

# **Channel Historical and Folk Museum Inc.**

## **CONSTITUTION**

**8 June 2017**

# CHAFMA CONSTITUTION

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**Channel Historical and Folk Museum Inc.**

An Association registered under the  
"Associations Incorporation Act, 1964"

8 June 2017

**PREAMBLE AND DEFINITIONS**

1. (1) The Association shall continue to be known as the "Channel Historical and Folk Museum Inc."
- (2) The registered office of the Association shall be at such place as is determined by the Committee from time to time and of which notice shall have been duly lodged in the Registry.
- (3) All Previous Rules are hereby rescinded.

2. (1) In these Rules:

"**Annual General Meeting**" shall mean a meeting held pursuant to rule 18, and in compliance with the relevant legislation.

"Association" shall mean the association referred to in clause 1(1).

"Committee" shall mean the committee of the Association which has the management of the affairs of the Association under these Rules.

"Counts" shall mean the number of votes in a ballot cast, collected, for, against, supporting, or not supporting (as the case may be) a matter before a meeting.

"Executive Committee" is the committee comprised of the Officers

"General Meeting" is a meeting of Members of the Association.

"Member" shall mean a member of the Association and shall include every person to whom rule 5 applies.

"Museum" shall mean the museum established and operated by the Association, as and where the same shall be from time to time.

"Officer" shall mean a person who holds one of the offices under rule 29.

"Ordinary Committee Member" shall mean the Member(s) who being a member of the Committee is not the President, a Vice-President, the Treasurer, the Secretary, or the Curator.

"Person Presiding" shall mean the Member duly presiding at a meeting of Members, whether that meeting is an Annual General Meeting, a Special General Meeting, a meeting of the Committee, or a meeting of a sub-Committee.

"Previous Rules" shall mean the Rules of the Association effective immediately before adoption of these Rules.

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"Public Officer" is a person appointed to this position by the Committee.

Quorum" shall mean the minimum number of Members who must be present in person, in order to constitute a meeting.

"Register of Members" shall mean the register maintained by the Association of the members of the Association.

"Rules" shall mean the Rules of the Association in force at the relevant date.

"Special Resolution" shall mean a resolution in favour of a proposal to alter the Rules, passed by at least three-quarters of the Members present in a General Meeting.

"Sub-Committee" shall mean a Sub-Committee appointed by the Committee.

- (2) In the interpretation of these Rules:
  - (a) unless the contrary intention appears, the singular shall include the plural and the plural shall include the singular; and
  - (b) a general proposition shall be read subject to any provision in qualification thereof or to the contrary.
- (3) In these Rules:
  - (a) a rule is identified by the rule-number (e.g. rule 7),
  - (b) a clause is identified by the rule-number, and by its own number in brackets (e.g. clause 7(1)),
  - (c) a paragraph is identified by the rule-number, followed by the rule-number, and followed in brackets by an identification-letter of the alphabet in the lower case (e.g. paragraph 7(1)(a)),
  - (d) a sub-paragraph is identified by the rule-number, followed by the rule-number, followed by the paragraph identification-letter, and by its own 'Roman-numeral', in the lower-case, in brackets (e.g. sub-paragraph 8(1)(a)(i)).
- (4) A reference in these rules to a rule, paragraph or sub-paragraph shall not imply a requirement to refer only to provisions of the particular rule, rule, paragraph or sub-paragraph, unless it is clear from the context that the reference is intended to be so confined.

### **OBJECTS**

3. (1) The following are the 'basic objects' of the Association:
  - (a) to acquire, preserve, and display in the Museum or elsewhere, objects and items which are of historical, social, cultural, or artistic significance or of educational interest; and
  - (b) to foster and encourage knowledge of local culture and history; and

