15.1 considers that a Member should be suspended or expelled from Membership of the Society because his or her conduct is detrimental to the interests of the Society, the Committee must communicate their decision to the Member by registered mail to their last known address.
 - 15.2.1. notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - 15.2.2. particulars of that conduct,
 - 15.2.3. not less than 30 days before the date of the Committee meeting referred to in sub-rule 15.2.1.
- 15.3. At the Committee meeting referred to in a notice communicated under sub-rule 15.2.1, the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from Membership of the Society and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member by registered mail to their last known address.
- 15.4. Subject to sub-rule 15.6, a Member has his or her Membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to him or her under sub-rule 15.3
- 15.5. A Member who is suspended or expelled under sub-rule 15.3 must, if he or she wishes to appeal against that suspension or expulsion, appeal to the Secretary, in writing, within the period of 14 days referred to in sub-rule 15.4.
- 15.6. When notice is given under sub-rule 15.5-
 - 15.6.1. the Society, in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the general meeting; and the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

16. Elections

- 16.1. The secretary shall invite all financial Members, in writing, to nominate officers for the vacant positions, at least one month prior to the Annual General Meeting (AGM). Nominations, in writing, must be received by the secretary not less than fourteen days prior to the AGM.
- 16.2. Nominated candidates must signify on the nomination form that they are prepared to stand.
- 16.3. If no nominations for a specific Executive or other Committee position have been received a nomination will be accepted from financial Members of the Society at the AGM, provided the person nominated agrees to stand.
- 16.4. If there is only one nomination for any officer, then that Member shall be declared elected to that position.
- 16.5. If there is more than one nomination then the officer shall be elected at the AGM.
- 16.6. Two scrutineers shall be appointed by the Members present at the AGM to oversee the election papers. On their report the chairperson shall declare the results of the elections.

17. Administration of the Society

- 17.1. The full Committee, consisting of the officers as listed in sub-rules 17.2 and 17.3, will manage the Society.
- 17.2. The President, Secretary, Treasurer of the Society will be elected at an AGM for a three-year tenure.
- 17.3. The President will not be eligible for re-election until 12 months have elapsed from the end of the period of tenure.
- 17.4. The members of the committee excluding those in sub-rule 17.2 will be elected at an AGM for a two-year tenure.
- 17.5. The Society's financial year will be from 1st July to 30th June.

18. Functions of Officers

18.1. The **Secretary** must-

- 18.1.1. co-ordinate the correspondence of the Society;
- 18.1.2. keep full and correct minutes of the proceedings of the Committee and of the Society;
- 18.1.3. keep and maintain:-
 - 18.1.3.1. in an up to date condition a register of the Members of the Society and their postal or residential addresses.
 - 18.1.3.2. The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the Members at a general meeting decide.
 - 18.1.3.3. cause the name of a person who dies or who ceases to be a Member to be deleted from the register of Members.
- 18.1.4. keep and maintain in an up to date condition the rules of the Society.
- 18.1.5. maintain a record of: -
 - 18.1.5.1. the names and residential or postal addresses of the persons who hold the offices of the Society provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Society.
 - 18.1.5.2. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Society.
- 18.1.6. upon the request of a Member of the Society, make available any of the records referred to in sub-rules 18.1.3 above, for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose unless the Members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Society, including those referred to in paragraph 18.1.3 but other than those required by rule 18.2 below to be kept and maintained by, or in the custody of, the Treasurer; and
- 18.1.7. perform such other duties as are imposed by these rules on the Secretary.

18.2. The **Treasurer** must-

- 18.2.1. be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Society and must issue receipts for those moneys in the name of the Society;
- 18.2.2. pay all moneys referred to in sub-rule 18.2.1 into such account or accounts of the Society as the Committee may from time to time direct;
- 18.2.3. make payments from the funds of the Society with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee.
- 18.2.4. keep such accounting records as correctly record and explain the financial transactions and financial position of the Society.
- 18.2.5. keep its accounting records in such manner as will enable true and fair accounts of the Society to be prepared from time to time.
- 18.2.6. keep its accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited.
- 18.2.7. submit to Members at each annual general meeting of the Society accounts of the Society showing the financial position of the Society at the end of the immediately preceding financial year.
- 18.2.8. arrange auditing of the financial affairs of the Society as directed by the Committee or a General Meeting. The General Meeting will have priority over the Committee.
- 18.2.9. whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 18.2.10. unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in sub-rule 18.2.4 and 18.2.7; and
- 18.2.11. perform such other duties as are imposed by these rules on the Treasurer.

19. The Common Seal

- 19.1. The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the Common Seal Register.
- 19.2. The President, Secretary and Treasurer shall be the persons authorised to use the Common Seal of the Society and all three shall sign documents such as shall require the affixture of the Common Seal of the Society. In the absence of one of the above the Vice-President is authorized to act in their place.
- 19.3. The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer. . In the absence of one of the above the Vice-President is authorized to act in their place.
- 19.4. The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

20. General

- 20.1. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society.
- 20.2. The Society will take great care but shall not be responsible for the safe-keeping of any papers or other material lodged with it.
- 20.3. The Society will not hold itself responsible for the accuracy of any statements or for any opinions of authors of papers, which it publishes or which are read at meetings.
- 20.4. A Member receiving reimbursement or remuneration from the Society or have any pecuniary interest in a matter must abstain from any deliberations and voting on that matter. The abstention must be recorded in the minutes.
- 20.5. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the Members of the Society, provided that nothing shall prevent the payment in good faith of reimbursement or remuneration to any Member of the Society or to any person other than a Member, in return for services rendered to the Society.
- 20.6. A grievance procedure will be kept, maintained and implemented.
- 20.7. A risk management strategy and implementation plan will be kept, maintained and implemented.
- 20.8. The Society is bound by the Commonwealth Privacy Act (1988) unless the use or disclosure of personal information is required or authorised by law.

21. Amendments to the Rules

- 21.1. Changes to the Rules can only be made by a Special Resolution passed at a General Meeting.
- 21.2. Amendments to the Rules of the Society may be proposed by the Committee or by 15 financial Members.
- 21.3. Notice of any proposed amendment to the Rules shall be sent to the secretary in writing not less than fourteen days before the date of the Annual or Special General Meeting and the Secretary shall send notice of the Special Resolution to all financial Members not less than seven days before the date of the General Meeting.
- 21.4. All Special Resolutions shall require the approval of a 75% majority of financial Members present and voting at that meeting of the Society.
- 21.5. The Department must be advised of any amendments to the Rules within 1 month of any amendments and that the changes will have no effect until the Society receives a letter from the Department advising that the changes can come into effect.

22. Closing down the Society

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members.