

CITY OF SOUTH PERTH HISTORICAL SOCIETY (INCORPORATED)
(Established 1989)

CONSTITUTION
(Rules)

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1. Name

The name of the Association shall be 'City of South Perth Historical Society' hereafter referred to as the 'Society' and to which the name or word 'Incorporated' or its abbreviation '(Inc)' shall be added.

2. Definitions

In these rules, unless the contrary intention appears-

Act means the Associations Incorporation Act 2015.

Annual general meeting means a meeting referred to in rule 19(1).

Commissioner means the person for the time being the Commissioner under section 153 of the Act.

Committee means the Management Committee of the Society.

Committee meeting means a meeting of the committee.

Committee member means a member of the committee.

Constitution shall have the same meaning as 'Rules' as specified and referred to as such within the Act, and amended from time to time under rule 42.

Financial records include-

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain-
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

Financial statements means the financial statements in relation to the Society required under Part 5 Division 3 of the Act.

Financial year, of the Society, has the meaning given in rule 34.

Member means a person (including a body corporate) as referred to in rule 5.

Register of members means the register of members referred to in section 53 of the Act.

Rules mean these rules of the Society, as in force for the time being.

Special general meeting means a general meeting of the Society other than the annual general meeting.

Special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act and rule 24.

3. Objects

The objects of the Society are:

1. To encourage the study and writing of Western Australian history in general and the City of South Perth's history in particular.
2. To collect, classify and preserve records relating to the history of the City of South Perth; including recordings of audio or video interviews, illustrations, maps, manuscripts and printed material.
3. To publish articles and selected records or any other publications approved by the Society.
4. To exchange information among members of the Society by lectures, readings, discussions and exhibitions of historical material.
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.
6. To operate and manage an historical museum(s) or gallery established within the City of South Perth.
7. To found, subsidise or contribute to any institution, scholarships or prizes to give effect to any of the objects specified herein.

4. Not-for-profit body

- (1) The property and income of the Society must be applied solely towards the promotion of the objects or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects and purposes.
- (2) A payment to a member out of the funds of the Society is authorised if it is:
 - (a) The payment in good faith to the member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business; or
 - (b) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Society.

5. Membership

The classes of membership of the Society are as follows:

1. Adult member: persons who are aged at least 18 years and who have ceased full-time study.

2. Student member: persons aged under 26 years who are enrolled at an educational institution as full-time students.
3. Family member: parents and those of their children who are below the age of 18 years.
4. Senior member: persons who have reached the age of 60 years.
5. Corporate member: those institutions, companies, bodies or groups of persons who wish to associate themselves with the Society in the preservation of the national heritage of the State of Western Australia.
6. Life member: upon the recommendation of the Committee to the Annual General Meeting, the Society may elect an adult member as a Life Member who, in the opinion of the Society, has rendered outstanding service to the Society. Such election shall be by a simple majority of members present and voting. Life members shall not be required to pay annual subscriptions and shall be exempt from paying other fees and contributions. However, for voting purposes a Life Member is deemed to be a financial member. Life members shall be entitled to all the privileges of an adult member. Life members shall hold the honour during the lifetime of such member.

6. Election of members

1. A person may apply for membership of the Society in the manner and form of application as prescribed by the Committee.
2. The Secretary shall submit all applications to the Committee who shall consider each application and may refuse to grant membership without giving any reason for such refusal. Provided the Committee may, when requested and at its discretion, disclose its reasons for refusing membership.
3. Upon acceptance of the application by the Committee and upon payment of the prescribed subscription, the applicant shall be a member of the Society in the class applied for.
4. A copy of the rules must be given to each person who becomes a member of the Society.

7. Register of members

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Society under section 53

of the Act to maintain the register of members and record in that register any change in the membership of the Society.

- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56 (1) of the Act to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Society.

8. Membership fees

- (1) The Committee shall from time to time determine the amounts of subscriptions to be paid.
- (2) Subscriptions shall fall due on the first day of October in each year.
- (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 that the committee may reinstate a person's membership on such terms as it thinks fit and on the payment of all arrears.
- (4) A financial member shall be one whose subscription is not more than three (3) months in arrears.
- (5) Members shall be encouraged to further the work of the Society by making donations to its funds in addition to their paying ordinary membership fees.

9. Cessation of membership

- (1) A person ceases to be a member when any of the following takes place-
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;

- (c) the person resigns from the Society under rule 10;
- (d) the person is expelled from the Society under rule 11;
- (e) the person ceases to be a member under rule 8(3).

10. Resignation

- (1) A member may resign from membership of the Society by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect-
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Society remains liable for any fees that are owed to the Society at the time of resignation.

