

**STATEMENT OF PURPOSES**  
**AND**  
**RULES**  
**OF THE**  
**WESTERN VICTORIAN**  
**ASSOCIATION OF HISTORICAL**  
**SOCIETIES INCORPORATED**

Reworded from the rules adopted at Kerang  
on 12 March 1989.

These rules are to be read in conjunction with the Model Rules For An Incorporated Association published under the provisions of the Associations Incorporations Act (1981) as amended on 1 July 1998.

## **STATEMENT OF PURPOSES**

The objects for which the Western Victorian Association of Historical Societies is established are as follows -

- (a) To promote the study of history and establish, encourage, foster and stimulate interest in history by all means possible.
- (b) Where practicable, to endeavour to protect things of historical significance.
- (c) To collect and diffuse information on all matters coming within the scope of the objects of the Association.
- (d) To print or publish and circulate any such information in whatever manner the Association thinks proper to achieve the objects of the Association.
- (e) To encourage the exchange of ideas and material between member societies or groups, and to foster cooperation and friendship between members of those societies or groups.
- (f) To promote or support the introduction, passage and enforcement of desirable legislation aiming to preserve things of historical interest.

# RULES

of the

## Western Victorian Association of Historical Societies

### 1. Name

The incorporated association is the Western Victorian Association of Historical Societies (*in these rules called "the Association"*).

### 2. Definitions

(a) In these rules, unless the contrary intention appears -

**"Act"** means the Associations Incorporation Act 1981 inclusive of 1 July 1998 Amendments;

**"committee"** means the Committee of Management of the Association;

**"financial year"** means the year ending on 1 March;

**"general meeting"** means a general meeting of member societies or groups convened in accordance with rule 12;

**"member"** means a member society or group of the Association;

**"ordinary member of the committee"** means a member of the committee who is not an officer of the Association under rule 21;

**"Regulations"** means regulations under the Act;

**"relevant documents"** has the same meaning as in the Act.

(b) In these rules a reference to the secretary of the Association is a reference -

(i) if a person holds office under these Rules as Secretary of the Association - to that person; and

(ii) in any other case, to the public officer of the Association.

### 3. Alteration of the Rules

These rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

#### **4. Membership and Annual Subscription**

(a) Membership

- (i) The membership shall consist of societies or groups with at least five financial members, whose activities relate to the statement of purposes of the Association.
- (ii) The Association will consist of societies or groups only.
- (iii) Member societies or groups shall be entitled to all privileges and facilities offered by the Association.

(b) Annual Subscription

- (i) There shall be no entrance fee payable to the Association.
- (ii) The annual subscription payable by each member shall be at rates fixed by the members voting at an annual general meeting.
- (iii) The annual subscription shall be due and payable for the ensuing year on the date of the annual general meeting in each year.

#### **5. Register of Members**

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each society or group. The register shall be available for inspection by members at the address of the Secretary.

#### **6. Ceasing Membership**

A member may withdraw from the Association on payment of all arrears and the return of all articles and books borrowed from the Association.

#### **7. Discipline, Suspension and Expulsion of Members**

No member shall be disciplined in any way whatsoever unless by a resolution carried at a general meeting by the unanimous vote of all other members of the Association.

#### **8. Disputes and Mediation**

The provisions given in Rule 8 of the Model Rules under the Act shall apply in full.

**9. Annual General Meetings**

- (a) The Association shall, in March of each calendar year, convene an annual general meeting of its members.
- (b) The annual general meeting shall be specified as such in the notice convening it.
- (c) The ordinary business of the annual general meeting shall be -
  - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (ii) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (iii) to elect officers of the Association and the ordinary members of the Committee;
  - (iv) to receive and consider the financial statement submitted by the Association in accordance with section 30(3) of the Act;
  - (v) to fix the annual subscriptions for the ensuing year;
  - (vi) to receive and act on any recommendations by the Committee; and
  - (vii) to deal with any other general business as may be submitted in writing by a member to the secretary until two hours prior to the start of the meeting.
- (d) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (e) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

**10. Special General Meetings**

- (a) All general meetings other than the annual general meeting are special general meetings.
- (b) Regular special general meetings may be held at such time, frequency and place as the Association may decide from time to time.
- (c) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (d) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (e) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.

- (f) The request for a special general meeting must -
  - (i) state the objects of the meeting,
  - (ii) be signed by the members requesting the meeting, and
  - (iii) be sent to the address of the Secretary.
- (g) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (h) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **11. Special Business**

All business that is conducted at a special general meeting, and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## **12. Notice of General Meetings**

- (a) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent in writing to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (b) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (c) A member intending to bring any business before a meeting may notify the Secretary of that business in writing and the Secretary must include that business in the notice calling the next general meeting.

## **13. Quorum at General Meetings**

No business shall be transacted at any general meeting unless a quorum of members is present. Delegates from one quarter of the members of the Association shall constitute a quorum.

**14. Presiding at General Meetings**

- (a) The President, or in the President's absence, the Vice President, shall reside as Chairperson for each general meeting of the Association
- (b) If the President and the Vice Presidents are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

**15. Delegates at General Meetings**

Each member may be represented by two delegates who each have one vote to exercise at a general meeting.

**16. Voting at General Meetings**

- (a) All votes must be given personally or by proxy.
- (b) In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to have voting delegates at a general meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**17. Poll at General Meetings**

- (a) If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such a manner as the Chairperson may direct. The resolution of the poll will be deemed to be the resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairperson or on a question of adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**18. Manner of Determining Whether Resolution Carried**

If a question arising at a general meeting of the Association is determined on a show of hands, a declaration by the Chairperson that a resolution has been:

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

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 votes recorded in favour of, or against, that resolution.

