

Oatley Heritage and Historical Society Incorporated Constitution

As adopted 28th February 2020

Under the Associations Incorporation Act 2009

Oatley Heritage and Historical Society Incorporated

PO Box 121

OATLEY NSW 2223

Constitution of Oatley Heritage and Historical Society Incorporated

Contents

Part 1 - Preliminary	Page
1. Definitions	4
2. Name of association	4
3. Mission Statement and Aims, and Proscribed Activities	5

Part 2 – Membership

4. Register of Membership	6
5. Membership generally	7
6A. Ordinary Membership	7
6B. Life Membership	7
7. Nomination for ordinary membership/Procedures for processing	8
8. Cessation of membership	8
9. Membership entitlements not transferable	9
10. Resignation of membership	9
11. Membership Fees and subscriptions	9
12. Members' liabilities	9
12A Resolution of Disputes	10
13. Disciplining of members	10

Part 3 – MANAGEMENT COMMITTEE

14. Powers of the management committee	11
15. Composition and membership of the management committee_	11
16. Election of executive office bearers and committee members	12
17. Secretary	13
18. Treasurer	13
19.Casual vacancies	14
20. Removal of committee members	14

21. Committee meetings and quorum	15
21A Use of technology at committee meetings	15
22. Delegation by committee to sub-committee	16
23. Voting and decisions	16
 Part 4 - GENERAL MEETINGS	
24. Annual general meetings - holding of	17
25. Annual general meetings - calling of and business at	17
26. Special general meetings - calling of	17
27. Notice	18
28. Quorum for general meetings	19
29. Presiding member	19
30. Adjournment	19
31. Making of decisions	20
32. Special resolutions	20
33. Voting	21
34. Proxy votes not permitted	21
34A Postal or electronic ballots	21
34B Use of technology at general meetings	21
 Part 5 – MISCELLANEOUS	
35. Insurance	22
36. Funds – source	22
37. Funds – application	22
37A Society is non-profit	22
37B Distribution of property on winding up of the society	22
38. Change of name, objects and constitution	22
39. Custody of books etc	23
40. Inspection of books etc	23
41. Service of notices	24
42. Financial year	24
 APPENDIX 1	
Application for membership of the Society	25

Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Committee means the Management Committee of Oatley Heritage and Historical Society Incorporated

member or **members** means a member or members of the Society whose membership or memberships has not, or have not, ceased by virtue of clause 8.

Oatley Heritage and Historical Society means Oatley Heritage and Historical Society Incorporated, hereinafter referred to as '*Oatley Heritage and Historical Society*' or '*the Society*'

ordinary committee member means a member of the management committee who is not an office-bearer of Oatley Heritage and Historical Society Incorporated.

secretary means:

(a) the person holding office under this constitution as secretary of Oatley Heritage and Historical Society, or

(b) if no such person holds that office - the public officer of Oatley Heritage and Historical Society.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

the Society means Oatley Heritage and Historical Society Incorporated, an association registered under the *Associations Incorporation Act 2009*.

(2) In this constitution:

(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.

2. Name of association – the name of the Association shall be Oatley Heritage and Historical Society Incorporated.

3. Mission Statement and Aims, and Proscribed Activities

(1) Mission:

To stimulate community interest in the economic, social, cultural and environmental heritage and history of Oatley

(2) Aims:

The aims of the Society are:

- (a) To undertake – and facilitate and encourage - the collection, study, recording, interpreting, preserving, and display of materials including oral histories, printed materials, photographs, publications and other objects which have significance to the heritage and history of Oatley
- (b) To make available the foregoing materials and objects to the public for education, study and enjoyment.
- (c) To inform and educate the public of economic, social, cultural and environmental heritage and history of Oatley through activities such as research, publications, talks, workshops, displays and through collaborative involvement with local schools and school-children.
- (d) To cooperate with, and where appropriate, affiliate with, like organisations in activities which promote heritage and/or history to the mutual benefit of the society and such like organisations.

(3) Proscribed activities and/or involvements:

The Society will not involve itself alone or with or in support of any individual, group, or entity, or entertain being so involved –

- (1) In supporting, objecting to, or making representations about ownership, zoning, heritage status, reservations, usage or conditions of any land or space, or structure or item.
- (2) Nominating or supporting the nomination or candidacy of any group or any individual, whether a member of the Society or otherwise, as a representative, or to any position, except for nomination as the Society's representative to any entity to which the Society is formally affiliated.

