

**MUNDARING AND HILLS HISTORICAL SOCIETY INC.
CONSTITUTION**

This Constitution shall come into force on the date of adoption as herein provided by the Certificate on the last page.

1. NAME

The name of the Association shall be "MUNDARING AND HILLS HISTORICAL SOCIETY" hereinafter referred to as the Society and to which name the word "INCORPORATED" or its abbreviation "(INC)" shall be added upon the issue of a Certificate of Incorporation by the Commissioner for Corporate Affairs.

2. DEFINITIONS

2.1 In this Constitution unless the contrary intention appears –

"Amendments to the Constitution" shall include the expressions "repeal of existing Constitution", "the substitution by a new Constitution" and "the addition of new clauses".

"Committee" means the Management Committee of the Society.

"Constitution" shall have the same meaning as "Rules" specified and referred to as such within the Act.

"Clauses" mean distinct parts of the Constitution as divided into sections and identified by numbers.

"Sub-Clauses" mean parts of clauses divided into paragraphs and identified by numbers and/or letters of the alphabet.

"Financial Year" shall conform to section 3(1) of the Act and so specified in clause 19 of this Constitution.

"Special Resolution" for the purpose of section 24 of the Act, a resolution is a special resolution if it is passed by a majority of not less than three-fourths (3/4ths) of the members present at the meeting who are entitled under this Constitution to vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

"the Act" means the Associations Incorporation Act 1987 as amended from time to time.

2.2 In all other respects the interpretation of clauses of this Constitution shall be determined by the Chairperson having regard to the Act itself.

3. OBJECTS

The objects of the Society are –

- 3.1 To encourage the study and writing of Western Australia history in general and the Mundaring District in particular.
- 3.2 To collect, classify and preserve records relating to the history of the Mundaring District.
- 3.3 To publish articles and selected records or any other publications approved by the Society.
- 3.4 To interchange information among members of the Society by lectures, readings, discussions and exhibition of historical material.
- 3.5 To promote public interest in and support for the preservation of historical relics, including buildings and sites and the recognition of notable anniversaries in Australian history.
- 3.6 To operate and manage a historical museum or museums established by the Shire of Mundaring under the Local Government Act.
- 3.7 To promote social gatherings of members particularly excursions to historical sites.
- 3.8 To found, subsidise or contribute to any institution, scholarships or prizes to give effect to any of the objects specified herein.

4. POWERS

Subject to the Act and the provisions of this Constitution the Society shall have power to do all such things as are necessary or convenient for carrying out its objects and, in particular, may –

- 4.1 open and operate bank accounts;
- 4.2 invest its money in any security in which moneys may be invested or in any other manner authorised by the Constitution;
and
- 4.3 exercise such other powers as are laid down in section 13(1) of the Act.

5. NON-PROFIT

The property and income of the Society shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or otherwise distributed directly or indirectly to its members. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any member of the Society in return for any services rendered to the Society or expenses incurred on behalf of the Society, in the promotion of the objects of the Society.

6. CONTENTS OF MUSEUM(S)

6.1 The Society shall adopt a policy whereby all artefacts are donated to the Society as outright gifts without any right of revocation which shall also bind all heirs and successors of such donors.

6.2 No artefacts shall henceforth be accepted as being on loan to the Society except in exceptional circumstances whereby the Society may borrow items for display in an exhibition for specific purposes.

6.3 The term “artefacts” for the purpose of this clause shall mean –

an item of archaeological or historic interest, historical documents, photographs, paintings, newspapers and cuttings thereof being of historical interest and any item considered by the Committee to be of historical interest and value.

7. MEMBERSHIP

There shall be the following classes of members –

7.1 Ordinary Member

Persons over the age of sixteen (16) years may be eligible for membership and shall be elected as ordinary members as hereinafter provided and who have paid the annual subscription.

7.2 Junior Member

Persons who are attending educational institutions as full-time students may be eligible as junior members at the entire discretion of the Committee. Junior members shall have no voting rights and may not serve on the Committee unless, in exceptional circumstances, the Committee determines otherwise.

7.3 Life Member

Upon the recommendation of the Committee to the Annual General Meeting, the Society may elect any ordinary member as a Life Member who, in the opinion of the Society, has rendered outstanding service to the Society in furthering the objects of the Society. Such election shall be by a simple majority of members present and voting. Life members shall pay no annual subscription and shall be exempt from paying other fees and contributions. Life members shall be entitled to all the privileges of an ordinary member. Life members shall hold the honour during the lifetime of such member.

