St Kilda
HISTORICAL SOCIETY

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CONSTITUTION OF THE

ST KILDA HISTORICAL SOCIETY INCORPORATED

AS APPROVED BY SPECIAL RESOLUTION AT A GENERAL MEETING OF THE SOCIETY

ON 1 NOVEMBER 2020

1. ***Name, Purpose, Code of Practice***

The name of the incorporated association is **St Kilda Historical Society Incorporated** (in these Rules called "the Association").

The primary area covered by the Society's activities is the City of Port Phillip previously known as the City of St Kilda, including St Kilda and St Kilda West (south of Fraser Street) St Kilda Road south of Lorne Street, St Kilda East being the area of Windsor south of Dandenong Road, Balaclava, Ripponlea and Elwood.

Information relevant to the areas adjacent to the primary area of the Society, may be included in the Society's collection.

The purposes of the Association are to preserve, and make accessible

(1) The history and cultural heritage of the area and its people, from the indigenous owners to the present time.

(2) The collection and preservation of documents, information, items or objects relevant to this purpose and the Society as a whole, and to make these accessible including in digital form,

(3) Undertake historical research to enable a compilation of an historical record of the district,

(4) To affiliate with the Royal Historical Society of Victoria and other relevant bodies.

(5) To work with other local or regional groups for the preservation of buildings and objects of architectural and historical interest.

The Code of Practice for all committee members and all members representing the Society is:

(1) To act in a courteous, impartial and respectful manner;

(2) To act with care diligence and in good faith in the best interests of the Association, and for a proper purpose;

(3) To encourage active involvement in the Society with people from all walks of life;

(4) To ensure that the activities of the Society are carried out in a fair, effective and accountable manner and separate any personal matters and devices from the operation of the Society.

(5) To manage the preservation of historical materials efficiently and effectively;

(6) To develop long term planning to ensure stability for ongoing Society activities;

(7) To develop excellent and productive relationships with other key stakeholders in local history for example local government, libraries, historical societies, schools and community groups;

(8) To undertake and complete all funded projects in a professional, accountable and effective manner;

(9) To strive to increase the resources available for the pursuit and study of local history in the St Kilda community.

(10) To declare any pecuniary interest on any matter considered by the Association and refrain from taking part in any deliberations where there is such an interest or the appearance of such an interest.

2. ***Definitions***

(1) In these Rules, unless the contrary intention appears—

"Act" means the **Associations Incorporation Reform Act 2012**;

"committee" means the committee of management of the Association;

"financial year" means the year ending on 30 June;

"general meeting" means a general meeting of members convened in accordance with rule 12.

"in writing" means via email, unless otherwise specified

"member" means a member 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.

(2) In these Rules, a reference to the Secretary of an Association is a reference to the person, who upon his/her election to the committee, has been allocated the duties under these Rules as Secretary 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 and approved by a special resolution at a general meeting,

4. ***Membership and subscription***

(1) A person is considered to be a member when he/she been approved for membership in accordance with procedures set out below.

(a) He or she applies for membership in accordance with sub-rule (2); and

(b) the admission as a member is approved by the committee.

(2) An application for membership to the Association must be made by an individual online by filling in the applicable membership form on the Society's website. The Application must include payment of the annual subscription as set out on the Society's website.

(3) This Application will be considered by the committee as soon as practicable. The committee must decide whether to approve or reject the application, but cannot unreasonably withhold approval.

(4) The Secretary must, within 28 days after receipt of the application and membership fee referred to in sub-rule (2), advise the member of the decision of the Committee, and if accepted, enter the applicant's name in the register of members.

(5) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

(6) Where the committee determines to reject an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected and refund any moneys paid.

5. ***Register of members***

(1) The Secretary must keep and maintain a register of members containing—

(a) the name, address, email and phone number of each member;

(b) the date on which each member's name was entered in the register; and where applicable the date on which membership ceased.

(2) The register is available for inspection free of charge by any member upon request, subject to the provisions set out in Rule 36 (3).

6. ***Ceasing membership***

(1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears;

(3) An up to date register of membership status is to be maintained as far as practicable including members who may have died, or been expelled, or suspended.

7. ***Discipline, suspension and expulsion of members***

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or to support the purposes of the Association; or has been guilty of conduct prejudicial to the interests of the Association, the committee may by resolution—

(b) suspend that member from membership of the Association for a specified period; or

(c) expel that member from the Association.

