



**WESTERN AUSTRALIAN GENEALOGICAL SOCIETY INC.**

# **CONSTITUTION**

(adopted Annual General Meeting, 17 June 2001)

Ministry of Fair Trading effective date: 5 July 2001  
Amended 30 June 2002  
Amended 29 June 2003, consolidated and reprinted.  
Amended 27 June 2004 and consolidated

# WESTERN AUSTRALIAN GENEALOGICAL SOCIETY INC.

## CONSTITUTION

(adopted Annual General Meeting, 17 June 2001)  
(amended 30 June 2002, 29 June 2003, 27 June 2004)

### Table of Contents

	<b>Rule</b>	<b>Page</b>
Name of the Society	1	3
Interpretation	2	3
Objects of the Society	3	3
Powers of the Society	4	3
Income and Property of the Society	5	4
Membership of the Society	6	5
Affiliated Society Member	6(1)(f)	6
Expulsion of Members	7	7
Annual Subscription	8	8
Management of Affairs of Society	9	8
Officers of the Society	10	8
Composition of the Committee	11	9
Election of Members of Committee	12	9
Vacation of Office	13	11
Meetings of the Committee and Sub-committees	14	11
Disclosure of Interest in Contracts	15	12
Sub-committees	16	13
Executive Committee	16(3)	13
Special Interest Groups	17	13
Annual General Meeting	18	13
Special General Meeting	19	14
Notices of Annual and Special Meetings	20	14
Business and Quorum at General Meetings	21	15
President to Preside at General Meetings	22	15
Adjournment of General Meetings	23	15
Determination of Questions Arising at General Meetings	24	15
Votes	25	16
Proxy form	5(4)(c)	16
Taking of Poll	26	16
When a Poll to be Taken	27	16
Accounts of Receipts, Expenditure	28	16
Banking and Finance	29	17
Appointment of Auditor	30	17
Audit of Accounts	31	18
Seal of Society	32	18
Winding Up	33	19
Amendment of Constitution	34	19
Interpretation of Constitution	35	19

## **Name of the Society**

1. The name of the Society is “Western Australian Genealogical Society Inc.” hereinafter referred to as the Society.

## **Interpretation**

2. Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1984. Added 2003

## **Objects of the Society**

3. The basic objects for which the Society is established are:
  - (1) to promote, encourage and foster the study, science and knowledge of genealogy, family history and allied subjects;
  - (2) to establish and conduct a lending and public reference library of printed, photographic and other works related to genealogy, family history and allied subjects;
  - (3) to print, reproduce, publish, distribute and circulate or cause to be printed, reproduced, published, distributed and circulated, any magazines, pamphlets, periodicals, books, leaflets or documents which the Society may think desirable;
  - (4) to prepare, record and establish indexed or printed or other sources of reference material related to genealogy, family history and allied subjects;
  - (5) to preserve, record and acquire pedigrees, family records and other genealogical materials;
  - (6) to convene, hold, regulate and conduct meetings for the purpose of furthering all or any aims of the Society;
  - (7) to liase, co-operate, associate and reciprocate with other associations, societies or bodies — corporate or unincorporate, either within or without Australia, having objects wholly, or in part, similar to the objects of this Society.

## **Powers of the Society**

4. The powers of the Society shall be deemed to include:
  - (1) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects of the Society;
  - (2) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects of the Society;
  - (3) the taking of such steps from time to time as the Committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Society, whether by way of donations, subscriptions, or otherwise;

- (4) the borrowing and raising of money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a general meeting;
- (5) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph (a) of sub-section (1) of section 78 of the Income Tax Assessment Act 1936 as amended, relates;
- (6) the investment of any moneys of the Society not immediately required for any of its objects in such manner as the Committee may from time to time determine, subject to the provisions of the Trustees Act;
- (7) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Society and their dependents, and the granting of pensions, allowances, or other benefits to employees or past employees of the Society and their dependents, and the making of payments towards insurance in relation to any of those purposes;
- (8) the establishment or support of any other association formed for any of the basic objects of the Society;
- (9) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Society may at any time become amalgamated in accordance with the provision of the Act and the Constitution of the Society;
- (10) the selling, managing, leasing, exchanging, hiring, mortgaging, disposing of or dealing otherwise with all, or any part of, the real or personal property of the Society, and
- (11) the doing of all such other lawful things as are necessary, incidental or conducive to the attainment of the basic objects and the exercise of the powers of the Society.

