



Constitution

Chapman Valley Historical Society Inc

This Constitution was accepted by the members of the Chapman Valley Historical Society Inc on the 22nd March 2017 and lodged with the Department of Commerce in April 2017.

CONSTITUTION FOR CHAPMAN VALLEY HISTORICAL SOCIETY

1. **NAME** The name of the Association shall be the Chapman Valley Historical Society.

2. DEFINITIONS

(a) The **Association** is the Chapman Valley Historical Society

(b) **The Office Bearers** are the President, Vice President, Treasurer and Secretary and together they are the **Executive**

(c) The **Management Committee** is the body of four representative members elected by the Association at the Annual Meeting along with the members of the Executive hereafter referred to as the **Committee**.

3. OBJECTIVES

The objectives of the Chapman Valley Historical Association will be:

(a) Maintain a historical museum on Lot 500 Reserve 13226, East Terrace Nanson, vested with the Shire of Chapman Valley

(b) Make the Museum available to the public on a regular basis

(c) Encourage the study, writing and display of the history of the Chapman Valley District

(d) Collect, classify and preserve objects and records relating to the history of the Chapman Valley District in accordance with the Associations Collection Policy

(e) Publish articles and selected records relating to the history of the Chapman Valley District

(f) Co-ordinate exhibitions of historical material

(g) Promote public interest and support for the preservation of historical objects including buildings and sites and the erection of memorials to commemorate outstanding persons and events

(h) Support the promotion of tourism in the Chapman Valley District.

4. AIMS

(a) Conduct meetings in a fitting and proper manner with respect for accepted meeting procedures

(b) Use known and successful organisational tools, such as sub-committees, task forces and discussion groups, to achieve more effective results through the encouragement of wider participation and increased responsibility.

5. ASSOCIATION TO BE NOT FOR PROFIT BODY

(a) The income and property of the Association howsoever derived shall be applied solely towards the promotion of its objectives as set out in this Constitution and no portion thereof shall be paid or

transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or reimbursement for costs incurred in the service of the Association.

(b) A payment may be made to a member out of the funds of the Association only if it is authorised.

(c) A payment to a member out of the funds of the Association is authorised if it is the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business.

(d) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

6. MEMBERSHIP OF THE ASSOCIATION

(a) Membership of the Association shall be open to anyone over the age of 15 years interested in the preservation of the history of the Chapman Valley District

(b) The Association may have any class of membership approved by resolution at a general meeting, including senior membership, honorary membership and life membership

(c) A person wishing to become a member of the Association must complete an application form as provided by the Secretary

(d) An applicant for membership of the Association becomes a member when the applicant pays the membership fees payable to the Association

(e) A Register of Members shall be maintained by the Secretary and available upon request

(f) An annual subscription shall be payable by each member, the amount to be determined at the Annual General Meeting each year

(g) Life membership shall be awarded to a member for outstanding service, decided by a majority vote of members and that member shall be exempt from payment of fees and shall have all the rights and privileges of a member.

7. MEETINGS OF THE ASSOCIATION

(a) An Annual General Meeting of the Association shall be held within the first six (6) months of the calendar year

(i) To receive and consider the Annual Reports of the Office Bearers; and

(ii) To elect the Committee for the ensuing year; and

(iii) To deal with any other matter or matters brought before the meeting.

(b) Additional Association General Meetings shall be held regularly (preferably bi-monthly) during the year

(c) Where possible, matters to be brought before an Association Meeting should be brought to the attention of the President or Secretary at least a week prior to the Meeting, to facilitate circulation and/or inclusion on the Agenda

(d) Special Meetings of the Association may be convened by the President or Secretary or by the Committee at any time, and shall be convened by them within 28 days of receiving a requisition in writing signed by at least 20% of the members of the Association. These signatories shall be required to attend the meeting so called or submit a written apology. The requisition must itemise all matters to be discussed at the meeting. At Special Meetings, items for discussion will be limited to the matters relating to the calling of such a meeting

(e) Notification of Association General or Special Meetings, including details of matters to be raised, will be given to all members at least fourteen days prior for General meetings and at least twenty one days for Special meetings and;

(i) the notice will specify the date, time and place of the meeting; and indicate the general nature of each item of business to be considered at the meeting; and

(ii) if a special resolution is proposed set out the wording of the proposed resolution.

