



**THE HERALDRY & GENEALOGY SOCIETY OF
CANBERRA INCORPORATED**

CONSTITUTION

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Australian Capital Territory Associations Incorporation Act 1991

Constitution of The Heraldry & Genealogy Society of Canberra Incorporated

1. Name

1.1. The name of the Association is "The Heraldry & Genealogy Society of Canberra Incorporated" (HAGSOC) (hereinafter called "the Society").

2. Interpretation

2.1. This Constitution shall be construed with reference to the *Associations Incorporation Act 1991* and the *Australian Charities and Not-for-profits Commission Act 2012*. Terms used herein shall be taken as having the same meanings as they have when used in the relevant Act and the Regulations made thereunder unless the contrary intention appears.

2.2. In the interpretation of this Constitution except where excluded by the context:

- (1) "**By-laws**" means the By-laws of the Society made pursuant to Clause 31 or as are authorised by this Constitution;
- (2) "**financial year**" means that period of 12 months ending on June 30 in each year;
- (3) "**Honorary Life Member**" means a person elected to this class of membership pursuant to Clause 9;
- (4) "**member**" means a person who has been admitted to any one of the classes of membership of the Society referred to in Clause 7;
- (5) "**Ordinary Member**" means a person admitted to this class of membership pursuant to Clause 8;
- (6) "**person**" includes an organisation being incorporated;
- (7) "**the Act**" means the Australian Capital Territory *Associations Incorporation Act 1991*;
- (8) "**the Council**" means the Council of the Society constituted pursuant to Clause 19;
- (9) "**the Society**" means The Heraldry & Genealogy Society of Canberra Incorporated (HAGSOC);
- (10) "**the Territory**" means the Australian Capital Territory;
- (11) words in the singular include the plural and words in the plural include the singular; and
- (12) "**the ACNC Act**" means the *Australian Charities and Not-for-profits Commission Act 2012*.

3. Application of Income and Property of the Society

3.1. The income and property of the Society however derived shall be applied solely towards the promotion of the objects of the Society as set forth herein and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Society or to any member thereof or any other person in return for any service actually rendered to the Society nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate charged by bankers in Canberra on overdraft accounts on money borrowed from

any member of the Society or reasonable and proper rent for premises demised or let by any member of the Society.

4. *Distribution of Property Upon Winding Up*

4.1. If, upon the winding up or dissolution 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 some other institution or institutions having objects similar to the objects of the Society, which is charitable at law and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 3 hereof, such institution or institutions to be nominated by special resolution of the Society.

5. *Objects*

5.1. The objects of the Society are:

- (1) to promote, develop, foster and support the study and preservation of family history, genealogy, heraldry and allied subjects;
- (2) to assist members and the general public in research into family history, genealogy, heraldry and allied subjects;
- (3) to encourage and assist members in the production and publishing of literary works;
- (4) to promote, develop, foster and support the establishment of advisory and other services for the benefit of members and the general public;
- (5) to establish, operate and maintain a library and to furnish and equip reading rooms for the benefit of members and the general public;
- (6) to promote, develop, foster and support the establishment of such other facilities as are deemed necessary or desirable in the interests of members and the general public;
- (7) to conduct and maintain the facilities referred to in the immediately preceding sub-clause or to assist in their conduct and maintenance;
- (8) to maintain close co-operation and liaison with other societies and organisations having similar objectives and aims as set forth in paragraphs (1) and (2) of this Clause.
- (9) to print, publish, acquire or dispose of books, journals, magazines, articles, reports and monographs and any other requisites and materials of every description relating to or for the purposes of the Society;
- (10) to affiliate with and enter into arrangements of a co-operative nature with organisations having objectives and purposes similar to those of the Society for the purposes of assisting the Society to further its objects and carry out its purposes; and
- (11) for the purposes of furthering the objects of the Society to carry on any other activities which may seem to the Society capable of being conveniently carried on in connection therewith or which may directly or indirectly further those objects.