11. Expulsion of member

If a member shall be guilty of an act which, in the opinion of the Society, renders it undesirable that the person shall continue as a member of the Society, a special general meeting shall be called for the purpose. The meeting may expel such offending member and strike that person's name from the register of members. 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. Voting in this instance shall be by secret ballot.

12. Committee

- (1) The Committee members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society.
- (2) Subject to the Act and these rules and any resolutions passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Society.
- (3) The Committee must take all reasonable steps to ensure that the Society complies with the Act and these rules.

13. Committee members

- (1) The affairs of the Society shall be managed by a Committee consisting of:
 - (a) President
 - (b) Vice-President
 - (c) Secretary

- (d) Treasurer
- (e) The Committee must determine the maximum number of members who may be ordinary Committee members.

- (2) All committee members shall be financial members of the Society and elected to membership of the Committee at an Annual General Meeting or appointed under rule 14(9).
- (3) That a retiring President would remain on the Committee as Past President for a further 12 months to ensure a smooth transition.
- (4) The position of any member of the Committee shall become vacant if such person resigns, fails to attend three (3) consecutive meetings without satisfying the Committee that such person had good reason for failure to attend, or ceases to be a financial member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (1) at the same time.
- (6) A person must not, without leave of the Commissioner, accept an appointment or act as a member of the committee of the Society (Section 39 of the Act):
 - (a) Who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - (b) Who has been convicted, within or outside the State, of-
 - an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - an offence under Part 4 Division 3 or section 127 of the Act.

Where a person is prohibited because they have been convicted of an offence they cannot be a committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a committee member for five years from their release from custody.

14. Election of Committee

- (1) Members shall be elected to the Committee at the time of the Annual General Meeting.
- (2) The term of office of a Committee member begins when the member-

- (a) is elected at an Annual General Meeting; or
 - (b) is appointed to the committee by the committee to fill a casual vacancy under rule 14(9).
- (3) A Committee member holds office until the position on the Committee is declared vacant at the Annual General Meeting
- (4) A Committee member may be re-elected.
- (5) Nominations for each position on the Committee shall be called for in the Secretary's advice to members of the calling of the Annual General Meeting. This advice shall reach members at least four (4) weeks prior to the Annual General Meeting, and nominations for membership of the Committee shall reach the Secretary at least seven (7) days prior to the Annual General Meeting.
- (6) In the event of there being more than one nomination for each officer bearer and there being more nominations for the number of the Committee members required, the election shall be by a show of hands or by a ballot. Should there be a tie, the Chairperson shall have a casting vote.
- (7) 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 declaration of the result by the Chairperson, the appointed scrutineers shall forthwith destroy all ballot papers.
- (8) At the Annual General Meeting, if there is no nomination received for a position, the Chairperson may call for nominations from the ordinary members at the meeting.
- (9) The Committee shall have power to fill any vacancy which remains unfilled at the time of the Annual General Meeting.
- (10) Only financial members shall be eligible for election to the Committee and only financial members shall vote in the election.

15. Committee membership ceases-

- (1) A person ceases to be a Committee member if the person-
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Committee; or
 - (c) becomes ineligible to accept appointment or act as a Committee member under section 39 of the Act; or
 - (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or

(e) fails to attend three (3) consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

(2) Under sections 41 of the Act, a person who ceases to be a member of the Committee, must as soon as practicable after their membership ceases, deliver to a member of the Committee all relevant documents and records they hold pertaining to the management of the Society's affairs.

16. Committee meetings

(1) The Committee shall meet at least four (4) times in each year on the dates and at times and places determined by the Committee.

(2) Special Committee meetings may be convened by the President or any other two (2) Committee members.

(3) The Secretary shall give notice, at least 48 hours, to all Committee members of the date, time and venue for holding the meeting and the general nature of the business to be conducted at the meeting.

(4) The procedure and course of the business to be followed at the Committee meetings shall be determined by the Committee.

(5) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

(6) 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 deliberative vote.

(7) A member of the Committee having a direct or indirect pecuniary interest in a contract made by or in contemplation of the Committee shall disclose that interest to the Committee as required under the Act and shall not take part in any deliberations or vote with respect to that contract.

(8) 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 under rule 14(9).

(9) If a quorum is not present within 30 minutes after notified commencement time of a Committee meeting-

(a) in the case of a special meeting – the meeting lapses; or

(b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

(10) If-

(a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under subrule (9)(b); and

(b) at least two (2) Committee members are present at the meeting, those members present are taken to constitute a quorum.

17. Minutes of all meetings

(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 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for the purpose.