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- (c) to undertake, and to encourage research into local social, cultural, or artistic history and the publication and production of papers, articles, books and electronic information, records and material thereon; and
  - (d) with respect to any and all of the above-stated objects, to give particular attention to any local connection.
- (2) In furtherance of the 'basic objects', the objects of the Association shall also include:
- (a) the purchase, taking on lease or in exchange, and the hiring or acquisition by other means, of real property;
  - (b) buying, selling, supplying and dealing in goods of any kind;
  - (c) construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
  - (d) acceptance of any gift, whether or not subject to a trust with the exception that the Committee shall not accept an offer to donate money or an offer to make gifts of objects and effects (as the case may be) to which is attached any trust or provision or condition which, in the opinion of the Committee, the Association is or may be unable to properly perform, fulfil or abide by, and shall not accept an offer of objects and effects which are not of the nature of those referred to in clause 3(1), except in the event that the offer is made on the basis that the Association may use the same in furtherance of one or more of the objects under clause 3(2) or that the Association may sell the same and receive the proceeds of sale;
  - (e) such action, including fundraising events and seeking sponsorship, as the Association may from time to time deem expedient for the purpose of procuring contributions to the funds of the Association;
  - (f) the printing and publishing of papers, periodicals, books, leaflets, or other documents and the production of electronic material considered desirable for the promotion of the objects and purposes of the Association;
  - (g) the borrowing and raising of money on such terms as the Association may think fit;
  - (h) subject to the provisions of the Trustee Act 1898, the investment from time to time of any moneys held by the Association not immediately required for any of its objects or purposes in any manner the Committee determines;
  - (i) the purchase, acquisition, or undertaking, of all or any part of the property, assets, and engagements of any association which has become or is being amalgamated with the Association, or which may, in the view of Committee, become so amalgamated;
  - (j) all such other lawful acts as are incidental or conducive to attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of clause 3 (2); and

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- (k) the making of gifts, subscriptions or donations to any fund authority or institution to which section 78 (1) (a) of the *Income Tax Assessment Act 1936 (Cth)* relates.

All of the aforementioned objects will be undertaken by the business of the Association being run as a Not for Profit organisation

### **PATRONS**

- 4. The Association may by a resolution of a General Meeting invite a person identified by that resolution to become a patron of the Association.

### **MEMBERS**

- 5. (1) Every person who was a Member immediately prior to adoption of these Rules shall retain that membership subject to these Rules.
- (2) A person is eligible to be a Member of the Association on payment of the annual subscription fixed under these Rules or as otherwise provided for under these Rules.
- (3) There shall be the following classification of membership:
  - (a) An "Individual Member" shall be a person who has paid an annual individual membership subscription as set by the Committee from time to time.
  - (b) A "Life Member" shall be a person who has in the opinion of Members rendered special and continuing service to the Association. Life members may be nominated by any Member of the Committee or by any Member of the Association. Each nomination must include a nominator, a seconder, and the supporting signatures of 75% of the Committee. This will be deemed sufficient to bestow life membership. Life memberships are to be presented at the AGM.
  - (c) An "Honorary Member" shall be a person upon whom the Committee, in recognition of special service to the Association, or of special circumstances, has, by resolution, conferred that title for such period of time as the Committee may determine.

### **ADMISSION TO MEMBERSHIP**

- 6. (1) A person who desires membership of the Association shall lodge an application with the Secretary using the appropriate form, either in paper or online, accompanied by a sum equal to the amount of the annual subscription.
- (2) All applications shall be accepted.
- (3) The Secretary shall enter the applicant's name in the Register of Members and provide the Committee each month with a list of all new members.

### **CESSATION OF MEMBERSHIP**

- 7. (1) A Member may resign from the Association at any time, by delivering to the Secretary an unconditional and unqualified written notice of resignation signed and dated by the Member. A notice of resignation shall take effect immediately upon receipt thereof by the Secretary. Every right, privilege, and (save as

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provided in rules 8 and 9) every obligation of the person as a Member shall cease upon that person, for any reason, ceasing to be a Member. No right, privilege, or obligation of a Member shall be capable of transfer, transmission, or assignment.

- (2) A Member shall cease to be a Member upon any of the following events:
  - (a) Upon resignation by the Member in accordance with clause 7(1);
  - (b) If the Member makes a significant breach of the rules and protocols of the Association, and two thirds of the committee agrees that membership should be terminated;
  - (c) At the discretion of the Committee, if the Member has failed to pay their annual subscription, or part thereof, within three months of due date.
- (3) Where the committee decides that a membership should be terminated in accordance with clause 7(2) the person shall be served a written notice by the public officer which specifies the facts of, and grounds for, that decision and provides for a right of appeal as per sub-rule (4) which, if not exercised, means that the termination takes immediate effect and is final.
- (4) A member may exercise a right of appeal against termination of membership by delivering to the public officer within fourteen days from the date of service of the notice under sub-rule (3) a written requisition for the convening of a meeting solely and specifically to hear that appeal. The member shall have the option of having that appeal heard by either the Executive Committee or by a special general meeting. The member shall have the opportunity to be advised of and respond to the details of the grounds of, and the reasons for, the termination of membership, and the members in attendance at the meeting shall vote by secret ballot on whether or not that action shall be lifted or confirmed, and the member shall be informed in writing of that decision, which shall be final.

