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Royal Australian Historical Society

CONSTITUTION OF MOSMAN HISTORICAL SOCIETY INCORPORATED

PART I NAME

The name of the incorporated association shall be Mosman Historical Society Inc, (herein called the Society).

PART II AIMS AND OBJECTIVES

The aims and objectives of the Society shall be charitable and educational, for the public benefit as set out hereunder:

1. To promote the advancement and encouragement of the study of Australian history with particular reference to the Mosman area.
2. To encourage and promote the preservation of the natural, indigenous and cultural heritage of Mosman.
3. To encourage and foster the study, acquisition and extension of knowledge relating to the history, character and the natural beauty of the Mosman district.
4. To disseminate information and opinion relating to the history of Mosman by lectures, exhibitions, discussions, publications, historical guided tours and by other such methods thought appropriate.
5. To foster the collection, acquisition and preservation of documents and other relevant materials relating to the history of Mosman.
6. To initiate and support the provision of suitable memorials to persons, places and events having historic significance to Mosman.
7. To establish, support and maintain a fund for providing prizes in respect of Australian history to students at local schools and other educational organisations.
8. To work with and support other organisations with similar aims and objectives in relation to the study and encouragement of history.

PART III DEFINITIONS

1. In this constitution:
 - ordinary committee member** means a member of the committee who is not an office-bearer of the association.
 - secretary** means:
 - (a) the person holding the office under this constitution as secretary of the association, or
 - (b) if no person holds that office – the public officer of the association.
 - special general meeting** means a general meeting of the association other than the annual general meeting.
 - the Act** means the *Associations Incorporation Act 2009*.
 - the Regulation** means the *Associations Incorporation Regulation 2016*.
2. In this constitution:
 - (a) a reference to the function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
3. The provisions of the *Interpretation Act 1987* apply to and in respect of the constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART IV MEMBERSHIP

1. Any natural person may be a member of the Society, if he or she is a current member of the unincorporated association called the Mosman Historical Society at the date of incorporation of the Society or if he or she is an applicant approved for membership by the committee.
2. (1) Any application for membership must be in the form of appendix 1 or in such other form adopted by the committee; and must be given to the secretary or any committee member currently approved by the committee to co-ordinate membership
(2) The secretary or the committee member referred to in sub rule 1 of this rule must refer the application to the committee which must either approve or reject it.
(3) When approved, and upon receipt of any entrance fee and subscription, the applicant's name shall be entered in the register of members. Upon entry, the applicant becomes a member.
3. A person ceases to be a member if that person
 - (a) dies;
 - (b) resigns;
 - (c) has failed to pay the annual subscription determined by the committee under rule 8 and, for that reason, the committee has resolved to cancel his or her membership, or
 - (d) is expelled.
4. Membership is personal to the member and cannot be transferred.

5. A member may resign by written notice to the secretary. Upon receipt of such notice, the secretary must make an entry of such resignation in the register and, upon such entry being made, membership will cease.

REGISTER OF MEMBERS

6. The public officer or the committee member appointed by the committee to co-ordinate membership, must arrange to maintain a register of members including the name, address, any email address and date of commencement as a member. This register must be open for inspection to any member at any reasonable hour.

FEES AND SUBSCRIPTIONS

7 (1) Upon admission, a member must pay any entrance fee determined by the committee.

(2) Also, any member must pay any annual subscription determined by the committee.

MEMBERS' LIABILITY

8. A member's liability to pay any debt or liability of the Society or any winding up cost is no more than any unpaid moneys payable under rule 7.

RESOLUTION OF INTERNAL DISPUTES

9. Any disputes between members in their capacity as members and between a member and the Society must be referred for mediation under the Community Justices Centres Act 1983 or any substitute legislation.

DISCIPLINE

10. Where the committee considers that a member has persistently refused or neglected to comply with any of these rules, or has acted in a manner prejudicial to the interests of the Society, then the procedure to be followed shall be as set out in rule 11, headed "Disciplining of Members" of the model rules set out in Schedule 1 to the Regulation.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

11. The procedure to be followed in relation to a member's right of appeal shall be as set out in rule 12 headed "Right of Appeal of Disciplined Member" of the model rules referred to in rule 10 above.

