

NEWCASTLE FAMILY HISTORY SOCIETY INCORPORATED
Articles of Association

1. NAME

The name of the organization shall be NEWCASTLE FAMILY HISTORY SOCIETY INCORPORATED (referred to hereinafter as the SOCIETY)

2. AIMS AND OBJECTIVES

- (a) The formation of a corporate body for the pursuit of Family History Research.
- (b) To establish and make available a collection of research and reference material relevant to the study of Family History and allied subjects
- (c) To hold regular meetings for the presentation of addresses, papers on relevant Family History subjects, provide a forum for exchange of information and discussion of problems, and to attend to the general business of the Society.

3. MEMBERSHIP – ORDINARY

- (a) Membership is open to all individuals who accept the Aims and Objectives of the Society.
- (b) Application for membership shall be made in writing signed by the applicant and shall be in such form and contain such requirements as the Management Committee from time to time prescribes, and shall be submitted to the Management Committee for consideration and approval.
- (c) Ordinary members shall pay annual or other fees as are properly determined by the Society at a General Meeting, to which recommendations have been put by the Management Committee.
- (d) Membership fees shall fall due on the first day of each financial year of the Society. The financial year of the Society shall run from 1 March to the last day of February or such other period as is determined by the Management Committee.
- (e) Membership shall cease upon resignation or failure to pay membership fees within two months of the due date, unless there are extenuating circumstances.
- (f) A member shall be expelled from membership of the Society if, in the opinion of a majority of the Management Committee, voting by secret ballot, he/she is found to have engaged in activities detrimental to the welfare, reputation, or good governance of the Society. The member must be notified in writing of the complaint and given the opportunity of addressing the Management Committee before any action is taken.
- (g) A Register of Members shall be kept by the Membership Registrar on behalf of the Society showing the name, address, date of commencement of membership, date and reason for cessation of membership of all members.

4. RECOGNITION OF EXTENDED MEMBERSHIP

- (a) A Certificate of Appreciation will be awarded to members who have served an unbroken period of 10 years and thereafter at five year intervals, to be awarded at the Annual General Meeting.

5. MEMBERSHIP – HONORARY

- (a) The Society shall have the power to award Honorary Membership to any member of the community who is not at that time and has not been a member, in recognition of meritorious and outstanding service to the Society in its operation, Aims and Objectives in either of two categories –
 - (i) for the lifetime of the person
 - (ii) during the tenure of office of that person, in recognition of the relevance of that office to the aims of the Society.
- (b) Honorary Membership shall be proposed to or by the Management Committee in writing and ratified by a majority vote at the next Annual General Meeting or at a Special General Meeting of which notice has been given.
- (c) The Honorary Membership shall be offered to the candidate in writing.
- (d) The Honorary Membership shall entitle the recipient to exemption from subscription fees and to all other benefits, rights and obligations of ordinary financial members either during his or her lifetime or during the period of tenure of office for which the Honorary Membership was offered, whichever is applicable.

6. MEMBERS' LIABILITY

The members of the Society shall have no liability towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society or to the amount of any unpaid membership fees.

7. MANAGEMENT BY COMMITTEE

- (a) The Society shall have its affairs controlled and managed by the Office Bearers as defined in (c) following and other elected members, to be known as "The Management Committee."
- (b) The Management Committee shall have the power to enact, amend or revoke By-Laws which are consistent with the Aims and Objectives of the Society.
- (c) The executive shall consist of the President, Vice-President, Secretary and Treasurer. In addition, the Management Committee shall consist the of Immediate Past President, Librarian, Publicity Officer, Membership Registrar, Bulletin Editor and three other members elected to that committee.
- (d) The Executive and other members of the Management Committee shall be elected at each Annual General Meeting. Any casual vacancy in the Management shall be filled by a member appointed by the Management Committee.
- (e) Each member of the Management Committee shall hold office from the date of his or her election or appointment until the next Annual General Meeting.
- (f) The Management Committee shall meet as often as necessary to conduct the business of the Society.
- (g) The quorum for meetings of the Management Committee shall be one-half of the number of its members elected at the previous Annual General Meeting.

- (h) Notice of Management Committee meetings shall be given at the previous Management Committee meeting or by such other means as the Management Committee may decide upon.
- (i) A Member of the Management Committee shall cease to hold office EITHER upon resignation in writing; OR removal as a member of the Society; OR absence from three consecutive meetings of the Management Committee without leave of absence granted by the Management Committee.
- (j) In the event that the President's position becomes vacant, this will be filled by the Vice-President. In the case of the Secretary's or the Treasurer's position becoming vacant a special general meeting shall be convened to fill these positions.
- (k) Questions arising at any meeting of the Management Committee shall be decided by the majority of votes of those present. In the case of an equal number of votes for or against a motion the person appointed to chair the meeting shall have a second or casting vote.
- (l) Retiring Management Committee members are eligible for re-election at each Annual General Meeting except that they may only occupy an office or position for a period of four consecutive years.
- (m) Upon retirement after such term of four or part thereof years, the Immediate Past President shall serve ex-officio for one year on the Management Committee. After the expiry of such ex-officio position the Immediate Past President shall be eligible for election to any office or position for which he/she is eligible under these Articles of Association.

