

ASSOCIATION OF THE EASTERN HISTORICAL SOCIETIES INC.

STATEMENT OF PURPOSE

The purpose of the association is to provide support for the member Historical Societies in the Eastern region of Melbourne and to:-

- a) foster the study of history and the preservation of historical materials;
- b) promote and arrange activities associated with the document collection and preservation of historic artefacts and sites;
- c) encourage the research, documentation and publication of history;
- d) encourage member Historical Societies to liaise with libraries, schools and other interested groups

NAME

1. The name of the Incorporated Association is the **Association of the Eastern Historical Societies Inc.** (in these Rules called '**the Association**')

DEFINITION

2. (1) In these Rules, unless the contrary intention appears -

“**The Association**” means the Association of the Eastern Historical Societies Inc.

“**Executive**” means the office bearers of the Association.

“**Officer**” means the elected executive of the Association.

“**Financial Year**” means the year ending on 30 June.

“**General Meeting**” means a general meeting of members convened in accordance with Rule 12.

“**Member**” means a member of the Association. Membership is limited to the Incorporated Historical Societies in the Eastern Region as set down by the Royal Historical Society of Victoria Inc.

“**Ordinary Member of the Association**” means a member of the Association who is not an Officer of the Association under Rule 19. Membership is restricted to the two members representing the member Historical Societies, who each have full voting rights.

“**Society**” means an Incorporated Historical Society of the Eastern Region of Melbourne.

“**The Act**” means the Associations Incorporation Act 1981 and amendments.

“**The Regulations**” means Regulations under the Act.

- (2) In these Rules, a reference to the Secretary of an Association is a reference -

- a) where a person holds office under these Rules as Secretary of the Association - to that person; and
- b) in any other case, to the Public Officer of the Association.

ALTERATION OF THE RULES

3. Words or expressions contained in these Rules shall be interpreted in accordance with the interpretation of Legislation Act 1984 and the Act as in force from time to time.

MEMBERSHIP AND SUBSCRIPTION

4. (1) An Incorporated Historical Society of the Eastern Region who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these rules.
- (2) A Society who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) shall not be admitted to membership -
 - a) unless nominated as provided in sub-clause (3); and
 - b) the admission as a member is approved by the Association/Executive
- (3) A nomination of a Society for membership of the Association -
 - a) shall be made in writing; and
 - b) shall be lodged with the Secretary of the Association

- (4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Association/Executive.
- (5) Upon a nomination being referred to the Association/Executive, the Association/Executive shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Association/Executive, the Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the Society's name in the register of members and, upon the name being so entered, the Society becomes a member of the Association.
- (8) A right, privilege, or obligation of a Society by reason of membership of the Association -
 - a) is not capable of being transferred or transmitted to another Society; and
 - b) terminates upon the cessation of membership by resignation or otherwise
- (9) The annual subscription as determined from time to time by the Association, is payable in advance on or before 1 July in each year.

REGISTRATION OF MEMBERS

5. The Secretary shall keep and maintain a register of member Societies and their two appointed representatives in which shall be entered the full name, address and date of entry of the name of each Society and member of the Association, and the register shall be available for inspection and copying by members upon request.

RESIGNATION OF MEMBER SOCIETY

6. (1) A member Society of the Association who has paid all monies due and payable by the Society to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of its intention to resign and upon the expiration of that period of notice, the Society ceases to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the Society by whom the notice was given, ceased to be a member.

SUSPENSION AND EXPULSION OF MEMBER SOCIETY AND/OR REPRESENTATIVE

7. (1) Subject to these Rules, if the Executive is of the opinion that a member society and/or representative, here collectively referred to as a member, has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the executive may by resolution at a meeting of the Executive -
 - a) suspend that member from membership of the Association for a specified period; or
 - b) expel that member from the Association
- (2) A resolution of the Executive under sub-rule (1) does not take effect unless -
 - a) at a meeting of the Executive, the members of the Executive confirms the resolution; and
 - b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) For the purpose of giving notice, the Secretary must, as soon as practicable, cause to be given to the member a written notice -
 - a) setting out the resolution of the Executive and the grounds on which it is based; and
 - b) stating that the member, may address the Executive at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - c) stating the date, place and time of that meeting; and

- d) informing the member that he or she may do one or both of the following -
 - i. attend that meeting;
 - ii. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Executive to confirm or revoke a resolution passed under sub-rule (1), the executive must -
 - a) give the member an opportunity to be heard; and
 - b) give due consideration to any written statement submitted by the member; and
 - c) determine by resolution whether to confirm or to revoke the resolution.
 - (5) If at the meeting of the Executive, the Executive confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
 - (6) If the Secretary receives a notice under sub-rule (5), he or she must notify the Executive and the Executive must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
 - (7) At a general meeting of the Association convened under sub-rule (6) -
 - a) no business other than the question of the appeal may be conducted; and
 - b) the executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - c) the member, must be given an opportunity to be heard; and
 - d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - (8) A resolution is confirmed if, at the general meeting where a quorum is present, not less than two-thirds of the members present vote in favour of the resolution. In any other case the resolution is revoked.

