

Port Macquarie & Districts  
Family History Society Inc

# Constitution

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**1. Definition**

The Society shall be known as the Port Macquarie & Districts Family History Society Inc. hereinafter called 'the society'.

**2. Objects**

The objects of the society are:

To promote and assist family history.

**3. Financial Year**

The Financial Year shall commence on the 1st day of July and end on the last day of June the following year.

**4. Membership and Annual Subscription**

The annual subscription shall be fixed at the Annual General Meeting of each year and shall be due and payable in advance. A member will be unfinancial if he or she does not pay the subscription due by 30th June each year, and if he or she does not pay the subscription due by **31st July** of that year will cease to be a member and must re-apply for membership as provided in Article 15 of this constitution.

**5. Management Committee**

Management of the society shall be vested in a committee elected annually and consisting of:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer

The above positions will be known as the 'Executive Committee'.

- e) Five (5) other elected Committee members.

When there is more than **one (1)** nomination for a position on the Management Committee, voting will be by secret ballot.

- a) At least **one (1)** month before the Annual General Meeting at which members of the Management Committee are to be elected, the Management Committee shall appoint a financial member of the society to be the Returning Officer for that election.
- b) The Returning Officer shall not be a candidate for election to any position at that Annual General Meeting.
- c) Nominations for positions on the Management Committee shall be made in writing, and delivered to the Returning Officer no later than **seven (7)** calendar days before the day on which the Annual General Meeting is to be held. A nomination is delivered to the Returning Officer only when it reaches the hand of the Returning Officer. A nomination that is received by the Returning Officer after the appointed time is invalid, and the Returning Officer shall declare it to be so. Nominations should be made **on** the form **approved by the Management Committee.**
- d) Nominations for positions on the Management Committee shall contain the name and the signature of the candidate accepting nomination, and the names and signatures of two members proposing and seconding the nomination. A candidate may neither propose nor second his or her own nomination. The candidate, the proposer and the seconder must all be financial members of the society at the time that the nomination is received by the Returning Officer, who shall confirm with the Membership Secretary the financial status of all members whose names appear on nominations. The Returning Officer shall declare invalid any nomination that does not meet all these criteria.

- e) The Returning Officer shall compile a list of the valid written nominations of candidates, their proposers and their seconders, and the position for which each candidate has been nominated, and shall cause that list to be displayed in the Local Studies Room of Port Macquarie-Hastings Public Library, or wherever else members of the society may conveniently foregather if that room may not be used, at the earliest convenient moment after the close of nominations.
- f) Should the Returning Officer receive **one (1)** and only **one (1)** valid written nomination for a position on the Executive Committee, the Returning Officer shall declare the candidate to be elected, and there shall be no ballot for that position at the Annual General Meeting.
- g) Should the Returning Officer receive more than **one (1)** valid written nomination for a position on the Executive Committee, the Returning Officer shall prepare ballot papers for a secret ballot to be conducted at the Annual General Meeting for that position.
- h) No nominations from the floor of the meeting shall be invited or accepted for a position on the Executive Committee which has been either declared elected unopposed, or for which more than **one (1)** valid written nomination has been received by the Returning Officer, unless all those previously nominated announce their withdrawal from the position.
- i) If there are no valid written nominations for a position on the Executive Committee, the Returning Officer shall call for nominations from the floor of the Annual General Meeting, and shall conduct a secret ballot among those candidates. Candidates nominating from the floor of the meeting **will need to be seconded by a financial member present at the meeting.** If a single candidate nominates for a position in this way, **and is approved by a majority,** the Returning Officer shall declare that candidate elected.
- j) If there are no nominations from the floor of the Annual General Meeting for a position on the Executive Committee, that position shall be declared a casual

vacancy and may be filled by the newly-elected Management Committee under Article 10 below.

- k) If a secret ballot is to be conducted at the Annual General Meeting to elect a member to any position, then the Returning Officer shall afford each candidate for each position a maximum of **two (2)** minutes to address the meeting before the ballot for that position is held. Candidates are not compelled to address the meeting.
- l) If there are five (5) valid nominations for the position of elected member of the Management Committee, the Returning Officer shall declare those **five (5)** nominees elected, and there shall be no ballot for those positions at the Annual General Meeting.
- m) If there are more than five (5) valid nominations for the position of elected member of the Management Committee, the Returning Officer shall prepare ballot papers for a secret ballot to be conducted at the Annual General Meeting for those **five (5)** positions.
- n) If there are fewer than five (5) valid nominations for the position of elected member of the Management Committee, the Returning Officer shall declare those nominees elected, and shall call for nominations from the floor of the Annual General Meeting to fill the remaining positions, and shall conduct a secret ballot among those candidates. Candidates nominating from the floor of the meeting **will need to be seconded by a financial member present at the meeting**. If the number of candidates nominating for a position in this way equals the number of positions remaining unfilled, the Returning Officer shall declare those candidates elected without conducting a ballot.

