

**CONSTITUTION OF
THE PROSPECT LOCAL HISTORY GROUP INC.**

DEFINITIONS

‘Act’ means the Associations Incorporation Act 1985.

‘Committee’ means the committee of management of the Association

‘Annual General Meeting’ can be abbreviated to AGM

‘In writing’ includes electronic communications and printed copies

‘Address’ includes an e-mail address.

‘Majority vote’ means one half of those members present and voting, plus one.

‘Prospect area’ includes the City of Prospect and its antecedents as well as the immediate areas surrounding the City.

‘Month’ means a calendar month;

‘Regulations’ means Regulations under the ‘Act’;

‘Relevant document’ has the same meaning as ‘document’ in the Act;

1. NAME

The name of the organisation is “The Prospect Local History Group Incorporated” herein referred to as “the Association”.

2. THE OBJECTS OF THE ASSOCIATION

The objects for which the Association is formed are to:

- Promote community interest in the history of the Prospect area
- Conduct or support research, study, collection and recording of history in the Prospect area
- Advocate for the preservation of the history and heritage in the Prospect area
- Publish items related to the history of the Prospect area such as books, videos, pamphlets, leaflets, research notes etc.
- Participate in local community events
- Collaborate with and contribute to kindred activities
- Liaise with the City of Prospect and support the City’s Library and Prospect Local History Collection

3. THE POWERS OF THE ASSOCIATION

- (a) The Association shall have all the powers stated in Section 25 of the Act which are:
 - (i) Acquire, hold, deal with, and dispose of, any real or personal property,
 - (ii) Administer any property on trust,
 - (iii) Open and operate Approved Deposit Institution accounts,
 - (iv) Invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested, or in any other manner authorised by this Constitution,
 - (v) Borrow money upon such terms and conditions as the Association sees fit,
 - (vi) Give such security for the discharge of liabilities incurred by the Association as the Association sees fit,
 - (vii) Appoint agents to transact any business of the Association on its behalf,
 - (viii) Enter into any other contract it considers necessary or desirable.
- (b) The association may do all such things as are conducive or incidental to the attainment of the objects of the Association
- (c) The Association may establish and support Sub-Committees and sub-groups, for the purpose of achieving its objectives, on such terms and conditions as the Committee determines.
- (d) The proceedings of the Association shall at all times be in accordance with the Act.

4. MEMBERSHIP FEES

- (a) A membership fee (if any) may be determined from time to time at a General Meeting.
- (b) Membership fees (if any) are payable annually at a time that the Committee or General Meeting determines.
- (c) If a membership fee has been imposed, then a member is registered only if he or she has paid the fee by the date specified by the Association.

5. MEMBERSHIP

- (a) Members are persons who agree to accept the objects of the Association, have applied in writing for membership, and have met the requirements for membership. Persons deemed to be registered members by the Committee or a general meeting as at the date of the adoption of this Constitution continue to be registered members until membership ceases in accordance with Clause 5(d). this includes persons who were members of the former body known as the Friends of Prospect Library as well as members of the Prospect Local History Group formed under that organisation.
- (b) Members may be individuals or families. Family membership may consist of parents and children or any other family combination that is accepted by the Committee and only one adult family member is entitled to a vote at meetings.
- (c) Membership is also open to organisations. An organisation has one vote at meetings of the Association. The organisation will nominate a representative in writing addressed to the Chairperson and that representative shall exercise the organisation's vote at meetings of the Association.
- (d) Membership ceases when:
 - (i) The member's resignation either verbally or in writing has been received by the Chairperson and accepted by the Committee,
 - (ii) The requirements for membership are no longer met, or
 - (iii) The member has been expelled from the Association by a majority vote of the Committee or a General Meeting.