### **LIABILITY OF MEMBERS**

8. (1) A person who ceases to be a Member shall remain liable to the Association for all unpaid subscriptions with respect to any period during which the person was a Member.
- (2) Neither rule 8 nor rule 9 shall have application to a Life Member or to an Honorary Member.

### **WINDING UP**

9. (1) In the event of the Association being wound up or dissolved every Member and Life Member within a period of twelve months before the commencement of the winding-up shall be liable to contribute to the assets of the Association for payment of its debts and liabilities and for costs charges and expenses of the winding-up, such contribution (not exceeding ten dollars) as may be required.
- (2) Notwithstanding the provisions of paragraph 9 (1) (a), a former Member shall not be liable to contribute to debts and liabilities of the Association which were contracted after that person ceased to be a Member.
- (3) In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred

to another Association with similar purposes which is not carried on for the profit or gain of its individual members.

**INCOME AND PROPERTY**

10. (1) On behalf of the Association, the Treasurer or such other person as may be nominated by the Committee shall receive all money paid to it and shall forthwith issue a receipt for the same.
- (2) All money received by the Treasurer or such other person as may be nominated by the Committee shall be paid promptly into a bank account of the Association.
- (3) Except under the authority of a particular resolution of the Committee, no payment in cash in excess of the sum from time to time fixed by the Committee, shall be made from the funds of the Association.
- (4) The Committee may, from time to time, provide a Committee member with cash for urgent expenditure or for petty cash or both; but the total of such cash at any time held shall not exceed a sum fixed by the Committee and a receipt for such cash shall be provided to the Treasurer.
- (5) All payments from the funds of the Association, other than those made under clause 10(3) or under clause 10(4), shall be by cheque or other form as accepted by the Committee.
- (6) (a) Subject to paragraph 10(6)(b) no payment shall be made under clause 10(5) unless an account from the creditor is first presented to and passed for payment by the Committee;
- (b) Subject to any resolution from time to time of the Committee, paragraph 10(6)(a) shall not apply to recurring debts of the Association for telephone, electricity, rates, land-tax, cleaning, security, insurance and the like; and likewise, shall not apply in circumstances in which, by prompt payment a discount favourable to the Association is available.
- (7) Cheques upon a bank account of the Association, or payments made by other means (such as electronically) shall be signed/approved by any two of the President, a Vice-President, the Treasurer, the Secretary, the Curator, or any Ordinary Committee Member to whom the Committee has delegated authority to approve payments on behalf of the Association.
- (8) (a) The Committee may, from time to time, authorise a Member who, in the opinion of the Committee is experienced and competent in such matters, to expend money of the Association if it appears to the Member that the opportunity to make a particular purchase of an article or of articles suitable for display or preservation and of the nature of those referred to in clause 3(1), or to authorise a particular service, would be lost unless promptly acted upon.
- (b) The money expended under paragraph 10(8)(a) on any one occasion shall not exceed five hundred dollars, or such greater amount as may be determined by the Committee from time to time.
- (c) Details of each such expenditure, and of the circumstances of the same, shall be reported promptly to the Committee.



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- (d) The Committee may cancel any authority given under paragraph 10(8)(a), and on notice to the authorised Member of such cancellation the authority shall not again be exercised.
11. (1) True accounts shall be kept:
- (a) of all sums of money received and expended by the Association, and the matter in respect of which each receipt and each expenditure took place; and
  - (b) of the investments, credits, and liabilities of the Association, and of the property owned by the Association, and of the property held by or on behalf of the Association.
- (2) The Treasurer shall prepare a profit and loss statement and balance sheet at the end of each financial year.
- (3) The Treasurer shall prepare a budget of planned income and expenditure and submit it to the Committee for approval at the beginning of each financial year.
- (4) The Treasurer shall, on request, produce, and shall, on request, deliver to the Auditor or to the assistant of the Auditor (as the request may be) all or any of the Association's books of account and other financial records; and on request shall supply to the Auditor (in writing if so requested) information and explanations concerning the accounts or concerning any part or item of the accounts.
- (5) The books of account and other financial records shall be kept at the registered-office of the Association, or at such other place or in the custody of such person as the Committee may from time to time direct.
12. (1) The assets and income of the Association shall be applied solely in furtherance of its objects and purposes and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (2) The Association shall not appoint a Member to any office in the gift of the Association, if there is payable with respect to that office any remuneration, allowance, fee or other benefit to the holder.
- (3) Nothing in the foregoing provisions of this rule shall prevent payment in good faith:
- (a) to an employee, of remuneration as a return for services in the scope of employment;
  - (b) of an accepted tender-price for goods, equipment, and services (or any of them) supplied to the Association by a Member who has tendered for the same and for which the Association has also received at least one other tender not from Members;
  - (c) to reimburse a Member for out-of-pocket expenses paid to the benefit of or at the request of the Association.

