

CONSTITUTION

1. TITLE

The name of this club shall be the **BALLINA AND DISTRICT HISTORICAL SOCIETY INC.**

2. AIMS and OBJECTIVES

- a. The purpose of this society shall be to identify, collect, index, retain and preserve local historical objects and documents.
- b. It shall seek to find suitable premises for the display of such local historical documents and objects for the information of the public.
- c. It will hold regular meetings and organise guest speakers to increase the knowledge of members.
- d. It shall strive to be seen as a worthwhile organisation by the local community.
- e. It shall be non-political and non-sectarian. It shall not endorse any candidate for public office and shall not take corporate action at any meeting with the intention of influencing the policies or decisions of governments; however the merits of any public question may be a subject of fair and intelligent study or discussion at a club meeting for the information of members.
- f. It shall endeavour to hold at least one event each year, to disseminate to the public, information about Ballina's history .

3. MEMBERSHIP

- a. Membership of this club shall be open to any person who wishes to increase his/her knowledge of Ballina's history and who appreciates and values opportunities for social contact with others with similar interests.
- b. Membership of this club shall be open to those who have an interest in local history.
- c. There is no limit to the number of members.
- d. No person shall be denied membership of the club for reasons of race, religion, or political persuasion.
- e. Membership of this club shall be contingent on payment of all fees. Members are encouraged to attend regular meetings.
- f. A member will be considered to have resigned if fees have not been paid by September 30..
- g. The membership of a member convicted of an indictable offence may be terminated, without right of appeal, by decision of the members at a general meeting.
- h. The membership of a member may be terminated in accordance with the process set out in clauses 11 and 12 should such a member not comply with the provisions of these rules or act in a manner considered injurious or prejudicial to the character or interests of the club.

4. MANAGEMENT

- a. The Society shall be managed by a Management Committee, comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer (collectively "Committee Members"), and such number of other members of the Management Committee ("Officers") as provided in the By-laws or the club's Standing Resolutions.
- b. Officers and Committee Members shall be elected annually in accordance with the society's standing resolutions. The term of office of the President shall be one year, which may be extended by a vote of

members at the Annual General Meeting. Other Officers and Committee Members may serve for not more than three successive years in any one office except as may be determined and recommended by the Management Committee to members for decision.

- c. For the purpose of these rules, the office of an Officer or Committee Member becomes vacant if the Officer or Committee Member
 - i. ceases to be a member of the society.
 - ii. becomes an insolvent under administration within the meaning of the *Corporations Act 2001*.
 - iii. resigns the office in writing given to the Secretary.
- d. A casual vacancy on the Management Committee may be filled by action of the Management Committee.
- e. A quorum at meetings of the Management Committee ("Committee Meetings") shall be a majority of the members thereof.
- f. In order to avoid any doubt, a motion is carried by a majority if more than half of those people voting (not including those who wish to abstain) vote in favour of the motion, unless otherwise specified.
- g. Voting shall be by a show of hands, with each Officer and Committee Member having one vote only. Proxies are accepted. All proxies must be in writing.
- h. Where there is an equal division of votes at a Committee Meeting, the chairman shall have a casting vote in addition to a deliberative vote.
- i. The minutes of each Committee Meeting, when confirmed at the following meeting, must be signed by the chairman of the meeting verifying their accuracy.
- j. The Management Committee shall have power to appoint sub-committees to deal with specific matters.
- k. Committee Meetings shall be as determined by the Management Committee, meeting at least once in every four calendar months to exercise obligations.
- l. The Secretary shall advise members of the Management Committee the time and venue for each meeting, at least seven days prior to the meeting, orally or by mail, electronic transfer or any other method agreed upon.
- m. The Management Committee shall exercise general control and management of the club affairs between meetings, reporting on actions taken at the next general meeting of members.
- n. A member of the Management Committee may be removed from office at a general meeting of the club if a majority of members present at the meeting vote in favour of removing the member.
- o. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why removal from office should not be effected.
- p. A member of the Management Committee has no right of appeal against the member's removal from office under this section.

