



THE ROYAL WESTERN AUSTRALIAN HISTORICAL SOCIETY (INC.)

CONSTITUTION (ALSO KNOWN AS THE RULES)

CERTIFIED THAT this Constitution as amended was adopted by the Society at a Special General Meeting held on 16 March 2016 and became effective following confirmation from Department of Commerce dated 29 April 2016.

President *D.A. Hasluck*

Chairperson of Council: *Lennie McCall*

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1. Name of association

The name of the association is “The Royal Western Australian Historical Society (Incorporated)” hereinafter referred to as “the Society”.

2. Definitions

In these rules, unless the contrary intention appears -

‘Act’ means the *Associations Incorporation Act 1987*;

‘annual general meeting’ means the meeting convened under paragraph (a) of sub-rule 22(1) and sub-rule 22(6);

‘authorised person’ means any person authorised by Council to perform a particular task that meets one or more requirements of these rules.

‘body corporate’ means any body incorporated under Commonwealth or Western Australian corporations law or the *Associations Incorporation Act 1987 (WA)*;

‘Chairperson of Council’ hereinafter referred to as ‘the Chairperson’, means Chairperson of Council referred to in rule 16;

‘chairperson’ means the person presiding at a meeting.

‘Commissioner’ means the Commissioner for Consumer Protection exercising powers under the Act;

‘convene’ means to call together for a formal meeting;

‘Council’ means the Council of management of the Society referred to in rule 10;

‘Council meeting’ means a meeting referred to in rule 21;

‘Council member’ means a person referred to in paragraph (a), (b), (c), (d), (e), (f), or (g) of sub-rule 10 (1);

‘department’ means the government department with responsibility for administering the *Associations Incorporation Act 1987*;

‘Executive’ has the meaning given by Rule 18 (1);

‘general meeting’ means a meeting to which all members are invited;

‘group’ means any organisation that is not incorporated;

‘member’ means a member of the Society;

‘ordinary resolution’ means a resolution other than a special resolution;

‘poll’ means voting conducted in written form (as opposed to a show of hands);

‘President’ means the President referred to in rule 15;

‘special general meeting’ means a general meeting other than the annual general meeting and is referred to in sub-rules 22(1) to 22(5) which addresses a special resolution;

‘special resolution’ means a resolution that is passed by a majority of not less than three-fourths of the members of the Society who are entitled under the rules of the Society to vote and vote in person or by proxy or postal vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

‘Treasurer’ means the Treasurer referred to in rule 17;

‘Vice-Chairperson of Council’, hereinafter referred to as the ‘Vice-Chairperson’, means the Vice-Chairperson of Council referred to in Rule 16.

‘Vice-President’ means the Vice-President referred to in rule 15.

3. Object of the Society

The object of the Society is to encourage the study, writing and enjoyment of the history of Western Australia, both before and after the establishment of the Colony of Western Australia, through the following activities:

- (a) collecting, classifying and preserving records, artefacts and oral histories;
- (b) maintaining a library of historical publications, documents and photographs;
- (c) maintaining a museum, including the presentation of displays and exhibitions;
- (d) publishing, including a journal and a newsletter;
- (e) disseminating information to members and the wider community;
- (f) maintaining a retail outlet, particularly a bookshop;
- (g) arranging social events, including tours and visits to historical sites, for members and the wider community;
- (h) stimulating community interest and support;
- (i) encouraging the formation of historical societies throughout Western Australia having similar interests with a view to affiliation with the Society;
- (j) founding, subsidising or contributing to scholarships or prizes to promote this object;
- (k) conducting competitions to encourage the study of Western Australian history;
- (l) promoting the commemoration of historical events, personalities and places; and
- (m) co-operating with the National Trust of Australia (WA) and any other bodies having aims similar to those of the Society.

4. Powers of the Society

The powers conferred on the Society are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Society may do all things necessary or convenient for carrying out its object and purposes, and in particular, may:

- (a) acquire, hold, purchase, lease, hire, deal with and dispose of any real or personal property;
- (b) sell, manage, lease, exchange, hire, mortgage, charge, dispose of or deal otherwise with any assets of the Society;
- (c) open and operate bank accounts;
- (d) invest its money
 - (i) in any security in which trust moneys may be lawfully invested; or
 - (ii) in any other manner authorised by the rules of the Society;
- (e) borrow money upon such terms and conditions as the Society thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;
- (g) appoint agents to transact any business of the Society on its behalf;
- (h) enter into any contract it considers necessary or desirable;
- (i) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Society;
- (j) appoint a trustee or trustees personal or corporate to receive and hold any property on behalf of the Society and to allow any such property to remain in control of such trustee or trustees;
- (k) provide, maintain, manage and carry on the principal office of the Society in the course of the undertaking of its Object;
- (l) construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Society;
- (m) take such steps by personal or written appeals, public appeals, meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring

contributions to the funds of the Society or to any particular fund established by the Society;

- (n) establish, either by itself or through another eligible body, a fund or funds designated by name or record of the Society, including funds that enable donors to obtain benefits under Australian taxation legislation, for a particular purpose or the attainment of a particular objective, and to seek contributions to such fund or funds by donations, allocation of part or the whole of incoming subscriptions, or otherwise according to the object of the Society;
- (o) enter into arrangements which enable donors of artefacts, art works, photographs or documents to obtain benefits under Australian taxation legislation;
- (p) incur liability and undertake an obligation of or incidental to the object of the Society; and
- (q) engage and dismiss employees, contractors and advisers to support the Society in addressing its objectives and in accordance with agreed terms of engagement and dismissal or similar.