### **Income and Property of the Society**

5. (1) The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Society.
- (2) The Society shall not:
  - (a) appoint a person who is a member of the Committee to any office in the gift of the Society to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or Member of the Society of:

- (a) remuneration in return for services actually rendered to the Society by the employee or Member or for goods supplied to the Society by the employee or Member in the ordinary course of business;
- (b) interest at a rate commensurate with normal banking practice on moneys lent to the Society by the employee or member; or
- (c) a reasonable and proper sum by way of rent for premises let to the Society by the employee or Member;
- (d) an honorarium;
- (e) out of pocket expenses incurred by the employee or member on behalf of the Society at the request of the Society.

### **Membership of the Society**

6. (1) Membership of the Society shall consist of the following classes:
- (a) **Ordinary Member:** This class shall be open to all persons interested in the objects of the Society. All such members shall be entitled to the full privileges of membership and may move motions and vote on all matters coming before the Society and shall be eligible for election to any office.
  - (b) **Fellow:** This class shall be reserved for ordinary members who, having rendered outstanding service in the study and practice of genealogy and/or family history, may upon recommendation of the Committee be elected to such rank at an Annual General Meeting.  
Amended 2003
  - (c) **Life Member:** This class shall be reserved for ordinary members who, having rendered outstanding service to the Society, may, upon the recommendation of the Committee, be elected to such rank at an Annual General Meeting. In the case of a Fellow being so elected the member shall be known as a **Life Fellow**.
  - (d) **Honorary Member:** This class of membership shall be limited to persons who are involved in the study and practice of genealogy and/or family history and have been proposed by a member of the Committee and elected by a majority of the Committee present at a meeting thereof. Honorary Members shall be entitled for such period as the Committee may determine on election to all privileges and rights of membership excepting the right to vote at any meeting of the Society, or to hold office in the Society.  
Amended 2003
  - (e) **Corporate Member:** This class shall be open to all corporate bodies who are interested in the objects of the Society. A Corporate member shall be represented by two natural persons (nominated representatives) who shall be entitled to the same privileges as an Ordinary Member except that they shall not be eligible for election to any office.

- (f) **Affiliated Society Member:** This class shall be open to any company, institution, society or Association, whether incorporated or unincorporated, formed with a principal object of promoting and participating in the study and research of genealogy, family history, heraldry and allied subjects, and which is bound by a constitution, rules or by-laws approved by its members. An Affiliated Society member shall be represented in the Society by a natural person (the ‘nominated representative’) who shall be entitled to the same privileges as an Ordinary Member except that the nominated representative shall not be eligible to any office.
- (2) Any person, corporate body, company, institution, society or association whose application for membership is approved by the Committee is eligible to be a member of the Society.
- (3) Application for membership shall be made in writing, signed by the applicant and shall be in such form as the Committee from time to time may prescribe and shall be accompanied by the annual subscription.
- (4) As soon as practical after the receipt of any application for membership, such application shall be considered by the Committee, who shall thereupon determine by a simple majority the acceptance or rejection of the application.
- (5) Any person whose application for membership is refused shall be entitled to a refund of the annual subscription paid with his application and to require the Committee to state the reasons for which membership has been refused, and shall have the right to have his application reconsidered by the next ensuing Annual General Meeting of members.
- (6) Upon application being approved by the Committee the Secretary shall, with as little delay as possible, notify the applicant, in writing, that he has been approved for membership of the Society and shall enter the applicant’s name in the register of members to be kept by the Secretary and an applicant shall be deemed to become a member of the Society on payment of the annual subscription.
- (7) A member of the Society may, at any time, resign from the Society by delivering or sending by post to the Secretary a written notice of resignation.
- (8) Upon receipt of a notice under sub-rule (7) of this rule, the Secretary shall remove the name of the member by whom the notice was given from the Register of Members, whereupon that member ceases to be a member of the Society.
- (9) A right, privilege, or obligation of a person by virtue of his membership of the Society:
- (a) is not capable of being transferred or transmitted to another person, corporate body, company, institution, society or association; and

- (b) terminates upon the cessation of membership, whether by death, resignation, or otherwise.
- (10) The liability of the members of the Society is limited.
- (11) The Committee shall have the power to remove from the Register of Members the name of any member whose subscription is more than six months in arrears.

