

# NSW & ACT Association of Family History Societies Inc.

## Constitution

15 September 2012

### PART 1 – PRELIMINARY

#### 1. Name of the Association

The name of the Association is the NSW & ACT Association of Family History Societies Inc., hereinafter called the Association.

#### 2. Definitions

(1) In this constitution:

**Member society or Society** means a society, group or organisation, which has satisfied the requirements for membership of the Association;

**Delegate** means a person authorised by a member society to vote on behalf of that society. Each member society is entitled to one delegate;

**Committee** means the Committee of Management as constituted pursuant to Rule13;

**Member** means a member of the Association's Committee of Management;

**Region** means a geographically related group of member societies;

**Special General Meeting** means a general meeting of the association other than an annual general meeting;

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

**The Regulation** means the Associations Incorporation Regulation 2010.

(2) **In this constitution – Interpretation:**

a) a reference to a 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 this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

#### 3. Aims and Objectives

The aims and objectives of the Association are:

1. to promote interest in family history and member societies;
2. to provide support and assistance to member societies;
3. to present the views of its member societies in matters of State, National and International genealogical interest;
4. to foster co-operation between family history organisations;
5. to encourage preservation of genealogical and allied materials;
6. to conduct forums, seminars and conferences as are conducive to the attainment of the above activities;
7. to provide unified representation to government through lobbying and petitioning.

### PART 2 – MEMBERSHIP

#### 4. Qualification for membership

(1) To qualify for membership of the Association, the member society must be a family history organisation or special interest group within New South Wales or the Australian Capital Territory, whose aims and objectives are similar to those of the Association.

(2) There shall be two categories of membership:

a) FULL – available to duly incorporated non-profit family history organisations; and

b) ASSOCIATE – available to unincorporated non-profit family history and other special interest organisations with similar aims and objectives to those of the Association.

- (3) The geographic description and number of regions within which member societies will be located, shall be as determined from time to time at the annual general meeting, upon the recommendation of the committee.

**5. Application for membership**

- (1) An application for membership of the Association must be made in writing in the form set out in the Association Guidelines, accompanied by the documentation specified in the form and lodged with the secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, including the prescribed fee, the secretary must refer the application to the committee, which is to determine whether to approve or reject the application.
- (3) If the committee determines to approve an application for membership, the secretary must, as soon as practicable after that determination, notify the applicant of that approval and enter the applicant's name in the register of member societies and, on the name being so entered, the applicant becomes a member society of the Association.
- (4) If the committee determines to reject an application for membership, the secretary must, as soon as practicable after that determination, notify the applicant of that decision.

**6. Fees and subscriptions**

- (1) A member society of the Association shall pay to the Association an annual membership fee of such amount as may be determined by the annual general meeting upon the recommendation of the committee.
- (2) Annual membership fees are due and payable on 1 July.
- (3) Notice of membership fees due and payable shall be sent to each member society at least six weeks prior to the due date.

**7. Liability of member societies**

The liability of a member society of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member society in respect of membership of the Association as required by Rule 6

**8. Membership entitlements not transferable**

A right, privilege or obligation which a member society has by reason of membership of the Association:

- a) is not capable of being transferred or transmitted to another society or organisation; and
- b) terminates on cessation of the member society's membership.

**9. Register of member societies**

- (1) The Association must establish and maintain a register of member societies of the Association, specifying the name and address of each member society, together with the date on which application for membership was approved and where applicable the date of cessation of membership.
- (2) The register of members must be kept at a place within New South Wales determined by the Committee and must be open for inspection, free of charge, by any member society of the Association, at any reasonable hour.

**10. Cessation of membership**

A society's membership of the Association ceases if that member society:

- a) is wound up;
- b) resigns membership in writing;
- c) is expelled from the Association; or
- d) has failed to pay the membership fee for the current financial year by 31 December

**11. Resignation of membership**

- (1) A member society of the Association is not entitled to resign membership, except in accordance with this rule.
- (2) A member society of the Association which has paid all amounts payable to the Association in respect of the member society's membership may resign membership of the Association

by first giving the secretary written notice of at least one (1) month (or other such period as the committee may determine) of the member society's intention to resign and, on the expiration of the period of notice, membership of the Association ceases.