## **6. Election of Management Committee**

The Management Committee shall be elected at the Annual General Meeting of financial members. Each financial member of the committee is subject to this Constitution.

## **7. Powers of Management Committee**

The Management Committee shall have the power to appoint any **one (1)** or more members to positions as it may think fit.

The Management Committee may make a decision on a matter by agreement among a majority of its members that is achieved by consultation by email; and where such a decision is made, it shall be reported at the next meeting of the Management Committee and recorded in the minutes of that meeting. The member proposing such a decision is responsible for confirming to all members, as soon as a majority has been reached either in favour of or against the proposal, and to the following meeting of the Management Committee, the result of the consultation, and the members in favour of or opposing the proposal. The number of members of the Management Committee in favour of the decision, and the number of members opposing the decision, shall be recorded in the minutes of that meeting. Where a decision affects directly the Society's income or expenditure to an amount in excess of \$250, the Treasurer must be among those either in favour of or against a decision reached by electronic consultation, and if the Treasurer is not among those consulted such a decision shall be void and of no effect.

The Management Committee shall normally conduct open meetings, which any member of the Society who is not a member of that Committee may attend, at which any member of the Society who is not a member of that Committee may speak by invitation of the Management Committee, but at which no member of the Society who is not a member of that Committee may vote. However, the Management Committee may decide any matter, whether posted on its agenda or raised in the course of discussion, to be a matter that should be considered in private, and may require non-members of the Committee to leave while that matter is discussed. The Management Committee member in the chair at the time shall rule accordingly, and that ruling shall be conclusive until all non-members of the Committee have departed; it may then be challenged, and if thought fit reversed by a majority of the Management Committee present and voting.

**8. Absence of Management Member**

Any member of the Management Committee who is absent for three (3) consecutive committee meetings without reasonable excuse, may have his/her position terminated at the discretion of the committee.

**9. Holding of Meetings**

The Annual General Meeting shall be held within **six (6)** months after the close of the Society's financial year, or within such later time as may be allowed by the Director-General or prescribed by the Regulation. At this meeting shall be submitted a report of the society's activities together with a statement of receipts and expenditure for the year. The Management Committee shall be elected.

Ordinary meetings shall be held monthly (except January), **unless otherwise determined by a general meeting.**

**10. Vacancies**

Any vacancies on the Management Committee, however caused, may be filled by that Committee, which may appoint a financial member of the society to fill the vacancy, and the appointed member shall hold office until the next Annual General Meeting of the society. The appointment may be, but need not be, of an existing member of the Management Committee.

**11. Presiding Member**

The President, and in his/her absence the Vice-President, shall preside at all meetings of the society, as well as at all meetings of the Management Committee and in the absence of the President and Vice-President, the meeting shall elect its own chairperson from the members present.

**12. Secretary Duties**

The Secretary shall keep **records** containing minutes of all meetings of the society and of all resolutions carried and business transacted. Such minutes shall be submitted for confirmation at the next meeting. He/she shall have charge of all correspondence and records of the society.

Members shall have the right to inspect the records, books and other documents held by the society at any reasonable hour.

### **13. Treasurer Duties**

The Treasurer shall have charge of all accounts and shall see to the collection of the subscriptions and all sums of money due to the society which, when received, shall be immediately paid into the society cheque account. He/she shall pay all accounts due by the society as soon as they have been passed by the Management Committee.

No cheques or orders on the bank account of the society shall be paid unless signed by any two of the following officers:

- President
- Vice-President
- Secretary
- Treasurer

### **14. Statement of Accounts**

The Treasurer shall prepare an annual statement of the accounts which shall be submitted with the annual report at the next Annual General Meeting.

### **15. Nomination for Membership**

A nomination of a person for membership of the Society must be made by a current financial member on the authorised 'Application for Membership of the Society' form. This form, along with membership application fees, is to be lodged with the Society and presented at the next committee meeting for approval. After the committee makes that determination:

- a) the nominee is to be notified in writing of the result, and
- b) on approval, the name, address and other relevant information is to be entered into the register of members, and the nominee becomes a member of the Society.

## **16. Fund Raising**

Subject to the Constitution and objects of the society and further subject to any law, regulation or by-law and pursuant to agreement by the committee, the society has the power to raise funds and revenue from any source it sees fit.

The assets and income of the society shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the society except as bona fide remuneration for services rendered or expenses incurred on behalf of the organization.

## **17. Life Membership**

The current Life Membership stands as is and no new Life Memberships will be granted.

## **18. Rights of Member**

- a) Any member believed to have brought the society into disrepute may be asked to explain his/her action to the Executive Committee and should the explanation be unacceptable, the member may be either disciplined or expelled.
- b) The Secretary shall advise in writing a member thus disciplined of the Executive Committee's decision within **seven (7)** days of the decision, and shall in the same advice inform the member of his/her right to appeal to a Special General Meeting of the Society by lodging a notice to that effect with the Secretary within **fourteen (14)** days of the date of the disciplinary advice.
- c) On receipt of a notice from a member, the secretary must notify the committee which is to convene a Special General Meeting of the society to be held within **twenty-eight (28)** days after the date on which the notice is received.