5. ELECTION OF THE COMMITTEE

- a. An annual general meeting for the election of officers shall be held on or before July 31 of each year.
- b. The newly elected Management Committee shall take office at the conclusion of the Annual General Meeting.
- c. Nominations for positions on the Management Committee for the ensuing year shall be called for at or

before the annual general meeting. These positions shall be filled by ballot, if necessary, at the annual general meeting.

- d. Voting shall be by show of hands or by ballot as decided by members. The candidate receiving the greatest number of votes of members present and voting in the election for each office or Management Committee position shall be declared elected. Proxies are accepted. All proxies must be in writing.
- e. Where there is an equal division of votes, the chairman shall have a casting vote in addition to a deliberative vote.
- f. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- g. If the number of nominations received is more than the number of vacancies to be filled, an election shall be held.

6. MEETINGS

- a. The general meetings and the annual general meeting of the club shall be held as provided in the By-laws. General Meetings of the club shall be held monthly or as deemed necessary by the members. (See 6,d)
- b. General meetings of the club shall be held at such a time and place approved by members.
- c. A quorum at meetings of the club shall be twenty five per cent of the total club membership with a minimum of ten members.
- d. A general meeting shall be called on the request, in writing, of not less than five members. Notice of such meeting shall be given to members at least twenty one days before the meeting is to be held with a statement setting out the purposes for which the meeting has been called and any motions submitted.
- e. An annual general meeting shall be held on or before July 31st each year at such a place and time as may be determined by the Management Committee and at least twenty-one days' notice of such a meeting shall be given.
- f. Notice of an annual general meeting stating the time, date, venue and business to be conducted at the meeting shall be given in June in person at meetings or by mail, electronic transmission or any other method agreed upon.
- g. Voting shall be by a show of hands, or by ballot if required by a majority of members.
- h. In order to avoid any doubt, a motion is carried by a majority if more than half of those people voting (including proxies but not including those who wish to abstain) vote in favour of the motion, unless otherwise specified.
- i. At general meetings or annual general meetings of the club a member shall have one vote only. Proxies are accepted.
- j. Where there is an equal division of votes, the chairman shall have a casting vote in addition to a deliberative vote.
- k. The President, or in the absence of or the inability of the President to do so, the Vice President shall preside at all meetings. In the absence of both officers the members present shall elect a chairman.
- l. The minutes of each meeting, when confirmed at the following meeting, must be signed by the chairman of the meeting verifying their accuracy.
- m. Any notice of motion (other than to amend the club's constitution or by-laws) must be submitted to the Secretary, in writing at least seven days prior to the meeting at which the motion is to be formally proposed, where it must be read to members prior to discussion.

- n. Any notice of motion to amend the club's constitution or the by-laws must be submitted to the Secretary, in writing at least twenty eight days prior to the meeting at which the motion is to be formally proposed.
- o. The club may hold a postal ballot to determine any issue or proposal.
- p. A postal ballot is to be conducted in accordance with Schedule 3 to the *Association Incorporation Regulation 2010*.

7. SUBSCRIPTIONS

- a. Members of the club shall pay an annual subscription as provided in the By-Laws.
- b. The annual membership subscription payable by members shall be determined by members at an annual general meeting and shall remain in effect until amended by resolution at a subsequent annual general meeting.
- c. The annual subscription is due and payable on July 1st each year. Should a member have not paid the annual subscription by December 31st the Management Committee may recommend to members termination of that member's membership.
- d. The subscription of a person applying for club membership is payable in full at the time of being accepted as a member.

8. FINANCE

- a. The funds of the club shall be derived from joining fees, annual membership subscriptions, fees paid for events, donations and such other sources as the members determine.
- b. The financial year of the club shall begin on the 1st day of July and end on the last day of June.
- c. An income and expenditure account (and balance sheet if appropriate) shall be presented to the annual general meeting.
- d. The Treasurer; or in the absence of the Treasurer, a delegated officer appointed by the Management Committee shall be authorised to deposit all funds of the club to the credit of the club's account in the bank or other financial institution approved by the Management Committee within two working days of receiving the funds.
- e. Payment of accounts over \$50 shall be by bank transfer if possible after approval by any two of the President, Vice President, Secretary or Treasurer. When a cheque is required by the payee, two of the three signatories are to sign.