- (3) If a member society resigns membership under rule 11. (2), and in every other case where a member society ceases to hold membership, the secretary must make an appropriate entry in the register of member societies recording the date on which membership ceased.

## **12. Resolution of internal disputes**

- (1) Disputes between member societies of the Association and disputes between member societies and the Association are to be referred to a community justice centre for mediation, in accordance with the Community Justice Centres Act 1983.
- (2) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **PART 3 – THE COMMITTEE**

### **13. Powers of the committee**

The Committee of Management of the Association (hereinafter called the Committee), subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

- a) is to control and manage the affairs of the Association
- b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a special general meeting of member society delegates of the Association; and
- c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

### **14. Election of the committee**

- (1) The committee shall be elected at an annual general meeting.
- (2) Nomination and voting procedures for the election of the committee shall be as defined in the Association Guidelines.

### **15. Membership of the committee**

- (1) The committee of the Association shall comprise two (2) full member societies from each region.
- (2) Office bearers and members of the committee shall be a delegate of the member societies elected.
- (3) The office bearers of the Association shall be:
  - a) the president;
  - b) the vice-president;
  - c) the treasurer; and
  - d) the secretary.
- (4) Once elected, the appointment of a delegate shall be the preserve of the member society represented. It is the responsibility of the member society to ensure that the delegate attends committee meetings.
- (5) The committee, at its discretion, may co-opt the services of individuals to undertake special tasks for the period of such tasks or until the next annual general meeting, whichever first occurs.

### **16. Office Bearers**

- (1) President
  - a) The president is to preside at all meetings of the committee.
  - b) In the event of a tied vote the president shall have no casting vote.
  - c) If the president is absent or unwilling to act, the vice-president shall act in his or her place.
- (2) Vice-President  
The vice-president shall deputise for the president as required.

(3) Secretary

- a) It is the duty of the secretary to keep minutes of:
  - i. all appointments of office-bearers and members of the committee;
  - ii. the names of members of the committee and/or delegates present at all meetings; and
  - iii. all proceedings at committee meetings and general meetings.
- b) The secretary shall receive, record and respond to correspondence with direction from the committee.

(4) Treasurer

It is the duty of the treasurer of the Association to ensure that:

- a) all money due to the Association is collected and accounted for;
- b) payments authorised by the Association are made; and
- c) correct books and accounts are kept, showing the financial affairs of the Association, including full details of all income and expenditure connected with the activities of the Association.

**17. Casual vacancies**

- (1) For the purposes of these rules a casual vacancy in the office of a member of the committee occurs if the member:
  - a) dies;
  - b) ceases to be a financial member of the member society of which they are the appointed delegate;
  - c) becomes an insolvent under administration within the meaning of the Corporation Act 2001 of the Commonwealth;
  - d) resigns office by notice in writing given to the secretary;
  - e) is removed from office under Rule 18;
  - f) becomes a mentally incapacitated person;
  - g) is absent without the consent of the committee from three (3) consecutive meetings of the committee;
  - h) is the appointed delegate of a member society whose membership of the Association has ceased (See Rule 10).
  - i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.
- (2) In the event that a member society is unable to provide a delegate, the vacancy shall remain until the next annual general meeting, at which the election of a new committee is scheduled.
- (3) In the event of a vacancy under Rule 17 (1) being that of an office bearer, the committee shall, at the next scheduled meeting, elect from its number, a new office bearer.
- (4) In the event any office bearer is replaced as delegate by a financial member society, the new delegate of that member society shall not automatically assume the role of office bearer of the Association. In such event the office becomes a casual vacancy to be dealt with in accordance with Rule 17 (3).