6. EXPULSION OF A MEMBER

- (a) The Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association, subject to the following conditions:
 - (i) Particulars of the charge shall be communicated to the member at least 28 days before the meeting of the Committee at which the matter will be decided to give the member an opportunity to be heard or to make a written submission,
 - (ii) The decision of the Committee must be communicated to the member and in the event of an adverse decision the member, subject to sub paragraph (iii), ceases to be a member 14 days after the Committee has communicated its decision to the member,
 - (iii) The member may appeal against the expulsion in a General Meeting. The intention to appeal must be communicated to the Chairperson within 14 days after the decision has been communicated to the member,
 - (iv) In the event of an appeal, the appellant's membership must not be terminated unless the decision of the Committee to expel the member is upheld by the members in the General Meeting after the appellant has been heard. In that event membership will be terminated at the date of the General Meeting at which the decision of the Committee was upheld.

7. REGISTER OF MEMBERS

- (a) The Association shall keep a register of members containing:
 - (i) The name and contact details of each member,
 - (ii) The date on which each member was admitted to the Association (if known),
 - (iii) When applicable, the date and reason for termination of membership.

8. FINANCIAL YEAR

The Financial Year of the Association ends each year on the 30th June unless otherwise determined by the Committee or a general meeting.

9. MEETINGS

- (a) The AGM must be held within five months of the end of the Association's Financial Year.
- (b) Ordinary General Meetings may be called at such times as may be determined by the Committee or by a General Meeting and, subject to Clause 9(f), at least 14 days notice of such meetings shall be given to members by the Chairperson.
- (c) Special General Meetings may be called at any time by the Committee.
- (d) The Committee must call a Special General Meeting within one month of the receipt of a written request, addressed to the Chairperson, by at least seven members, calling for a Special General Meeting and specifying the purpose thereof.
- (e) Subject to Clause 9(f), at least fourteen days notice of the AGM and Special General Meetings shall be distributed to registered members by the Chairperson with the times, dates and places of the meetings together with the particulars of the nature and order of the business to be transacted at the meeting. The times, dates and places of the meetings may also be publicized by other means at the discretion of the Committee.
- (f) At any meeting where it is proposed to pass a Special Resolution as defined in or required by the Act, the period of notice shall be twenty one (21) days.

10. THE COMMITTEE

- (a) The affairs of the Association shall be managed and controlled by a Committee which in addition to any powers and authority conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by this Constitution to be done by the Association in a General Meeting.
- (b) The Committee has the management and control of the funds and other property of the Association.

- (c) The Committee shall have the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.
- (d) The Committee shall comprise the Chairperson, Treasurer and between three and five other members (unless a larger number is approved at a General Meeting of the Association).
- (e) The same person may concurrently be elected as Chairperson and Treasurer, in which case an extra Committee member will be appointed.
- (f) A Minute Secretary may be appointed by the Committee and this role may rotate. The Minute Secretary may be one of the Committee members or may be another person who is not a Committee member.
- (g) A Committee member shall be a natural person who is a member of the Association.
- (h) The positions of Chairperson and Treasurer and the other members of the Committee shall be declared vacant at the AGM.
- (i) Nominations for vacant Committee positions for the year succeeding each AGM will be called in writing by the Chairperson not more than one month and not less than two weeks prior to that AGM. Nominations must be in writing, submitted to the Chairperson prior to the meeting. If insufficient nominations are received by the time of the AGM, the Chairperson shall call for additional nominations from among members present at the AGM. A member may nominate himself/herself (prior to or at the AGM) and a seconder is not required.
- (j) An election will be held in the event of more than one member being nominated for a position (in the case of the Chairperson or Treasurer) or more than the required number being nominated in the case of the remaining Committee members.
- (k) The Committee may appoint members of the Association to fill positions which are not filled at the AGM, or to fill casual vacancies which occur between AGMs and such a Committee member shall be a voting member of the Committee until the next AGM of the Association.
- (l) The Committee may co-opt additional members, and such a Committee member shall be a member of the Committee until the next AGM of the Association or for such lesser time as may be determined by the Committee. Co-opted members may vote at Committee meetings at the discretion of those Committee members elected or appointed in accordance with Clause 10(d) and Clause 10(k).
- (m) Committee members hold office from their election or appointment until the next AGM and may be re-elected for further terms.