5. Qualifications for membership of the Society

- 5(1)** Membership of the Society is open to any individual or such body corporate, government agency or group as the Council shall determine from time-to-time subject to sub-rules 5(2) to 5(7) and who agrees with the Objects of the Society as outlined in Rule 3.
- 5(2)** There shall be the following classes of member:
- (a) persons, bodies corporate, government agencies or groups approved by the Council admitted as members as in sub- rules 5(3) to 5(6) and those honoured with either an Honorary Life Membership or Fellowship of The Royal Western Australian Historical Society Inc. under rules 28 and 29;
 - (b) Organisations admitted as Affiliated Societies under rule 33 (1–7).]
 - (c) two (2) persons in a household who apply for household membership and are admitted as in sub- rules 5(3) to 5(6) and thereby each such person shall have all the rights and privileges of an ordinary member except between them they will only receive one copy of *Early Days*, the newsletter and any other publication or communication made available to members;
 - (d) members may choose to become life members by compounding their annual subscriptions by the payment of one sum which shall be twenty (20) times the annual subscription; and
 - (e) a donation of an amount to be determined by Council and confirmed by a general meeting of the Society, shall entitle a member, or other person, approved of by the Council, to enrolment as a Benefactor Member of the Society. A Benefactor Member shall enjoy all the privileges of an ordinary member;
- 5(3)** The admission of a new member shall not take effect until each person, body corporate, government agency or group has been approved under sub-rules 5(5) and 5(6) and paid the first year's subscription or proportion, as decided by the Council.
- 5(4)** The names of all new members shall be announced at the next general meeting.
- 5(5)** A person, body corporate, government agency or group who wishes to become a member shall apply for membership to the Council in writing or via the website on the appropriate Application for Membership Form as approved by Council.
- 5(6)** The Council shall consider each application made under sub-rule 5(5) at a Council meeting and shall accept or reject that application.
- 5(7)** If an applicant whose application for membership of the Society is rejected under sub-rule 5(6) wishes to appeal against that decision, he or she shall give notice to

the authorised person of his or her intention to do so within a period of fourteen (14) days from the date he or she is advised of the rejection.

5(8) When notice is given under sub-rule 5(7), the Society in a general meeting no later than the next annual general meeting, shall either confirm or set aside the decision of the Council to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the general meeting.

5(9) An employee of the Society shall not be eligible for membership of the Society.

6. Register of members of the Society

6(1) The authorised person on behalf of the Society shall -

(a) keep and maintain in an up to date condition a register of each current member's name and postal or residential address.

(b) upon the request of a member make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but where it is in physical form shall not have a right to remove the register.

6(2) The register shall be taken as conclusive evidence of the eligibility of any ordinary member to vote at general meetings, polls and elections of the Society.

6(3) The register shall be kept and maintained at the Society's headquarters, or at such other place as the members at a general meeting decide, in such form as the Council decides.

7. Subscriptions of members of the Society

7(1) The subscription payable by members shall be such as determined from time to time by the Council and confirmed at a general meeting.

7(3) Each member shall pay to the Society, annually on 1 July or such other date as the Council from time to time determines, the amount of the subscription determined under sub-rule 7(1).

7(4) Subject to sub-rule 7(5), a member whose subscription is not paid within six (6) months after the relevant date fixed by or under sub-rule 7(3) ceases on the expiry of that period to be a member, unless the Council decides otherwise.

7(5) No member shall be eligible to vote at any meeting or election unless that member's subscription and any arrears have been paid or is otherwise entitled to the rights and privileges of ordinary members.

7(6) All members shall be entitled to receive without additional charge a copy of the Society's journal *Early Days*, newsletter and any other publication or communication made available to members except as limited under sub-rule 5(2)(b).

8. Termination of membership of the Society

Membership of the Society may be terminated upon:

(a) receipt by the authorised person of a notice in writing from a member of his or her resignation from the Society; or

(b) non-payment by a member of his or her subscription within six months of the date fixed by the Council for subscriptions to be paid, unless the Council decides otherwise in accordance with rule 7(4); or

(c) expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of the Society

9(1) If the Council considers that a member, including a body corporate or group should be suspended or expelled from membership of the Society because his/her/its

conduct is detrimental to the interests of the Society, the Council shall communicate, either orally or in writing, to the member:

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than thirty (30) days before the date of the Council meeting referred to in sub-rule 9 (1)(a).

9(2) At the Council meeting referred to in a notice communicated under sub-rule 9(1), the Council may, having afforded the member concerned, either with or without a legal representative a reasonable opportunity to be heard by, or to make representations in writing to, the Council, suspend or expel or decline to suspend or expel that member from membership of the Society and shall, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

9(3) Subject to sub-rule 9(5), a member who has his or her membership suspended ceases to be a member fourteen (14) days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 9(2).

9(4) A member who is suspended or expelled under sub-rule 9(2) shall, if he or she wishes to appeal against that suspension or expulsion, give notice to the President of his or her intention to do so within the period of fourteen (14) days referred to in sub-rule 9(3).

9(5) When notice is given under sub-rule 9(4):

(a) the Society in a special general meeting, shall either confirm or set aside the decision of the Council to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity, either with or without a legal representative, to be heard by, or to make representations in writing to that general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Council to suspend or expel him or her is confirmed under paragraph (a) of sub-rule 9(5).