### **Expulsion of Members**

- 7. (1) The committee shall have the power to expel any member who has violated any of the fundamental principles, objects, or the Rules of the Society, or has acted in any manner which, in the opinion of the Committee, is detrimental to the interests of the Society.
- (2) A resolution to expel a member shall be carried by a majority of the members of the Committee at a meeting duly summoned to consider the proposed expulsion. Such member shall be notified of the intention to move a resolution for his expulsion and be afforded an opportunity of speaking on his own behalf, either personally or by the member's chosen representative, to the resolution.
- (3) Should the Committee expel a member, such person shall be notified in writing of such expulsion and the member shall have the right to appeal against the expulsion to a Special General Meeting of the Society which shall be called by the Committee for that purpose upon the member notifying the Committee in writing within fourteen days of receipt of such written notice of expulsion, of intention to appeal against the expulsion.
- (4) Should the member not Appeal as provided in sub-rule (3) hereof, or should a majority of members present at such a Special General Meeting confirm the expulsion of the member, then the Secretary shall remove the name of the member from the Register of Members and the member shall be deemed to have ceased to have been a member of the Society as from the date upon which the member was expelled by the Committee and the member shall not be entitled to a refund of any part of the subscription paid by such member.
- (5) Any notice to be given pursuant to this rule shall be given by pre-paid security mail and in the case of a member shall be addressed to him at his address appearing in the register of members and in the case of the Society shall be addressed to the Secretary. A notice posted shall be deemed to have been received at the expiration of forty-eight (48) hours from the time of posting.
- (6) A notice of intention to appeal by a member pursuant to sub-rule (3) hereof shall be accompanied by a bank cheque for ONE HUNDRED DOLLARS (\$100.00) in favour of the Society. In the event of the expulsion being confirmed at the Special General Meeting the said sum shall be forfeited absolutely to the Society and in the event that the expulsion of the member is

not so confirmed the said sum shall be refunded to the member but without any interest.

### **Annual Subscription**

8. (1) The annual subscription for each category of membership shall be determined by the Committee annually.
- (2) The annual subscription of a member shall be due and payable on or before the first day of the Society's financial year.
- (3) No member whose subscription is in arrears shall be entitled to claim any right or privilege in the Society.

### **Management of the Affairs of the Society**

9. (1) The affairs of the Society shall be managed by a Management Committee constituted as provided in Rule 11 (herein referred to as "the Committee").  
Amended 2003
- (2) The Committee:
  - (a) shall control and manage the business and affairs of the Society and shall from time to time determine the dates for the beginning and ending of the financial year of the Society.
  - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Society, other than those powers and functions that are required by this Constitution to be exercised by general meetings of the Society;
  - (c) subject to provisions of this Constitution, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Society; and
  - (d) from time to time make alter and repeal by-laws generally for the good conduct of the Society provided that any member may give notice in writing that he requires the next Annual General Meeting to disallow the making alteration or repeal of a by-law and provided further than in the event and to the extent that it is disallowed by the Annual General Meeting the by-law made or the by-law repealed or the alteration of the by-law becomes void and of no force and effect as from the date of the Annual General Meeting and shall not have effect retrospectively.

### **Officers of Society**

10. (1) The officers of the Society shall serve in an honorary capacity and shall be:
  - (a) a President;
  - (b) two Vice-Presidents;
  - (c) a Treasurer;
  - (d) a Secretary;

- (e) a Publications Officer;
- (f) a Librarian;
- (g) a Property Officer;
- (h) a Liaison Officer;
- (i) a Projects Officer.

