

THE RAVENSTHORPE HISTORICAL SOCIETY INC.

CONSTITUTION

1.0 NAME

The name of the Association is the Ravensthorpe Historical Society Inc.

2.0 OBJECTS

The objects of the society shall be:

- a) to encourage the study and writing of Western Australian history
- b) to collect, classify and preserve objects and records relating to the history of Western Australia.
- c) to print, publish, sell, distribute and circulate books, advertisements and publications of any and every kind as are calculated to promote and advance the objects and purposes of the Society.
- d) to interchange information among members of the Society and to inform the public by lectures, readings, discussion and exhibitions of historical material, to provide premises for these purposes, and to make charges, if deemed necessary for admission to such functions.
- e) to stimulate public interest in and support for the preservation of historical relics, including buildings and sites and to endeavour to acquire such relics, buildings and sites, by purchase, gift, loan or otherwise.
- f) to promote the commemoration of notable anniversaries in Western Australian history, to erect memorials to outstanding persons and events, and to erect suitable signs and notices at places of historical interest.
- g) to establish and maintain a library and a historical museum; to assist in or to encourage such projects.
- h) to promote social gatherings of members, particularly tours of historical sites.
- i) to found, subsidise or contribute to any institution, scholarship or prizes agreeable to any of the objects specified therein.
- j) to cooperate with any other bodies having similar aims.

3.0 DEFINITIONS

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association to which these rules apply;

Books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;

- (c) a document;
- (d) any other record of information;

By laws means by-laws made by the Association under rule 9;

Chairperson means the Committee member holding office as the chairperson of the Association;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee meeting means a meeting of the management committee;

Committee member means a member of the committee;

Financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

General meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

Management Committee means the Executive Committee of the Ravensthorpe Historical Society Inc. as referred to in Item 7.0.

Register of members means the register of members referred to in section 53 of the Act;

Rules means these rules of the Association, as in force for the time being;

President means the committee member holding office as the President of the Association

Secretary means the committee member holding office as the secretary of the Association;

Special general meeting means a general meeting of the Association other than the annual general meeting;

Special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

Subcommittee means a subcommittee appointed by the committee under rule 9.1.7

Treasurer means the committee member holding office as the treasurer of the Association.

4.0 POWERS

4.1 to provide, maintain and manage a place of meeting, study, research and instruction.

4.2 to construct, maintain and alter any houses, buildings, works or objects necessary for the purposes of the Society.

4.3 to take steps by personal, written or public appeals for the purpose of procuring contributions to the funds of the Society.

4.4 to invest any monies of the society not immediately required at the discretion of the Society.

5.0 MEMBERSHIP

5.1 Membership shall be open to any person who wishes to further the interests of The Ravensthorpe Historical Society Inc.

5.2 Any person or representative seeking membership shall make application to the Management Committee and the Management Committee shall determine whether the application is successful or not. Applications denied membership shall be advised in writing.

5.3 Each person/representative admitted to membership shall be:

- 5.3.1 Bound by the Constitution and By-Laws of the Ravensthorpe Historical Society Inc.
- 5.3.2 Come liable for such fees, subscriptions and fees as may be fixed by the Ravensthorpe Historical Society Inc.
- 5.4 Membership Categories
 - 5.4.1 Ordinary Member - An ordinary member shall be any person who fulfils the requirements of Sections 5.1 and 5.2 and is entitled to hold office and enjoy the privileges of The Ravensthorpe Historical Society Inc.
 - 5.4.2 Life Membership - Any member who has given outstanding service to The Ravensthorpe Historical Society Inc. may be elected by the Management Committee for Life membership.
 - 5.4.3 Patron - The Ravensthorpe Historical Society Inc. may, at its discretion elect a Patron/s of the Ravensthorpe Historical Society Inc. for such a period as may be deemed necessary. Such Patron/s will not be eligible to vote unless they are current members of the Ravensthorpe Historical Society Inc. under another category of membership.
 - 5.4.4 The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of Members of the Ravensthorpe Historical Society Inc. including the membership category.
 - 5.4.5 All members of the Ravensthorpe Historical Society Inc have the right to inspect the records and documents.
- 5.5 Ineligible Members
 - 5.5.1 A person convicted of an offence may not become a committee member for a period of 5 years from their conviction
 - 5.5.2 A person convicted of an offence which resulted in imprisonment cannot be a committee member for five years from their release from custody.