6. *Powers*

6.1. The Society shall have the following powers:

- (1) to carry out all or any of the above objects either alone or in conjunction with other bodies, authorities or persons;
- (2) to accept donations, bequests, legacies and all forms of gifts of property, real or personal, to assist the Society to further its objects and carry out its purposes;
- (3) to purchase, take on lease, licence or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Society provided that in case the Society shall take or hold any property which may be subject to any trusts, it shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (4) to enter into any arrangements with any government or government institution, municipal, local or other authority, that may seem appropriate to enable the Society to carry out its objects or any of them, to seek and obtain from any such government, government institution or authority any rights, privileges and concessions which the Society may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements rights, privileges and concessions;
- (5) to appoint, employ, suspend or remove such managerial, secretarial, clerical and other staff as may be necessary or convenient for the purposes of the Society;
- (6) to invest and deal with money of the Society not immediately required in accordance with the provisions of the *Trustee Act 1925*;
- (7) to borrow any moneys required for the purposes of the Society upon such security as may be determined or without security and to make, accept and endorse cheques, promissory notes, bills of exchange and other negotiable instruments;
- (8) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (9) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others;
- (10) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;
- (11) to take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in sub-Clause 6.3;
- (12) to print and publish any newspapers, periodicals, books, journals, magazines, articles or leaflets that the Society may think desirable for the promotion of its objects;
- (13) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society;
- (14) to make, amend and repeal By-laws.

In interpreting any of the Society's Objects or Powers set forth in Clauses 5 and 6 the meaning thereof shall not be restricted by reference to any other object or power or by the juxtaposition of two or more objects or powers.

7. Membership

7.1. There shall be 2 classes of members, namely:–

- (1) Ordinary Members; and
- (2) Honorary Life Members.

8. Ordinary Members

8.1. Any person who, or any organisation being incorporated, which satisfies the Council that they are interested or concerned in the activities of the Society and are of good repute may apply to be admitted as an Ordinary Member.

8.2. An organisation being incorporated admitted to membership pursuant to sub-Clause 8.1 may appoint one such person as it thinks fit to act as its representative at a particular general meeting or at all general meetings.

8.3. A person appointed pursuant to sub-Clause 8.2 may, whilst their appointment shall remain unrevoked, attend and take part in the proceedings at a general meeting in the same manner as the Ordinary Member could do if personally present.

8.4. Any organisation being unincorporated which satisfies the Council that it is interested or concerned in the activities of the Society and is of good repute, may appoint one delegate to the Society. Such delegate shall thereupon be eligible to apply to be admitted as an Ordinary Member.

9. Honorary Life Members

9.1. Upon the recommendation of the Council, the Society in general meeting may elect as an Honorary Life Member any person who, in its opinion, has rendered outstanding and distinguished service to the Society.

9.2. An Honorary Life Member shall not be liable to pay any subscription to the Society.

10. General Provisions as to Membership

10.1. All applications for membership shall be in writing in such form accompanied by the subscription and/or fee payable by the applicant together with such evidence as to eligibility as the Council may from time to time prescribe.

10.2. All members shall be deemed to have agreed to be bound by this Constitution and the By-Laws made thereunder and to observe all the provisions thereof.

10.3. An organisation being an unincorporated body having the right under this Constitution to appoint a delegate, shall, upon exercising that right, be deemed to have agreed to be bound by this Constitution and the By-laws made thereunder and to observe all the provisions thereof.

10.4. If at any time after a delegate referred to in sub-Clause 8.4 has been admitted to membership, the organisation becomes incorporated, the delegate shall *ipso facto* cease to be an Ordinary Member and that organisation shall be eligible to apply to be admitted as an Ordinary Member. Upon the application of such an organisation being lodged with the Secretary, it shall be deemed to be so admitted.

10.5. No act done by a person appointed pursuant to either sub-Clause 8.2 or 8.4 shall be rendered invalid by revocation of appointment of the said person unless notice of such revocation shall have been lodged with the Secretary prior to the doing of the said act.