Amended 2002

- (2) The provisions of Rule 12 shall, 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-rule (1) of this rule. Amended 2003
- (3) Each officer of the Society shall hold office until the Annual General Meeting next after the date of his election or appointment but is eligible for re-election provided that the President shall not be eligible for re-election as President for the ensuing year after holding office for three (3) consecutive years.
- (4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule the Committee may appoint one of its members to the vacant office.

### **Composition of the Committee**

- 11. (1) The Committee shall consist of the Officers of the Society and up to four other members all of whom shall be elected at the Annual General Meeting of the Society.
- (2) Each Committee member shall, subject to the provisions of this Constitution, hold office until the Annual General Meeting next after the date of election or appointment but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in any of the four 'other member' positions, the Committee may appoint a member of the Society to fill the vacancy. Amended 2003
- (4) The Immediate Past President shall ex officio be a member of the Committee until the next Annual General Meeting.

### **Election of Members of Committee**

- 12. (1) Nominations of candidates for election as a member of the Committee:
  - (a) shall be made in writing signed by one member of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
  - (b) shall be delivered to the Secretary of the Society by no later than six weeks before the Annual General Meeting; and Amended 2004
  - (c) shall be circulated to all financial members of the Society prior to the Annual General Meeting.
- (2) If insufficient nominations are received to fill any positions on the

Committee, the candidate(s) nominated shall be deemed to be elected and further nominations for other positions shall be received at the Annual General Meeting. Amended 2004

- (3) If the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be deemed to be elected. Amended 2004
- (4) If the number of nominations exceeds the number of positions to be filled, a ballot shall be held in the following manner: Amended 2004
- (a) A Returning Officer shall be appointed by the committee. The Returning Officer shall not be a member of the committee nor a candidate for membership of the committee.
  - (b) The Returning Officer shall be responsible for the distribution of election material and collection of proxy forms and postal votes.
  - (c) At the Annual General Meeting the Returning Officer shall distribute a ballot paper to each financial member of the Society who is present and who has not lodged a proxy or postal vote.
  - (d) For each office of the Society for which an election is required a member desiring to vote shall mark a ballot paper by placing ticks in the boxes opposite the names of candidates for whom the member wishes to vote, however-
    - (i) in the case of election of the two Vice-Presidents not more than two boxes may be ticked, and-
    - (ii) in the case of election of the four ‘other members’ of the Committee not more than four boxes may be ticked, and-
    - (iii) in the case of election to any other office only one box may be ticked.
    - (iv) if more than the number of boxes specified in (i), (ii) and (iii) above are ticked that section of the ballot paper shall be invalid and shall be excluded from the count.
- (5) The determination of the candidate or candidates to be elected shall be determined as follows:- Amended 2004
- (a) In the case of election of the two Vice-Presidents the candidates elected shall be:
    - (i) The candidate who receives the greatest number of votes, and
    - (ii) The candidate who receives the next highest number of votes.
  - (b) In the case of the election of the four “other members” of the Committee the candidate elected shall be:

- (i) The candidate who receives the greatest number of votes, and
  - (ii) The candidate who receives the next highest number of votes and so on until the four positions are filled.
- [c] For the other offices of the Society the candidate who receives the greater or greatest number of votes shall be elected; and;
- (d) If two or more candidates receive the same number of votes so that rules (a), (b) and (c) can not be applied, the returning officer shall draw lots in the presence of the scrutineers to determine which candidate shall be elected.
- (6) Any candidate for election to the Committee may nominate a member as Scrutineer to oversee the opening of postal vote envelopes and the counting of votes, such nominations to be received by the Returning Officer prior to the Annual General Meeting. Two Scrutineers shall be appointed by the Committee from among the members of the Society who are not candidates. Amended 2004
- (a) The decision of the Returning Officer as to the result of any election shall be final and conclusive. Amended 2004

### **Vacation of Office**

13. For the purpose of the provisions of this Constitution, the office of Committee member becomes vacant if the member:
- (1) dies;
  - (2) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
  - (3) becomes of unsound mind;
  - (4) resigns his office by writing under his hand addressed to the Committee;
  - (5) ceases to be resident in the State;
  - (6) fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee;
  - (7) ceases to be a member of the Society; or
  - (8) is the object of a motion of no confidence passed by a two thirds majority of the members of the whole Committee.