8. ELECTION OF MEMBERS

- 8.1 A person may apply for ordinary or junior membership of the Society in the manner and form of application as shall be prescribed by the Committee.
- 8.2 The Secretary shall submit all applications to the Committee who shall consider each and every application and may refuse to grant membership without giving any reason for such refusal. Provided that the Committee may, when requested and at its entire discretion, disclose its reasons for refusing membership.
- 8.3 Upon acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be a member of the Society in the class applied for.
- 8.4 The names of all new members shall be announced at the next ordinary general meeting.

9. REGISTER OF MEMBERS

- 9.1 The Secretary, or the Treasurer as may be decided by the Society, shall keep and maintain in an up to date condition a register of members of the Society and their postal and residential addresses and telephone numbers. Upon the request of a member of the Society the Secretary, or the Treasurer as the case may be, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register.
- 9.2 The Secretary, or the Treasurer as the case may be, shall cause the name of the person who dies or ceases to be a member under clauses 10, 11 and 12 of this Constitution to be deleted from the register of members referred to in sub-clause (a) above.

10. SUBSCRIPTIONS

- 10.1 Members shall from time to time at a general meeting determine the amount of subscription to be paid by ordinary and junior members.
- 10.2 Subscriptions shall fall due on the first day of July in each year.
- 10.3 Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Society. Provided always that the Committee may reinstate a person's membership on such terms as it thinks fit and on payment of all arrears.
- 10.4 A financial member shall be one whose subscription is not more than three (3) months in arrears.

11. RESIGNATION

- 11.1 A member may resign at any time by sending a written notice of resignation to the Secretary.
- 11.2 Any member who ceases to be a member under sub-clause (a) above shall be liable to any outstanding subscription.

12. EXPULSION OF MEMBER

If any member shall be guilty of an act which, in the opinion of the Society, renders it undesirable that that person shall continue as a member, the Society, in a special general meeting called for the purpose, may expel such offending member and strike that person's name from the register of members. Voting in this instance shall be by secret ballot. Provided that the member upon whom the expulsion has been served shall have the right to appear before the special general meeting called to consider the expulsion to present a case in defence.

13. MANAGEMENT COMMITTEE

- 13.1 The affairs of the Society shall be managed by a Committee of Management consisting of –
 - a President
 - two (2) Vice Presidents
 - a Secretary
 - a Treasurer and
 - three (3) other persons.
- 13.2 All office bearers and other persons so elected shall be known collectively as Committee members.

- 13.3 All Committee members shall be financial members of the Society elected to membership of the Committee at an Annual General Meeting or appointed under sub-clause (f) hereunder and/or clause 14(d) of this Constitution.
- 13.4 Committee members shall hold office until the rising of the next Annual General Meeting but may offer themselves for re-election.
- 13.5 The position of any member of the Committee shall become vacant if he/she resigns, fails to attend three (3) consecutive meetings without satisfying the Committee and he/she had good reason for failure to attend, or ceases to be a financial member.
- 13.6 The Committee may appoint a member of the Society to fill a casual vacancy and such member shall hold office until the rising of the next following Annual General Meeting and shall be eligible for election as a member of the Committee.

14. ELECTION OF COMMITTEE

- 14.1 Members shall be elected to the Committee at the time of the Annual General Meeting upon the Chairperson calling for nominations from the floor for each and every position on the Committee.
- 14.2 In the event of there being more than one nomination for each office bearer and there being more nominations for the number of other Committee members required the election shall be by a show of hands or by a ballot at the request of at least five (5) financial members present. Should there be a tie the Chairman shall have a casting vote.
- 14.3 In the case of an election by ballot two (2) scrutineers shall be appointed by members present at the meeting. Following the election and the result being announced by the Chairperson the appointed scrutineers shall forthwith destroy all ballot papers.
- 14.4 The Committee shall have power to fill any vacancy which remains unfilled at the time of the Annual General Meeting.
- 14.5 Only financial members shall be eligible for election to the Committee.

