

**CONSTITUTION
of the
EUMUNDI & DISTRICT HISTORICAL
ASSOCIATION (INCORPORATED)**

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1. Name

The name of the incorporated association shall be:

“The Eumundi and District Historical Association Incorporated” (“The Association”).

2. Gender

Words importing any gender shall include both genders.

3. Objects

The objects for which the Association is established are:-

- 3.1 The support financial and otherwise, of the Discover Eumundi Heritage and Visitor Centre.
- 3.2 The support financial and otherwise, of the Eumundi School of Arts Hall and the reserve for the School of Arts.
- 3.3 To support financially and otherwise activities and projects that provide a public benefit to the community of the township of Eumundi and the surrounding district including activities and projects relating to community welfare, public education and charitable purposes of a cultural and historic nature.
- 3.4 The support, financial and otherwise, of the original Eumundi markets and their historical significance and community ethos.

4. Powers

- 4.1 The Association has all the powers of an individual.
- 4.2 The Association may, for example:-
 - 4.2.1 Enter into contracts;
 - 4.2.2 Acquire, hold, deal with and dispose of property;
 - 4.2.3 Make charges for services and facilities it supplies
 - 4.2.4 Issue secured and unsecured notes, debentures and debenture stock for the Association.
 - 4.2.5 Do all other things necessary or convenient to be done in carrying out its affairs.

MEMBERSHIP

5. Class of Members

- 5.1 The membership of the Association shall consist of Ordinary Members.
- 5.2 The number of Ordinary Members shall be unlimited.
- 5.3 An Ordinary Member may be awarded Life Membership of the Association by a resolution at a General Meeting recognizing at least 10 years' membership and outstanding service towards the ideals of the Association.
 - 5.3.1 The number of Life Members shall be unlimited.
 - 5.3.2 A Life Member holds all the rights of an Ordinary Member.
 - 5.3.3 A Life Member pays not further annual membership subscriptions.

6. Membership

- 6.1 Every applicant for membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.
- 6.2 No member shall nominate more than three new members each year and a member cannot nominate new members for one year after acceptance of their membership.
- 6.3 Employees of the Association shall not be permitted membership of the Association during the term of their employment except where life membership has been awarded to a member before 2005.

7. Membership Fees

- 7.1 The membership fees shall be such sum as the members shall from time to time at any General Meeting so determine.
- 7.2 The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- 7.3 Membership fees are waived for members awarded Life Membership.

8. Admission and Rejection of Members

- 8.1 All applications for membership close with the monthly correspondence.
- 8.2 At the next General Meeting after the receipt of any application and the fee applicable for any class of membership, provided that the applicant has attended two (2) General Meetings before submission of application and is in attendance, such application shall be considered by the General Meeting who shall thereupon determine upon the admission or rejection of the applicant.
- 8.3 Any applicant who receives a majority of the votes of the members of the General Meeting present at the meeting at which such application is being considered shall be accepted as a member to the class of membership for.
- 8.4 Upon the acceptance or rejection of an application for any class of membership the secretary shall within 7 days give the applicant notice in writing of such acceptance for rejection.

9. Termination of Membership

- 9.1 Where membership fees are in arrears for a period of two months or more and a reminder has been issued, membership automatically lapses
- 9.2 A member may resign from the Association at any time by giving notice in writing to the secretary. The resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 9.3 If a member-
- is convicted of an indictable offence; or
 - fails to comply with any of the provisions of these Rules; or
 - or conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association
- the General Meeting shall consider whether or not his membership shall be terminated.

- 9.4 The member concerned shall be given a full and fair opportunity of presenting his case and if a majority of members at the General Meeting resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

10. Appeal against Rejection or Termination of Membership

- 10.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the General Meeting.
- 10.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall, within three months of the date of receipt by him such notice, convene a General Meeting to determine the appeal. At such a meeting the applicant shall be given the opportunity to fully present his case. The General Meeting, or those members thereof who rejected the application for membership or terminated the membership, shall have the opportunity of presenting their case. The appeal shall be determined by the majority vote of the members present at such meeting.
- 10.3 Where a person, whose application for membership is rejected, does not appeal against the decision of the General Meeting within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall refund the amount of any fee paid for such membership.

11. Register of Members

- 11.1 The Management Committee shall keep a Register in which shall be entered the names of all persons admitted to membership of the Association and the dates of their admission. Further personal data will be recorded separately.
- 11.2 Particulars shall also be entered into the Register of Members' deaths, resignations, terminations and reinstatements of membership and such further particulars as the Management Committee or the members at any General Meeting may require from time to time.
- 11.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection. The Secretary will release the names only of members. Further personal data will be released only after consultation with the relevant person.