### **Meetings of the Committee and of Sub-committees**

14. (1) The Committee shall meet at such place and at such times as the Committee may determine.

- (2) Special meetings of the Committee may be convened by the President, or any four of its members.
- (3) Notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Any seven members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. Amended 2002
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the Committee:
  - (a) the President, or in his absence a Vice-President; or
  - (b) if the President and the two Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present, shall preside.
- (7) Questions arising at meetings of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (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.
- (9) Notice of each Committee meeting shall be given to each member of the Committee a reasonable time before the date of the meeting.
- (10) Minutes of all meetings of the Committee shall be kept and shall be submitted to each following meeting for confirmation.

### **Disclosure of Interest in Contracts**

15. (1) A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Society shall disclose his interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Committee after the acquisition of his interest.
- (2) If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Committee after he becomes so interested.

- (3) No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

### **Sub-committees**

16. (1) The Committee may at any time establish a sub-committee as it may think fit and shall prescribe the powers and functions thereof.
- (2) The sub-committee may co-opt for advice such persons as it thinks fit, whether or not those persons are members of the Society, but a person so co-opted is not entitled to vote.

### **Executive Committee**

- (3) The President, Vice-Presidents, Treasurer, Secretary and the longest serving person amongst the other Committee members shall constitute an Executive Committee which may issue instructions to the Secretary and the servants of the Society, or take such action as may be required, in matters of urgency connected with the management of the affairs of the Society during the intervals between meetings of the Committee, and where any such instructions are issued or action taken place shall report thereon to the next meeting of the Committee.

Amended 2003

### **Special Interest Groups**

17. (1) The Committee may at any time at its discretion and subject to such regulations as it may see fit to impose, constitute such groups of members as may be in the opinion of the Committee conducive to the attainment of the objects of the Society and to regulate the constitution of such groups from time to time as the Committee thinks fit.
- (2) All members of the Society shall be eligible to join any or all of the Groups constituted by the Committee.

### **Annual General Meeting**

18. (1) The Society shall, in each year, hold an Annual General Meeting.
- (2) The Annual General Meeting shall be held within four months of the end of the Society's financial year.
- (3) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The Annual General Meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;

- (b) to receive from the Committee, auditor, and servants of the Society reports upon the transactions of the Society during the last preceding financial year;
  - (c) to elect the members of the Committee of the Society;
  - (d) to appoint the auditor and determine his remuneration; and
  - (e) to determine the remuneration of servants of the Society.
- (6) The Annual General Meeting shall transact special business of which notice has been given. Such notice shall be in the hands of the Secretary at least six weeks before the Annual General Meeting. Amended 2004

### **Special General Meetings**

19. (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
- (2) The Committee shall convene a Special General Meeting of the Society on the requisition in writing of:
- (a) not less than ten financial members;
  - (b) a member whom the Committee has expelled and who wishes to appeal against the expulsion pursuant to the provisions of Rule 6.
- (3) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited in the hands of the Secretary of the Society and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the Committee does not cause a Special General Meeting to be held within thirty-five (35) days from the date on which a requisition thereof is deposited at the office of the Society, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A Special General Meeting convened by requisitionists in pursuance of these provisions shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring them.

### **Notices of Annual and Special General Meetings**

20. The Secretary of the Society shall, at least fourteen days before the date fixed for holding an Annual or Special General Meeting of the Society, cause to be inserted in at least one newspaper published in this State or such other means as the Committee may determine an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

### **Business and Quorum at General Meetings**

21. (1) All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these provisions as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Fifteen members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within one 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 members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and place (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

### **President to Preside at General Meetings**

22. (1) The President, or in his absence, a Vice-President shall preside as chairman at every general meeting of the Society.
- (2) If the President and both Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

### **Adjournment of General Meetings**

23. (1) The chairman 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, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Determination of Questions Arising at General Meetings**

24. A question arising at a general meeting of the Society shall be determined on a show of hands and unless before or on the declaration of the result of the show of

hands a poll is demanded, a declaration by the chairman 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 Society is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