15. PROCEEDINGS OF COMMITTEE

- 15.1 The Committee shall meet at least four times a year or at such other times as the President may see fit.
- 15.2 The Secretary shall give notice to all Committee members of the date, time and venue for the holding of such meetings.
- 15.3 Subject to the provisions of this Constitution the procedure and course of business to be followed at Committee meetings shall be determined by the Committee.
- 15.4 Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes the Chairperson shall have a casting vote in addition to a deliberate vote.
- 15.5 A special Committee meeting shall be called by the Secretary upon receiving the written request of three (3) Committee members. Such special Committee meeting shall be held not later than ten (10) days following receipt of such request. Only the business for which such special Committee meeting is called, as expressed in the request, shall be discussed and no other matter whatsoever shall be permitted.
- 15.6 A member of the Committee having any direct or indirect pecuniary interest in a contract or proposed contract made by or in the contemplation of the Committee shall disclose that interest to the Committee as required by the Act and shall not take part in any deliberations or vote with respect to that contract.
- 15.7 A quorum of the Committee shall be a majority of the composition of the Committee duly elected as such at the time of the Annual General Meeting or by the Committee in filling vacancies pursuant to clause 14(d) of this Constitution.

16. GENERAL MEETINGS

16.1 Annual General Meetings

- 16.1.1 This shall be held on the first Saturday in August each year at a time preceding the ordinary general meeting for that month.
- 16.1.2 Notice of the time and date shall be given to all members present at the July ordinary general meeting with the Secretary taking steps to notify all members not present at that July meeting.

16.1.3 Any financial member shall be entitled to move motions at the Annual General Meeting by giving notice to the Secretary of such motions at least seven (7) days before the date fixed for the meeting.

16.1.4 The order of business shall be –

Attendance and Apologies

Confirmation of the minutes of the previous Annual General Meeting

Matters arising therefrom

The President's Address

The Treasurer's Report with an audited financial statement of accounts

The appointment of an Auditor

The election of the Committee for the ensuing year

Motions for which due notice has been given

Any other business permitted by the Chair.

16.2 Ordinary General Meeting

16.2.1 The ordinary general meeting is to be held once a month at a time and place determined by resolution at the Annual General Meeting.

16.2.2 The proceedings of ordinary general meetings shall be determined by the President, or whoever occupies the Chair, and shall consist mainly of announcements of general interest to members. The Chairperson may permit discussion on matters of general interest but no motion shall be discussed or voted upon which shall be exclusively reserved for Annual General Meetings or Special General Meetings.

16.3 Special General Meetings

16.3.1 The Secretary shall convene a special general meeting as directed to do so by the President or by the Committee or by at least six (6) financial members of the Society who shall specify in such request the purpose or purposes for which the special general meeting is to be convened.

- 16.3.2 The meeting shall be held not less than twenty-one (21) days from the date on being directed or requested to do so.
- 16.3.3 The President shall determine and direct the Secretary on how to give due notice to all members by an announcement at a previous general meeting and verbally or by telephone or by written notice in the post to those members not present at the general meeting when the announcement of the convening of such special general meeting was made. By the aforesaid action it shall be deemed that all members shall have due notice of the meeting.
- 16.3.4 In giving such notice the Secretary shall state the purpose for which the meeting is being called.
- 16.3.5 Only the business or purpose for which the meeting is called as expressed in the notice shall be transacted and no other matter whatsoever shall be permitted.

17. QUORUM AND PROCEEDINGS AT ALL GENERAL MEETINGS

- 17.1 The quorum for all general meetings shall be eight (8) financial members present and entitled to vote.
- 17.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place or as decided by the President if the date and time is not suitable or the venue is not available for such adjourned meeting. If at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members who are present in person may nevertheless proceed with the business of that meeting as if a quorum were present.
- 17.3 At a general meeting an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and a Special Resolution put to the vote shall be decided either by a ballot in accordance with section 24 of the Act as defined in clause 2(a) of this Constitution; or by a show of hands at the discretion of the Chairperson. Notwithstanding the foregoing a ballot may be demanded during the meeting by at least six (6) financial members present at the meeting.
- 17.4 A ballot so demanded shall be taken in such manner as the Chairperson directs.

17.5 The declaration of the Chairperson of the result of any such ballot shall be evidence of the matter so declared.

18. MINUTES OF ALL MEETINGS

18.1 The Secretary shall cause proper minutes of all proceedings of all general meetings and all Committee meetings to be taken and then to be entered within thirty (30) days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for the purpose.

18.2 The Chairperson shall see that the minutes kept pursuant to this clause are correct, and shall be signed as correct by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

18.3 Where the minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was duly convened and held, and all proceedings recorded as taking place at the meeting have duly taken place, and that all appointments made at the meeting have been validly made.

