

# Objects and rules of the Manly, Warringah and Pittwater Historical Society Incorporated

## I. Objects

The primary objects of the Society shall be:-

1. To encourage the study of the history of Manly, Warringah and Pittwater and its relationship with Australian history and history generally;
2. To interchange information among members of the Society by means of lectures, tours, readings, electronic communications, discussions and exhibitions of historical items;

The objects needed to allow us to fulfil our primary objects shall be:-

3. To compile authentic records relating to Manly, Warringah & Pittwater;
4. To collect and preserve for the use of the Society, books, manuscripts, newspapers, records, coins, medals, stamps, prints, pictures, slides, maps, relics and other cognate articles relating to the history of Manly, Warringah & Pittwater;

Other objects shall be:-

5. To encourage the preservation of the built, Aboriginal, movable and natural heritage of Manly, Warringah & Pittwater;
6. To undertake any other matters which are connected with the above objects.

## II. Rules

### 1. Membership

Membership of the Society shall be open to all persons subscribing to the rules and objects of the Society, provided that such persons pay all initial and recurring fees and costs as prescribed by the Society.

### 2. Register of Members

- (a) The Membership Secretary shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (b) The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

### 3. Fees. Subscriptions etc

- (a) A member of the Society shall, upon admission to membership, pay to the Society a fee of \$1.00 or, where some other amount is determined by the Committee, of that other amount.
- (b) In addition to any amount payable by the member under clause (a), a member of the Society shall pay to the Society an annual membership fee as determined by the Committee.
- (c) These fees shall be paid by all members within a reasonable time after they fall due.

- (d) The joining fee for any particular calendar year, may, at the discretion of the Committee, be waived for all new members for that year.
4. Disciplining of Members
- (a) Any member accused of misconduct, consistent failure to pay the fees prescribed in clause 3, or conduct contrary to the interests of the Society shall be required to answer such charges before the Committee, provided that the member accused is given a full and proper opportunity to answer the charges made.
- (b) Upon hearing the charges the Committee may find the charges either proved or not and may make such orders as it sees fit, including permanent or temporary suspension of the member's membership.
- (c) A member may appeal against the decision of the Committee and within a reasonable period, after giving notice of an appeal, a special meeting of members shall consider the matter with or without new evidence, and may rescind alter or vary the Committee's decision.
- (d) The decision of the special meeting shall be final.
5. Annual General Meeting
- The Annual General Meeting shall be held before 30th June each year, and at least one week's notice of the meeting shall be given to each member. Accidental omission or failure to give notice to each member will not invalidate the meeting. The financial year of the Society shall commence on the first day of January each year and conclude on the 31st day of December following.
6. General Meeting
- Ordinary general meetings shall be held at the time and date set by the Committee, and notice of such meetings shall be given to all members in the manner prescribed in clause 5.
7. Place of Annual and General Meetings
- These shall be held within the local government areas of Manly, Warringah and Pittwater.
8. Quorum
- The quorum at general meetings shall be 12.
9. Procedure at Meetings
- (a) The procedure at general meetings shall be as follows:
- (i) Meeting declared open by chairperson at appointed time - visitors and new members welcomed;
  - (ii) Apologies taken;
  - (iii) Minutes of last meeting read;
  - (iv) Business arising from minutes;
  - (v) Correspondence inwards/outwards,
  - (vi) Business arising from correspondence;
  - (vii) Reports – President, Treasurer, Membership Secretary, Archivist.;
  - (viii) General business;
  - (ix) Close of meeting - notice of next meeting given.
- (b) Subject to clause 10, the meeting may, after discussion of a matter, seek a binding resolution on that point. If so, a proposer and seconder are required and only after the form of the motion has

been discussed may it be voted on. The meeting will then vote on the motion and it may be passed by a simple majority. If votes are equal the chairperson shall have the casting vote.

- (c) Subject to clause 10, votes may be cast by written proxy only after consultation with and agreement of the members of the Committee.

#### 10. Notices of Motion

Notices of motion are to be given to all members at least one week prior to the meeting in the manner and on the terms prescribed in clause 5. Such notice must give sufficient details of the matter to be resolved.

#### 11. Committee

- (a) A Committee, and sub-committees as required shall be set up to deal with the affairs of the Society.
- (b) The Committee is charged with the management, control and direction of the affairs of the Society and further, the Committee shall retain ultimate control of any matters affecting the Society, unless authority is delegated by the Committee.
- (c) At the Annual General Meeting all members will meet to elect the following positions: President, Senior Vice President, 3 Vice Presidents, Secretary, Minutes Secretary, Membership Secretary, Archivist and Treasurer, which comprise the Committee; additional Committee members may be elected, e.g. Publicity Officer, Tours Officer, Social Secretary.
- (d) The position of any Committee member shall become automatically vacant:
- if the member is absent for three consecutive meetings without leave of absence,
  - if the member is found guilty of misconduct pursuant to Clause 4,
  - if the member holds any office of profit under the Society,
  - if the member accepts the office of auditor, solicitor etc. of the Society or is directly related to a person who accepts such position, or
  - if the member is directly or indirectly interested in any contract or proposed contract with the Society and has not followed the specified policy or procedure in regard to this as has been decided by the Committee.