(2) The Chairperson shall see that the minutes kept pursuant to this rule 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.

(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.

18. Sub-committees and co-option

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

(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.

19. General meetings

(1) Annual General Meeting

(a) The annual general meeting shall be held in November each year on a date to be fixed by the Committee.

(b) Notice of the time and date shall be advised to all members at least one (1) month prior to the date of the meeting.

- (c) A financial member may, by giving at least seven (7) days' notice to the Secretary, be entitled to move constitutional motions at the annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (ii) to receive the President's annual report;
 - (iii) to receive the Treasurer's report and audited financial statement of accounts (if required under Part 5 of the Act)
 - (iv) to appoint auditor/s for the ensuing year and the remuneration to be paid. Members of the Committee shall not be eligible for appointment as auditor/s;
 - (v) to elect the Committee for the ensuing year;
 - (vi) any other business of which notice has been given in accordance with these rules may be conducted at any annual general meeting.

20. Ordinary general meetings

- (1) The Society shall hold ordinary general meetings from time to time as determine by the committee.
- (2) The Society shall hold ordinary general meetings from time to time as determine by the Committee.
- (3) The proceedings of ordinary general meetings shall be determined by the President or whoever occupies the chair.

21. Special general meetings

- (1) The Secretary shall convene a special general meeting as directed so by the President or by the Committee or if requested by 20% of the members of the Society. The members shall specify in such request the purpose or purposes for which the special general meeting is to be convened.
- (2) The meeting shall be held not less than twenty one (21) days nor more than twenty eight (28) days from the date on being directed or requested to do so.
- (3) The President shall determine and direct the Secretary on how to give due notice to all members, by an announcement at a previous meeting and verbally or by written notice (electronic or hard copy), 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.

- (4) In giving such notice the Secretary shall state the purpose or purpose for which the meeting is being called.
- (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.

22. Quorum and proceedings at all meetings

- (1) The quorum for all general meetings shall be 10% of the financial members entitled to vote.
- (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 may nevertheless proceed with the business of that meeting as if a quorum were present.
- (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 51 of the Act and rule 24; or by a show of hands at the discretion of the Chairperson. Notwithstanding the forgoing a ballot may be demanded during the meeting by at least four (4) financial members present at the meeting.
- (4) A ballot so demanded shall be taken in such manner as the Chairperson directs.
- (5) The declaration by the Chairperson of the result of any such ballot shall be evidence of the matter so declared.

23. Voting rights

Subject to these rules each member present in person at a general meeting shall be entitled to one (1) vote. Provided that such a person is a financial member, and that those persons included within anyone 'family' or 'corporate' membership shall be entitled to only one vote for the whole family or corporate group.

24. Special resolutions

- (1) A special resolution is one that is passed:
 - (a) at a general meeting of the Society; and
 - (b) by the votes of not less than three-fourths (3/4ths) of the members of the Society who cast a vote at the meeting.
- (2) A special resolution is required if it is proposed at a general meeting:
 - (a) to affiliate the Society with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (3) Subrule (2) does not limit the matters in relation to which a special resolution may be proposed.

25. Rescission of resolutions

- (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.
- (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 the meeting.
- (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.
- (4) Voting in this instance shall be by a show of hands with a three-fourths (3/4ths) majority determining the outcome of the proposed rescission.

26. Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person, but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (3) The above subrules (1) and (2) apply to general meetings.

27. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rules (19)(20)(21) must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society not later than 24 hours before the commencement of the meeting.

28. Powers of the Committee

- (1) The committee members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Society.
- (3) The committee must take all reasonable steps to ensure that the Society complies with the Act, these rules and the by-laws (if any).

29. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

30. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Society that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

- the names and addresses of the persons who are members of its management committee; or hold other offices of the Society provided for by its rules;
- the name and address of any person who is authorised to use the common seal of the Society (if it has a common seal); and
- the name and address of any person who is appointed or acts as trustee on behalf of the Society.

31. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Society, under section 58(3) of the Act; or
 - (c) any other record or document of the Society.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Society; or
 - (b) that is related to complying with a requirement of the Act.

32. Publication by committee members of statements about Society business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Society at a general meeting or committee meeting unless-

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

33. Duties of office bearers

(a) President

- (1) Shall take the Chair at all general and Committee meetings at which he/she is present;
- (2) Shall be responsible for the proper conduct of the Society's affairs as set out in the constitution;
- (3) Shall coordinate 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;
- (4) Shall be an ex-officio member of all sub-committees appointed under rule 18; and
- (5) When in attendance at sub-committee meetings shall have full voting rights as an ordinary member and shall be counted in the normal way for matters such as quorum.