19. FINANCIAL YEAR

The financial year shall be from the 1st day of July to the 30th day of June in the following year.

20. SUB-COMMITTEES AND CO-OPTION

20.1 The Society shall have power to appoint sub-committees for specific purposes and shall issue terms of reference for the sub-committee to report back to the Society at a general meeting with recommendations for adoption or otherwise.

20.2 At any general meeting the Society may co-opt members to serve on the Committee in special circumstances and only for the period in which it is necessary to co-opt such member.

21. VOTING RIGHTS

Subject to this Constitution each member present in person at a general meeting shall be entitled to one vote. Provided that such person is a financial member.

22. DUTIES OF OFFICE BEARERS

22.1 The President

- 22.1.1 He/she shall take the Chair at all general and Committee meetings at which he/she is present.
- 22.1.2 He/she shall be responsible for the proper conduct of the Society's affairs as set out in the Constitution.
- 22.1.3 He/she shall co-ordinate policy as approved by the Society and shall be responsible for good publicity bringing the aims and objects of the Society before the public in appropriate cases.
- 22.1.4 He/she shall be ex officio a member of all sub-committees appointed pursuant to clause 20 of this Constitution.
- 22.1.5 When in attendance at sub-committee meetings he/she shall have full voting rights as an ordinary member and shall be counted in the normal way for matters such as quorum.

22.2 The Vice Presidents

- 22.2.1 The two Vice Presidents shall be classified into Senior and Junior relative to the date of their appointments.
- 22.2.2 They shall assist the President in his/her duties.
- 22.2.3 In the absence of the President the Senior Vice-President shall chair the meeting. In the absence of both President and Senior Vice President the Junior Vice-President shall preside.
- 22.2.4 In the event of all three of the aforesaid officers being absent the meeting shall appoint a chairperson.
- 22.2.5 Either of the Vice Presidents may deputise for the President.

22.3 The Secretary

Subject to the control of the Committee he/she shall –

- 22.3.1 Attend all meetings of the Society, all committee and sub-committee meetings and shall keep full and correct minutes of the proceedings of all such meetings.

- 22.3.2 Conduct the correspondence of the Society and have custody of all documents, records and registers of the Society and the common seal pursuant to Clause 27 of this Constitution.
- 22.3.3 Maintain in an up-to-date condition, the Constitution of the Society and upon the request of a member shall provide a copy of the Constitution free of charge.
- 22.3.4 Maintain a record of the names and residential or postal addresses as well as telephone numbers of the office bearers and Committee members pursuant to clause 13 of this Constitution. Such record or records shall be made available to any member upon request to the Secretary; and
- 22.3.5 Perform such other duties usually associated with the office of secretary as may be required by the Committee.

22.4 The Treasurer

Subject to the control of the Committee he/she shall –

- 22.4.1 Keep correct accounts and books of the Society, which explain the financial transactions and financial position at all times.
- 22.4.2 Keep the accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited.
- 22.4.3 Collect and bank all monies received and give proper receipts for same.
- 22.4.4 Arrange all payments and disbursements authorised by the Society.
- 22.4.5 Arrange and submit financial statements to the Committee and to all ordinary general meetings of the Society in such form as directed by the Society.
- 22.4.6 Open bank accounts or such other investment accounts for the purpose of earning higher rates of interest as authorised by the Society.

- 22.4.7 At the close of each financial year to prepare and submit for audit for subsequent submission to the Annual General Meeting together with the Auditor's report (if any) a financial statement showing the financial position of the Society at the end of the immediately preceding financial year. If directed by the Society he/she shall also submit a Treasurer's report to explain the financial transactions of the Society.
- 22.4.8 On the authority of the Committee, or the Society at a general meeting as the case may be, to arrange for any two of the following –
- the President, Secretary and Treasurer to sign cheques on the bank account(s) and withdrawal forms on investment accounts.
- 22.4.9 Have custody of all securities, books and documents relating to the financial affairs of the Society, and
- 22.4.10 Perform such other duties usually associated with the office of Treasurer as may be required by the Committee.