10.6. Notice of the appointment of a person pursuant to either sub-Clause 8.2 or 8.4 or of the revocation of such an appointment shall be in writing executed by the Ordinary Member or unincorporated organisation as the case may be, and lodged with the Secretary.

10.7. Upon the lodgement with the Secretary of a notice of revocation of an appointment made pursuant to sub-Clause 8.2 or 8.4, the person named therein shall cease to be the duly appointed representative of an Ordinary Member or an Ordinary Member as the case may be.

10.8. All members irrespective of the class of membership to which they have been admitted, shall be entitled to notice of general meetings and to attend thereat and be heard.

10.9. All members shall:

- (1) be entitled to exercise all of the rights and privileges of a member;
- (2) be entitled to vote at general meetings or to appoint proxies to vote on their behalf at such meetings;
- (3) subject to sub-Clause 10.10, be entitled to hold office as members of the Council; and
- (4) be entitled to nominate a person for election as a member of the Council or to second such a nomination.

10.10. A person appointed pursuant to either sub-Clause 8.2 or 8.4 shall not be eligible to hold office as a member of the Council.

11. Subscriptions

11.1. The fee payable by a person upon being admitted as an Ordinary Member shall be the fee set forth in the By-laws.

11.2. The fee may include a joining fee and a periodic rate of subscription and may set different charges for different categories of members.

11.3. If an Ordinary Member has not renewed their subscription, then after three months from the date of expiry of the period of their subscription, they shall cease to be a member.

12. Liability of Members

12.1. The liability of an Ordinary Member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges or expenses of its winding up is limited to the amount, if any, unpaid by the Ordinary Member in respect of his membership of the Society as required by Clause 11. An Honorary Life Member has no liability to make such a contribution.

13. Cessation and Suspension of Membership

13.1. Any member desiring to resign from the Society shall give notice in writing to that effect to the Secretary and thereupon shall cease to be a member but shall still be liable to pay to the Society all amounts owing to it at the date of their ceasing to be a member.

13.2. If in the opinion of the Council a member has:

- (1) persistently and wilfully refused to comply with this Constitution and the By-laws made thereunder;
- (2) been guilty of conduct prejudicial to the interests of the Society; or

- (3) been convicted of a criminal offence carrying a maximum penalty of 2 or more years imprisonment,

the Council may subject to the provisions of this Clause, resolve to reprimand the member, suspend the member from membership for such period as it sees fit or expel the member from membership of the Society.

13.3. A resolution of the Council under sub-Clause 13.2 is of no effect unless the Council at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-Clause 13.4 confirms the resolution in accordance with this Clause.

13.4. Where the Council passes a resolution under sub-Clause 13.2 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member in accordance with Clause 32:

- (1) setting out the resolution of the Council and the grounds on which it is based;
- (2) stating that they may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (3) stating the date, place and time of that meeting; and
- (4) informing the member that they may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.

13.5. Subject to Section 50 of the Act, at the meeting of the Council referred to in sub-Clause 13.3, the Council shall:

- (1) give to the member mentioned in sub-Clause 13.2 an opportunity to make oral representations;
- (2) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
- (3) by resolution determine whether to confirm or revoke the resolution of the Council made under sub-Clause 13.2.

13.6. Where the Council confirms a resolution under sub-Clause 13.2 the Secretary shall within 7 days thereafter by notice in writing inform the member of that confirmation and of the member's right of appeal under Clause 14.

13.7. A resolution confirmed by the Council under sub-Clause 13.5 does not take effect:–

- (1) until the expiration of the period within which the member is entitled to appeal against the resolution where they do not exercise this right of appeal within that period; or
- (2) where within that period the member exercises their right of appeal, unless and until the Appeal Committee confirms the resolution in accordance with Clause 14.