(2) A resolution of the committee under sub-rule (1) does not take effect unless—

(a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and

(b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

(3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the President must, as soon as practicable, cause to be given to the member a written notice—

(a) setting out the resolution of the committee and the grounds on which it is based; and

(b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

(c) stating the date, place and time of that meeting; and

(d) informing the member that he or she may do one or both of the following—

(i) attend that meeting;

(ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;

(e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must—

(a) give the member, or his or her representative, an opportunity to be heard; and

(b) give due consideration to any written statement submitted by the member; and

(c) determine by resolution whether to confirm or to revoke the resolution.

(6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the President a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a special general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(8) At a special general meeting of the Association convened under sub-rule (7)—

(a) no business other than the question of the appeal may be conducted; and

(b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(c) the member, or his or her representative, must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the special general meeting, a majority of the members present or by proxy (using Proxy: Special General Meeting - Expulsion of Member) vote in favour of the resolution. In any other case, the resolution is revoked.

8. ***Disputes and mediation***

(1) The grievance procedure set out in this rule applies to disputes under these Rules between—

(a) a member of the Committee and the Committee; or

(b) a member and the Association and the Committee

(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 of the parties.

(3) If the parties are unable to 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.

(4) The mediator must be—

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

(b) in the absence of agreement a person appointed or employed by the Dispute Settlement Centre of Victoria.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must—

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) 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.

9. ***Annual general meetings***

(1) The committee may determine the date, time and place of the annual general meeting of the Association.

(2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

(3) The ordinary business of the annual general meeting shall be—

(a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

(b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and

(c) to elect officers of the Association and the ordinary members of the committee; and

(d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

(4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. ***Special general meetings***

(1) In addition to the annual general meeting, any other general meetings may be held in the same year.

(2) All general meetings other than the annual general meeting are special general meetings.

(3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.

(4) 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.

(5) 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.

(6) The request for a special general meeting must—

(a) state the objects of the meeting; and

(b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Association.

(7) If the committee fails to convene a special general meeting within one month after the date on which the request is sent to the address of the Association, the members making the request, may convene a special general meeting to be held no sooner than 1 month and no later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting 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***

(1) The Secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must give each member of the Association, notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting, including whether a special resolution is to be proposed, and if yes, stating in full the proposed resolution.

(2) Notice may be sent—

(b) by email; or

(a) where an email address has not been provided, by prepaid post to the address appearing in the register of members

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing the Secretary, of that business, who must include that business in the notice calling the next general meeting.

13. ***Quorum at general meetings***

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) The quorum for a general meeting is the presence - physically, by proxy or as allowed under rule 13 (5) - of 10% of the members entitled to vote under these rules.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—

(a) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and

(b) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

(5) Use of technology for members

(a) A member not physically present at a general meeting is considered present if making use of agreed technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(b) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

14. ***Presiding at general meetings***

(1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and the Senior Vice-President 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. ***Adjournment of meetings***

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

(4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. ***Voting at general meetings***

(1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes must be given personally, or as outlined in Rule 13 regarding use of technology or by proxy.

(3) 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.

(4) A member is only entitled to vote at a general meeting if their annual membership is up to date in respect of the current financial year, unless otherwise notified or modified by the Committee in the general notice issued ahead of the general meeting

17. ***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) 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

(b) 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.

18. ***Proxies***

(1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) Any one member is limited to presenting three proxies.

(3) The notice appointing the proxy must be—

(a) for a meeting of the Association convened under Rule 7(7), in the manner set out on Proxy: Special General Meeting - Expulsion of Member form; or

(b) in any other case, in the manner set out on Proxy: Annual/General Meeting form

19. ***General rights of members***

(1) A member of the Association who is entitled to vote has the right—

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

(b) to submit items of business for consideration at a general meeting; and

(c) to attend and be heard at general meetings; and

(d) to vote at a general meeting; and

(e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 36; and

(f) to inspect the register of members.

A member is entitled to vote if more than 10 business days have passed since he or she became a member of the Association; and the member's membership rights are not suspended for any reason.