(c) The Council may from time to time make rules for the conduct of such appeals.

10. Council

10(1) Subject to rules 11 and 12, the affairs of the Society shall be managed exclusively by the Council consisting of -

(a) a President elected annually at the annual general meeting;

(b) two (2) Vice-presidents elected annually at the annual general meeting;

(c) the Immediate Past-President if available and willing to serve;

(d) a Treasurer elected annually at the annual general meeting, or failing the filling of this position, with the agreement of Council an individual appointed to the office;

(e) a representative of the Society's Auxiliary;

(f) two (2) persons nominated by the Affiliated Societies Committee of Council, each of whom shall be a member of an affiliated society and a member of the Affiliated Societies Committee of Council. The appointment shall be for a term of one or two years so as to achieve, wherever possible, the object of having one nominated member retire each year. No nominated member(s) shall serve for more than two (2) consecutive years unless the Affiliated Societies Committee of Council is unable to find another person who is willing to accept nomination. The term of office of a nominated member commences on the date of the next Council meeting following the date of nomination, and

terminates the day before the next Council meeting following nomination of his or her successor in the year of expiration of the member's appointment.

- (g) ten (10) other elected persons half of whom shall retire annually in rotation and such persons who have been co-opted to the Council under sub-rule 13(1).

10(2) The Council

- (a) shall manage the business of the Society;
- (b) is responsible for formulation and development of the policy of the Society;
- (c) subject as hereinafter provided, may exercise all the powers of the Society as are not by this Constitution required to be exercised by the members in general meetings; and
- (d) shall not have the power to exercise the powers set out in sub-rule 4(b) or sub-rule 4(e) without the prior approval of a general meeting of the Society of which notice has been given as required in sub-rules 22(1) or 22(7).

10(3) Without in any way limiting or affecting the general powers hereinbefore vested in the Council it shall have specifically conferred upon it the following powers:

- (a) the control of the finances of the Society and the expenditure of its funds for such purpose as the Council may think fit;
- (b) to engage, control and dismiss the employees of the Society;
- (c) to make calls upon members or any class thereof, provided that a member shall not in any year be so called upon to pay an amount exceeding an amount equal to the subscription payable by that member in that year;
- (d) to make by-laws not inconsistent with the Constitution and subject to confirmation by the next appropriate general meeting of the Society; and
- (e) all such administrative powers as may be necessary for carrying out the object of the Society in accordance with this Constitution.

11. Council membership -

11(1) No member of the Society shall be eligible to be elected or appointed to the Council unless at the time of election or appointment that person has been a financial member of the Society for at least one (1) year immediately preceding the date of election or appointment unless that person has been exempted from payment under the provisions of this Constitution.

11(2) Any eligible member of the Society who accords with sub-rule 11(1) may be nominated for more than one of the Council positions but may hold only one position on the Council during any given term unless otherwise allowed under this Constitution.

11(3) A President or Past-President may be elected to the office of President provided that no President shall hold that office for more than three (3) years consecutively and shall not again be eligible for office for two (2) years.

11(4) Council members shall be elected to membership of the Council at an annual general meeting or appointed under sub-rule 10(1)(d) or 13(1).

11(5) Subject to rule 8 and sub-rule 10(1)(f), a Council member's term shall be from his or her election or appointment for a period not exceeding two years, but he or she is eligible for re-election to membership of the Council.

11(6) Except for nominees under rules 12 or 13, a person is not eligible for election to membership of the Council unless he or she is nominated for election by a member and the nomination seconded by another member by delivering notice in writing on the prescribed form of that nomination signed by -

- (i) the nominator;
- (ii) the seconder; and

- (iii) the nominee to signify his or her willingness to stand for election, and delivered to the authorised person prior to the closing date for nominations.

12. Procedure for conducting Council elections

Elections shall be conducted in accordance with the following procedure:

- 12(1)** Nominations for President, two (2) Vice-Presidents, Treasurer and five Councillors shall be called in the July issue of the newsletter. Nominations shall close on the first working day after 25 July at 4pm. As soon as a nomination is received by the authorised person it shall be affixed on the notice board at the principal office of the Society.
- 12(2)** If the number of persons nominated in accordance with sub-rule 11(6) for election to membership of the Council does not exceed the number of vacancies in that membership to be filled-
 - (a) the chairperson shall report accordingly to; and
 - (b) the chairperson shall declare those persons to be duly elected as members of the Council at the annual general meeting concerned.
- 12(3)** If vacancies remain on the Council after the declaration under sub-rule 12(2), additional nominations of Council members may be accepted from the meeting. If such nominations do not exceed the number of vacancies the chairperson shall declare those persons to be duly elected as members of Council. Where the number of nominations exceeds the remaining number of vacancies on the Council, elections for those positions shall be conducted immediately.
- 12(4)** If a vacancy remains on the Council after the application of sub-rule 12(3), or when a casual vacancy within the meaning of rule 20 occurs in the membership of the Council -
 - (a) the Council may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule shall -
 - (i) hold office until the election referred to in sub-rule 11(5); and
 - (ii) be eligible for election to membership of the Council at the next following annual general meeting.
- 12(5)** If the number of persons nominated in accordance with sub-rule 11(6) for election to membership of the Council exceeds the number of vacancies for any one or more offices in that membership to be filled then a postal poll of all members shall be undertaken to fill such office or offices in accordance with sub-rules 12(6) to 12(14).
- 12(6)** Ballot papers shall be included in the August newsletter and shall be returned to the Society's office, addressed to the returning officer appointed under sub-rule 12(10) by 4pm on the first working day after 1 September.
- 12(7)** The positions for election shall be presented on the ballot paper in the following order: President, Vice-Presidents, Treasurer, Councillors of the Society under each of which shall be presented the name/s of the candidates for those positions.
- 12(8)** If the financial year of the Society or the timing at which the annual general meeting of the Society is to be held is changed, then the period of time for which the President, Vice-Presidents, Treasurer and Councillors shall serve in those offices following those changes shall be as determined at a vote taken at a general meeting.
- 12(9)** Candidates may have inserted in the newsletter not more than fifty (50) words supporting their candidature for office. Support details shall be attached to the nomination form and delivered to the authorised person.
- 12(10)** The Council shall appoint a returning officer and two (2) scrutineers, none of whom shall be candidates for the election if an election is required
- 12(11)** When an election is required, a member voting shall mark the ballot paper by placing a tick in the box opposite the preferred candidate for each position and shall return the ballot paper to the returning officer in an envelope sealed and marked "Ballot Paper". This envelope shall be enclosed in an outer envelope which shall be addressed to "The returning officer" and clearly endorsed with the name and