**AUDIT**

13. (1) At each Annual General Meeting an Auditor shall be appointed.
- (2) A person appointed as Auditor may hold office until the close of the Annual General Meeting held next after that appointment; and shall be eligible for re-appointment.
- (3) The Auditor must conduct an audit of the Association's financial records and provide a report to the Association on this audit. In so doing, the Auditor:
  - (a) has a right of access at any time to all or any of the accounts, books, financial records, cheque-butts, vouchers, and other financial documents and records of the Association;
  - (b) in the performance of an audit may require from the Treasurer, and may require from any Member, and may require from any employee of the Association (as the case may be) such information and explanations as may be necessary in the opinion of the Auditor.
  - (c) may employ persons to assist in the examination of the accounts of the Association.
14. If an Auditor is not appointed at an Annual General Meeting the Committee shall make the appointment.
15. An Auditor may be removed by Members in a General Meeting, in which event another person shall be appointed by that General Meeting to act as Auditor.
16. If any casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Committee may appoint another Auditor, and the person so appointed may hold the office until the next Annual General Meeting.
17. (1) The Auditor shall certify in writing as to the correctness or otherwise of the accounts of the Association and may report thereon to the Members present at the Annual General Meeting.
- (2) Each period to be covered by an audit, report, and certificate in writing, shall be the financial year of the Association last completed.
- (3) Without limiting the Auditor to reporting upon the following matters, the report of the Auditor shall state:
  - (a) whether explanations and information required under paragraph 13(3)(b) had been given, and as to the acceptability thereof to the Auditor;
  - (b) whether the Accounts appear to be properly kept and properly drawn so as to exhibit a true and correct view of the financial position of the Association having regard to explanations and information (if any) required and received; and
  - (c) whether there has been any breach of the Rules relating to the administration of the funds of the Association, with details of any breach.

## **ANNUAL GENERAL MEETING**

18. (1) The Association shall hold an Annual General Meeting in each year.
- (2) The Annual General Meeting shall be held on such day (not later than five months after the close of the financial year of the Association) as the Committee shall determine.
- (3) A proposal for a Special Resolution may be put to an Annual General Meeting.
- (4) The ordinary business of an Annual General Meeting shall be:
  - (a) confirmation of Minutes of the preceding Annual General Meeting and of the Minutes of any Special General Meeting held after the last preceding Annual General Meeting.
  - (b) receipt of the Annual Report with respect to the preceding year, and of a report from the Treasurer upon the financial transactions of the Association during that year and upon the financial position of the Association, and of the Auditor's report.
  - (c) to elect the Officers of the Association and the Ordinary Committee Members.
  - (d) to appoint an Auditor.
- (5) Members should be advised of the Annual General Meeting, and should be provided with an agenda and any supporting documents at least two weeks prior to the scheduled date.

## **GENERAL MEETINGS**

19. (1) At least 3 general meetings (not including the AGM) shall be held each year.
- (2) The business of a general meeting shall include:
  - (a) A summary of key decisions made since the last General Meeting;
  - (b) A summary of how the Association has performed since the last General Meeting;
  - (c) A summary of what's new at the Centre/Museum; and
  - (d) Any specific items of business, including issues raised by Members.
- (3) Members shall be advised of a General Meeting, and provided with an agenda and any other supporting documents, at least two weeks prior to the scheduled date.
- (4) If a member has an issue that needs resolution prior to the next scheduled General Meeting, he/she shall discuss the issue with a member of the Executive Committee and agree on a process for resolution. If it is decided that a General Meeting is required to resolve the issue, the President shall declare that the next Committee Meeting be a General Meeting; and Members shall be immediately advised of the meeting and provided with an agenda and any supporting documents.