**18. Removal of a member**

- (1) The Association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of the present committee.
- (2) If a member of the committee to whom a proposed resolution referred to in Rule 18 (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the member societies of the Association, the secretary or the president may send a copy of the representations to each member society of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**19. Meetings and quorum of the committee**

- (1) The committee must meet at least three times each period of twelve (12) months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member at least one calendar month (or such other period agreed on by the members of the committee) before the meeting.
- (4) Notice of a meeting given under Rule 19 (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.
- (5) Fifty percent plus one of the members constitutes a quorum for the transaction of the business at a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a place and time agreed by the members present.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

**20. Delegation by committee to sub-committee**

No branches or sub-committees of the Association shall be formed.

**21. Voting and decisions**

- (1) Questions arising at a meeting of the committee are to be determined by a majority of votes of the members present at the meeting.
- (2) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one (1) vote.
- (3) Subject to Rule 19 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee, is valid and effectual, despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee.

**PART 4 – GENERAL MEETINGS**

**22. Annual general meetings – holding of**

The Association must, in the latter half of each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its member societies.

**23. Annual General Meeting – calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to Rule 22, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting since that meeting;
  - b) to receive from the committee, reports on the activities of the Association during the last preceding financial year;
  - c) subject to Rule 14, to elect the committee of the Association; and
  - d) to receive and consider any financial statement or report required to be submitted to member societies under the Act.
- (3) Notice of the date and venue must be given in writing to all member societies not less than thirteen (13) weeks prior to such meeting.
- (4) An annual general meeting must be specified as such in the notice convening it.

#### **24. Special General Meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least ten (10) percent of the total number of member societies, convene a special general meeting of the Association.
- (3) A requisition of member societies for a special general meeting:
  - a) must state the purpose or purposes of the meeting;
  - b) must be signed by at least two (2) office bearers of each member society making the requisition;
  - c) must be lodged with the secretary; and
  - d) may consist of several documents in a similar form, each signed by at least two (2) office bearers of each member society making the requisition.
- (4) If the committee fails to convene a special general meeting with thirteen (13) weeks after that date on which a requisition has been lodged with the secretary, any one or more of the member societies who made the requisition may convene a special general meeting to be held not later than thirteen (13) weeks after that date.
- (5) A special general meeting convened by a member society or member societies as referred to in Rule 24 (4) must be convened as nearly as practicable in the same manner as general meetings are convened by the committee and any member society which consequently incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

#### **25. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least thirteen (13) weeks before the date fixed for the holding of the general meeting, cause to be sent as per Rule 42 (1) to each member society at the address appearing in the register of member societies, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least thirteen (13) weeks before the date fixed for the holding of the general meeting, cause notice to be sent to each member society in the manner provided in Rule 25 (1), specifying in addition to the matter required under Rule 25 (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting, except in the case of an annual general meeting, business which may be transacted under Rule 23 (2).
- (4) A member society 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 from the member society.

#### **26. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) The delegates from fifty percent, plus one, of financial member societies constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - a) if convened on the requisition of member societies, is to be dissolved; and
  - b) in any case, is to stand adjourned to another place and time as specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to member societies before the day to which the meeting is adjourned.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the number of delegates present (being at least ten (10) percent) is to constitute a quorum.

## **27. Presiding member**

- (1) The president shall:
  - a) chair all meetings of the Association; and
  - b) in the event of a tied vote shall have no casting vote.
- (2) If the president is absent or unwilling to act, the vice-president shall act in his or her place.

## **28. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of delegates present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member society of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Rules 28 (1) and 28 (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **29. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands, a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three (3) delegates present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **30. Special resolution**

A special resolution may only be passed by the association in accordance with section 39 of the Act (NSW Fair Trading – Model Constitution under the Associations Incorporation Act 2009), which reads as follows:

- (1) A resolution is passed by an association as a special resolution: Page 23 Associations Incorporation Act 2009 No 7 Section 40 Current version for 8.7.2011 to date (generated on 21.09.2011 at 16:06)
  - a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - b) in a postal ballot conducted by the association, or
  - c) in such other manner as the Director-General may direct, if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution. A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

## **31. Voting**

- (1) On any question arising at a general meeting of the Association a member society has one vote only, which shall be exercised by the delegate.
- (2) All votes must be given personally. Non attendance negates any voting right.