13.8. Notwithstanding the foregoing provisions of this Clause, if a member is charged before a court with a criminal offence carrying a maximum penalty of 2 or more years imprisonment, then the Council may resolve to suspend their membership of the Society until such charge has been disposed of. If the charge against the member is dismissed, the suspension shall be deemed ipso

facto to have been lifted but if the member is convicted then the Council may act under sub-Clause 13.2.

14. The Appeal Committee

14.1. There shall be an Appeal Committee of the Society consisting of not less than 3 persons, none of whom may be a member of the Council.

14.2. The Council shall appoint the members of the Appeal Committee and each shall hold office until the conclusion of the first meeting of the Council after each annual general meeting and shall be eligible for re-appointment.

14.3. A member of the Appeal Committee shall be deemed to have vacated office if they:

- (1) cease to be a member;
- (2) become a person of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
- (3) become a member of the Council; or
- (4) resign the office by notice in writing to the Council.

14.4. The quorum for a meeting of the Appeal Committee shall be 2 members.

14.5. The Appeal Committee shall elect its Chairman. Each member of the Committee shall have one vote at a meeting thereof but in the event of there being an equality of votes, the Chairman shall have an additional vote which may be cast by them as they see fit.

14.6. A member aggrieved by a resolution of the Council which has been confirmed under sub-Clause 13.5 or passed pursuant to sub-Clause 13.8 may appeal to the Appeal Committee within 14 days after notice of the resolution is served upon him by lodging with the Secretary a notice to that effect.

14.7. Upon an appeal being lodged with the Secretary in accordance with sub-Clause 14.6 the resolution of the Council passed pursuant to sub-Clause 13.5 or sub-Clause 13.8 as the case may be, shall be stayed until the appeal is concluded, abandoned or discontinued.

14.8. Upon receipt of a notice under sub-Clause 14.6, the Secretary shall forthwith notify the Chairman who shall convene a meeting of the Appeal Committee to be held within 14 days after the Secretary received the notice or as soon as possible after that date.

14.9. The Secretary shall give to the member at least 7 days notice in writing of the date, time and place of the meeting at which the appeal will be heard.

14.10. Upon the hearing of an appeal pursuant to this clause a representative of the Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both.

14.11. Subject to the provisions of the Act, the decision of the Appeal Committee shall be final.

15. Annual General Meetings

15.1. The Society shall in addition to any other meeting it holds, hold an annual general meeting once in each calendar year within a period of 5 months after the expiration of each financial year.

15.2. Subject to sub-Clause 15.1, the annual general meeting shall be held on such date and at such place and time as the Council thinks fit.

15.3. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (1) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that date;
- (2) to receive from the Council reports on the activities of the Society during the last preceding financial year;
- (3) to elect members of the Council; and
- (4) to receive and consider the following:
 - (i) the audited Statements of the Society's accounts in respect of its last financial year; and
 - (ii) the auditor's report to the Society in relation to the Society's accounts for that financial year;
 - (iii) a report signed by two members of the Council stating:
 - (a) the name of each member of the Council of the Society during the last financial year and if different at the date of the report:
 - (b) the principal activities of the Society during the last financial year and any significant change in the nature of those activities that occurred during that year; and
 - (c) the net profit or loss of the Society for the last financial year.

15.4. An annual general meeting shall be specified as such in the notice convening it.

16. General Meetings – Calling Of

16.1. The Council may, whenever it thinks fit, convene a general meeting of the Society.

16.2. The Council shall on the requisition in writing of not less than 20 members convene a general meeting of the Society.

16.3. A requisition for a general meeting:

- (1) shall state the purpose or purposes of the meeting;
- (2) shall be signed by the requisitionists;
- (3) shall be lodged with the Secretary; and
- (4) may consist of several documents in like form, each signed by one or more of the requisitionists.

16.4. If the Council fails to convene a general meeting within one month after the date on which the said requisition is lodged with the Secretary, any one or more of the requisitionists may convene a meeting to be held not more than 3 months after that date.

16.5. A general meeting convened pursuant to sub-Clause 16.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

16.6. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Council to convene a general meeting shall be paid to the requisitionists by the Society.