**QUORUM AND VOTING**

21. (1) No decisions of the Association shall be made at any meeting of Members, unless a Quorum of Members is present.
- (2) Ten of the Members appearing upon the Register of Members, present in person, shall constitute a Quorum for a General Meeting.
- (3) If a Quorum is not reached within 15 minutes after the appointed time for the commencement of a General Meeting, business as per Clause 19 (2) may proceed on the proviso that no decisions are made; and that only information is shared.
- (4) If a quorum is not reached and urgent decisions are required, these may be made by the Executive Committee.

**PRESIDENT TO PRESIDE AT GENERAL MEETINGS**

22. (1) The President, or in their absence a Vice-President shall preside at a General Meeting.
- (2) If the President and the Vice-Presidents are all absent from a General Meeting, then the Members present shall elect one of their number to preside thereat.

**DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

23. A question before a General Meeting shall be determined by a simple majority vote. A show of hands shall be considered suffice except if a member specifically requests a formal secret vote, in which case the Person Presiding will facilitate such a vote.
24. At the conclusion of any vote, the Person Presiding will announce the decision reached, and such decision will be recorded in the minutes of the Meeting, and taken as conclusive evidence of the decision reached.

**VOTES**

25. (1) Every Member present shall have one vote upon a matter or question arising at a General Meeting.
  - (2) All votes at a General Meeting shall be given personally.
  - (3) In the case of an equality of votes upon a matter or question arising at a General Meeting the person presiding shall have a casting vote.
26. A Member who is an employee of the Association shall not be entitled to vote on any matter relating to his or her employment or the employment of any other employees of the Association.

**AFFAIRS OF ASSOCIATION TO BE MANAGED BY THE COMMITTEE**

27. (1) The Committee shall manage (subject to the Rules) the business and affairs of the Association and in so doing may employ, remunerate and discharge such persons to be employees of the Association as the Committee may vary from time to time determine, and may fix and amend or alter from time to time the standing, authority and functions of each or any employee.

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- (2) In managing the business and affairs of the Association the Committee may exercise all powers and all functions of the Association, other than those which are required to be exercised by a General Meeting.
- (3) In managing the business and affairs of the Association the members of the Committee shall act in the bona fide interests of the Association and in good faith, and exercise due care and diligence.

### **CONSTITUTION OF THE COMMITTEE**

28. The Committee shall be comprised of:
- (1) the Officers of the Association; and
  - (2) up to ten Ordinary Committee Members.

### **OFFICERS OF THE ASSOCIATION**

29. (1) The Officers of the Association are as follows:
- (a) President;
  - (b) Two Vice-Presidents;
  - (c) Treasurer;
  - (d) Secretary; and
  - (e) Curator (An Officer or Committee Member is eligible to also hold this position);
- (2) With the exception of the Curator (a position that requires specific skills), the Officers of the Association shall be nominated for election as provided in rule 30.
- (3) The Curator shall be appointed by the Committee.
- (4) At its discretion, the Committee may also appoint an Assistant Secretary, an Assistant Treasurer, and any other officers as it see fit.

### **ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

30. (1) Subject to these Rules, each elected or appointed Officer or Ordinary Committee Member shall hold office from the close of the Annual General Meeting when elected or appointed until the close of the next Annual General Meeting.
- (2) A nomination of a Member for election as an Officer or Ordinary Committee Member shall be in writing signed by two nominating Members and by the Member nominated, and that written nomination shall identify the office for which the Member is nominated.
- (3) Nominations shall be delivered to the Secretary at least 14 days before the pending Annual General Meeting.
- (4) Nominations for Committee (including Officers of Association) may be accepted from the floor on the day BUT only for positions for which no nominations have been received or remain unfilled.