9. DUTIES OF OFFICERS

- a. The Secretary shall keep the records of membership and attendance at meetings, shall record and preserve the minutes of meetings, and perform such other duties as ordinarily pertain to the office.
- b. The Secretary or Public Officer shall keep a register of members in which shall be recorded their names, addresses, telephone numbers, and such other information as the club may require.
- c. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee Meeting and general meeting are entered in a minute book.
- d. The Treasurer shall have custody of all funds of the club accounting for same to the club annually, shall submit at the end of each term reports to members and perform such other duties as ordinarily pertain to the office.
- e. Except as otherwise provided in this constitution, the Secretary shall keep custody of or keep under control all books, documents and securities of the club.
- f. All accounts, books, documents and securities of the club shall be available for inspection by any

member of the club upon request.

10. DISCIPLINE OF MEMBERS

- a. A complaint may be made to the Management Committee by any person, that a member of the club
 - a.1. has refused or neglected to comply with a provision or provisions of this constitution, or
 - a.1. has wilfully acted in a manner prejudicial to the interests of the club.
- b. The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c. If the Management Committee decides to deal with the complaint, the Management Committee:
 - c.1. must cause notice of the complaint to be served on the member concerned, and
 - c.1. must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
 - c.1. must take into consideration any submissions made by the member in connection with the complaint.
- d. The Management Committee may, by resolution, expel the member from the club or suspend the member from membership of the club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- e. If the Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 11.
- f. The expulsion or suspension does not take effect:
 - f.1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - f.1. if within that period the member exercises the right of appeal, unless and until the club confirms the resolution under clause 11,whichever is the later.

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- a. A member may appeal to the club in a general meeting against a resolution of the Management Committee under clause 10, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c. On receipt of a notice from a member under subclause (a), the Secretary must notify the Management Committee which is to convene a general meeting of the club to be held within 28 days after the date on which the Secretary received the notice.
- d. At a general meeting of the club convened under subclause (c):
 - d.1. the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - d.2. the members present are to vote by secret ballot on the question of whether the resolution

should be confirmed or revoked.

- e. The appeal is to be determined by a simple majority of votes cast by members of the club.

12. INTERNAL DISPUTES

- a. A complaint may be made to the Management Committee by any person that a member of the society:
 - a.1. has refused or neglected to comply with a provision or provisions of this constitution or,
 - a.2. has wilfully acted in a manner prejudicial to the interests of the society.
- b. The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature
- c. The procedures set out in this rule applies to disputes between
 - i. A member and another member (in their capacity as members)
 - ii. A member or members and the club
- d. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- e. If the dispute is unable to be resolved in accordance with clause 12(b) the dispute is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- f. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- g. The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

13. NON-PROFITABILITY

The income and property of the club howsoever derived shall be applied solely towards the promotion of the objectives of the club and no portion thereof shall be paid to or transferred directly or indirectly to the members of the club provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or member of the club for any services actually rendered to the club, or reimbursement of expenses incurred on behalf of the club.

14. PUBLIC OFFICER

A Public Officer shall be appointed in accordance with the requirements of the Associations Incorporation Act.

15. BY-LAWS AND STANDING RESOLUTIONS

The club may by a majority decision of members adopt by-laws or standing resolutions not inconsistent with this constitution, embodying additional provisions for the management of the club. Such by-laws or standing resolutions shall be amended from time to time as provided therein.

16. WINDING UP

- a. On winding up, the funds and assets of the club shall not be distributed to members but shall be donated to a charitable organisation, which prohibits distribution of its funds to members.
- b. The liability of a member to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of winding up of the club is limited to the amount, if any, personally owed by the member to the club.

17. AMENDMENT

- a. Article 1 (Name) of this Constitution may be amended at a general meeting of this club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, notice of such proposed amendment(s) having been published to all members at least twenty one (21) days before such meeting.

- b. Proposed amendments of this constitution shall not be effective unless amended at a general meeting of this club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, for acceptance by the NSW Office of Fair Trading as being in compliance with the requirements of the Associations Incorporation Act 2009 (including subsequent amendments).

We hereby certify that, a quorum being present, this recommended Constitution was adopted by decision of not less than a three quarters majority of the members present and voting at a meeting held on the
(Insert date)

(President's Signature)

(Secretary's Signature)