### **Votes**

25. (1) Upon any question arising at a general meeting of the Society, a member has one vote only.
- (2) All votes shall be given personally or by duly appointed proxy.
- (3) In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.
- (4) (a) Every member entitled to vote may appoint another member entitled to vote as his proxy to vote for him at any General Meeting of Members.
- (b) Proxies shall be delivered to the Secretary not less than thirty (30) minutes prior to the time appointed for the commencement of the meeting and shall otherwise be ineffective.
- (c) Proxies shall be in the following form:

I, .....being Member No..... of the  
Western Australian Genealogical Society Inc. entitled to vote  
hereby appoint ..... Member No..... or  
the Chairman of the meeting (*delete whichever is not  
applicable*) entitled to vote to act as my proxy at the meeting  
of the Society to be held on ..... and any  
adjournment thereof.

Dated this .....day of .....20.....

Signature .....

### **Taking of Poll**

26. If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

### **When Poll is to be Taken**

27. A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

### **Accounts of Receipts, Expenditure**

28. (1) True accounts shall be kept:

- (a) of all sums of money received and expended by the Society and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits, and liabilities of the Society, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Society for the time being, those accounts shall be open to the inspection of the members of the Society.
- (2) The Treasurer of the Society shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Society in such form and manner as the Committee may direct.
  - (3) The accounts, books, and records referred to in sub-rule (1) and (2) of this rule shall be kept at the Society's office or at such other place as the Committee may decide.

### **Banking and Finance**

- 29. (1) The Treasurer of the Society shall, on behalf of the Society, receive all moneys paid to the Society and forthwith after the receipt thereof issue official receipts for cash received and shall if required issue receipts for cheques received.
- (2) The Committee shall cause to be opened with such financial institutions as the Committee selects accounts in the name of the Society into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof. Amended 2004
- (3) Except with the authority of the Committee, no payment of a sum exceeding one hundred dollars shall be made from the funds of the Society otherwise than by cheque drawn on the Society's bank account, but the Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose. Amended 2004
- (4) Details of expenditure drawn on the Society's account since the last committee meeting shall be available for inspection at the following committee meeting. Amended 2004
- (5) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by whatever person or persons and whatever manner as the Committee may from time to time determine.

### **Appointment of Auditor**

- 30. (1) At each Annual General Meeting of the Society, the members present shall appoint an auditor of the Society's accounts. Amended 2004

- (2) A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed, and is eligible for re-appointment.
- (3) If an appointment is not made at an Annual General Meeting the Committee shall appoint an auditor of the Society for the then current financial year of the Society.
- (4) Except as provided in sub-rule (3) of this rule, the auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Society, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual meeting.

### **Audit of Accounts**

31. (1) Once at least in each financial year of the Society, the accounts of the Society shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Society and shall report thereon to the members present at the Annual General Meeting.
- (3) In his report, and in certifying to the accounts the auditor shall state:
  - (a) whether he has obtained the information required by him;
  - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Society according to the information at his disposal and the explanations given to him and as shown by the books of the Society; and
  - (c) whether the rules relating to the administration of the funds of the Society have been observed.
- (4) The Treasurer of the Society shall as and when requested by the Auditor cause to be delivered to the Auditor of the Society all records of accounts, register books and financial documents.

### **Seal of the Society**

32. (1) The Common Seal of the Society shall be in the form of a rubber stamp, inscribed with the name of the Society encircling the words "Common Seal".
- (2) The Common Seal of the Society shall not be affixed to any instrument except by the authority of the Committee, and the affixing thereof shall be attested by the signatures of two members of the Committee, one of whom shall be the President or a Vice-President and the other such person as the Committee may appoint for that purpose, and that attestation is sufficient for

all purposes that the Common Seal was affixed by authority of the Committee.

- (3) The Common Seal shall remain in the custody of the Secretary of the Society.