DISPUTES AND MEDIATION

8. (1) The grievance procedure set out in this rule applies to disputes under these Rules between a member and another member; or a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be a person chosen by agreement between the parties, or, in the absence of agreement:-
 - a) in the case of a dispute between a member and another member, a person appointed by the executive of the Association; or
 - b) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- (5) A member of the Association can be mediator
- (6) The mediator cannot be a member who is a party to the dispute
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
- (8) The mediator, in conducting the mediation, must:-
 - a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and

- c) ensure that natural justice is accorded to the parties to the dispute through out the mediation process
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act, otherwise at law.

ANNUAL GENERAL MEETINGS

- 9. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Executive determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be -
 - a) to confirm the minutes of the last preceeding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Officers of the Association reports upon the transactions of the Association during the last preceeding financial year;
 - c) to elect Officers of the Association, and
 - d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETINGS

- 10. (1) All general meetings other than the annual general meeting are special general meetings.
- (2) The Executive may, whenever they think fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (3) The executive shall, on the requisition in writing of members representing not less than three (3) member Societies, convene a special general meeting of the Association.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by two (2) of the office bearers of the member Societies making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by two (2) office bearers of the member Societies making the requisition.
- (5) If the executive does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the member Societies making the requisition, may convene a special general meeting to be held not later than three months after that date.
- (6) A special general meeting convened by member Societies in pusuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the Societies incurring the expenses.

SPECIAL BUSINESS

- 11. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

NOTICE OF GENERAL MEETINGS

12. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member Society and their two appointed representatives of the Association at the address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member Society desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

QUORUM AT GENERAL MEETINGS

13. (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) A quorum will consist of appointed representatives from six different member societies including those on the executive.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of member Societies shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

PRESIDING AT GENERAL MEETINGS

14. (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

ADJOURNMENT OF MEETINGS

15. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

16. (1) Upon any question arising at a general meeting of the Association, the appointed representatives of the member Society have each one vote only.
 - a) All votes shall be given personally
 - b) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (2) An appointed representative of a member Society is not entitled to vote at any general meeting unless all moneys due and payable by the member Society to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

17. A question arising at a general meeting of the Association shall be determined on a show of hands and a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

COMMITTEE OF MANAGEMENT

18. (1) The affairs of the Association shall be managed by the Officers of the Association (otherwise the Executive) constituted as provided in Rule 19.
- (2) The Executive -
- a) shall control and manage the business and affairs of the Association,
 - b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to Section 23 of the Act, the Executive shall consist of the officers of the Association, each of whom shall be appointed by member Historical Societies.

OFFICE HOLDERS

19. (1) The Officers of the Association (otherwise known as the “Executive”) shall be-
- a) a President;
 - b) a Vice-President;
 - c) a Secretary; and
 - d) a Treasurer.
- (2) The provisions of Rule 20 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each Officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Executive may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF OFFICERS AND VACANCIES

20. (1) Nominations of candidates for election as Officers of the Association.
- a) Shall be made in writing, signed by two (2) ordinary members of the Executive and accompanied by the written consent of the candidate (Which may be endorsed on the form of nomination); and
 - b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies for the Officers of the Association of the Executive, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (5) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

MEETINGS OF THE EXECUTIVE

21. (1) The Executive shall meet at least three (3) times in each year at such place and such times as the Officers of the Association may determine.
- (2) Special meetings of the Executive may be convened by the President or by any two (2) members of the Executive.

NOTICE OF EXECUTIVE MEETINGS

22. (1) Notice shall be given to each member of the Executive at least two (2) business days before the date of the meeting.
- (2) Written notice must be given to members of the Executive of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

QUORUM FOR EXECUTIVE MEETINGS

23. (1) A quorum shall constitute three (3) members of the Executive for the conducting of the business of a meeting of the Executive.
- (2) No business shall be transacted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present-
- a) in the case of a special meeting - the meeting lapses;
 - b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) Subject to sub-clause (1) the Executive may act notwithstanding any vacancy on the Executive.

PRESIDING AT EXECUTIVE MEETINGS

24. At meetings of the Executive the President or in the President's absence the Vice-President shall preside.

VOTING AT EXECUTIVE MEETINGS

25. (1) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined on a show of hands.
- (2) Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

SECRETARY

26. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each meeting of the Executive in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

27. The Treasurer of the Association -
- a) must collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

CHEQUES

28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) members of the Officers of the Association.

FUNDS

29. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Executive determines.

SEAL

30. (1) The Common Seal of the Association must be kept in the custody of the Secretary.
- (2) The Common Seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Executive or of one (1) member of the Executive and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

31. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

NOTICE TO MEMBERS

32. (1) A notice may be served by or on behalf of the Association upon any ordinary member and member Historical Society either personally or by sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

33. (1) In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.
- (2) All assets remaining after the settlement of debts and liabilities of the Association, including the costs of winding up, shall be given to the Royal Historical Society of Victoria Inc.

CUSTODY OF RECORDS

34. (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, documents and securities of the Association must be available for inspection and copying by any member of the Association upon request.

VACANCIES

35. The office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member

- (a) ceases to be a member of the Association OR
- (b) becomes an insolvent under administration within the meaning of the Corporations Law OR
- (c) Resigns from office by notice in writing given to the Secretary.