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- (5) No employee of the Association shall be entitled to be elected or appointed an Officer of the Association or Ordinary Committee Member.
31. (1) Election of Officers and Ordinary Committee Member shall be by the procedure following:
- (a) The office of President shall first be filled, and thereafter, in turn, shall be filled the offices of Vice-Presidents, Treasurer, Secretary, Curator and Ordinary Committee Member.
  - (b) Each of the above-mentioned offices shall be filled upon a declaration to the meeting by the Person Presiding that a Member then named, is duly elected to the particular office.
  - (c) If there is only one nomination of a Member for an office, the Person Presiding shall in each case make a declaration that each Member nominated is elected.
  - (d) If there are more nominations than one for the same office (or two in the case of Vice President) then a ballot shall be held for that office.
  - (e) If there are more than 10 nominations for Ordinary Committee Member, Members (of the Association) shall either accept all nominations and thereby authorise an expanded Committee; or hold a ballot to determine who will be part of the Committee.
  - (f) Each ballot under paragraph 31 (1) (d) shall:
    - (i) be held at the particular meeting then in session;
    - (ii) be held at the time and in such usual and proper manner as the Person Presiding shall direct;
    - (iii) entitle each member to one vote.
  - (g) On each ballot for an office the Member who receives the most Votes shall be the Member to be elected to the office, and accordingly the Person Presiding shall so declare.
  - (h) The Person Presiding shall inform the Members present in the Annual General Meeting of the number of counts received on the ballot by each nominated Member.
  - (i) If on a count of votes on a ballot, each of two or more nominated Members receive the same number of votes for the same office, then there shall be another ballot to determine which of those two or more Members receives the most votes.
- (2) In the event that there are still vacancies on the Committee after the Annual General Meeting, the Committee may appoint people to those positions at its discretion.

### VACATION OF OFFICE

32. (1) An office shall become vacant in the event that the Member holding that office shall:
- (a) become bankrupt, or apply to take advantage of any law relating to a bankrupt or an insolvent debtor, or compound with creditors, or assign assets or estate for the benefit of creditors of that Member;
  - (b) resign from office, or resign as, or cease to be a Member,

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- (c) cease to reside permanently in Tasmania,
  - (d) without leave granted by the Committee, fail to attend three consecutive meetings of the Committee, or
  - (e) does not, within three months of due date, fully discharge a liability for an Annual Subscription.
- (2) Any officer dismissed under either Clause 32(1)(d) or Clause 32(1)(e) may be reinstated at the discretion of the Committee if it is deemed to be in the best interests of the Association.
- (3) In the event that vacancies arise throughout the year, the Committee may appoint people to those positions at its discretion.

### COMMITTEE MEETINGS

33. (1) The Committee shall meet at least once in every month excepting January and those months in which a General Meeting is being held at such place and at such time as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any members of the Committee.
- (3) Every member of the Committee shall, so far as is reasonably practicable, be informed of any special meeting of the Committee, and of the business to be transacted; and, in the absence of a unanimous vote to the contrary, no other business shall be transacted at such a meeting.
- (4) No business shall be transacted by the Committee unless a Quorum is present, and if within half-an-hour of the time appointed for the meeting a Quorum is not present, the meeting shall be abandoned.
- (5) A Quorum of the Committee shall consist of eight members of the Committee present at the meeting.
- (6) Meetings of the Committee shall be presided over by:
- (a) the President or a Vice-President; or
  - (b) if they are all absent, a member of the Committee appointed by those present.
- (7) A question arising at a meeting of the Committee shall be determined on a show of hands or, if demanded by a member of the Committee, by a ballot taken in such a manner as the Person Presiding at the meeting shall then determine.
- (8) On any question, each member of the Committee present at a meeting of the Committee is entitled to one vote and in the event of an equality of votes, the Person Presiding may exercise and announce a casting vote.
- (9) (a) The Committee may determine upon a roster or list of future meetings of the Committee, and may fix and include in the roster, the time and place for all meetings or for each meeting or for some of those meetings.

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- (b) No notice of a meeting held in accordance with a determination under paragraph 33(9)(a) need be given to a member of the Committee who was present at the meeting at which the determination was made.
- (c) The Committee may change the date or time or place of a meeting to be held as determined under paragraph 33(9)(a), and notice of the change shall be given to all members of the Committee not present when the change was made.

### **DISCLOSURE OF INTEREST IN CONTRACTS**

34. (1) A member of the Committee who is interested directly or indirectly in any contract or arrangement made or proposed to be made with the Association, shall disclose that interest at the meeting of the Committee at which the contract or arrangement is first taken under consideration.
- (2) If a member of the Committee becomes interested in a contract or arrangement with the Association after it is made or entered into, that interest shall be disclosed to the first meeting of the Committee after that interest arose.
- (3) No member of the Committee having any interest falling under any provision of this rule 34 shall remain in a meeting of Committee whilst the interest, or the contract, or arrangement, is under consideration.