### **Winding Up**

33. (1) The Society shall be wound up voluntarily whenever a special resolution is passed at a Special General Meeting requiring the Society to be so wound up and then only provided that it is passed by a majority of not less than three-fourths of the members who are entitled to vote.
- (2) The words “the Act” in this constitution shall be understood to mean the Associations Incorporation Act 1987 as amended from time to time.
- (3) If upon the winding up or dissolution of the Society there remains after satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid to or be distributed among the members of the Society but shall be given or transferred –
  - (a) to such other association or associations incorporated under the Act having objects similar to the Objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society; or
  - (b) for charitable purposeswhich incorporated associations or charitable purposes, as the case requires shall be determined by the resolution of the members of the Society when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan of the surplus property of the association.
- (4) In the event of the winding up or dissolution of the Society, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

### **Amendment of Constitution**

34. The Constitution shall not be changed except at an Annual General Meeting or Special General Meeting called in accordance with the provisions of this Constitution and only then provided a three-fourths majority of members present in person or by proxy approve such proposed changes.

### **Interpretation of Constitution**

35. (1) The Committee shall be responsible for the interpretation of the Constitution and the Constitution and any such interpretation shall be binding on the members of the Society. Any member aggrieved by an interpretation of the Constitution by the Committee may, within one month of such interpretation being made, give notice in writing that he requires the next Annual General Meeting to rule on such interpretation such other interpretation shall take

effect from the date of the Annual General Meeting and shall not effect retrospectively;

- (2) Whenever herein appearing unless repugnant to the sense or context words importing the masculine gender only shall include the feminine gender and shall also have application to corporations and words importing the singular member or plural member shall include the plural member and singular member respectively.

*Ministry of Fair Trading effective date: Fifth day of July 2001*

*Amended 30 June 2002 and registered with Ministry of Fair Trading*

*Amended 29 June 2003, consolidated and registered with Dept of Consumer & Employment Protection*

## Notes on constitution revisions

Date	Rule No	Details of revision
30 Jun 2002	9(1)	Add '(i) a Projects Officer.'
30 Jun 2002	13(4)	Delete 'six' and add 'seven'.
29 Jun 2003	5(1)(b)	Add '/or' after 'and'
29 Jun 2003	5(1)(d)	Add '/or' after 'genealogy and'
29 Jun 2003	10(3)	Delete 'the office of Committee member' and add 'any of the four 'other member' positions'
29 Jun 2003	15(3)	After 'Secretary' add 'and the longest serving person amongst the other Committee members'
29 Jun 2003	New 2	Add new Interpretation Rule, with subsequent rules renumbered.

## Resolutions to amend the constitution passed at the Annual General Meeting, 27 June 2004

### Table of Contents (Constitution Booklet)

Changes to the Table of Contents be amended by deletion of the words in square brackets and inclusion of the words in *italics* below:

[Constitution] <i>Composition</i> of the Committee	11	9
Election of <i>Members of</i> [the] Committee	12	9
Notices of <i>Annual and Special Meetings</i>	20	13

### Constitution of the Committee – Rule 11

Rule 11 be amended by deletion of the words in square brackets and inclusion of the words in *italics* below:

11. [Constitution] *Composition* of the Constitution

### Election of Members of Committee – Rule 12

Rule 12 be amended by deletion of the words in square brackets and inclusion of the words in *italics* below:

- (1)(b) shall be delivered to the Secretary of the Society by no later than [one calendar month] *six weeks* before the Annual General Meeting; and
- (2) If insufficient nominations are received to fill [all vacancies] *any positions* on the committee, the candidate(s) nominated shall be deemed to be elected and further nominations *for other positions* shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of [vacancies] *positions* to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of [vacancies] *positions* to be filled, a ballot shall be held in the following manner:
- (a) *A Returning Officer shall be appointed by the committee. The Returning Officer shall not be a member of the committee nor a candidate for membership of the committee.*
  - (b) *The Returning Officer shall be responsible for the distribution of election material and collection of proxy forms and postal votes.*
  - (c) *At the Annual General Meeting the Returning Officer shall distribute a ballot paper to each financial member of the Society who is present and who has not lodged a proxy or postal vote.*
  - (d) *For each of the Society for which an election is required a member desiring to vote shall mark a ballot paper by placing ticks in the boxes opposite the names of candidates for whom the member wishes to vote, however-*