address of the member. No member shall have more than one vote in respect of each position. A ballot paper which is incomplete shall be invalid and excluded from the count.

- 12(12)** On receipt of the envelope the returning officer shall check that the person whose name is on the outer envelope is a financial member of the Society and otherwise eligible to vote in which case the returning officer shall open the outer envelope, take out the ballot envelope, initial it and place it unopened in the ballot box.
- 12(13)** As soon as practicable after the close of the poll but in any case not later than one week prior to the annual general meeting the returning officer in the presence of the scrutineers shall then in the presence of each other proceed to open the initialled ballot paper envelopes and count the votes.
- 12(14)**
- (a) The determination of the candidate or candidates to fill the position or positions shall be determined by counting the votes for each candidate. The candidate with the highest aggregate shall be declared elected.
 - (b) In the event of two candidates receiving an equal number of votes the result shall be determined by drawing lots by the returning officer in the presence of both scrutineers.
 - (c) As soon as the returning officer and the scrutineers are satisfied with the result of the election the returning officer shall declare the result and affix a list of the results on the notice board.
 - (e) The successful candidates shall be announced at the annual general meeting and assume office on the first working day thereafter.
 - (f) The returning officer shall in the presence of the President of the Society, or the President's deputy, destroy the ballot papers not less than seven (7) or more than fourteen (14) days after the result of the election has been announced at the annual general meeting.
 - (g) The names of all successful candidates shall be published in the first newsletter after the close of the poll.

13. Co-option to Council and honorary officers

- 13(1)** The Council may co-opt a total of not more than three (3) additional members of the Society to serve for the current year.
- 13(2)** The Council may appoint honorary officers as it may determine from its own members or, in the event of there being no such candidate for any of these offices, the Council may appoint any person to any such office.

14. Election of Chairperson and Vice-Chairperson

- (a) At their first meeting after the annual general meeting, the members of the Council shall elect from their number a Chairperson and Vice-Chairperson for the current year.
- (b) The President of the Society, or either Vice-President, or any other member of the Council, may be elected as Chairperson or Vice-Chairperson.

15. President and Vice-Presidents – duties and responsibilities

Subject to this rule, the President shall have the following duties and responsibilities which, where appropriate, shall be shared by the Vice-Presidents:

- (a) to promote the Object of the Society as set out in this Constitution;
- (b) to attend all meetings of the Council if available;
- (c) to preside at all general meetings of the Society;
- (d) to represent the Society and speak for the Society in a responsible manner accountable to the Council;
- (e) to promote goodwill and friendly co-operation with people and organisations which have similar aims and objectives;
- (f) to sign documents in the name of the Society and act with others as a signatory to letters and cheques in the name of the Society;
- (g) to deliver the President's report at the annual general meeting incorporating

- appropriate philosophy, policies and aims for the future of the Society; and
- (h) to be an ex officio member of all Committees.
- (i) to preside at the State History Conference of Affiliated Societies.

16. Chairperson and Vice-Chairperson - duties and responsibilities

16(1) Subject to this rule, the Chairperson shall have the following duties and responsibilities which, where appropriate, shall be shared by the Vice-Chairperson:

- (a) chair all meetings of the Council if available to do so. If the Chairperson is not available, the Vice-Chairperson shall preside. If neither the Chairperson nor the Vice-Chairperson is available the members present shall appoint one of their members to chair that meeting of Council;
- (b) keep full and correct minutes of the proceedings of the Council and of the Society in accordance with rule 24;
- (c) liaise with the authorised person to execute the resolutions and business of the Council and Committees, and in so doing ensure that:
 - (i) the correspondence of the Society is co-ordinated;
 - (ii) the rules of the Society are kept and maintained in an up-to-date condition and shall make available those rules to each member;
 - (iii) the Society shall keep and maintain a record of:-
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Society provided for by these rules, including all offices held by the persons who constitute the Council and persons who are authorised to use the common seal of the Society under rule 36; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Society, and ensure that upon the request of a member of the Society, the record is made available for the inspection of the member and the member may make a copy of or take an extract from the record but shall not have a right to remove the record;
 - (iv) unless the members resolve otherwise at a general meeting, ensure that all books, documents, records and registers of the Society, including those referred to in paragraph (c) of sub-rule 16(1) (other than those required by rule 17 to be securely kept and maintained by the Treasurer) are securely kept by a member or member of the paid staff delegated with the responsibility;
- (d) co-operate with the Treasurer and employees in managing the financial affairs of the Society;
- (e) co-operate with the President and Vice-Presidents in the best interests of the Society;
- (f) act as signatory with others to documents, letters and cheques in the name of the Society;
- (g) ensure that the Society complies with relevant Commonwealth and State legislation, including industrial and health and safety legislation;
- (h) ensure that employees operate in accordance with Council-approved duty statements and are appropriately supervised;
- (i) table a report summarising the work of Committees and highlights of the year at the annual general meeting of the Society;
- (j) be ex officio a member of all Committees;
- (k) perform other duties as are imposed by these rules on the Chairperson.