MANAGEMENT COMMITTEE

12. Membership of Management Committee

The Management Committee of the Association shall consist of a President, Vice-President, Secretary and Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any General Meeting may from time to time elect or appoint, provided that any proposed member has attended four General Meetings in the previous twelve months.

13. Resignation or removal from office of Management Committee member

- 13.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, such resignation to take effect at the time the notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 13.2 Such a member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his case. The decision as to removal shall be determined by the majority vote of the members present at such a General Meeting.

14. Vacancies on Management Committee

- 14.1 A General Meeting shall have power at any time to appoint any member of the Association to fill any casual vacancy of the Management Committee until the next Annual General Meeting.
- 14.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, provided that they have a quorum. If they do not, the Management Committee may act only either to increase their number to the agreed quorum or to call a General Meeting.

15. Functions of Management Committee

- 15.1 Subject to these Rules and to resolutions of the association members carried at a General Meeting the Management Committee has:-
- 15.1.1 the general control and management of the administration of the affairs, property and funds of the association; and
 - 15.1.2 authority to interpret the meaning of these Rules and any matter relating to the association on which the Rules are silent.
- 15.2 The Management Committee may exercise the powers of the Association and in particular all the powers referred to in Rules 4.1 and 4.2 of this Constitution.

16. Meetings of Management Committee

- 16.1 The Management Committee shall meet at least once every calendar month to exercise its functions.
- 16.2 A special meeting of the Management-Committee shall be convened by the secretary on the written request of at least one-third of the members of the Management Committee, which request shall clearly state the reasons why such special meeting is being called and the nature of the business to be discussed.
- 16.3 At every meeting of the Management Committee a simple majority of the number of members appointed to the Management Committee at the last General Meeting shall constitute a quorum.
- 16.4 The Management Committee may meet together and regulate its proceedings as it thinks fit. Matters arising at a meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 16.5 A member of the Management Committee shall not vote in respect of any matter or any proposed contract with the Association in which he has a conflict of interest. A conflict of interest shall be as set out in Rule 33.
- 16.6 Not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed.
- 16.7 The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting than the members may choose one of their number to be Chairman of the meeting.

- 16.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

17. Delegation of Management Committee powers

- 17.1 The Management Committee may delegate the whole or part of its powers to a sub-committee consisting of the association members considered appropriate by the Management Committee.
- 17.2 A sub-committee may only exercise delegated powers in the way the Management Committee decides.
- 17.3 A sub-committee may elect a chairperson of its meetings.
- 17.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 17.5 A sub-committee may meet and adjourn as it considers appropriate,
- 17.6 A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

18. Acts not affected by defects or disqualifications

All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee provided that the prior approval of members is obtained at a General Meeting for action proposed to be taken involving any amount or value as determined from time to time by members of the Association.

19. Resolution of Management Committee without meeting

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

GENERAL MEETINGS

20. Annual General Meetings

The Annual General Meeting shall be held within three months of the close of the financial year at such place as the Association members determine.

21. Business to be conducted at Annual General Meeting

- 21.1 The business to be transacted at every Annual General Meeting shall include:-
- 21.1.1 the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - 21.1.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - 21.1.3 the election of members of the Management Committee;
 - 21.1.4 the amount of any honorarium to be paid to members of the Management Committee during the year ahead; and
 - 21.1.5 the appointment of an auditor
- 21.2 At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 21.3 The election of officers and other members of the Management Committee shall take place in the following manner:-
- 21.3.1 Any two members of the Association shall be at liberty to nominate any other members to serve as an officer or other member of the Management Committee;
 - 21.3.2 The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the Annual General Meeting at which the election is to take place;
 - 21.3.3 A list of the candidates' names in alphabetical order, with the proposer's and seconder's names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the Annual General Meeting;
 - 21.3.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - 21.3.5 Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 21.4 The sequence of voting for Annual General Meetings shall be President, Vice-President, Secretary and Treasurer
- 21.5 Other positions including the Custodian of the Eumundi School of Arts shall be filled through nominations from the floor. A minimum of three members including the Custodian shall be elected from floor for the School of Arts. The purpose of the School of Arts Sub-Committee is to maintain and improve the building, to encourage community use of the hall and provide advice to the Management Committee on hall matters.
- 21.6 A minimum of three members shall be elected from the floor for the Discover Eumundi Heritage and Visitor Centre Subcommittee. The purpose of the Discover Eumundi Heritage and Visitor Centre subcommittee is to advise the Discover Eumundi Heritage and Visitor Centre Manager and the Association Management Committee on Discover Eumundi Heritage and Visitor Centre policy and strategic planning and to assist with the preservation of Eumundi's cultural heritage.

22. Special General Meeting

The secretary shall convene a Special General Meeting:-

- 22.1 when directed to do so by the Management Committee; or

- 22.2 on the request in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such request shall clearly state the reasons why such Special General Meeting is being called and the nature of the business to be transacted; or
- 22.3 on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject any application for membership or to terminate the membership of any person.