(b) Vice-President

- (1) Shall assist the President in his/her duties;
- (2) In the absence of the President the Vice-President shall chair the meeting. In the absence of the President and Vice-President the meeting shall appoint a chairperson: and
- (3) May deputise for the President.

(c) Secretary

Subject to the control of the Committee shall:

- (1) Attend all meetings of the Society, all Committee and subcommittee meetings and shall keep full and correct minutes of the proceedings of all such meetings;
- (2) Conduct the correspondence of the Society and have custody of all documents, records and registers of the Society and the common seal under rule 43;
- (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;

- (4) Maintain a record of the names and residential or postal addresses as well as telephone numbers of the office bearers and Committee members as required under rule 7. Such record or records shall be made available to any member upon request to the Secretary;
- (5) Perform such other duties usually associated with the office of Secretary as may be required by the Committee: and
- (6) In the absence of the Secretary the meeting shall appoint a person to act as and carry out the duties of the Secretary.

(d) Treasurer

Subject to the control of the Committee shall:

- (1) Keep correct accounts and books of the Society which explain the financial transaction and financial position at all times;
- (2) Keep the accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited;
- (3) Collect and bank all monies received and give proper receipts for the same;
- (4) Arrange all payments and disbursements authorised by the Society;
- (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;
- (6) Open bank accounts or such other investment account for the purpose of earning higher rates of interest as authorised by the Society;
- (7) At the close of each financial year to prepare and submit for audit and for subsequent submission to the Annual General Meeting together with the Auditor's report a financial statement showing the financial position of the Society at the end of the immediately preceding financial year. If directed by the Society shall also submit a Treasurer's report to explain the financial transactions of the Society;
- (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;
- (9) Have custody of all securities, books and documents relating to the financial affairs of the Society; and
- (10) Perform such other duties usually associated with the office of Treasurer as may be required by the Committee.

34. Financial year

The financial year shall be from the first day of October to the 30th day of September in the following year.

35. Resolving disputes

- (1) These rules set out the grievance procedures that apply to disputes-
 - (a) between members; or
 - (b) between one or more members and the Society.
- (2) A party to a dispute includes a person-
 - (a) who is a party to the dispute; and
 - (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

36. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 35(3), any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 39,the committee must not determine the dispute.

37. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 39.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

38. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (7) If a dispute cannot be resolved under the procedures set out in these rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act.

39. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a party to a dispute under rule 36(5)(b)(ii) or 37(3) - by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a party to a dispute under rule 36(5)(b)(ii); or
 - (b) a party to a dispute under rule 37(3) and the dispute is between one or more members and the Society.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not -
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

40. Contents of the museum(s) or gallery

The Society shall develop a policy relating to ownership of artefacts and other donations made to any museum(s) or gallery (under control of the Society) which may be established within the City of South Perth.

41. 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.

42. Amendments to the constitution

- (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 a motion duly and properly submitted by a financial member.
- (2) Any amendment shall be considered and adopted at the Annual General Meeting or a Special General Meeting called for the purpose under Rule 18(2). Provided that these subrules are adhered to.
- (3) Notice of the proposed amendments shall be given by the Secretary in writing to all members 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.

- (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.
- (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.
- (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.
- (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.
- (8) Should the aforesaid lodgement be personally delivered to the Commissioner, the person so making such lodgement shall inform the Secretary of the date such lodgement was made.
- (9) No amendments shall be brought into force or have effect until and unless they shall have been so lodged under subrules (7)(8).
- (10) The date of bringing into force such amendments shall be the date of receipt acknowledging the relevant documents from the Commissioner.

43. Common seal

- (1) The Society shall have a common seal in which its corporate name shall appear in legible characters.
- (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 rule 17.
- (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 posts.
- (4) The common seal shall be kept in the custody of the Secretary.

44. Dissolution

- (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

three-fourths (3/4ths) majority of financial members present and voting at a special general meeting called for the purpose.

- (3) The Society shall cause a copy of a special resolution passed under subrule (1) to be lodged with the Commissioner within fourteen (14) days after the passing of the special resolution.
- (4) 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 City of South Perth to be held in trust for the preservation of the national heritage at the local level for the people of the City of South Perth.
- (5) Dissolution pursuant to the voluntary winding-up of the Society shall take effect upon the acceptance of the Trustee responsibility by the City of South Perth.
- (6) If for any reason the Society is unable to meet and pass a special resolution subrule (1), any member remaining on the register of members under section 124(b) of the Act may invoke the provisions of section 123 of the Act and petition the Supreme Court for a compulsory winding-up of the Society.