16(2) In the event of the absence from a general meeting of -

- (a) the President and the Vice-Presidents;
- (b) the Chairperson or the Vice-Chairperson; or

- (c) both the Chairperson and the Vice-Chairperson,
or if for any reason one of those officers being present, none wishes to act, a member elected by the other members present at the general meeting, shall preside at the general meeting.

17. Treasurer - duties and responsibilities

The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by the Society and shall issue receipts for those moneys in the name of the Society;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Society as the Council may from time to time direct;
- (c) make payments from the funds of the Society with the authority of a general meeting or of the Council and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Council member, or by any two others as are authorised by the Council;
- (d) comply on behalf of the Society with sections 25 and 26 of the Act with respect to the accounting records of the Society by:
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Society;
 - (ii) keeping its accounting records in such manner as shall enable true and fair accounts of the Society to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as shall enable true and fair accounts of the Society to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Society audited accounts of the Society showing the financial position of the Society at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Council a report or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, ensure that all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in paragraphs (d) and (e) are securely kept by a member or a member of the paid staff authorised with the responsibility;
- (g) perform such other duties as are imposed by these rules on the Treasurer; and
- (h) prepare a budget to be presented for approval at the first Council meeting of the financial year and containing an estimate of income and expenditure for that year.

18. Executive

18(1) The Society shall have an Executive, the members of which shall be as follows:

- (a) the Chairperson, who shall chair meetings at which he or she is present.
- (b) the Vice-Chairperson;
- (c) the President;
- (d) the two Vice-Presidents; and
- (e) the Treasurer.

18(2) In the absence of the Chairman, the next most senior Executive member present shall act as chairperson.

18(3) The Executive shall have the power to co-opt to its membership not more than three other members of the Society as required.

18(4) Co-opted members shall be entitled to vote.

18(5) The chairperson shall be entitled to vote and shall also have a casting vote.

18(6) The powers, duties and responsibilities of the Executive shall be as follows:

- (a) to oversee the day to day administration of the Society;

- (b) to make policy recommendations to Council;
- (c) to implement Council policies; and
- (d) act upon other decisions of Council.

19. Delegation of functions to Committees

19(1) The Council may delegate, in writing, to one or more Committees consisting of such member or members of the Society as the Council thinks fit the exercise of such functions of the Council as are specified in the delegation other than:

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Council by the Act or any other law, and
- (c) the limitations imposed under sub-rule 19(2).

19(2) Any delegation under sub-rule 19(1) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation, and the Council may continue to exercise any function delegated.

19(3) The Council may, in writing, revoke wholly or in part any delegation under sub-rule 19(1).

19(4) Each Committee shall:

- (a) keep a record of all resolutions adopted and of all business transacted. A copy of this record which shall include the names of all members present at each meeting of the Committee shall be handed to the authorised person on the first working day (or as soon as practicable thereafter) following the meeting at which the resolution has been made or the business transacted;
- (b) ensure that the record of each of its meetings is available for circulation with the agenda for the next Council meeting;
- (c) not act on any Committee recommendation until approved by Council.

19(5) The number of members required to constitute a quorum at any meeting of any Committee shall be not less than half of the members of such Committee unless otherwise determined by the Council.

20. Casual vacancies in membership of Council

A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Council;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent without tendering an apology to the person presiding from:
 - (i) three (3) consecutive Council meetings; or
 - (ii) three (3) Council meetings in the same financial year of which meetings the member received notice, and the Council has resolved to declare the office vacant;
- (f) ceases to be a member of the Society; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Council member.

21. Proceedings of Council meetings

21(1) The Council shall meet together for the dispatch of business at least ten (10) times in each year and the Chairperson, or at least half the members of the Council, may at any time convene a meeting of the Council.

21(2) Each Council member has a deliberative vote.

- 21(3)** A motion at a Council meeting shall be decided by a majority of votes of those voting at a meeting but, if there is no majority, the person presiding at the Council meeting shall have a casting vote in addition to his or her deliberative vote.
- 21(4)** At a Council meeting seven (7) Council members constitute a quorum.
- 21(5)** Subject to these rules, the procedure and order of business to be followed at a Council meeting shall be determined by the Council members present at the Council meeting.
- 21(6)** A Council member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Council (except if that pecuniary interest exists only by virtue of the fact that the member of the Council is a member of a class of persons for whose benefit the Society is established), shall:
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council; and
 - (b) not take part in any deliberations or decision of the Council with respect to that contract.
- 21(7)** The chairperson shall cause every disclosure made under sub-rule 21(6) (a) by a member of the Council to be recorded in the minutes of the meeting of the Council at which it is made.