6.0 TERMINATION OF MEMBERSHIP

- 6.1 Any person/representative's membership may be terminated by the following events:
 - 6.1.1 Resignation
 - 6.1.2 False or inaccurate statements made in the member's application for membership of The Ravensthorpe Historical Society Inc., breach of any Rule, Regulation or By-Law of the Ravensthorpe Historical Society or commit any act detrimental to The Ravensthorpe Historical Society Inc.
 - 6.1.3 The Management Committee shall have the power to suspend or expel any member of The Ravensthorpe Historical Society Inc. for any of the events in Item 6.1.
- 6.2 Any member who is expelled, suspended or has their membership terminated shall have the right to appeal against their suspension or expulsion by presenting their case to a Special General Meeting called for such purpose, and the decision of the Special General Meeting shall be final.

7.0 MANAGEMENT COMMITTEE

- 7.1 Management of the Ravensthorpe Historical Society Inc. shall be vested in the Management Committee elected by the members and consisting of:
 - 7.1.1 President who shall be elected from the ordinary members
 - 7.1.2 Vice President who shall be elected from the ordinary members

- 7.1.3 Secretary who shall be elected from the ordinary members
- 7.1.4 Treasurer who shall be elected from the ordinary members
- 7.1.5 Four (4) Committee members, who shall be elected from the ordinary members and user groups, two of which will function as Archivist and Curator
- 7.1.6 A quorum of the Management Committee shall be five (5).
- 7.1.7 If the President or Vice president is unable to attend, then a Chairperson nominated by the meeting shall Chair the meeting.
- 7.1.8 Subject to sub-rule (6), a Committee member's term of office will be from his or her election at an annual general meeting, or from their appointment to fill a casual vacancy, until the positions are declared vacant at the next annual general meeting. A committee member may be re-elected.
- 7.1.9 Any committee person convicted of the following will be ineligible for nomination on the Management Committee:
 - 7.1.9.1 Undischarged bankruptcy
 - 7.1.9.2 Convicted of an offence in connection with the promotion, formation or management of a body corporate
 - 7.1.9.3 Have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment or
 - 7.1.9.4 Have been convicted of an offence under Division 3 or section 127 (the duty with respect to incurring of debt of the Act.

8.0 CASUAL VACANCIES IN MEMBERSHIP OF THE COMMITTEE

- 8.1 A casual vacancy occurs in the office of a Committee member, and that office becomes vacant if the Committee member:
 - 8.1.1 Dies or otherwise ceases to be a member
 - 8.1.2 Resigns from the committee or is removed under rule (6)
 - 8.1.3 Is convicted of an offence under the Act
 - 8.1.4 Becomes permanently unable to act as a committee member because of by mental or physical disability
 - 8.1.5 Fails to attend three consecutive Committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend

9.0 POWERS OF THE MANAGEMENT COMMITTEE

- 9.1 The Management Committee shall carry out the day to day running of the Ravensthorpe Historical Society Inc .and shall have the power to:
 - 9.1.1 Administer the finances, appoint Bankers, and direct the opening of bank accounts for specific purposes and to transfer funds from one account to another and close any such account.
 - 9.1.2 Fix the manner in which such bank accounts shall be operative upon, providing all payments are passed by the Management Committee.
 - 9.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable to enforce payment thereof.