(f) At any Association General or Special Meeting, a total of 20% of the members of the Association, including at least two (2) Office Bearers, shall constitute a quorum

(g) At each meeting of the Association, the Committee shall make a report of its activities since the previous meeting of the Association.

8. VOTING

(a) Any member of the Association shall be eligible to vote on any matter at any meeting of the Association.

(b) The Chairman of a meeting may use a casting vote, which must not be used to alter the status quo

9. ELECTIONS

(a) The Executive and Committee Members of the Association shall be elected by the Annual General Meeting. For the purpose of this election only, a member or nominated representative, will occupy the Chair

(b) Any member of the Association, who is present at the Annual General Meeting, or has consented in writing to be elected, shall be eligible for election to the Committee.

10. VACATION OF OFFICE

(a) The term of office of Executive and Committee Members will be one year, at the conclusion of which period they shall vacate their positions, but shall be eligible for re-election

(b) Committee Members who wish to resign during their elected term may do so providing they give one month's written notice to the Committee

(c) A Member of the Committee shall be deemed to have resigned there from if:

(i) Without submitting an acceptable apology, he or she is absent from three consecutive meetings (whether of the Association or the Committee or a combination of both); and

(ii) In accordance with a decision of an absolute majority of the Committee, he or she is required to resign from the Committee and fails to do so within fourteen days of the date upon which notification of the decision of the Committee is forwarded to him/her stating the reasons for this action.

11. CASUAL VACANCIES

Any vacancies in the Committee may be filled by the appointment thereto of any member of the Association, until the next Annual General Meeting.

12. MEETINGS OF THE COMMITTEE

(a) Committee Meetings will be open to all members of the Association, unless called as closed by a majority of the Committee

(b) The Committee may meet (as determined by the Committee) during the year, and two (2) Office Bearers and three (3) other members thereof shall constitute a quorum at any closed meeting of the Committee

(c) Members may be co-opted by the Committee, and will have full voting rights at Committee Meetings. Observers attending Committee Meetings will not be entitled to a vote, although their participation in the Meeting will be encouraged

(d) Members shall declare an interest in any contractual matter, selection matter, disciplinary matter or financial matter in which a conflict of interest arises or may arise, and remain absent from discussion on such matter and shall not be entitled to vote in respect of such matter.

13. POWERS OF THE COMMITTEE

(a) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association

(b) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association

(c) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

14. FINANCE

(a) As soon as practicable, the Committee shall cause an Association account to be opened in the name of the Association, at such Financial Institution as may be determined. Cheques drawn upon the account shall be signed by such officers as the Committee may determine

(b) The financial year of the Association shall be from the 1st January to 31st December in each year

(c) The Treasurer will present an Annual Balance Sheet and Report to the Annual Meeting of the Association each year.

15. ASSETS: All assets of the Association whatever nature shall be managed by the Committee.

16. AFFILIATION

The Association will affiliate with Museums Australia and the Midwest Chapter and other Associations as is decided by the membership.

17. AMENDMENT

This Constitution may be amended or altered at any General Meeting of the Association, provided that:

(a) Notice of any proposed amendment or proposed alteration shall have been given in writing to all members at least one month prior to such meeting, and,

(b) The amendment or alteration is approved by at least 75% of the members present.

18. BY-LAWS

(a) The Association may, by resolution at a general meeting, make, amend or revoke by-laws

(b) By-laws may —

(i) impose restrictions on the committee's powers, including the power to dispose of the association's assets; or

(ii) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; or

(iii) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.

19. COMMON SEAL

The Common Seal of the Association shall be in the custody of the Secretary and shall be affixed to any document only pursuant to a resolution of the Committee. The affixation of the seal shall be witnessed by the Secretary and either the President or the Vice-President.

20. SECRETARY: The Secretary shall:-

(a) Co-ordinate the correspondence of the Association

(b) Keep full and correct minutes of the proceedings of the Committee and Association meetings

(c) Comply on behalf of the Association with:-

(i) Section 53 (2) of the Act (Associations Incorporation Act 2015) in respect of the register of members of the Association; and

(ii) Section 58 of the Act in respect of the record of the office holders, and any trustees, of the Association

(d) Have custody of all books, documents, records and registers of the Association, other than those required by Rule 21 (e) to be kept and maintained by, or to be in the custody of, the Treasurer

(e) Perform such other duties as are imposed by this Constitution.