17. Notice Applicable to all General Meetings

17.1. Except where the business proposed to be dealt with at a general meeting is a special resolution, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. In the case of the annual general meeting, such notice shall be accompanied by the documents referred to in sub-Clause 15.3(2) and (4).

17.2. Where the business proposed to be dealt with at the general meeting is or includes a special resolution, the Secretary shall at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner provided in sub-Clause 17.1 specifying in addition to the matter required under that sub-Clause the intention to propose the resolution as a special resolution.

17.3. Where a member has advised the Society in writing of their email address, sending the notice by email shall satisfy the provisions of sub-Clauses 17.1 and 17.2 as to the method of sending the notice.

17.4. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-Clause 15.3.

17.5. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that notice from the member in the notice convening the meeting.

18. Proceedings at General Meetings

18.1. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the provisions of this Clause, 20 members of the Society at the time when the meeting proceeds to business, present in person or by duly appointed representative and entitled to vote, shall constitute a quorum.

18.2. If a quorum is not present within half an hour from the time appointed for the meeting:

(1) where the meeting was convened upon the requisition of members – the meeting shall be dissolved; or

(2) in any other case:

(i) the meeting stands adjourned to such day, and at such time and place, as the Council determines or, if no determination is made by it, to the same day in the next week at the same time and place; and

(ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than 10) shall constitute a quorum.

18.3. The President shall preside as chairman at every general meeting or in the event of his absence, or if there is no President or if they are not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the Vice-President shall preside as chairman of the meeting. In the event of there being no Vice-President or if they are not present within 15 minutes of the time appointed for the holding of the meeting or decline to act, the members present shall elect one of their number to be chairman of the meeting.

18.4. The chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

18.5.

- (1) At any general meeting a resolution put to the vote of the meeting shall be decided on the show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) either by the chairman or by at least 3 members present in person or by proxy.
- (2) Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- (3) The demand for a poll may be withdrawn.

18.6. If a poll is duly demanded it shall be taken in such manner, and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

18.7. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

18.8. At any general meeting each member may vote in person or by proxy. On a show of hands every member present shall have one vote. On a poll every member present in person or by proxy shall be entitled to cast one vote on their own behalf and one vote for every member they represent by proxy. There shall be no limit on the number of proxies which may be held by a member.

18.9. No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

18.10. The instrument appointing a proxy shall be in writing or in the common or usual form under the hand of the appointer or their Attorney duly authorised. A proxy must be a member. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll and shall be in the following form or a form as near thereto as circumstances allow:—

<p>"The Heraldry & Genealogy Society of Canberra Incorporated (HAGSOC)</p> <p>I _____, of _____, being a member of The Heraldry & Genealogy Society of Canberra Incorporated hereby appoint, _____, of _____, as my proxy to vote for me and on my behalf at the annual general meeting/general meeting of The Heraldry & Genealogy Society of Canberra Incorporated to be held on the ____ day of _____ 20__, and at any adjournment thereof.</p> <p>Signed this ____ day of _____ 20__</p> <p>+ This form is to be used * in favour of / against the resolution.</p> <p>SIGNATURE OF ORDINARY/HONORARY LIFE MEMBER _____</p> <p>* Strike out whichever is not desired</p> <p>+ (To be inserted if desired. Unless otherwise instructed the proxy may vote as they think fit).</p> <p>NB A proxy must be a member."</p>
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18.11. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed shall be deposited with the Secretary not less than 48 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 48 hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.

18.12. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation has been received by the Secretary before the commencement of the general meeting or adjourned general meeting at which the instrument is used.

19. The Council of the Society

19.1. The Committee of the Society within the meaning of the Act shall for the purposes of this Constitution be known as the Council of the Society ("the Council").

19.2. The Council of the Society shall be composed of the following:

- (1) the President;
- (2) the Vice-President;
- (3) the Secretary;
- (4) the Treasurer; and

(5) 8 elected members.