8. ELECTION OF OFFICE BEARERS and COMMITTEE MEMBERS

- (a) Nominations for all positions shall be called at the general meeting which allows two other General Meetings to intervene before the Annual General Meeting (for example, under the present arrangement of Annual General Meeting in May, this shall be at the March meeting).
- (b) All positions to be filled shall be named at the meeting described in (a) above, posted on the library notice board, by the Hon. Secretary at the March meeting.
- (c) Nominations shall be received up to but no later than the General Meeting preceding the Annual General Meeting (in this case and for the time being, the April General Meeting).
- (d) If no or insufficient nominations are received by that time, nominations may be received from the floor at the Annual General Meeting. Such nominations will not be received where sufficient nominations have been received by the prescribed meeting, that is, April General Meeting.
- (e) The nomination paper shall be in the form of Statement of Position for which election is sought, signed by the nominator, the seconder, and accepted by the candidate, dated, and forwarded to the Hon. Secretary.

- (f) Where the number of nominations exceed the position/s available, election shall be by secret ballot of financial members. Ballot papers will be issued by the Membership Registrar and initialed by the Returning Officer prior to the meeting.
- (g) For the time being, and under the By-Laws governing Election of Office Bearers and Committee Members of the Society, the number of ordinary Committee Members shall not exceed three.
- (h) A Returning Officer shall be appointed under the terms of 8a above to conduct the election of Office Bearers and Committee Members.

9. SUB-COMMITTEES

- (a) The Management Committee shall have the power to establish standing and/or ad hoc sub-committees for purposes associated with the Aims and Objectives of the Society as laid down in Clause 2 above.
- (b) The President shall be an ex-officio member of all standing and/or ad hoc sub-committees.
- (c) The members of such sub-committees shall be determined by the Management Committee either from its own number or other members of the Society co-opted or willing to serve on that sub-committee, or elected at an Annual General Meeting.
- (d) The sub-committee shall elect a Convener from among its own members.
- (e) Elected sub-committees, ad hoc committees and special interest groups shall only operate within the financial framework of the Management Committee and not independently incur costs or other charges without the prior permission of the Management Committee.
- (f) Any monies raised by sub-committees or ad-hoc groups must be paid to the treasurer and receipted at the time of collection or as soon as practicable thereafter.
- (g) The sub-committee shall meet as required to carry out the business for which it was created.
- (h) All sub-committees and special interests groups shall give to the Management Committee a monthly report on its management in writing.
- (i) Sub-committees formed to perform short-term functions, such as organizing a conference, will present a full report, including a financial statement and all records, receipts, invoices and bank statements pertaining thereto no later than two months after the activity for which the sub-committee was formed.

10. GENERAL MEETINGS

- (a) An Annual General Meeting of the Society shall be held within ten weeks from the end of the financial year of the Society.
- (b) In the case of the Annual General Meeting the following business shall be transacted -
 - (i) Confirmation of the Minutes of the last Annual General Meeting and any Special General Meeting.

- (ii) Presentation and receipt of reports of Sub-committees and Groups upon their activities since the last Annual General Meeting.
 - (iii) Receipt and consideration of an audited statement from the Treasurer which is not misleading and gives a true and fair view of the last financial year of the Society's
 - income and expenditure
 - assets and liabilities
 - mortgages, charges and other securities
 - trust properties
 - (iv) Election of Executive and other members of the Management Committee.
- (c) The quorum for an Annual General Meeting shall be 25 per cent of the total financial membership of the Society present in person.
 - (d) In the case of an equal number of votes the person appointed to chair at the Annual General Meeting shall have a second vote or casting vote, i.e. the Returning Officer.
 - (e) The Management Committee may, as required, convene a special meeting of the Society. A Special General Meeting must be convened by the Management Committee within two months of receiving a written request to do so from at least ten per cent of the membership of the society.
 - (f) At least fourteen days notice of all general meetings shall be given to members in the case of General Meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least 21 days before the meeting in the manner laid out by Clause 13(b)(1) below.