The policy and procedure specified by the Committee in relation to conflict of interest in contracts is as follows:

- where goods or services are provided by a member of the Committee, an office-bearer or employee a tendering process requiring the obtaining of at least three competitive quotes shall be followed.
- members of the Committee shall absent themselves from proceedings at meetings where decisions are taken which benefit themselves or any member of the member's family (including family companies).
- a permanent register of pecuniary interest must be maintained by the Secretary (where appropriate in accordance with Ch.90-320 on page 79 of the Best Practice Guidelines issued by the Office of Charities in 1996).

Casual vacancies occurring due to any of the above or through resignation or through not being filled at the Annual General Meeting shall be filled by appointment by the Committee until the next election.

- (e) Election of the Committee shall be by secret ballot at the Annual General Meeting. If the number of nominations does not exceed the number required, those nominated shall be declared elected.
- (f) Each member of the Committee shall, subject to these rules, hold office until the position is declared vacant at the Annual General Meeting following the date of the member's election, but the member is eligible for re-election.

- (g) The Committee shall meet at least 6 times in each period of 12 months at such place and time as the Committee may determine.
- (h) Any 3 members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (i) Unless otherwise decided, the procedure at meetings of the Committee shall be as provided in clause 9.
- (j) No member of the Committee shall be appointed to any salaried office of the Society or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Committee except repayment of reasonable out-of-pocket expenses.

12. Duties of the Secretary and Minutes Secretary

- (a) The Secretary shall have charge of the recording of all correspondence to and from the Society.
- (b) The Minutes Secretary shall keep minutes of all proceedings at Committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

13. Duties of the Treasurer

It is the duty of the Treasurer of the Society to ensure that

- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.
- (c) The Treasurer shall prepare an annual statement of accounts, which after examination by the Society's Auditor, shall be submitted at the next Annual General Meeting.

14. Funds – Source

Subject to the rules and objects of the Society and further subject to any law, regulation or by-law, and pursuant to agreement by the Committee, the Society has the power to raise funds and revenue from any source it sees fit.

15. Funds - Management

- (a) The management and control of the funds of the Society are vested in the Committee. The Treasurer of the Committee is charged with the duty of keeping a proper, accurate and up to date record of the accounts and financial dealings of the Society.
- (b) The bankers of the Society shall be decided by the Committee. All cheques drawn on behalf of the Society shall require the Committee's approval, and any cheques drawn must be signed by any two, of President, Senior Vice-President, Secretary or Treasurer.
- (c) The assets and income of the Society shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

16. Members' Liability

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 3.

17. Common Seal

- (a) The common seal of the Society shall be kept in the custody of the Secretary or as decided by the Committee.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of the Secretary and one other member of the Committee.

17A Public Officer

The Public Officer must be over 18 years of age and reside in New South Wales, and shall be appointed by the Committee.

18. Custody of Books etc.

Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

19. Inspection of Books etc.

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

20. Surplus Property - Dissolution

- (a) In the event of the Society being dissolved or having its incorporation cancelled, the amount which remains after such dissolution or cancellation and the satisfaction of all debts and liabilities shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority which, itself, is exempt from income tax.
- (b) In respect of the Society's archive collection the first preference is that it be passed to the Local Studies Section of the Library of Manly Council with any items not relating to its area to be passed, at its discretion, to an appropriate institution or authority which, itself, is exempt from income tax.
- (c) In distributing the surplus property of the Society, all legal obligations applying to any funds or property over which a charitable trust exists, must be satisfied.

21. Auditor

An auditor shall be elected at each Annual General Meeting to act in that capacity for the ensuing year.

22. Trustees – Archives

Three trustees for the archives of the Society shall be elected at the Annual General Meeting. Their duties shall be to assist in maintaining records of all such archives of the Society. The list of archives shall be available to any member of the Society upon request.

23. Patron

A general meeting of the Society may invite the current Governor of New South Wales to become patron of the Society or may invite some other prominent citizen to become patron of the Society.

24. Affiliations

- (a) The Society may be affiliated with other historical societies such as the Royal Australian Historical Society, by resolution of a general meeting.
- (b) Organisations may become affiliated with the Society without voting rights for a fee to be determined by the Committee.

25. Papers - Published or Unpublished

The Society does not hold itself responsible for the statements or opinions of the authors of papers read or published.

26. Political and Religious Matters

The Society shall be non-partisan in political and religious matters.

27. Life Membership

- (a) Life membership may be bestowed upon a member for outstanding service to the Society.
- (b) Nominations for life membership shall first be forwarded in writing to the Committee.
- (c) If a nomination is endorsed by the Committee, it shall then be submitted to a general meeting for approval.

28. Fellowship of the Society

- (a) This may be bestowed upon a member for exceptional research in history generally and more particularly local history.
- (b) Nominations for fellowship of the Society shall first be forwarded in writing to the Committee.
- (c) If a nomination is endorsed by the Committee, it shall then be submitted to a general meeting for approval.

29. Internal Disputes

The Committee shall ensure that a mechanism is established for resolving internal disputes within its membership. This mechanism shall be:

- (a) the appointment by the Committee of an independent person to arbitrate in the dispute;
- (b) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as a centre for dispute settlement.

30. Complaints

The Committee shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public.

31. Alteration of Objects and Rules of the Society

The statement of objects and rules may be altered, rescinded or added to only by a special resolution of the Society. A special resolution of the Society present at a general meeting for which at least 21 days' notice has been given. A member may vote in person or by written proxy.

Objects and rules of the Manly, Warringah and Pittwater Historical Society Incorporated,

As resolved by a meeting of the Committee held on 1 February 2012.