23. Notice of General Meeting

- 23.1 The secretary shall convene all General Meetings of the Association by giving not less than 6 days notice of any such meeting to the members of the Association.
- 23.2 The manner by which such notice shall be given shall be determined by the Management Committee except that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed.

24. Quorum for, and adjournment of, General Meeting

- 24.1 At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 24.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. .
- 24.3 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee for the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half and hour from the time appointed for the meeting, the members present shall be a quorum.
- 24.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. Procedure at General Meeting

Unless otherwise provided by these Rules, at every General Meeting:

- 25.1 The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
- 25.2 The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- 25.3 Every question, matter or resolution shall be decided by a majority of votes of the members present;
- 25.4 Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any General Meeting if his annual subscription is in arrears at the date of the meeting; or if he has not attended at least four meetings in the previous twelve months including any meetings attended as a visitor.

- 25.5 Voting shall be by show of hands or a division of members, unless not less than one-fifth of the member's present demands a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting of which the ballot was demanded;
- 25.6 A member who is entitled to vote may vote in person or by proxy and on a show of hands. Every person present who is a member shall have one vote, and in a secret ballot every member present in person or by proxy shall have one vote.
- 25.7 No member shall carry more than one proxy vote at any meeting.
- 25.8 The instrument appointing a proxy shall be in writing in the common or usual form under the hand of the appointer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- 25.9 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

Eumundi and District Historical Association Incorporated

I.....of

..... being a member of the above named Association, hereby

appoint the following memberof.....

or failing him the memberas my proxy to vote for me on

my behalf at the (Annual) General Meeting of the Association, to be held on theday of

....., 20.... and at any adjournment thereof.

Signed thisday of.....20.....

Signature.....

This form is to be used * in favor of/* against the resolution

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).

- 25.10 the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote;
- 25.11 The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a record to be available for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting; except that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

GOVERNANCE

26. By-Laws

- 26.1 The Management Committee may make, amend or repeal by-laws not inconsistent with these Rules, for the internal management of the Association.
- 26.2 A by-law may be set aside by a majority vote of the members at a General Meeting of the Association.

27. Alteration of Constitution

- 27.1 Subject to the Associations Incorporation Act 1981, this Constitution may be amended, repealed or added to by a special resolution carried at a General Meeting.
- 27.2 Any amendment, repeal or addition is valid only when it has been registered as required by the Act.

28. Common seal

The Management Committee shall provide for a Common Seal and its safe custody. The Common Seal shall only be used on the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

29. Funds and Accounts

- 29.1 The funds of the Association shall be deposited in the name of the Association in such bank or permanent building society as the General Meeting may from time to time direct.
- 29.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 29.3 All moneys shall be deposited as soon as practicable after receipt of them.
- 29.4 All amounts of one hundred dollars or over shall be paid by cheque or EFT signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- 29.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- 29.6 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 29.7 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of –
- 29.7.1 the income and expenditure for the financial year just ended; and
- 29.7.2 The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 29.8 All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the Annual General Meeting next following the financial Year in respect of which such audit was made.
- 29.9 The income and property of the Association however derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the

payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

30. Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

31. Financial Year

The financial year of the Association shall close on 30 June each year.

32. Distribution of surplus assets to another entity

32.1 This section applies if the Association –

- 32.1.1 is wound up under the Act; and
- 32.1.2 It has surplus assets.

32.2 The surplus assets must not be distributed among the association members.

32.3 The surplus assets must be given to another entity:

- 32.3.1 having objects similar to the association's objects; and
- 32.3.2 The Rules of which prohibit the distribution of the entity's income and assets to its members.

32.4 In this section “**surplus assets**” has the meaning given in the Act.

33. Conflict of Interest including Pecuniary Interest

33.1 This section applies to both-

- 33.1.1 a member of the Management Committee acting in that capacity; and
- 33.1.2 Any member of the association.

33.2 Any member who has a real or perceived conflict of interest or a direct or indirect pecuniary interest in a matter being considered by the Management Committee or the Association in a General Meeting may not cast a vote with regard that matter.

33.3 Where a member has a real or perceived conflict of interest including a pecuniary interest then this must be disclosed prior to the vote being taken.

33.4 If necessary the Chairman will decide the question of conflict of interest prior to the vote being taken.

33.5 In this section “**conflict of interest**” means:

- 33.5.1 an interest that a member has in a matter because of a reasonable likelihood or expectation of appreciable personal or financial gain or loss to the person or another person with who the person is associated; and
- 33.5.2 a member does not have a conflict of interest in a matter if the interest is so remote or insignificant that it could not reasonably be regarded as likely to influence any decision the person might make in relation to the matter.