None of the foregoing limits the right of The Society to make representations about accommodation and signage for its own activities, or about placement, care and management of plaques, signage and the like in relation to sites or structures of historical interest.

Part 2 – Membership

4. *Register of Membership*

- (1) A Register of Membership of the Society, whether in written or electronic form, shall be established and maintained by or under the direction and supervision of the Secretary and must be kept in New South Wales at the Secretary's home address.
- (2) The Register of Membership shall be in such form or forms as directed by the Committee, but must include provision for the member's full name, postal address, date of commencement and termination of membership, class of membership, and up-to-date subscription payment standing.
- (3) The Register of Membership must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (4) A member of the Society may obtain a copy of any part of the register on payment of a fee fixed by the Committee but of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name and subscription payment standing) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

5. *Membership generally*

There shall be two classes of membership, those being ordinary membership and Life Membership.

6A. *Ordinary Membership*

- (1) Membership of the Society may be sought by a natural person subscribing to the objects and rules of the Society.
- (2) A person is taken to be a member of the Society if the person was one of the individuals on whose behalf an application for registration of the Society under section 6 (1) (a) of the Act was made. Upon notification of such registration the names of all such individuals are to be listed on the Register of membership of the Society with such other details as provided for in clause 4(2). The date of commencement of membership in the case of all such individuals shall be the date of registration of the Society
- (3) A person is eligible to be a member of the Society if the person has been nominated and approved for membership of the Society in accordance with clause 7.

6B. *Life Membership*

Nomination for Life Membership shall be made in writing to the Secretary, signed by proposer and seconder, both of whom must be members of the Society. Details of the nominated person's length and quality of – or otherwise unique - contribution to - the Society's objectives must be fully and clearly included in the nomination. Nomination for Life Membership shall close on 31st October each year and shall be referred to the Management Committee for consideration and, where appropriate, submission by the Management Committee to the Annual General Meeting for decision.

A nomination for Life Membership will be submitted by the Management Committee for decision by the Annual General Meeting only where a written ballot of Management Committee members results in at least 90% of Committee members being in favour of the submission.

An offer of Life Membership will be made only if a written ballot of eligible members at an Annual General Meeting of the Society results in at least 90% of such members being in favour of the offer being made.

Life Members are not required to pay the annual subscription.

7. Nomination for ordinary membership/Procedures for processing

- (1) A nomination of a person for membership of the Society must be
 - (a) made and seconded by members of the Society in writing (including by email or other electronic means) in the form set out in Appendix 1 to this constitution, and
 - (b) lodged with the secretary of the Society.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, and, if applicable, request the nominee to pay (within 28 days after posting to the nominee of the notification) any sum remaining payable under this constitution by a member as entrance fee and/or annual subscription.
- (4) The secretary -
 - (a) on payment by the nominee of any amount(s) referred to in subclause (3) (b) within the period referred to in that provisionor
 - (b) forthwith if no sum is payable under this constitution by a member as entrance fee and/or annual subscription -must enter or cause to be entered the nominee's name and commencement date of membership in the register of members and, on the name and date being so entered, the nominee becomes a member of the Society.

8. Cessation of membership

A person ceases to be a member of the Society if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Society, or
- (d) fails to pay the annual subscription under clause 11 within 3 months after the fee is due.

9. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

10. Resignation of membership

- (1) A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Membership Fees and subscriptions

- (1) A member of the society must, on admission to membership, (within 28 days after posting to the nominee of the notification) pay to the society any entrance fee determined by the committee and the annual membership fee determined by the committee.
- (2) a member of the society, other than a Life Member, in second and subsequent years of membership must pay to the society, before the first day of the financial year of the association in any calendar year, the annual membership fee determined by the committee.
- (3) Life Members are not required to pay the annual subscription.

12. Members' liabilities

The liability of a *member of the Society to contribute towards the payment of the debts and liabilities of the Society* or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 11.

12A Resolution of disputes

- (1) 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, is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

13. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Society:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of the Society.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society 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.
- (5) If the 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, and of the reasons given by the committee for having taken that action.

Part 3 – MANAGEMENT COMMITTEE

14. Powers of the management committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Society in general meeting, the management committee:

- (1) is to control and manage the affairs of the Society, and
- (2) may exercise all such functions as may be exercised by the Society, other than any functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
- (3) 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 Society.