- 9.1.4 Adjudicate all matters brought before it which in any way affect The Ravensthorpe Historical Society Inc.
- 9.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and Special General Meetings of Members.
- 9.1.6 Make amend and rescind Rulings and By-Laws.
- 9.1.7 Have the power to form and appoint any committee or committees required for a specific purpose.
- 9.1.8 May at its discretion employ any person or persons to carry out certain duties required by The Ravensthorpe Historical Society Inc. at salaries or remunerations for such period of time as may be deemed necessary.
- 9.1.9 Should a vacancy occur in the Management Committee during its term, the Management Committee shall appoint a successor until the next Annual General Meeting or Special General Meeting, whichever comes first.
- 9.1.10 The secretary of the Ravensthorpe Historical Society Inc to have custody of the Common Seal, records, documents and securities and will maintain a register of members of the Association.
- 9.1.11 The Management Committee has the power to co-opt people with specialised expertise to assist with the individual specific projects if and when required. The co-optee has no voting rights.

10.0 MEETINGS

10.1 Committee Meetings

- 10.1.1 The Committee must meet together for the dispatch of business on the first Saturday of each month, or on another suitable monthly date as agreed upon by the management committee.
- 10.1.2 All members shall be given notice of the convening of a general meeting.
- 10.1.3 At a Committee meeting Five (5) Committee members constitute a quorum.
- 10.1.4 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 10.1.5 As required under the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
 - a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - b) not take part in any deliberations or decision of the Committee with respect to that contract.

10.2 Annual General Meetings

- 10.2.1 The Annual General Meeting of the Ravensthorpe Historical Society Inc. shall be held within four months after the end of its financial year.
- 10.2.2 The Secretary shall give at least 14 days' notice of the date of the Annual General Meeting to all members.
- 10.2.3 All endorsed members or members of the public may attend the Annual General Meeting but only endorsed members may vote.

10.2.4 The Quorum at the Annual General Meeting shall be a minimum of seven members. If at the end of thirty minutes after the time appointed in the notice for the opening of the meeting there be no quorum the meeting shall stand and adjourn for one week. If at such a meeting there is no quorum those members present shall be competent to discharge the business.

10.2.5 A Business Agenda for an Annual General Meeting shall be:

- Opening of meeting
- Apologies
- Confirmation of Minutes of the previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurers Statement and Balance Sheets
- Adoption of Treasurers Report
- Election of Office Bearers
- Appointment of auditor if required
- Vote of thanks to outgoing Executive
- Special Business and other Business as a simple majority of financial members deem necessary
- Notices of Motion
- Closure

10.3 Special General Meetings

10.3.1 Special General Meetings may be called at the request of the Secretary and with the approval of the President or at written request of seventy five percent (75%) of all members of the Ravensthorpe Historical Society Inc.

10.3.2 The Secretary shall give at least seven (7) days' notice of the date of the Special General Meeting to members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.

10.3.3 The Quorum at the Special General Meeting shall be a minimum of seven members.

11.0 VOTING

11.1 Voting powers at the Annual General Meeting and Special General Meetings:

11.1.1 The President shall have a deliberate vote. In the event of a tied vote the President shall exercise a casting vote at his discretion.

11.1.2 Each individual financial member present shall have one vote.

11.2 Voting powers at Management Committee Meetings:

11.2.1 The President shall be entitled to a deliberative vote and in the event of a tied vote; the president shall exercise a casting vote.

11.2.2 Each eligible member present shall have one vote.

12.0 FINANCE

12.1 All funds of the Ravensthorpe Historical Society Inc. shall be deposited in the accounts of The Ravensthorpe Historical Society Inc. at such a bank or recognised financial institution as the Management Committee may determine.