22. Proceedings of general meetings

22(1) The Council -

- (a) shall convene an annual general meeting in every calendar year within four (4) months after the end of the Society's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
- (b) shall within 30 days of:
 - (i) receiving a request in writing to do so from not less than twelve (12) members, convene a special general meeting for the purpose specified in that request by giving notice in the next newsletter of not less than thirty (30) days thereof to the members; or
 - (ii) receiving a notice under sub-rule 9(4) convene a special general meeting to deal with the appeal to which that notice relates by giving notice in the next newsletter of not less than thirty (30) days thereof to the members; and
- (c) shall after receiving a notice under sub-rule 5(7), convene a special general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice shall be dealt with. Failing that, in accordance with sub-rule 5(8), the applicant is entitled to address the Society at that next annual general meeting in relation to the Council's rejection of his or her application and the Society at that meeting shall confirm or set aside the decision of the Council.
- (d) may at any time convene a special general meeting;

22(2) The members making a request referred to in sub-rule 22(1)(b)(i) shall:

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

22(3) If a special general meeting is not convened within the relevant period of thirty (30) days referred to:

- (a) in sub-rule (22)(1)(b)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Council; or
- (b) in sub-rule (22)(1)(b)(ii), the member who gave the notice concerned may himself or herself convene a special general meeting as if he or she were the Council.

- 22(4)** When a special general meeting is convened under sub-rule 22(3)(a) or 22(1)(b) the Society shall pay the reasonable expenses of convening and holding the special general meeting.
- 22(5)** Subject to sub-rule 22(7), the Chairperson shall give to all members not less than thirty (30) days' notice of a special general meeting and that notice shall specify:
- (a) when and where the general meeting concerned is to be held;
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted; and
 - (c) that no other business shall be discussed.
- 22(6)** Subject to sub-rule 22(7), the Chairperson shall give to all members not less than thirty (30) days' notice of an annual general meeting in the newsletter and that notice shall specify:
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows:
 - (i) consideration of the annual accounts;
 - (ii) receive the President's annual report;
 - (iii) receive the Chairperson's annual report;
 - (iv) the election of Council members to replace outgoing Council members;
 - (v) the confirmation of a Patron and Vice-Patrons;
 - (vi) the approval of an Honorary Auditor, an Honorary Solicitor, an Honorary Architect and such other honorary advisers as the Council may from time to time recommend;
 - (vii) consideration of special business of which notice has been given in accordance with sub-rule 22(8); and
 - (viii) any other business requiring consideration by the Society at the annual general meeting.
- 22(7)** A special resolution may be moved either at a special general meeting or at an annual general meeting. However, the Chairperson shall give to all members not less than thirty (30) days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 22(5) or 22(6), as relevant, the notice shall also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 22(8)** The Chairperson shall give notice under sub-rule 22(5), 22(6) or 22(7) by -
- (a) serving it on a member personally; or
 - (b) sending it by post in the newsletter to a member at the address of the member appearing in the register of members kept and maintained under rule 6; or
 - (c) sending it electronically in the newsletter to a member at his or her email address provided the member has indicated willingness to receive notices in that form.
- 22(9)** When a notice is sent by post under sub-rule 22(8)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 22(10)** Unless otherwise decided by Council, ordinary general meetings shall be held on the third (3rd) Wednesday in such months as it may determine.
- 22(11)** (a) Resolutions at general meetings other than special resolutions shall be decided by a simple majority of members entitled to vote voting at a meeting by a show of hands, subject to sub-rule 22(15); and
- (b) The chairperson shall be entitled to have a deliberative vote and shall also have a casting vote.

- 22(12)** A non-member may attend, but is not entitled to vote at general meetings of the Society.
- 22(13)** At a general meeting a special resolution put to the vote shall be decided in accordance with rule 2, and, if a poll is demanded, in accordance with sub-rules 22(15) to 22(17).
- 22(14)** Declaration by the chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 22(15).
- 22(15)** At a general meeting, a poll may be demanded by the chairperson or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the chairperson directs.
- 22(16)** If a poll is demanded and taken under sub-rule 22(15) in respect of an ordinary resolution, a declaration by the chairperson of the result of the poll is evidence of the matter so declared.
- 22(17)** A poll demanded under sub-rule 22(15) shall be taken immediately on that demand being made.

23. Quorum and adjournment of general meetings

- 23(1)** At all general meetings of the Society, except where otherwise provided by sub-rule 41(1), thirty (30) members present in person, and eligible to vote, shall constitute a quorum.
- 23(2)** If within thirty (30) minutes after the time specified for the holding of a general meeting in a notice given under rule 22:
 - (a) as a result of a request or notice referred to in rule 22(1)(c) or as a result of action taken under rule 22(3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 23(3)** If within thirty (30) minutes of the time appointed by sub-rule 23(2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 23(4)** The chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 23(5)** There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 23(6)** When a general meeting is adjourned for a period of thirty (30) days or more, the chairperson shall give notice of the adjourned general meeting in accordance with rule 22 as if that general meeting were a fresh general meeting.

24. Minutes of meetings of the Society

- 24(1)** The chairperson shall cause proper minutes of all proceedings of all general meetings and Council meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Council meeting, as the case requires, in a minute book kept for that purpose.
- 24(2)** The chairperson shall ensure that the minutes taken of a general meeting or Council meeting under sub-rule 24(1) are confirmed and signed as correct at the next succeeding general meeting or Council meeting by the chairperson, as the case requires.