PART V

THE COMMITTEE

POWERS OF THE COMMITTEE

1. Subject to the Act, the Regulation, these rules and to any resolution of the Society, the committee:

- (a) must control and manage the Society; and
- (b) may do anything that can be done by the Society, except anything required to be done by a general meeting, and
- (c) may do anything which the committee considers to be in the interests of the Society.

CONSTITUTION AND MEMBERSHIP

2. (1) The committee consists of:
 - (a) the office bearers; and
 - (b) 7 ordinary members,each of whom is elected at the annual general meeting.
- (2) The office-bearers are:
 - (a) the president;
 - (b) the vice-president;
 - (c) the immediate past president;
 - (d) the treasurer; and
 - (e) the secretary.
- (3) Each member of the committee, subject to these rules, holds office until the end of the annual general meeting following election, but may be re-elected. There is no maximum number of consecutive terms for which a committee member may hold office.
- (4) If there is a casual vacancy, the committee may fill the vacancy with a member of the Society who then holds office, subject to these rules, until the end of the annual general meeting following appointment, but may then be elected.
- (5) In addition to those elected under this rule, the committee may appoint one or more members of the Society as co-opted members of the committee who shall hold office until the end of the annual general meeting following appointment, but may be elected or appointed to the committee.
- (6) Those persons who, on the date of incorporation of the Society, hold office as members of the committee of the unincorporated association known as the Mosman Historical Society shall continue as members of the committee subject to these rules until the end of the annual general meeting immediately following incorporation.

ELECTION OF COMMITTEE

3. (1) Nominations for election as office bearers or as ordinary members must be received in writing by the secretary before the commencement of the meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies, those nominated are taken to be elected and further nominations may be received at the meeting.
- (3) If insufficient further nominations are received, any remaining vacant positions shall be treated as casual vacancies.
- (4) If the nominations received equal the vacancies, those nominated are to be taken as elected.
- (5) If the nominations received exceed the vacancies to be filled, a ballot must be held.
- (6) Any ballot must be conducted in such manner as the committee may direct.

SECRETARY

4. (1) When appointed, the secretary must lodge notice of his or her address with the Society.
- (2) The secretary must keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office bearers and members of the committee;
 - (b) the names of those attending a committee or general meeting; and
 - (c) the proceedings at committee and general meetings.
- (3) Minutes must be signed by the chairperson of the meeting or the chairperson of the next succeeding meeting.

(4) The signature of the chairperson may be transmitted by electronic means for the purposes of sub clause (3).

TREASURER

5. The treasurer must ensure that:

- (a) all moneys due are collected and received and that all authorised payments are made; and
- (b) correct accounting records are kept, including full details of receipts and expenditure.

CASUAL VACANCIES ON COMMITTEE

6. A casual vacancy occurs if the committee member:

- (a) dies; or
- (b) ceases to be a member of the Society; or
- (c) resigns office by written notice to the secretary; or
- (d) is removed from office; or
- (e) becomes a mentally incapacitated person; or
- (f) is absent without consent from all meetings held within a continuous period of 6 months.

REMOVAL OF COMMITTEE MEMBER

7. Any member of the committee may be removed by resolution of a general meeting, and another person may be appointed in his or her place who will retain office until expiration of the period of office of the one removed.

COMMITTEE MEETINGS

8. (1) The committee must meet at least twice in each period of 12 months at such place and time as the committee decides.

(2) Additional meetings may be convened by the president or any member of the committee.

(3) Notice must be given by the secretary to each member of the committee at least 48 hours before the appointed time for the meeting, or such shorter time as agreed by all committee members.

(4) A quorum shall be 3 members.

(5) If a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting must be adjourned to the same place (or a different place nominated by the President), and at the same hour of the same day in the following week.

(6) If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting must be dissolved.

(7) At any committee meeting:

- (a) the president, or in the president's absence, the vice president must preside; or
- (b) if they are both absent, or unwilling to act, the committee may choose any member to preside.

APPOINTMENT OF ASSOCIATION MEMBERS TO MAKE A QUORUM

9. (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.

(2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(3) This clause does not apply to the filling of a casual vacancy to which clause 2 (4) applies.

USE OF TECHNOLOGY AT COMMITTEE MEETINGS

10. (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

(2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

APPOINTMENT OF SUB-COMMITTEES

11. The committee may appoint any sub-committees upon such terms as it may determine and may revoke any such appointment.