- 12.2 All accounts shall be paid by EFT if possible, or by cheque if EFT is not available, after having being passed for payment at the Management Committee Meeting and when immediate payment is necessary accounts shall be paid and the action endorsed at the next Management Committee Meeting.
- 12.3 A statement showing the financial position of The Ravensthorpe Historical Society Inc. shall be tabled at each Management Committee Meeting by the Treasurer.
- 12.4 A statement of income and expenditure shall be submitted to the Annual General Meeting. The Auditors report shall be attached to such financial report.
- 12.5 The Financial Year of the Ravensthorpe Historical Society Inc. shall commence on 1st January each year and finish on the 31 December of the same year.
- 12.6 The signatures for the Account will be the Treasurer and any one of the following officers:
 - 13.6.1 President
 - 13.6.2 Vice President
 - 13.6.3 Secretary
- 12.7 The income property of the Ravensthorpe Historical Society Inc. shall be applied solely towards the promotion of the objects of the Ravensthorpe Historical Society Inc. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the Members of The Ravensthorpe Historical Society Inc. provided that nothing shall prevent the payment in good faith of the remuneration to any officer or employee of The Ravensthorpe Historical Society Inc. or to any person other than a member, in return for services rendered to the Ravensthorpe Historical Society Inc.

13.0 COMMON SEAL

The Common Seal of the Ravensthorpe Historical Society Inc. engraved with the name of The Ravensthorpe Historical Society Inc. shall be kept in the care of the Secretary. The Seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Committee and in the presence of the President and two members of the Committee both of whom shall subscribe their names as witnesses.

14.0 INSPECTION OF RECORDS OF THE ASSOCIATION

A Member may at any reasonable time inspect without charge the books documents records and securities of the Association.

15.0 DISPUTES AND MEDIATION

- 15.1 The grievance procedure set out in this rule applies to disputes under these rules between:
 - a) A member and another member; or
 - b) A member and the Association; or
 - c) If the Association provides services to non-members, those non- members who receive services from the Association, and the Association.
- 15.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 15.3 If the parties are unable o resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 15.4 The mediator must be:
 - a) A person chosen by agreement between the parties; or
 - b) In the absence of agreement-

- i. In the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - ii. In the case of a dispute between a member or relevant non-member (as defined by sub rule xx) and the Association, a person who is a mediator appointed to or employed with a not for profit organisation.
- 15.5 A member of the Association can be the mediator.
- 15.6 The mediator cannot be a member who is party to the dispute.
- 15.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 15.8 The mediator in conducting the mediation must
- a) Give the parties to the mediation process every opportunity to be heard
 - b) Allow due consideration by all parties of all written statement submitted by any party; and
 - c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 15.9 The mediator must not determine the dispute.
- 15.10 The mediation must be confidential and without prejudice.
- 15.11 If the mediation process does not result in the dispute being resolved the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

16.0 ALTERATIONS TO CONSTITUTION AND BY-LAWS

- 16.1 No alterations, repeal or addition shall be made to the Constitution except at the Annual General Meeting or Special General Meeting called for that purpose and notice in writing of all motions to alter, repeal or add to the Constitution shall be signed by the proposer and seconder and sent to the Secretary at least six weeks before the Annual General Meeting or Special General Meeting.
- 16.2 The Secretary will forward each notice of motion to all members at least fourteen days prior to the Annual General Meeting or seven days prior to a Special General Meeting.
- 16.3 Such motions or any parts thereof shall be of no effect unless passed by a majority of 75% of those present and entitled to vote at the Annual General Meeting or Special General Meeting.
- 16.4 Alterations to the By-Laws can only be made at Management Committee meetings. Notices of such changes can be made at any time.
- 16.5 The altered Constitution must be registered with the WA Department of Commerce (or its successors) within one month of the meeting sanctioning them.

17.0 INTERPRETATION OF CONSTITUTION

In case of any questions arising not provided for in this Constitution or as to the interpretation of the Constitution the majority decision of the Management Committee shall be taken and acted upon.

18.0 DISSOLUTION

The Ravensthorpe Historical Society Inc. Shall not be wound up or dissolved except by seventy five per cent majority of those present at a Special General Meeting such meeting having been called for that purpose. If upon dissolution or winding up of the Ravensthorpe Historical Society Inc, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Ravensthorpe Historical Society Inc. It shall be given or transferred to another association incorporated under the Act having objects similar wholly or in parts to the objects of the Historical Society, and which association shall be determined by resolution of the members. In default of any such resolution, such payment transfer or distribution shall be determined by Judge of the District Court.