- 24(3)** When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that -
- (a) the general meeting or Council meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

25. Voting rights of members of the Society

- 25(1)** Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 25(2)** A member which is a body corporate, government agency or group may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- 25(3)** An appointment made under sub-rule 25(2) shall be made by a resolution of the board or other governing body of the body corporate, government agency or group concerned -
- (a) which resolution is authenticated under a common seal if appropriate; and
 - (b) a copy of which resolution is lodged with the Chairperson.
- 25(4)** A person appointed under sub-rule 25(2) to represent a member which is a body corporate, government agency or group is deemed for all purposes to be a member until that appointment is revoked by the body corporate, government agency or group or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, at the conclusion of that general meeting.

26. Proxy voting

- 26(1)** A member (in this sub-rule called 'the appointing member') may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at a general meeting.
- 26(2)** The appointing member shall lodge a completed proxy form with the authorised person at least twenty four hours before the scheduled time of commencement of the meeting at which the vote is to be taken. The proxy form shall:
- (i) state the full name of the appointing member;
 - (ii) identify the subject matter upon which the vote is to be taken;
 - (iii) state the name and address of the proxy;
 - (iv) state the voting instructions as to the manner in which the proxy is to exercise the vote; and
 - (v) be signed and dated by the appointing member.

27. Patronage

- 27(1)** The Society shall prior to each annual general meeting invite:
- (a) His or Her Excellency The Governor of Western Australia as Patron;
 - (b) the Premier of Western Australia and the Leader of the Opposition of the Western Australian Parliament at the time to be Vice-Patrons; and
 - (c) one other person to be a Vice-Patron
- and if the invitations are accepted confirm the appointments at the annual general meeting.
- 27(2)** If either the Premier or Leader of the Opposition in clause 27(1)(b) declines the invitation or if both of them decline, the Society may invite another person or persons whom the Society considers fit for appointment to be Vice-Patrons.

- 27(3)** Patrons and Vice-Patrons shall have all the rights of ordinary members without payment of fees.

28. Fellowship award

- 28(1)** The Council may by special resolution at an annual general meeting recommend the conferring of a Fellowship of the Society upon any member of not less than ten (10) years standing for distinguished research in the field of Western Australian historiography or other work of outstanding value to the Society and the wider community.
- 28(2)** The number of Fellows of the Society extant at any one time shall not exceed twelve (12).
- 28(3)** Every Fellow of the Society shall receive a certificate under the seal of the Society, stating the date and purpose for which the honour of the Fellowship was so conferred and shall be in all respects treated as an Honorary Life Member of the Society and shall be entitled to use the post-nominal letters FRWAHS.

29. Honorary Life Membership

The Council may by special resolution at an annual general meeting recommend the election as an Honorary Life Member of any member of not less than ten (10) years standing who has rendered exceptional service in furthering the object of the Society. An Honorary Life Member shall receive a certificate under the seal of the Society stating the date and purpose for which the honour was so conferred, be exempt from the payment of fees and contributions, and shall have all the rights and privileges of ordinary members.

30. Award of Merit

- 30(1)** The Council may bestow an Award of Merit upon any member of not less than five (5) years standing in recognition for special services rendered to the Society in one or more areas of its committee programs.
- 30(2)** Every member recognised by an Award of Merit shall receive a certificate under the Seal of the Society, stating the date and purpose for which the honour of the Award was so conferred.

31. Financial year

The financial year of the Society shall be from 1 July to the next 30 June.

32. Acquisition and management of Museum and Library items

- 32(1)** The Museum Committee or Library Committee shall receive all materials acquired for the Museum and Library collections consistent with Council policies, supervise their safe-keeping, accessioning, cataloguing and disposition in accordance with the Society's policies and within the limits of the Society's resources adhere to requirements of museum or library collections best practice.
- 32(2)** The Museum Committee or the Library Committee being bound by rule 19 of these rules shall make recommendations to Council in accordance with sub-rule 19(4)(c) and Council policies as to the disposal of items in the Society's Museum and Library collections.

33. Affiliated societies

- 33(1)** A body corporate, government agency or group having an object similar to or in accordance with the object of the Society may apply to the Council to become affiliated with the Society.
- 33(2)** The Council may in its absolute discretion and without giving any reason accept or reject any application referred to in sub-rule 33(1).
- 33(3)** If the Council accepts the application the body corporate, government agency or group shall become an ordinary member of the Society and on payment of the appropriate membership fee shall receive a Certificate of Affiliation and shall have

the voting and other rights of an ordinary member of the Society and may be represented at meetings of the Society in accordance with sub-rules 25(2) to 25(4).

- 33(4)** The Society may hold an annual State History Conference of Affiliated Societies on a date and at a place decided upon by the previous Conference.
- 33(5)** Each affiliated society shall forward an annual report to the Society in the form and manner of report as adopted by the annual State History Conference of Affiliated Societies.
- 33(6)** If a State History Conference of Affiliated Societies is to be held outside the Perth metropolitan area the Society shall endeavour to give to its members twelve (12) months' notice of the time and place of that conference.
- 33(7)** Each affiliated society shall have one vote only at the annual State History Conference of Affiliated Societies but may be represented by two delegates either of whom may exercise that vote.

34. The Royal Western Australian Historical Society Inc. (RWAHS) Auxiliary

- 34(1)** The Council may establish a Royal Western Australian Historical Society Inc. (RWAHS) Auxiliary for the purpose of furthering the object of the Society.
- 34(2)** The RWAHS Inc. Auxiliary shall manage its own affairs including finance subject to the control of the Council in accordance with by-laws made by the Council after consultation with the Auxiliary.
- 34(3)** All property acquired by the RWAHS Inc. Auxiliary shall be vested in the Society.