- (3) All delegates are to be accredited in writing by their member society. Accreditation shall remain valid until revoked in writing by the member society.
- (4) In the case of an equality of votes, the motion shall be declared lost.
- (5) A member society is not entitled to vote at any general meeting of the Association, unless all money due and payable to the Association, including the annual fee payable in respect of the current financial year has been received by the treasurer seven (7) days prior to the meeting.

**32. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

**33. Postal ballots**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

**PART 5 – MISCELLANEOUS**

**34. Insurance**

- (1) The Association must effect and maintain all necessary insurance.

**35. Funds - source**

- (1) The funds of the Association are to be derived from annual subscriptions of member societies, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) The Association must as soon as practicable after receiving any money, issue an appropriate receipt.
- (3) All moneys received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

**36. Funds management**

- (1) Subject to any resolution passed by the Association in a general meeting, the funds of the Association shall be applied only to normal, reasonable administrative expenses.
- (2) The bank of the Association and the number and type of accounts shall be determined by the committee.
- (3) The signatories of the Association's bank accounts shall be members of the committee, one of whom shall be the Treasurer.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) of the authorised signatories.
- (5) A record of all income and expenditure of the Association shall be maintained by the Treasurer.
- (6) The record of income and expenditure shall be circulated to member societies at an annual general meeting.
- (7) The Association's financial year shall commence on 1 July.
- (8) The annual accounts shall be examined by the Committee and adopted for presentation to the next Annual General Meeting.

**37. Auditor**

A general meeting may appoint an auditor to audit the Association's books and report to the next general meeting.

**38. Alteration of Constitution**

- (1) The Statement of the Constitution may be altered, rescinded or added to only by a special resolution of the Association, in accordance with Rule 30.
- (2) A motion by any member society for alteration of this Statement of Objects and these Rules shall be notified to the secretary in writing, thirteen (13) weeks before the meeting at which it is to be moved.

**39. Common Seal**

- (1) The common seal of the Association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the signatures of two (2) members of the committee must attest the affixing of the common seal.

*[Note: If it is found that the Association does not have a Common Seal, it is proposed to replace this rule with the proposed new rule numbered 47.]*

**40. Books and Records**

Except as otherwise provided by these rules:

- a) The secretary must keep in his or her custody or under his or her control, all records of membership, minute books and correspondence relating to the Association; and
- b) The treasurer must keep in his or her custody or under his or her control, all financial records, cheque, receipts and bank statements relating to the Association.
- c) Minutes of proceedings at all meetings must be signed by the chairperson of the next succeeding meeting.

**41. Inspection of Books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association, at any reasonable hour.

**42. Service of Notices**

- (1) For the purpose of these rules, a written notice may be served by or on behalf of the Association on any member society by post, electronic mail or facsimile, to the address shown in the register of member societies.
- (2) If a document is sent to a member society in accordance with 42.1, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the member society at the time at which the document was sent.

**43. Affiliations**

The Association shall not be required to affiliate with any other body.

**44. Association Guidelines**

- (1) The Association may enact such guidelines as shall be considered necessary for the effective functioning of the Association.
- (2) The enacting of new guidelines shall be as determined by the Annual General Meeting upon the recommendation of the committee.

**45. Appointment of patrons**

The committee may recommend at an Annual General Meeting, the appointment of Patrons of the Association.

**46. Dissolution**

- (1) Any motion for dissolving the Association shall be notified together with the notice of meeting in accordance with Rule 25.1.
- (2) The Association shall be dissolved whenever a motion requiring the Association to be dissolved is carried.
- (3) Notwithstanding the provisions of Rule 26.2 a motion for the dissolution of the Association will be carried on a simple majority in attendance.
- (4) Any residual property and/or funds shall be distributed to interest groups with like objectives, as determined by a two-thirds majority of member society delegates present at the meeting of dissolution.

**47. Public Officer**

- (1) The Committee shall appoint a Public Officer in accordance with the provisions of the Act.
- (2) The Public Officer may be a member of the Committee.

*[Note: If the Association does not have a Common Seal, it is proposed that this rule will replace Rule 39.]*