(2) Member's rights, privileges, or obligations cannot be transferred or transmitted to another person, except delegation to another member by proxy for the purpose of voting at a general meeting;

(3) A member who has been suspended or expelled as per the process set out in Rule 7, will be automatically recorded as ceasing his/her membership rights either temporarily or permanently as applicable.

20. ***Committee of Management***

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee—

(a) shall control and manage the business and affairs of the Association; and

(b) 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

(c) 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.

(3) Subject to section 73 of the Act, the committee shall consist of—

(a) the officers of the Association; and

(b) four ordinary members—

each of whom shall be elected at the annual general meeting of the Association in each year.

(4) Secretary of the Association must fulfil the obligations of the Association as set out by the Act. Any Member of the Committee can be authorised or delegated by the Committee to hold this office.

(a) If the office of the person who holds the duties of Secretary of the Association becomes vacant, it must be filled by any other member of the Committee whose appointment has been ratified by the Committee within 14 days of the position of the Secretary of the Association becoming vacant

(b) The position is considered vacant if any of the following reasons apply:

i. he/she ceases to reside in Australia, in accordance with Section 78.2.d of the Act.

ii. he/she resigns from the position

iii. he/she is removed by resolution of the Committee,

iv. or as otherwise specified in Rule 24

(c) Within 14 days of being appointed, the person so appointed must notify the Registrar as set out in the Act of this change of appointment.

21. ***The Officers of the Association shall be***

(a) a President;

(b) a Vice-President;

(c) a Treasurer; and

(d) a Secretary.

(1) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to above.

(2) 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.

(3) In the event of a casual vacancy in any office referred to above, the committee may appoint one of its members to the vacant office and 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***

(1) 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.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment.

23. ***Election of officers and ordinary committee members***

(1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be—

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) A candidate may nominate for one or more positions on the committee (as executive or ordinary member of the committee) prior to the annual general meeting, but can only be elected to one position.

(3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such 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—

(a) ceases to be a member of the Association; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Association

(d) fails to attend 3 consecutive committee meetings without leave of absence; or

(e) otherwise ceases to be a committee member by operation of section 78 of the Act (as outlined in Rule 30).

25. ***Meetings of the committee***

(1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.

(2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

(3) Use of technology for committee members

a) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

b) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26. ***Notice of committee meetings***

(1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

(2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. ***Quorum for committee meetings***

(1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present—

(i) in the case of a special meeting—the meeting lapses;

(ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.

(4) The committee may act notwithstanding any vacancy on the committee.

28. ***Presiding at committee meetings***

At meetings of the committee—

(a) The President or, in the President's absence, the Vice-President presides; or

(b) if the President and the Senior Vice-President are absent, or are unable to preside, the members present must choose one of their numbers to preside.

29. ***Voting at committee meetings***

(1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) 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 committee member***

(1) 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.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the officers of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(3) The officers of the Association 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 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 all meetings.

32. ***Funds***

(1) The Treasurer of the Association must—

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) 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.

(2) All financial instruments must be signed by two members of the committee.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

33. ***Seal***

(1) The common seal of the Association must be kept in the custody of the Secretary.

(2) The common seal must can only be used with the authority of the committee and the signatures either of two members of the committee or, of one member of the committee and the Secretary of the Association.

34. ***Notice to members***

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by—

(a) sending an email to the member's email address shown in the register of members

(b) sending a notice to the member's personal address shown in the register of members if the member has requested notification in this form.

35. ***Winding up and Dissolution***

In the event of the winding up or the cancellation of the incorporation of the Association, the amount that remains after such winding up or dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

36. ***Custody and inspection of books and records***

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association, including register of members and minutes of meetings, must be available for inspection free of charge by any member upon request.

(3) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(4) A member may make copies of minutes of general meetings, including financial statements submitted at a general meeting.

37. NonProfit Clause

The assets and income of the Association shall be applied solely in furtherance of its objects as provided in the Statement of Purposes and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

38. Honorary Life Members

The Association may appoint honorary life memberships to persons who have rendered distinguished service to the Association. Any such appointment will only take effect by resolution at a general meeting of the Association, upon recommendation by the Committee of Management.

39. Patron

The Committee of Management may appoint a Patron of the Association.

40. Auditor

The Committee of Management may appoint an Auditor to audit the annual financial statements to be presented to the Annual General Meeting in accordance with section 9(3)(d).