11. OFFICE BEARERS/EXECUTIVE

- (a) The President or, in the President's absence, the Vice-President, shall act as chairperson at each General Meeting and Management Committee meeting of the Society.
- (b) If the President or Vice-President is absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- (c) The Secretary shall keep records of the business of the Society including the Articles of Association, minutes of all General and Management Committee meetings and a file of correspondence. At the end of the Society's financial year, the Secretary shall deposit all records etc. in the Society library. The Secretary shall on resignation or removal from that position, immediately present all records pertaining to the position of Secretary to the Management Committee.
- (d) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Society. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer. At the end of each financial year, the treasurer shall deposit all account books, financial statements and certificate

of audit in the Society library. The Treasurer shall on resignation or removal from that position, immediately present all records pertaining to the position of Treasurer to the Management Committee.

- (e) All records, files, correspondence and other documents created by any office bearer, elected committee member, sub-committee member or special interest group member are the sole property of the Society and must be immediately presented to the Management Committee on demand, or on resignation or removal of that member from his or her position.

12. AUDIT

- (a) The name/s of the auditor/s shall be announced by the chair at the Annual General Meeting. The duty of such audit/s is to examine all accounts, vouchers, receipts, books etc. and furnish a report thereon to members present at the Annual General meeting. Audits shall be conducted at intervals of not more than twelve months.
- (b) The auditors/s shall not be a member/s of the Society or related to a member of the Management Committee and shall be a qualified accountant or auditor.
- (c) The Auditor shall be entitled to attend the Annual General Meeting if he/she so wishes and be heard at such Annual General Meeting.
- (d) A period of 28 days notice of dismissal shall be given to the current auditor.

13. SPECIAL RESOLUTIONS

- (a) A special resolution must be passed by a General Meeting of the Society to effect the following changes :
 - (i) a change of the Society's name
 - (ii) a change of the Society's Articles of Association
 - (iii) an amalgamation with another incorporated association
 - (iv) to voluntary wind up the Society and distribute its property
- (b) A special resolution shall be passed in the following manner :
 - (i) a notice must be given to all members advising that a General Meeting is to be held to consider a special resolution, this notice to be in the form of EITHER an announcement from the Chair at the preceding General Meeting; OR individual postal notification; OR announcement in the Society's Newsletter in accordance with (ii) following
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting by whatever means adopted in (b)(i) above
 - (iii) a quorum as laid down in Clause 10 (c) above must be present at the meeting
 - (iv) at least 75 per cent of those present must vote in favour of the resolution.

14. PUBLIC OFFICER

- (a) The Management Committee shall ensure that a person is appointed as Public Officer
- (b) The Management Committee may at any time remove the Public officer and appoint a new Public officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (c) The Public officer shall be deemed to have vacated his/her position in any of the following

circumstances:-

- (i) death
- (ii) resignation
- (iii) removal by the Management Committee or at an Annual General Meeting
- (iv) bankruptcy or financial insolvency
- (v) a mentally ill person classified under the Mental Health Act
- (vi) residency outside New South Wales

- (d) When a vacancy occurs in the position of Public Officer the Management Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public officer.
- (e) The Public Officer is required to notify the Department of Fair Trading or their successors by the prescribed form in any one of the following circumstances :
 - (i) appointment (within 14 days)
 - (ii) a change of residential address (within 14 days)
 - (iii) a change in the Society's Aims and Objectives or its Articles of Association (within one month)
 - (iv) a change in the members of the Management Committee (within 14 days)
 - (v) of the Society's financial affairs (within one month after the Annual General Meeting)
 - (vi) a change in the society's name (within one month)
- (f) The Public Officer may be an Office Bearer, Management Committee Member or any other person regarded by the Management Committee as suitable for the position.

15. MISCELLANEOUS

- (a) The Society shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Society.
- (b) The funds of the Society shall be derived from the fees of members, donation, grants, and such other sources approved by the Society.
- (c) The criteria below shall apply to the income of property of the Society, however derived :
 - (i) It shall be applied solely for the promotion of the Aims and Objectives of the Society
 - (ii) no portion shall be paid or transferred directly or indirectly to any member of the Society except where that member or other person has incurred a debt on behalf of the Society, with the approval of the Management Committee, "Debt" being defined as purchases, rent or other charges, for which appropriate receipts or documentation shall be presented.
- (d) The Common Seal of the Society shall be kept in the custody of the Secretary and shall be affixed to a document with the approval of the Management Committee. The stamping of the Common Seal shall be attested by the signatures of two members of the Management Committee.
- (e) The Society may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Society should be wound up.

The distribution of surplus property shall be in accordance with Section 53 of the Associations Incorporation Act 1984.

- (f) Service of documents on the Society is affected by serving them on the Public Officer or by serving them personally on two members of the Management Committee

Amended 1st June, 2004.