35. Amendment of the Constitution

- 35(1)** The Society may alter or rescind these rules, or make rules additional to these rules as follows:
 - (a) subject to sub-rules 35(1)(d) and 35(1)(e), the Society may alter its rules by special resolution, but not otherwise;
 - (b) within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Society), the Society shall lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Council certifying that the resolution was duly passed as a special resolution and that the rules of the Society as so altered conform to the requirements of the Act;
 - (c) subject to sub-rules 35(1)(d) and 35(1)(e) alteration of the rules of the Society does not take effect until sub-rule (35)(1)(b) is complied with;
 - (d) an alteration of the rules of the Society having effect to change the name of the Society does not take effect until sub-rules (35)(1)(a) to 35(1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) an alteration of the rules of the Society having effect to alter the object or purposes of the Society does not take effect until sub-rules 35(1)(a) to 35(1)(c) are complied with and the approval of the Commissioner is given to the alteration of the object or purposes.

- 35(2)** These rules bind every member of the Society to the same extent as if every member of the Society had signed and sealed these rules and agreed to be bound by all their provisions.

36. Common seal of the Society

- 36(1)** The Society shall have a common seal on which its corporate name appears in legible characters.

- 36(2)** The common seal of the Society shall not be used without the express authority of the Council and every use of that common seal shall be recorded in the minute book referred to in sub-rule 24(1).
- 36(3)** The affixing of the common seal of the Society shall be witnessed and signed by any two of the President, a Vice-President, the Chairperson and the Treasurer.
- 36(4)** The common seal of the Society shall be kept in the custody of such person as the Council from time to time decides.

37. Inspection of records of the Society

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Society, but shall not have a right to remove the books, documents, records or securities.

38. The Society's headquarters

The headquarters of the Society shall be at Stirling House, 49 Broadway, Nedlands, or at such other place within the Perth metropolitan area as the Society decides by a resolution taken as a special resolution to be passed at a special general meeting in accordance with the relevant sub-rules of rule 22.

39. Papers and other items transmitted to the Society

- 39(1)** A copy of every paper read to the Society shall be held by the Society, unless the Council shall previously agree to the contrary.
- 39(2)** The Society shall not be held responsible for the safe-keeping of any papers or other property in transit or lodged with it.
- 39(3)** The Society shall expressly declare that it is not responsible for the statements made or for the opinions expressed by authors in papers or material read or published by the Society.

40. Cultural inclusion

- 40(1)** The Society, in its policies, practices, structures and programs, is bound by the following cultural inclusion principles:
- (a) the Society shall reflect, promote and provide an environment which is free from all forms of discrimination, where all persons are treated with respect and, subject to restrictions which are imposed by the law, are free to express in writing or in speech a wide diversity of views ; and
 - (b) the Society shall encourage the presentation of histories which address the historical aspects of the impact of cultural, social, economic and environmental policies on Western Australians regardless of their race, colour, creed, religion, gender or political beliefs.
- 40(2)** The Society shall develop and implement strategies to encourage Aboriginal and Torres Strait Islander individuals and groups to record their histories and preserve their built and movable heritage and in so doing fully embrace the principles of cultural inclusion in rule 40(1).

41. Disputes and mediation

- 41(1)** The grievance procedure set out in this rule applies to disputes under these rules between:
- (a) a member and another member; or
 - (b) a member and the Society; or
 - (c) if the Society provides services to non-members, those non-members who receive services from the Society, and the Society.
- 41(2)** The parties to the dispute shall meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

- 41(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 shall, within ten (10) days, hold a meeting in the presence of a mediator.
- 41(4)** The mediator shall be:
 a person chosen by agreement between the parties; or
 in the absence of agreement:
- (i) in the case of a dispute between a member and another member, a person appointed by the Council;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule 41(1)(c)) and the Society, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 41(5)** A member of the Society can be a mediator.
- 41(6)** The mediator cannot be a member who is a party to the dispute.
- 41(7)** The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation.
- 41(8)** The mediator, in conducting the mediation, shall
- (a) give the parties to the mediation process every opportunity to be heard;
 - (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 throughout the mediation process.
- 41(9)** The mediator shall not determine the dispute.
- 41(10)** The mediation shall be confidential and without prejudice.
- 41(11)** 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 or otherwise at law.

42. Dissolution of the Society

- 42(1)** The Society may be dissolved or wound up by a special resolution as defined in rule 2 carried by not less than three-fourths of the members present either personally or by proxy and eligible to vote at a general meeting, or special general meeting called for the purpose and convened in accordance with the relevant provisions of sub-rules 22(2) to 22(5), provided that notice of the resolution has been sent to all members of the Society not less than thirty (30) days prior to such meeting. For the purpose of this clause a quorum shall be two-thirds of the members of the Society.
- 42(2)** A dissolution or winding up of the Society is to take place in accordance with the provisions of Part VI of the Act.
- 42(3)** If, upon the winding up of the Society or revocation of its endorsement as a 'deductible gift recipient' under section 30-125 of the Commonwealth *Income Tax Assessment Act, 1997*, there remains in a gift deductible fund after satisfaction of all its debts and liabilities any deductible contributions and any money received in respect of such gifts and contributions, the same shall not be paid or distributed among the members, but shall be given or transferred to a gift deductible fund of an another association incorporated under the Act which has a similar Object and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.