19.3. Provided that they are not standing for re-election, the person retiring from office as President shall be known as the Immediate Past President and shall be an ex officio member of the Council until all positions are declared vacant at the annual general meeting following upon their retirement.

19.4. Neither a person appointed as a representative of an organisation being incorporated pursuant to sub-Clause 8.2 nor a person admitted as an Ordinary Member consequent upon their appointment as a delegate pursuant to sub-Clause 8.4, shall be eligible to hold office as a member of the Council.

19.5. Each member of the Council shall hold office until all positions are declared vacant at the annual general meeting following upon their election and each shall be eligible for re-election.

19.6. The Council shall have power at any time and from time to time to appoint a member to hold office as a member of the Council to fill a casual vacancy. Any person so appointed shall hold office only until the person in whose stead they were appointed would have vacated office.

19.7. The Society in general meeting may by ordinary resolution subject to Section 50 of the Act remove any member of the Council from office and may by ordinary resolution appoint another in his stead. Any person so appointed shall hold office only until the person in whose stead they were appointed would have vacated office and shall then be eligible for re-election.

19.8. A member of the Council shall be deemed to have vacated their office if they:

- (1) become prohibited from acting as a member of the Council by virtue of Section 63(1) of the Act;
- (2) become an insolvent under administration within the meaning of the Corporations Law;
- (3) cease to be a member;
- (4) become a person whose person or estate is liable to be dealt with under any law relating to mental health or become physically incapacitated to such an extent that they are permanently unable to perform their duties as a member of the Council;
- (5) resign their office by notice in writing to the Council;
- (6) are absent without permission of the Council from 3 consecutive meetings thereof;
- (7) are removed from office pursuant to sub-Clause 19.7;
- (8) become disqualified from holding office pursuant to sub-Clause 19.4; or
- (9) have a direct or indirect pecuniary interest in any contract or proposed contract to which the Society is or may be a party and fail to declare the nature of their interest as required by Section 65(1) of the Act.

20. Election of the Council

20.1. The election of the members of the Council shall take place at each annual general meeting.

20.2. If for any office no nomination is received or if insufficient nominations are received, the vacancy shall be deemed to be a casual vacancy and may be filled by the Council pursuant to sub-

Clause 19.6. Any person appointed by the Council pursuant to this sub-Clause shall hold office only until the conclusion of the annual general meeting following upon his appointment.

20.3. The By-laws may make provision for the following:

- (1) the mode in which nominations for election to office on the Council shall be made;
- (2) the closing of such nominations;
- (3) the manner of conducting elections and the determination of the result thereof;
- (4) any other necessary matters relating to such nominations and elections.

21. Powers and Duties of the Council

21.1. The business of the Society shall be managed by and vested in the Council which may exercise all such powers of the Society as are not required by the Act or this Constitution to be exercised by the Society in general meeting.

21.2. The Council may confer Fellowships and Honorary Fellowships upon persons who have rendered distinguished service to the Society and/or the cause of family history, genealogy or heraldry. The circumstances in which such Fellowships may be conferred, the maximum number each year and the procedure to be followed prior to the awarding thereof shall be set forth in the By-laws.

21.3. The Council may engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.

21.4. The Council shall cause minutes to be made:

- (1) of all appointments of officers;
- (2) of the names of members of the Council present at all general meetings and all meetings of the Council; and
- (3) of all proceedings of general meetings and of meetings of the Council.

21.5. The minutes referred to in the immediately preceding sub-Clause shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting and shall then be entered in the minute book.

22. Proceedings of the Council

22.1. The Council shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the Secretary on the instructions of the President or on the requisition of a member of the Council shall notify to members thereof.

22.2. Every member of the Council shall have one vote but in the event of there being an equality of votes the President or the person presiding at that meeting shall in addition have a casting vote.

22.3. Not less than 7 days notice shall be given to every member of the Council of any meeting thereof specifying the time, place and general nature of the business of such meeting but where the President considers an emergency exists they may take such steps as they consider necessary to notify members of the Council of the proposed meeting, notwithstanding that 7 days notice shall not have been given.