COMMITTEE VOTING AND DECISIONS

12. (1) Questions are to be decided by a majority of those present at a meeting.

(2) Each person present, including the chairperson, has one vote, but in the event of an equality of votes the chairperson may exercise a second casting vote.

(3) The committee may act notwithstanding a vacancy in any position.

(4) Anything done by the committee is valid despite any defect in the appointment or election of any member.

PART VI

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – CONVENING

1. (1) Subject to section 26(3) of the Act, the Society must, at least once in each calendar year, and within 6 months after the expiry of each financial year of the Society, convene an annual general meeting.

(2) The annual meeting must be convened at such place and time as the committee determines.

The meeting must be specified as such in any notice convening it.

ANNUAL GENERAL MEETINGS – BUSINESS

2. In addition to any other business that may be transacted, the business of an annual general meeting must include the following:

(a) to confirm the minutes of the last preceding annual general meeting and any special general meeting held since that meeting;

(b) to receive the committee report on the activities of the preceding year;

(c) to elect office bearers and ordinary members of the committee;

(d) to receive and consider the statement required by section 26(6) of the Act.

SPECIAL GENERAL MEETINGS – CONVENING

3. (1) The committee may convene a special general meeting whenever it thinks fit.

(2) The committee must convene a special general meeting on the written request of at least 5% of the total membership.

(3) Any request for a special general meeting:

- (a) must state the purpose of the meeting;
 - (b) must be signed by those making the request;
 - (c) must be delivered to the secretary; and
 - (d) may consist of several documents each signed by one or more members.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a request is lodged with the secretary, any one or more of the signatories may convene a special general meeting to be held not later than 3 months after that date.
- (5) Any special general meeting convened under clause (4) must be convened as nearly as practicable in the same manner as general meetings convened by the committee, and any member who incurs consequential expense is entitled to be reimbursed by the Society.
- (6) For the purpose of sub clause (3):
- (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

NOTICE OF MEMBERS' MEETINGS

4. (1) Except in the case of a special resolution, the secretary must cause to be sent to each member at least 14 days notice by prepaid post or by email of the place, date, and time of the meeting and the nature of the proposed business.
- (2) In the case of a special resolution, at least 21 days notice is required, and the notice must specify that a special resolution is proposed, otherwise clause (1) applies.
- (3) Other than business which may be transacted at an annual general meeting, no business other than that specified in the notice may be transacted at a general meeting.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice.

PROCEDURES AT MEMBERS' MEETINGS

5. (1) No item of business may be transacted in the absence of a quorum.
- (2) A quorum for a general meeting is 5 members present in person.
- (3) If a quorum is not present within 30 minutes of the time appointed for the general meeting, the meeting must be adjourned to the same place (or a different place nominated by the president), and at the same hour of the same day in the following week, provided that, in the case of a general meeting convened at the request of a member or members, the meeting is to be dissolved.
- (4) If at the adjourned meeting, a quorum is not present within 30 minutes of the time appointed for the meeting, the members present, being at least 3, is to constitute a quorum.

PRESIDING MEMBER AT MEMBERS' MEETING

6. (1) The president or in the president's absence or unwillingness to act, the vice-president, must chair any general meeting.
- (2) If the president and the vice-president are absent or unwilling to act, the members present may elect one of their number as chairperson.

ADJOURNMENT OF MEMBERS' MEETING

7. A general meeting may be adjourned from time to time and place to place, but only unfinished business may be dealt with at any adjourned meeting.

MAKING OF DECISIONS

8. (1) At general meetings, any question is to be determined on a show of hands, and unless a poll is demanded, a declaration by the chairperson or entry in the minute book, is evidence of the determination.
- (2) A poll may be demanded at any general meeting by the chairperson or by at least 3 members present in person or by proxy.
- (3) If demanded the poll must be taken:
- (a) immediately if the poll relates to the election of a chairperson or to an adjournment; or
 - (b) otherwise, as the chairperson directs and the resolution of the poll is to be the resolution of the meeting.

SPECIAL RESOLUTION

9. A resolution is a special resolution:
- (a) if passed by a majority of at least three quarters of the members of the Society entitled to vote and voting in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the special resolution was given in accordance with these rules; or
 - (b) where it is made to appear to the Commissioner that it is not practicable to pass the resolution in the manner specified in paragraph (a), if passed in the manner specified by the Commissioner.