### **SUB-COMMITTEES**

35. (1) The Committee may at any time appoint a sub-Committee comprised of Members or of members of the Committee or both, and the Committee shall name the "Presiding Person" of each sub-Committee and shall specify the purpose of each sub-Committee and may at any time and from time to time change the membership of a sub-Committee and may specify and alter conditions and constraints upon a sub-Committee.
- (2) The Committee may appoint any employee of the Association to be a member of any sub-Committee.
- (3) The Committee may appoint a person as an adviser to a sub-Committee and may remunerate, such person (other than a Member) as the Committee thinks fit, and that person shall be entitled to attend meetings of the sub-Committee, but shall have no right of voting thereat.
- (4) Each sub-Committee shall hold regular meetings.
- (5) The "Presiding Person" of each sub-Committee shall report to the Committee upon matters as to which the Committee shall require a report, or shall report generally to the Committee at such meetings of the Committee as the Committee may require.
- (6) In the event of any dispute or differences of opinion between the "Presiding Person" of a sub-Committee and any employee of the Association appointed to a sub-Committee, the Committee may give a decision on the matter in dispute at the next meeting of the Committee.
- (7) The Committee may at any time abolish or terminate a sub-Committee.



### **EXECUTIVE COMMITTEE**

36. (1) The President, both Vice-Presidents, Secretary, Treasurer and Curator shall together constitute a Standing Sub-Committee under the title of the Executive Committee, which may make recommendations to the Committee upon any matter.
- (2) The Executive Committee may take actions or make decisions where immediate attention is required in the interests of the Association.
- (3) The Executive Committee shall act under clause 36(2) only in a situation such that it is not reasonably practical to call together a Quorum of the Committee.
- (4) Every decision of the Executive Committee, and the action taken thereon, shall be reported in detail to the next meeting of the Committee.
- (5) If the full Committee does not agree with any action or decision taken by the Executive Committee, it may alter any instructions or decisions provided no one will suffer any damage or injustice.

### **FINANCIAL YEAR**

37. The financial year of the Association shall be the period commencing on the 1st March in a calendar year and ending on the last day of February in the following calendar year unless altered by a Special General or Annual General Meeting decision in which case 38 (1) to (5) shall be modified accordingly.

### **ANNUAL SUBSCRIPTION**

38. (1) Every member, other than an Honorary Life Member, shall pay to the Association an annual subscription for each year expiring on the last day of each February.
- (2) The Committee shall, prior to the last day of February determine the amount of the annual subscription for the year thereafter.
- (3) The Secretary shall before the end of March in each year, notify each Member (other than an Honorary Life Member) of the amount payable for Annual Subscription.
- (4) Every Member liable therefore shall pay the Annual Subscription for each financial year not later than the end of April in that year; and the "due date" for each payment shall be the last day of April in that year.
- (5) Notwithstanding any provision of this rule 38 the amount payable as the Annual Subscription for a financial year may be altered by Members in a General Meeting.

### **THE SEAL**

39. (1) The Common Seal of the Association shall be in the care of the Secretary or of such other Officer of the Committee as the Committee may name from time to time, and shall not be affixed to any document except upon a resolution to that effect by the Committee and then shall be affixed in the presence of the Secretary and of two other Members of the Committee or (in the absence of the Secretary) in the presence of three Members of the Committee, each of whom shall sign the document as attesting witnesses.

## CHAFMA CONSTITUTION

- (2) Attestation under clause 39(1) is sufficient for all purposes that the seal was affixed by authority of the Committee.

### **ALTERATION OF RULES**

40. (1) These Rules may only be amended by special resolution approved by no less than a three-quarters majority of those present and voting at a general meeting.
- (2) Changes to the Rules may be proposed by the Committee or any member of the Association.
- (3) Where a change of rules is proposed, full details including the reasons for the suggested change, should be provided to members at least 2 weeks prior to the scheduled general meeting.
- (4) In relation to matters not covered by these Rules, the Model Rules as set down under the Associations Incorporation Act 1964 (as amended) shall apply.
- (5) In the event that any provisions in these Rules are deemed to be in conflict with the provisions of the *Associations Incorporation Act 1964* (as amended), the latter shall prevail.

### **TRANSITION PROVISION**

41. The Officers and Committee Members elected at the last Annual General Meeting of the Association shall continue to hold office and manage the affairs of the Association until new Officers and Committee Members are elected under clauses 30 and 31 of this Constitution.

Channel Historical and Folk Museum Inc.  
Revised Constitution as adopted