22.4. A member of the Council who is not within a 100 kilometre radius calculated from the General Post Office, Canberra shall not be entitled to receive notice of a meeting of the Council nor need the President give them any notification pursuant to sub-Clause 22.3.

22.5. A quorum for a meeting of the Council shall be one half in number of the members thereof for the time being or the closest whole number above that fraction.

22.6. The Council may act, notwithstanding any vacancy in its body, but if and so long as its number is reduced below 6 the Council may act for the purpose of:

- (1) dealing with business of an urgent nature;
- (2) filling a casual vacancy; or
- (3) summoning a general meeting of the Society, but for no other purpose.

22.7. At every meeting of the Council, the President shall preside unless they are unwilling to act or are absent, in which case the Vice-President shall preside. If the Vice-President is unwilling to act or is absent then after 10 minutes have elapsed after the time appointed for the meeting, the members of the Council present, provided they constitute a quorum, may elect one of their number as chairman of that meeting.

22.8. All acts done by any meeting of the members of the Council or by any person acting as a member thereof shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such members or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

22.9. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it has been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more members thereof.

23. Committees Of The Council

23.1. There shall be an Executive Committee composed of:

- (1) the President;
- (2) the Vice-President;
- (3) the Secretary;
- (4) the Treasurer; and
- (5) one other member of the Council elected by it.

23.2. The Executive Committee may exercise all the powers of the Council between meetings thereof.

23.3. The quorum for a meeting of the Executive Committee shall be 3.

23.4. The Council may delegate any of its powers to such other committees as it thinks fit from time to time. Any such committee shall consist of at least one member of the Council and such other persons as it may determine.

23.5. The powers and duties delegated to such a committee shall be upon such terms and conditions as the Council may determine including the fixing of a quorum for a meeting thereof.

23.6. The President shall be ex-officio a member of any such Committee.

23.7. The rules relating to the conduct of meetings of all committees and the records to be kept by them are the same as the rules relating to the conduct of meetings of the Council *mutatis mutandis*.

24. Other Office Bearers – Not Being Members of the Council

24.1. The Council shall appoint a member resident in the Territory as its Public Officer.

24.2. The office of Public Officer shall become vacant upon the happening of any of the events referred to in Section 64 of the Act.

24.3. When a vacancy occurs in the office of Public Officer, the Council shall within 14 days thereafter appoint another qualified member to fill the vacancy.

24.4. The Council may also appoint from time to time such other Office Bearers as it thinks necessary and desirable. Each such Office Bearer shall:

- (1) perform such functions as are determined by the Council; and
- (2) hold office during its pleasure.

25. Provisions Relating to the Secretary and the Treasurer

25.1. The duties functions and responsibilities of the Secretary and the Treasurer shall be set forth in the By-laws. Such By-laws may be supplemented by written directions issued by the Council from time to time.

25.2. Such duties, functions and responsibilities are in addition to those set forth in the Act and which are applicable to all members of the Council.

26. Accounts, Records and Other Documents of the Society

26.1. The Society shall cause proper accounts to be kept with respect to:–

- (1) all sums of money received and expended by the Society and the manner in respect of which the receipt and expenditure takes place;
- (2) all sales and purchases of real and personal property by the Society; and
- (3) the assets and liabilities of the Society.

26.2. Such accounts shall be kept in the manner required by the ACNC Act and Section 71(b) of the Act.

26.3. Such accounts together with all other accounting records of the Society shall be kept by the Treasurer and shall be open for inspection by members on reasonable notice being given to the Treasurer.

26.4. The minute books of the Society, its Register of Members and correspondence files shall be kept by the Secretary and shall be open to inspection by members on reasonable notice being given to the Secretary.

26.5. The Council shall from time to time in accordance with the provisions of the ACNC Act and Section 72 of the Act cause to be prepared and laid before the Society in general meeting such income and expenditure accounts, balance sheets and reports as are required thereby.