## 19. Proxies

Each member shall be entitled to appoint another member as its proxy by notice given to the secretary no later than 2 hours before the start of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in writing.

## 20. Committee of Management

- (a) The affairs of the Association shall be managed by the committee of management.
- (b) The committee -
  - (i) shall control and manage the business and affairs of the Association; and
  - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (c) The Committee shall consist of -
  - (i) the officers of the Association;
  - (ii) the Immediate Past President; and
  - (iii) seven ordinary members each of whom shall be elected at the annual general meeting of the association in each year.
- (d) All officers and ordinary members of the Committee shall be persons who are financial members of a member of the Association.

## 21. Office Holders

- (a) The officers of the Association shall be -
  - (i) a President;
  - (ii) a Senior Vice President;
  - (iii) a Junior Vice President; and
  - (iv) a Secretary / Treasurer.
- (b) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (c) In the event of a casual vacancy in any office referred to in sub-rule (a), the committee may appoint one of its members to the vacant office. The member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.



**22. Ordinary Members of the Committee**

- (a) Subject to these Rules each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (b) In the event of a casual vacancy the office of an ordinary member of the committee, the committee may appoint a person from a member group of the Association to the vacant office. The person appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

**23. Election of Officers and Ordinary Committee Members**

- (a) Nominations of candidates for election as officers of the association or as ordinary committee members will be received at the annual general meeting. Nominations must be made by two members of an affiliated society in writing, or verbally at the meeting, and must have the consent of the candidate. Nomination forms are to be sent out by the Secretary.
- (b) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- (c) If the number of nominations exceeds the number of vacancies a ballot must be conducted at the annual general meeting in such a manner as the committee may direct.

**24. Vacancies**

The office of an officer of the association or of an ordinary member of the committee becomes vacant if the officer or member -

- (i) ceases to be a member of a member society or group; or
- (ii) becomes an insolvent under administration within the meaning of the Corporation Law; or
- (iii) resigns from office by notice in writing given to the Secretary.

**25. Meetings of the Committee**

- (a) The committee shall meet at such place and such times as the committee may determine.
- (b) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

**26. Notice of Committee Meetings**

- (a) Notice of each committee meeting must be given to reach each member of the committee at least 7 days before the meeting.
- (b) The notice of any special meeting must specify the general nature of the business to be transacted and no other business may be transacted at such a meeting.

**27. Quorum for Committee Meetings**

- (a) A number of members greater than 50% of the current membership of the committee shall constitute a quorum for the conduct of the business of a meeting of the committee.
- (b) No business may be conducted unless a quorum is present.
- (c) The committee may act notwithstanding any vacancy on the committee.

**28. Presiding at Committee Meetings**

At meetings of the committee -

- (i) The President or, in the President's absence, a Vice President presides; or
- (ii) if the President and both Vice Presidents are absent, or are unable to preside, the members present must choose one of their members to preside.

**29. Voting at Committee Meetings**

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee, shall be determined by a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at that meeting may decide.
- (b) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**30. Removal of a Committee Member**

- (a) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (b) A member who is the subject of a proposed resolution referred to in sub-rule (a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (c) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

**31. Minutes of meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at general meetings and committee meetings.

**32. Funds**

- (a) The Treasurer of the Association must -
  - (i) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (ii) lodge all monies received in the bank account of the Association except amounts that may be held for a petty cash account; and
  - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
  - (iii) prepare the financial statement required to be submitted to members at the annual general meeting in accordance with section 30 (3) of the Act.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the following three members of the committee
  - (i) the President
  - (ii) the Secretary Treasurer
  - (iii) one other committee member nominated by the Committee as a signatory.
- (c) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the committee determines.

- (d) The funds of the Association must be solely applied towards promotion of the objects of the Association. No portion may be paid by dividend bonus or otherwise to member societies or groups. This provision shall not prevent payment of remuneration in return for services actually rendered to, or on behalf of the association, or for goods supplied in the ordinary way of business.
  
- (f) Audit
  - (i) Once in every year the accounts of the Association must be examined and the correctness of the balance sheet and of the statement of receipts and payments ascertained by the auditor.
  - (ii) The Auditor must be given access to all the necessary books which are applicable so that an audit can be carried out.
  - (iii) A financial member of a member society or group may be appointed as Auditor.

### **33. Common Seal**

- (a) The common seal of the association must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by authority of the committee and the affixing of the common seal must be attested by the signatures of either two members of the committee or, by one member of the committee and the public officer of the Association.

### **34. Notice to members**

Any notice that is required to be given to a member, by or on behalf of the association, under these rules may be given by -

- (i) delivering the notice to the member personally; or
- (ii) sending it by post addressed to the member at that member's address shown in the register of members; or
- (iii) if the member has requested that the notice be given in this manner, sending it by facsimile or electronic transmission.

### **35. Winding Up**

In the event of the winding up or the cancellation of incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

**36. Custody and Inspection of Books and Records**

- (a) The Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (b) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member on request.
- (c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

**37. Magazine**

- (a) The Association newsletter known as "Western Historian" shall be published at least quarterly and one copy posted to the address of each member and other subscriber.
- (b) The price for supply of one copy of each issue of the magazine as determined by the Association will be collected from members with their annual subscription. The Secretary will collect payments from other subscribers and record their names and addresses.
- (c) Income and expenditure relating to the publication and distribution of the "Western Historian" shall be separately accounted for in the books of the Association.
- (d) The Association will appoint an editor and assistant editor to edit and arrange for the publication of "Western Historian", and any other Association publications subject to the direction of the committee.
- (e) A file copy of each quarterly magazine is to be stored at a nominated place for safe keeping.