15. Composition and membership of the management committee

(1) The committee is to consist of:

(a) the executive office-bearers of the Society –

- I. president;
- II. vice-presidents (2);
- III. the treasurer;
- IV. the secretary;
- V. Public Officer (ex-officio).

(b) at least 3 but not more than 7 ordinary committee members,

(c) office bearers and committee members are to be elected at the annual general meeting of the Society under clause 16 or - in the filling of casual vacancies – under clause 19;

- (2) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general next following the date of the member's election, but – subject to clause 16(3) in relation to the office of President - is eligible for re-election.
- (3) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (4) There is no maximum number of consecutive terms for which a committee member – other than the President - may hold office.

16. Election of executive office bearers and committee members

- (1) Nominations of candidates for election as office-bearers of the society or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the secretary of the society at least 7 clear days before the date fixed for the holding of the annual general meeting at which the election is to take place;
 - (c) any nomination received later than 7 clear days before the date fixed for the holding of the annual general meeting at which the annual general meeting is to take place shall be regarded as a late nomination.
- (2) Only members shall be eligible to stand for election.
- (3) A Member shall not hold the office of President for more than five consecutive years.
- (4) An uncontested nominee for appointment to an executive office bearer position shall be taken to be declared elected.
- (5) An uncontested nominee for appointment as an ordinary committee member - where the number of nominees is equal to or less than the number of vacancies to be filled - shall be taken to be declared elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a written ballot is to be held. In the event of a tie, a new written ballot shall be held. Successful nominees shall be taken as declared elected.
- (7) In respect of a position, or positions, then remaining unfilled, any late nominations and any further nominations received at the annual general meeting; are to be dealt with in accordance with preceding sub-clauses (2) to (6) inclusive, where applicable.
- (8) any still remaining vacant positions are taken to be casual vacancies.

17 Secretary

- (1) The secretary of the society must, as soon as practicable after being appointed as secretary, lodge notice with the society of his or her address.
- (2) It is the duty of the secretary to take, or have taken, minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting,
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

18. Treasurer

The Treasurer of the Society must:

- (a) Ensure that all monies due to the Society are received and deposited in a timely manner into the Society's nominated financial institution's accounts
- (b) Ensure that all payments authorised by the Society are made in a timely manner
- (c) As soon as practicable after receipt by the Society of any money, issue an appropriate receipt if requested.
- (d) Ensure that the nominated signatories, and the number of signatories to transact a payment, as determined by the Management Committee be added to the list of signatories held by the Society's nominated financial institution as soon as is practicable.
- (e) Ensure that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.
- (f) Ensure that records referred to in (e), be advised to the Management Committee as soon as is practicable or at the next Management Committee.

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until immediately before the election of committee members at the next annual general meeting.
- (2) A casual vacancy occurs in the membership of the committee when
 - A. a position remains unfilled at the annual general meeting.
 - B. an executive office bearer member or ordinary committee member:
 - (a) dies, or
 - (b) ceases to be a member of the Society, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 20, or
 - (f) becomes a mentally incapacitated person, or
 - (g) absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) 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
 - (i) 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.

20. Removal of committee members

- (1) the Society in general meeting may by resolution remove any member of the committee from the office of committee 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 office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (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 members of the Society, the secretary or the president may send a copy of the representations to each member of the Society 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.

21. Committee meetings and quorum

- (1) The committee must meet at least 4 times in each period of 12 months at the place and time that 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 of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) 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 date and time determined by the President.
- (6) 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.
- (7) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

21A Use of technology at committee meetings

- (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.

22. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) 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.
- (3) 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.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) 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.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21(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 or by a sub-committee appointed 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 or sub-committee.

Part 4 - General meetings

24. Annual general meetings - holding of

- (1) the Society must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) the Society must hold its annual general meetings:
 - (a) within 6 months after the close of the Society's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

25. Annual general meetings - calling of and business at

- (1) An annual general meeting of the Society is, subject to the Act and to clause 24, 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 held since that meeting,
 - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year,
 - (c) to elect executive office-bearers of the Society and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. 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 of at least 5% of the total number of memberships, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and

- (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (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.

27. Notice

- (1) A member desiring to bring any business before a general meeting of the Society 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.
- (2) Except if the nature of the business proposed to be dealt with requires a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the holding of a general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (3) If the nature of the business proposed to be dealt with at a meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the meeting, cause notice to be given to each member specifying, in addition to matters required under subclauses (1) and (2), the intention to propose the resolution as a special resolution.
- (4) 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 clause 25 (2).