27. Funds of the Society – Source

27.1. The funds of the Society shall be derived from members' subscriptions, fees, sales of publications, appeals, functions, donations and the like together with interest received from its investments. Subject to Section 114 of the Act, the Council may determine other sources from which funds may be derived.

27.2. All money received by the Society must be deposited as soon as practicable and without deduction to the credit of a Society account at a financial institution that is Australian Prudential Regulation Authority (APRA) approved.

27.3. The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

28. Funds of the Society – Management

28.1. The management of the funds of the Society shall, subject to the Act and to any decision by the Society in general meeting, be vested in the Council. Such funds may only be used for the purposes set forth in sub-Clause 3.1.

28.2. All debits from a financial institution account kept by the Society shall be authorised by written or electronic method by any 2 of the Executive Committee referred to in sub-Clause 23.1.

28.3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of the persons referred to in sub-Clause 23.1 and if it is not so signed, the instruments shall not be treated as valid.

28.4. Any instructions to be given by the Society to any of its financial institutions shall be signed by any 2 of the persons referred to in sub-Clause 23.1 and if it is not so signed, the instructions shall not be treated as valid.

29. Audit

29.1. The accounts and financial records of the Society must be audited, at least annually, according to the audit requirements of the relevant governing body such as but not limited to the Australian Charities and Not-for-profit Commission or Access Canberra.

29.2. A suitable person(s) shall be appointed by the Council to perform this audit to the standard referred to in sub-Clause 29.1.

30. Common Seal

30.1. The Council shall provide for the safe custody of the common seal of the Society.

30.2. The common seal shall not be affixed to an instrument except by the authority of a resolution of the Council or of a Committee of the Council authorised by the Council in that behalf. Every instrument to which the common seal is affixed shall be signed by a member of the Council and shall be countersigned by another member thereof or by some other person appointed by the Council for the purpose.

31. By-Laws

31.1. The Council shall have power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Society's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such By-laws.

31.2. Notwithstanding sub-Clause 31.1, the Society in a general meeting may also amend or repeal any By-law made by the Council.

31.3. A By-law shall:

- (1) be subject to this Constitution;
- (2) be not inconsistent with any provision contained in the said Constitution; and
- (3) when in force, be binding on all members and shall have the same effect as this Constitution.

31.4. In the interpretation of any By-law except where excluded by the context words and phrases have the same meanings where used in this Constitution.

32. Notices

32.1. A notice may be given by the Society to any member either personally or by sending it by pre-paid post to them at their address shown in the Register of Members. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing pre-paying and posting a letter containing the notice and to have been received in the case of a notice of a general meeting on the next business day after its posting and in any other case at the time at which the letter would be delivered in the ordinary post.

32.2. Where a member has advised the Society of their email address, a notice shall be deemed to be effective by sending it by email to their email address and to have been received on the day after its sending.

32.3. The Council may from time to time provide for additional methods of service of notices.

32.4.

- (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to every member and to the Auditor for the time being of the Society.
- (2) No other person shall be entitled to receive notice of a general meeting.

33. Winding Up of the Library Fund

33.1. If the Library Fund is wound up or if the endorsement (if any) of the Society as a deductible gift recipient is revoked (whichever occurs first), any surplus assets of the Library Fund remaining after the payment of liabilities attributable to it shall be transferred to a society with similar objects, which is charitable at law, to which income tax deductible gifts can be made.

34. Amendment of this Constitution

34.1. This Constitution may only be altered in accordance with the provisions of Division 3.4 of Part III of the Act.

I, Richard Nicholas Reddan, the chairman of the general meeting of this Society held on 7 May 2019, DO HEREBY CERTIFY THAT this and the preceding 18 pages comprise the Constitution and Rules approved and adopted by Special Resolution as the Constitution and Rules of this Society in substitution for and to the exclusion of all the existing provisions of the Constitution and Rules.



DATED at Canberra this 7th day of May 2019