- (i) *in the case of election of the two Vice-Presidents not more than twoboxes may be ticked, and-*
  - (ii) *in the case of election of the four “other members” of the Committee not more than four boxes may be ticked, and –*
  - (iii) *in the case of election to any other office only one box may be ticked.*
  - (iv) *if more than the number of boxes specified in (i), (ii) and (iii) above are ticked that section of the ballot paper shall be invalid and shall be excluded from the count.*
- (5) *The determination of the candidate or candidates to be elected shall be determined as follows: -*
- (a) *In the case of election of the two Vice-Presidents the candidates elected shall be:*
    - (i) *The candidate who receives the greatest number of votes, and*
    - (ii) *The candidate who receives the next highest number of votes.*
  - (b) *In the case of the election of the four “other members” of the Committee the candidate elected shall be:*
    - (i) *The candidate who receives the greatest number of votes, and*
    - (ii) *The candidate who receives the next highest number of votes, and so on until the four positions are filled.*
  - (c) *For the other offices of the Society the candidate who receives the greater or greatest number of votes shall be elected; and*
  - (d) *If two or more candidates receive the same number of votes so that rules (a), (b) and (c) can not be applied, the Returning Officer shall draw lots in the presence of the scrutineers to determine which candidate shall be elected.*
- (6) *Any candidate for election to the Committee may nominate a member as Scrutineer to oversee the opening of postal vote envelopes and the counting of votes, such nominations to be received by the Returning Officer prior to the Annual General Meeting. Two Scrutineers shall be appointed by the Committee from among the members of the Society who are not candidates.*
- (a) *The decision of the Returning Officer as to the result of any election shall be final and conclusive.*

### **Annual General Meeting – Rule 18(6)**

Rule 18(6) be amended by the deletion of the words in square brackets and inclusion of the words in *Italics* below:

18. Annual General Meeting
- (6) The Annual General Meeting shall transact special business of which notice has been given. Such notice shall be in the hands of the Secretary [at least one calendar month] *six weeks* before Annual General Meeting.

#### **Banking and Finance – Rule 29(2)**

Rule 29(2) be amended by deletion of the word as in square brackets below:

29. (2) The Committee shall cause to be opened with such financial institutions as the Committee selects [Banking] accounts in the name of the Society into which all monies received shall be deposited by the Treasurer as soon as possible after receipt thereof.

#### **Banking and Finance – Rule 29(3)**

Rule 29(3) be amended by deletion of the whole clause in square brackets below:

*[(3) The Committee may receive from the Society's bankers for the time being the cheques drawn by the Society on any of its accounts with the bankers and may release and indemnify the bankers from and against all claims, actions, suits, or demands that may be brought against the bankers arising directly or indirectly out of those cheques or the surrender thereof to the Society.]*

#### **Banking and Finance – Rule 29(4)**

Rule 29(4) now Rule 29(3) be amended by deletion of the words in square brackets and inclusion of the words in *italics* below:

- (3) Except with the authority of the Committee, no payment of a sum exceeding [fifty] *onehundred* dollars shall be made from the funds of the Society otherwise than by cheque drawn on the Society's account, but the Committee may provide the Treasurer with a sum to meet urgent expenditures, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.

#### **Banking and Finance – Rule 29(5)**

Rule 29[(5)] be deleted and be replaced with clause 29 (4) in *italics* below:

- [(5) No cheques shall be drawn on the Society's bank account except for the payment of expenditure that has been authorised by the Committee.]
- (4) *Details of expenditure drawn on the Society's account since the last committee meeting shall be available for inspection at the following committee meeting.*

#### **Appointment of Auditor – Rule 30(1)**

Rule 30(1) be amended by deletion of the words in square brackets and inclusion of the words in *italics* below:

30.(1) At each Annual General Meeting of the Society, the members present shall appoint [a person as the] *an* auditor of the Society's *accounts*.

#### **Appointment of Auditor – Rule 30(3)**

Rule 30(3) be amended by deletion of the clause in square brackets below:

30. [(3) The first auditor of the Society may be appointed by the Committee before the first Annual General Meeting, and, if so appointed shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first Annual General Meeting.]