VOTING

- 10 (1) Each member has one vote.
- (2) Votes may be given in person or by proxy.
- (3) The chairperson may exercise a second or casting vote on an equality of votes.
- (4) Members or proxies may not vote unless they have paid their current annual subscription.

APPOINTMENT OF PROXIES

11. Any member may appoint another as proxy by giving notice in the form set out in appendix 2, to the secretary before the respective meeting.

PART VII

MISCELLANEOUS

INSURANCE

1. The Society may effect and maintain insurance under section 44 of the Act.

FUNDS – SOURCE

2. (1) The funds of the Society are derived from subscriptions, entrance fees, donations and, subject to any resolution by a general meeting, from any other source as the committee determines.
- (2) All money received must be deposited to the credit of the Society's bank account.
- (3) The Society must issue a receipt for any money received except when it is not practicable to do so.

FUNDS – MANAGEMENT

3. (1) Subject to any resolution in general meeting, funds must be used pursuant to the aims and objectives of the Society as the committee decides.

(2) All cheques and negotiable instruments must be signed by any 2 members of the committee.

ASSOCIATION IS NON-PROFIT

4. Subject to the Act and the Regulation, the association must apply for funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 65 of the Act defines **pecuniary gain** for the purpose of this clause.

DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

5. (1) Subject to the Act and the Regulation, in a winding up of the association any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of the association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

ALTERATION OF NAME, AIMS AND OBJECTIVES OR RULES

6. The name of the Society, the statement of aims and objectives or these rules may only be altered, rescinded or added to by special resolution.

COMMON SEAL

7. (1) The common seal must be kept under the control of the public officer.

(2) The common seal may only be affixed with the authority of the committee and with the signatures of 2 committee members or of one committee member and of the public officer or secretary.

CUSTODY OF BOOKS

8. Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

INSPECTION

9. The records, books and other documents of the Society must be open to inspection free of charge by any member at any reasonable time.

SERVICE OF NOTICES

10. (1) Any notice may be served on any member, either personally, by prepaid post or by email, to the member's address or email address (if any) as shown in the members' register.

(2) Any notice, if served or delivered in accordance with these rules is deemed, unless the contrary is proved, to have been delivered in the time in which it would be delivered in the ordinary course of post.

COMPLAINTS

11. An independent arbiter must be appointed by the committee to resolve complaints made by members of the public and grievances from any employees.

PART VIII

ADDITIONAL RULES APPLICABLE TO CHARITIES

APPLICATION OF PART

1. This Part applies where the Society is authorised under the Charitable Fundraising Act 1991

PAYMENT OF OFFICE BEARERS AND MEMBERS

2. A committee member must not be appointed to any salaried office of the Society, or any office of the Society paid by fees, and no remuneration or other benefit in money or money's worth shall be given to any committee member, except for

- (a) repayment of out of pocket expenses; and
- (b) reasonable and proper rent or licence fees for premises used by the Society.

VACATION OF OFFICE

3. The office of a committee member becomes vacant if:

- (a) the member holds any office of profit in the Society; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Society.

NOTIFICATION OF PROPOSED ALTERATION OF RULES

4. Any proposed alteration of these rules or the aims and objectives of the Society must be notified to the Minister administering the Charitable Fundraising Act 1991 or any replacement legislation, in the manner required by that act.

COMPLIANCE WITH THE CHARITABLE FUNDRAISING ACT 1991

5. The Society must comply with the Charitable Fundraising Act 1991 or any replacement legislation which applies to its affairs.

APPENDIX 1 MEMBERSHIP APPLICATION

I

.....
.....

of.....
.....

apply to be a member of MOSMAN HISTORICAL SOCIETY
INCORPORATED. Upon my admission, I agree to be bound by the rules of
the Society.

.....

Signature of Applicant

APPENDIX 2 PROXY

I,.....

.....of.....

.....being a
member of Mosman Historical Society Incorporated, hereby appoint
.....

..... also a member of the Society, as my proxy to vote on my
behalf at the annual / special general meeting of the Society to be held on

..... and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of /against the resolution (insert
details)

**to be inserted if desired.*

.....
Signature of member appointing proxy

Date:

Note: A proxy vote may not be given to a person who is not a member of
the Society. It must be given to the secretary of the Society before the
meeting.