21. TREASURER: The Treasurer shall:-

(a) Be responsible for the receipt of all moneys paid to or received by the Treasurer on behalf of the Association and shall issue receipts for those moneys in the name of the Association

(b) Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct

(c) Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed in accordance with Rule 14 (a) of this constitution

(d) Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction

(e) Have custody of all securities, books and documents of a financial nature and the accounting records of the Association, including those referred to in paragraph (a), (b), (c) and (d) perform such other duties as are imposed by this Constitution.

22. MINUTES OF MEETINGS OF THE ASSOCIATION

(a) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book or file kept for that purpose

(b) The Chairperson shall ensure that the minutes taken of a General Meeting or Committee Meeting are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting as the case requires

(c) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:-

(i) The General Meeting or Committee Meeting to which they relate (called 'the meeting') was duly convened and held; and

(ii) All proceedings recorded as having taken place at the meeting did in fact take place thereat; and

(iii) Any appointment purportedly made at the meeting was validly made.

23. CLAUSES OF ASSOCIATION BINDING

These clauses bind every member and the Association to the same extent as if every member of the Association had signed and sealed these rules and agreed to be bound by all their provisions.

24. INSPECTION OF BOOKS AND RECORDS OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association, but may not remove them from the custody of the person to whom they are entrusted.

25. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

The Association may take disciplinary action against a member if it is determined that the member

- (a) Has failed to comply with these rules
- (b) Refuses to support the purposes of the Association
- (c) Has engaged in conduct prejudicial to the Association.

Disciplinary Subcommittee

If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member. The members of the disciplinary subcommittee may:

- (a) Be Committee members, members of the Association or anyone else but
- (b) Must not be biased against, or in favour of, the member concerned.

Notice to the Member

Before disciplinary action is taken against a member, the Secretary must give written notice to the member

- (a) Stating that the Association proposes to take disciplinary action against the member
- (b) Stating the grounds for the proposed disciplinary action and
- (c) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (*the disciplinary meeting*) and
- (d) Advising the member that he or she may do one or both of the following:
 - (i) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; and

(ii) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting

(e) Setting out the member's appeal rights under the Appeal Rights Section. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting held.

Decision of Subcommittee:

(1) At the disciplinary meeting, the disciplinary subcommittee must:

- (a) Give the member an opportunity to be heard; and
- (b) Consider any written statement submitted by the member

(2) After complying with subrule (1), the disciplinary subcommittee may:

- (a) Take no further action against the member; or
- (b) Subject to subrule (3):
 - (i) Reprimand the member; or
 - (ii) Suspend the membership rights of the member for a specified period; or
 - (iii) Expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

Appeal Rights:

(1) A person whose membership rights have been suspended or who has been expelled from the Association, may give notice to the effect that he or she wishes to appeal against the suspension or expulsion

(2) The notice must be in writing and given:

- (a) To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) To the Secretary not later than 48 hours after the vote

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

- (a) Specify the date, time and place of the meeting; and

- (b) State:
- (i) The name of the person against whom the disciplinary action has been taken; and
 - (ii) The grounds for taking that action; and
 - (iii) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

Conduct of Disciplinary Appeal Meeting:

(1) At a disciplinary appeal meeting:

- (a) No business other than the question of the appeal may be conducted; and
- (b) The Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule **(1)**, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Grievance Procedure: *Application*

(1) The grievance procedure set out in this section of the Constitution applies to disputes under these rules between:

- (a) A member and another member;
- (b) A members and the Committee;
- (c) A member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is subject of a disciplinary procedure until the disciplinary procedure has been completed.

Parties must attempt to resolve the dispute: The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

Appointment of Mediator:

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required (14 days), the parties must within 10 days

- (a) Notify the Committee of the dispute; and
- (b) Agree to or request the appointment of a mediator; and
- (c) Attempt in good faith to settle the dispute by mediation.

(2) The mediator must be:

(a) A person chosen by agreement between the parties; or

(b) In the absence of agreement:

(i) If the dispute is between a member and another member; a person appointed by the Committee; or

(ii) If the dispute is between a member and the Committee or the Association; an application may be made to the State Administrative Tribunal.

26. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION: If, in the event

After satisfaction of any debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association have been finalised, the amount that remains after such dissolution shall be distributed to another incorporated association.

Signed by:

President: Mr Warren Kennedy

Secretary: Mrs Pamela Batten