28. 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) Twenty-five (25) members present (being members entitled under this constitution to vote at a general meeting) 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 members, is to be dissolved, and
 - (b) any other case, is to stand adjourned to a place and date and time determined by the person presiding at the meeting or communicated by written notice to members given 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 members present (being at least 3) are to constitute a quorum.

29. Presiding member

- (1) the president or, in the president's absence, a vice-president is to preside as chairperson at each general meeting of the society, or
- (2) if the president and both vice-presidents are absent, or no one of them being willing to act, the members present must elect one of their number to preside as chairperson at the meeting

30. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members 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 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society 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 subclauses (1) and (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.

31. Making of decisions

- (1) A question arising at a management committee meeting or a general meeting - other than voting for election of office bearers or committee members - of the Society, is to be determined by either:
 - (a) a show of hands, or, if the meeting is one to which clause 34A applies, any appropriate corresponding method that the committee may determine, or
 - (b) if decided on the motion of the chairperson, or if 5 or more members present at the meeting require that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If a question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. Special resolutions

- 1) A resolution is passed by the society as a "special resolution" :
 - (a) at a meeting of the society 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 or electronic ballot conducted by the society, or
 - (c) in such other manner as the Secretary may direct,if it is supported by at least three-quarters of the votes cast by members of the society who, under the society'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 proposed resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal or electronic ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the society's constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the regulation.
- (4) A direction under subsection (1) (c) may not be given unless the Secretary 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).

33. Voting

At a management committee meeting an office bearer or committee member – or at any general meeting, special general meeting, or annual general meeting, a member -

- (1) on any question arising at the meeting, has one vote only.
- (2) is not entitled to vote unless all money due and payable by the member to the Society has been paid.
- (3) is not entitled to vote if the member is under 18 years of age.
- (4) In the case of an equality of votes on a question arising at the meeting, the chairperson of the meeting is entitled to exercise a second or casting vote..

34. Proxy votes not permitted

Proxy voting is not permitted at any Committee Meeting, General Meeting, Special General or Annual General Meeting, or any Management Committee meeting.

34A. Postal or electronic ballots

- (1) The society may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal.
- (2) Any postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

34B. Use of technology at general meetings

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

Part 5 - Miscellaneous

35. Insurance

The Society may effect and maintain insurance.

36. Funds - source

The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.

37. Funds - application

Subject to the Act and the Regulation, and subject to any resolution passed by the Society in general meeting, the funds of the society are to be used in pursuance of the objects of the Society in such manner as the committee determines.

37A Society is non-profit

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

37B Distribution of property on winding up of the society

- (1) Subject to the Act and the Regulations, in a winding up of the society, any surplus property of the society 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 society is a reference to that property of the society remaining after satisfaction of the debts and liabilities of the society and the costs, charges and expenses of the winding up of the society.

38. Change of name, objects and constitution

Any application for registration of a change in the society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

39. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or have kept under his or her direction all records, books and other documents relating to the Society.

40. Inspection of books etc

- (1) Subject to sub-clause (d) the following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
 - (a) records, books and other financial documents of the Society,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Society.
 - (d) providing however that no details about any member of the Society other than the member's name, and date of commencement of membership, and financial standing, are to be disclosed without that member's written consent.
- (2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1), subject to the proviso in sub-clause (1)(d), on payment of a fee for each page copied as determined by the Committee.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the society to inspect or obtain a copy of records of the society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the society.

41. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) 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.

(2) For the purpose of this constitution a notice is taken - unless the contrary is proved - to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) 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
- (c) 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.

42. Financial year

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 31 December, and
- (b) thereafter each period of 12 months commencing on 1 January and ending on the following 31st December.

Appendix 1

APPLICATION FOR MEMBERSHIP OF OATLEY HERITAGE AND HISTORICAL SOCIETY

(incorporated under the *Associations Incorporation Act 2009*)

I, [full name]

of [address].....

hereby apply to become a member of Oatley Heritage and Historical Society. In the event of my admission as a member, I agree to be bound by the constitution of the Society.

.....

(Signature of applicant.)

(Date)

I, [full name]

a member of the Society., nominate the applicant for membership of the Society.

.....

(Signature of proposer.)

(Date)

I, [full name]

a member of the Society, second the nomination of the applicant for membership of the Society.

.....

(Signature of seconder.)

(Date)