

Walpole Nornalup and District Historical Society CONSTITUTION

Version 3.0

With amendments agreed at a Special General Meeting
22 November 2020

1. NAME:

From the date of incorporation the name of the organisation shall be the WALPOLE NORNALUP AND DISTRICT HISTORICAL SOCIETY INCORPORATED hereinafter referred to as the Society.

2. OBJECTIVES:

A primary objective of the Society is to collect and preserve records relating to the history of the Walpole Nornalup District and to encourage the study and writing of the history of the district.

Other objectives are:

- a) To encourage interest in the history of the Walpole Nornalup district, including the commemoration of notable anniversaries in local history.
- b) To erect memorials, plaques, notices or signs at places of historical interest or relating to people or events of historical interest.
- c) To acquire property (real or personal) of historical interest to the Walpole Nornalup district.
- d) To establish and maintain a local history collection.

3. POWERS:

In addition to the powers set out in the Associations Incorporation Act 2015 ("Act") the Society shall have power:

- a) To purchase, take in lease, or to exchange, hire or otherwise acquire, any real or personal property or any rights or privileges which the Society may think necessary or convenient.
- b) To sell, exchange, lease mortgage, hire, dispose of or turn to account or otherwise deal with all or parts of the real and personal property of the Society; and
- c) To do all such other acts, matters and things as are incidental or conducive to the attainment of its objectives.

4. MEMBERSHIP:

- 4.1 People eligible for membership are members of the public who agree to abide by the constitution of the society.
- 4.2 There shall be four categories of membership:
- a) Double (two to be nominated).
 - b) Individual Member.
 - c) Life Member – a member with at least 10 years' service who has made a worthy contribution to the Society. Life Members shall be exempt from the payment of subscriptions.
 - d) Honorary – a person or organization invited by the Society to become an honorary member because of service, historical interest or special qualifications likely to assist in carrying out the objects of the Society. Honorary Members shall be exempt from the payment of subscriptions.
- 4.3 Membership fees to be set by the committee as and when amendment is deemed necessary.
- 4.4 The Committee shall have the power to request any member to resign or to terminate any membership. For the purpose of this item 4(4) it will be necessary that the Committee pass the resolution by the votes of not less than three-fourths of the members of the committee. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee. The member (and/or representative) may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- 4.5 The Treasurer shall maintain a register of all current members of the Society in accordance with section 53 of the Act and a record of all Committee members in accordance with section 58 of the Act.
- 4.6 Should there be a dispute between members relating to the rules of the Association the committee will:
- a) encourage the parties to resolve the dispute themselves;
 - b) if a resolution cannot be reached by the parties offer to provide a mediator to assist in the matter, and
 - c) if a resolution cannot be reached with a mediator determine the matter as a committee.

5. COMMITTEE:

- 5.1 The Committee shall be elected by ballot as necessary at the Annual General Meeting of Members and shall compose:
- a) President
 - b) Vice-President
 - c) Secretary
 - d) Treasurer
 - e) Two other general committee members
 - f) Curator of IT, Media
 - g) Curator of Photographs
 - f) Curator of Research
 - g) Curator of Acquisitions
- 5.2 Each Committee member shall hold office for two years and, at the end of that period, shall be eligible for re appointment to the Committee.
- 5.3 If the office of a member of the Committee becomes vacant the Committee may appoint a member of the Society to act in that Committee member's place until the next Annual General Meeting.
- 5.4 The office of a member of the Committee shall become vacant if:
- a) the member dies;
 - b) the member resigns his office by notice in writing to the Committee;
- or -
- c) the Committee resolves (by special resolution) that the member no longer hold the office in question.
- 5.5 Each Committee member shall have one vote and except where otherwise required by this Constitution, questions shall be determined by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote.
- 5.6 Subject to this Constitution, meetings of the Committee shall be conducted when and in such manner as the President for the time being sees fit.
- 5.7 The Committee shall have the power to co-opt Members of the Society for specialist tasks as appropriate.
- 5.8 At Committee meetings a quorum shall consist of no less than four Committee members.

6. GENERAL MEETINGS:

6.1 Annual General Meetings-

- a) An Annual General Meeting at which the election of the Committee (if required) and presentation of reports and accounts shall take place, shall be held each year within 6 months after the end of the Society's financial year.
- b) The quorum for an Annual General Meeting shall be ten Members.
- c) An Annual report by the President shall be given to the members present at the Annual General Meeting and shall be circulated to all Members, by inserting into the first *Walpolian* produced after the AGM.