## 19. Alteration to Constitution

These articles, or any of them, may be repealed or amended, and fresh articles made, by a majority of seventy-five (75%) of financial members present and voting at an Annual General Meeting or at such Special General Meeting called for the purpose. Notice of such proposed repeal, amendment or fresh articles, shall be given to every member at least twenty-one (21) days before the date of such meeting.

## 20. Voting

- a) On any question arising at a meeting of the society, a member has ONE (1) vote only.
- b) All votes shall be given personally or by proxy, but no financial member may hold more than one (1) proxy. Proxies must be supplied to the Secretary in writing on the prescribed form no later than thirty (30) minutes before the scheduled date and time for the start of the meeting at which they will be used, and will remain valid for any adjourned session of the same meeting, and will not be valid for any meeting other than that for which they have been granted. There shall be no absentee or postal votes at any meeting of the society.
- c) In the case of equality of votes on a question at a meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- d) A member or proxy is not entitled to vote at any meeting of the society unless all money due and payable, by the member or proxy, to the society has been paid, including the amount of the annual membership payable in respect of the then current year.
- e) Voting at General Meeting shall be by a show of hands unless a secret ballot is requested by any member present at the meeting. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required. All votes can be given personally or by proxy.

## **21. General Meeting**

Any individual member shall have the right to propose motions from the floor of a general meeting, whether such motions relate to the management of the society or otherwise and if passed by a majority of members present at that meeting, the terms of such motions shall be adopted by the society.

## **22. Special General Meeting**

The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the society. This meeting must be convened by the Management committee within three (3) months of receiving written request to do so from at least **five (5)** percent of the society. Notice of such meeting shall be as stated in Article 19.

## **23. Quorum**

- a) At the Annual General Meeting, a quorum shall consist of twice the number of the current Management Committee plus one.
- b) At a General Meeting, a quorum shall consist of ten (10) financial members.
- c) At a **Management** Committee Meeting, a quorum shall consist of two (2) executives and three (3) committee members.
- d) If within half an hour of the time appointed for a meeting, a quorum is not present, the meeting shall be dissolved.

## **24. Special Matters**

The society shall be dissolved in the event of the membership being less than ten (10) persons, or upon the vote of a three-quarters majority of financial members present at a special general meeting convened to consider such a question.

In the event of the society being dissolved, the Assets which remain after such dissolution and satisfaction of all debts and liabilities, shall NOT be distributed among members but shall be vested in an association which is exempt from income tax under Section 23 of the Income Tax Assessment Act and which is eligible under the Act to receive such Assets and which nomination in the special resolution or in the absence of such nomination upon otherwise as provided in the Act.

Members of the society shall have no liability to contribute towards the payment of debts and liabilities of the society or the costs, charges and expenses of the winding up of the society except to the amount of any unpaid membership fees.

## **25. Copyright**

Members who participate in a project preparing, or leading to publication of a work by the society, shall assign copyright in that work to the society prior to commencing work on each project.

Details of the content and progress of a Project shall be made available to the society's committee at any reasonable given time. The society will have complete ownership/copyright of any Project undertaken on behalf of the society regardless of the format.

## **26. Strategic Plan and Job Descriptions**

Within **four (4)** months of its election, the Management Committee shall review and, if it considers it appropriate to do so, update the society's Strategic Plan and Job Descriptions.

## **27. Service of Notices**

- a) For the purpose of this Constitution, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally; or
  - (ii) by sending it by pre-paid post to the address of the person; or
  - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- b) for the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **28. Resolution of Disputes**

- a) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- b) If a dispute is not resolved by mediation within **three (3)** months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- c) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
- d) Any member (in his or her capacity as a member) of the Society involved in such a dispute resolution process is responsible for his or her own costs and out-of-pocket expenses in attending any part of such a process, and by invoking the process acknowledges and accepts that responsibility.
- e) The Association may, in its absolute discretion, reimburse in whole or in part the costs and out-of-pocket expenses incurred by a member of the Management Committee attending any part of such a process in order to present the case or the position of the Society, or to represent the best interests of the Society.

## **29. Delegation by Committee to Sub-Committee**

- a) The committee may, by instrument in writing, delegate to **one (1)** or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the committee by the Act or by any other law.
- b) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- g) A sub-committee may meet and adjourn as it thinks proper.

## **30. Public Officer**

The Management Committee shall appoint a Public officer to perform the duties of a Public Officer as set out in the relevant legislation and shall appoint a new Public Officer whenever the current Public Officer resigns or is considered by the Management Committee to be unable to continue in that position.