23. RESCISSION OF RESOLUTIONS

- 23.1 No resolution of the Society shall be rescinded at any subsequent meeting except by notice of motion setting out the proposed rescission being given to the Secretary at least fourteen (14) days before the date of the meeting at which the proposal is to be considered.
- 23.2 The Secretary shall give in writing to every member due notice of such proposed rescission at least seven (7) days before the date of the meeting.
- 23.3 At the time of the proceedings of the meeting when the proposed rescission is put for determination the Chairperson shall call for a seconder. Upon a seconder coming forward the proposal shall be open for debate for and against and subsequently put to the vote. In the event of the motion to rescind a resolution not being seconded, it shall lapse and not be proceeded with.
- 23.4 Voting in this instance shall be by a show of hands with a simple majority determining the outcome of the proposed rescission.

24. GENERAL MATTERS

Headquarters of the Society –

These shall be in the town of Mundaring in the premises known as “Mundaring and Hills Historical Centre”.

25. THE CONSTITUTION

This Constitution shall bind the Society and every member to the same extent as if they had respectively signed and sealed it and agreed to be bound by all the provisions thereof.

26. AMENDMENTS TO THE CONSTITUTION

26.1 Subject to approval by a special resolution of members of the Society the Constitution may be amended on the recommendation of the Committee or on a motion duly and properly submitted by a financial member.

26.2 Any amendment shall be considered and adopted at the Annual General Meeting or a Special General Meeting called for the purpose pursuant to clause 16(c) of the Constitution. Provided that the sub-clauses hereinafter of this clause 26 are adhered to.

26.3 Notice of the proposed amendments shall be given by the Secretary by a notice published in a local newspaper or by other means pursuant to clause 16(c) paragraph (iii) of the Constitution setting out the proposed amendments not less than twenty-one (21) days prior to the date fixed for the meeting at which the amendments are to be considered.

26.4 At any general meeting of the Society at which any notice of motion to amend the Constitution is being considered it shall be competent for any member to move an amendment to such motion without giving prior notice thereof provided that in the opinion of the Chairperson the proposed amendment is relevant to the subject matter of the motion and is not a direct negative to the motion.

26.5 Amendments passed by a general meeting of the Society shall be subject to and conditional upon the submission of such amendments being lodged within one month from the date of the meeting with the Commissioner for Corporate Affairs pursuant to the provisions of the Act.

26.6 Such lodgement shall be accompanied by a certificate signed by a member of the Committee certifying that the special resolution was duly passed and that the amendments conform to the requirements of the Act.

- 26.7 Should the aforesaid lodgement be made by post it shall be posted by "Certified Mail", or such other means substituted therefore by Australia Post, and a receipt for delivery be requested and paid for.
- 26.8 Should the aforesaid lodgement be personally delivered to the office, wherever situated, of the Corporate Affairs Department the person so making such lodgement shall inform the Secretary in writing of the date such lodgement was made.
- 26.9 No amendments shall be brought into force or have effect until and unless they shall have been so lodged pursuant to the aforesaid sub-clauses (g) and (h) of this clause 26. The date bringing into force such amendments shall be the date of receipt acknowledging the relevant documents by the Corporate Affairs Department.

27. COMMON SEAL

- 27.1 The Society shall have a common seal in which its corporate name shall appear in legible characters.
- 27.2 The common seal shall not be used without the express authority of the Society and every use of the common seal shall be recorded in the minute book referred to in clause 18 of this Constitution.
- 27.3 The affixing of the common seal of the Society shall be witnessed by the President and Secretary or such other officers duly appointed to act in either of these two posts.
- 27.4 The common seal shall be kept in the custody of the Secretary.

28. DISSOLUTION

- 28.1 If the Society is solvent and able to meet all its debts and liabilities it may be dissolved and wound up by a special resolution carried by a three-fourths (3/4ths) majority of financial members present and voting at a special general meeting called for such purpose.
- 28.2 The Society shall cause a copy of a special resolution passed under the aforesaid sub-clause (a) above to be lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the special resolution.

- 28.3 If at the dissolution or winding up of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to the Shire of Mundaring to be held in trust by a Museum Management Committee to be established by and under the control of the Shire of Mundaring for the preservation of the national heritage at the local level for the people of Mundaring and the district of Mundaring.
- 28.4 Dissolution pursuant to the voluntary winding up of the Society shall take effect upon the establishment of the aforesaid Museum Management Committee by the Shire of Mundaring.
- 28.5 If for any reason the Society is unable to meet and pass a special resolution pursuant to sub-clause (a) of this clause 28 any member remaining on the register of members may invoke the provisions of section 31 of the Act and petition the Supreme Court for a compulsory winding up of the Society.

CERTIFICATE

CERTIFIED THAT this Constitution was adopted by the Society at a general meeting held on the 7th day of October 1989.