6.2 Ordinary General Meetings-

- a) Ordinary General Meetings shall be held as deemed necessary by the Committee. They shall also be held at the written request to the President by six or more members or 20% of current members. The committee then has 28 days to call the meeting.
- b) A quorum at any Ordinary General Meeting will comprise six voting Members and include not less than one office bearer.

6.3 Voting Rights

Each Life Member, Individual Member and each adult nominated in a Double Membership, shall be entitled to one vote at a General Meeting.

6.4 Notice of all General Meetings shall be given to Members at least one fortnight before the meeting is to take place and advertise locally.

6.5 Except where otherwise required by this Constitution or the Act, resolution at General Meetings shall be passed by a majority of votes. In the case of equality of votes the President shall have a second of casting vote.

6.6 Subject to this Constitution, the procedure and business to be followed at a meeting shall be determined by the President.

7. SUBSCRIPTION:

- 7.1 Any member who has not paid the annual subscription by the due date shall be liable to have their membership cancelled by special resolution of the Committee.
- 7.2 Annual subscriptions shall fall due on the First of January each year.
- 7.3 If a Member joins within three months of the date when subscriptions for the ensuing year fall due, the subscription for the year in which they joined shall be waived.

8. EXTERNAL COMMUNICATIONS:

All formal communications in the name of the Society, whether with members of the public, the media, or other groups shall be conducted only through the President or a person authorised by the President of the Committee.

9. FINANCE:

- 9.1 The Treasurer shall keep a proper record of all financial transactions in accordance with Section 66 of the Act and shall give account of them at every General Meeting.
- 9.2 Money received by the society shall be placed in a bank account, withdrawals from which require the signature of the Treasurer and President or Secretary.
- 9.3 The finances of the Society shall be used to defray expenses in connection with the pursuit of its aims.
- 9.4 The Treasurer will be permitted online viewing rights to the Society's bank accounts.
- 9.5 A committee member is entitled to be paid by by the Treasurer out of the funds of the Association for an expense incurred in connection with the Association's business and authorised by a resolution of the committee.
- 9.6 The financial year of the Association will be 1 July to 30 June.

10. DONATIONS:

The Society, through its Committee, may accept donations from Members and non-members and other organisations. It shall apply donations to the pursuit of its aims.

11. NON-PROFIT MAKING:

The income and property of the Society shall be applied solely toward the promotion of its objects or purposes as set forth in this Constitution and no portion of that income or property shall be paid or otherwise distributed, directly or indirectly to its Members.

12. AUDITOR:

An Auditor shall be appointed at the Annual General Meeting. Accounts shall be audited by the Auditor before presentation at the next Annual General Meeting. The Auditor shall not be a Member of the Committee or spouse of a Member of the Committee.

13. RECORDS AND DOCUMENTS:

- 13.1. A Member may at any reasonable time inspect without charge the books, documents, records and registers of the Society.
- 13.2. The Secretary shall maintain records of all meetings of the committee as prescribed in clause 5 and all general meetings as prescribed in clause 6.
- 13.3. The Secretary shall have custody of all books, documents, records and registers of the Society except those required by this Constitution to be kept and maintained by the Treasurer.

14. ALTERATIONS TO THIS CONSTITUTION:

The Society may alter, rescind or make additions to this Constitution subject to the following conditions:

- a) Notice of the proposed alteration, rescission or addition shall be sent to all Members at least one month before the Special General Meeting at which such alteration, rescission or addition is to be proposed.
- b) The Constitution may only be altered, rescinded or added to by a resolution passed at a Special General Meeting.
- c) A certified Notice of such special resolution and certificate certifying the resolution must be lodged with the Commissioner for Corporate Affairs within one month of being passed in accordance with section 30 of the Act.

15. NOTICE OF MOTION:

Notice of motion for the removal of office bearers and other matters required to be passed by special resolution must be tendered in writing at least one month before the meeting (whether it be a Committee or General Meeting) at which the matter is to be discussed.

16. DISSOLUTION:

- 16.1. The Society may, at any time, be dissolved by the passing of a special resolution of Members present at a General Meeting called for that purpose.
- 16.2. If upon dissolution or winding up of the Society there remains any property whatsoever after the satisfaction of all debts and liabilities, that property shall be given to some charitable (including historical or cultural) object or incorporated association (as described in section 24(1) of the Act) as determined by the Members at or before the dissolution.

17. COMMON SEAL:

Upon incorporation of the Society the Common Seal shall be in the custody of the Secretary and shall not be fixed to any document unless and until a resolution to do so has been passed at a Committee meeting of the Society. The affixing of the Common Seal of the Society must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.