- (n) The office of a Committee member becomes vacant if a Committee member:
 - i. is absent from three consecutive meetings without leave of absence from the Committee
 - ii. is disqualified from being a Committee member by the Act
 - iii. is expelled as a member under this Constitution
 - iv. dies or is permanently incapacitated by ill-health, or
 - v. resigns his/her membership of the Association.

- (o) The Chairperson may request committee members to pass a resolution without a meeting being held (a circular resolution): -
 - (i) A circular resolution must be sent by email or other technology to all committee members to vote on and return within a specified time and include their name and the text of the resolution in their reply.
 - (ii) Circular resolutions cannot be used:
 - (a) for a resolution to appoint or remove a committee member.
 - (b) for passing a special resolution.
 - (c) where the Associations Incorporation Act or this constitution requires a meeting to be held.
 - (iii) A circular resolution must have responses from 40 per cent of committee members entitled to vote. The resolution passes by majority of votes cast. In the event of a tied vote, the Chairperson has the casting vote.

11. PROCEEDINGS OF THE COMMITTEE

Note: In this clause, ‘member’ includes co-opted members who have been granted the right to vote at Committee meetings.

- (a) The Committee may meet at such dates or times that it may decide or at the direction of the Chairperson, and at least three times a year.
- (b) Questions arising at any meeting of the Committee shall, if not decided otherwise, be decided by a majority vote of its members.
- (c) A quorum at a Committee meeting is a majority of its members ie one half the number of members, plus one.
- (d) In the absence of the Chairperson, or if the Chairperson is unwilling or otherwise unable to act, the Committee shall choose one of their number as Chairperson.
- (e) The Chairperson, including an Acting Chairperson, has a casting vote only.
- (f) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote in respect of that contract or proposed contract.

- (g) The Chairperson of a meeting shall encourage full balanced participation by all members.
- (h) The Chairperson shall act as an official spokesperson on behalf of the Association unless an alternative spokesperson has been approved by the Committee or General Meeting or in the event that the Chairperson is unavailable or unwilling or unable to act, in which case the remaining Committee members will determine the spokesperson.
- (i) The Chairperson shall determine the order of business at Committee meetings.
- (j) A committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (k) For the purposes of this Part, a committee member participating in a committee meeting as permitted under rule 11.(j) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

12. THE EXECUTIVE

- (a) The Committee may appoint an Executive.
- (b) The Executive Committee shall be the Chairperson and Treasurer.
- (c) The Executive has carriage of the Association's affairs in between meetings of the Committee and General Meetings.

13. THE PUBLIC OFFICER

The Committee shall appoint the Public Officer as required by the Act.

14. ATTENDANCE AND VOTING AT GENERAL AND SPECIAL GENERAL MEETINGS

- (a) The Association aims to operate on the basis of consensus; if consensus cannot be achieved within a reasonable time, the Chairperson shall put the issue in question to a vote of those members present.
- (a) Each member, including an organisational member, is entitled to one vote on any issue.
- (b) Family membership is entitled to only one adult vote.
- (c) Only registered members have the right to vote.
- (d) Only members present at the meeting are entitled to a vote. Proxy votes will not be accepted.
- (e) The Chairperson has a deliberative vote in respect of all matters including elections, and has a casting vote in respect of matters other than elections.

- (f) Elections are by secret ballot at the discretion of the person conducting the election.
- (g) If no candidate for a position receives more than one half of the votes cast, the names of the two candidates with the highest number of votes shall be resubmitted to the meeting, and the candidate who receives the greater number of votes will be declared elected, but in the event of an equality of voting between these two candidates, the result shall be resolved by lot.
- (h) Persons with special interests and knowledge relevant to the Association may be invited to attend any meeting and speak at the discretion of the Chairperson but such persons may not vote.
- (i) The AGM, special general meetings and other general meetings may be held by the use of technology that allows members present at the meeting to clearly and simultaneously communicate with each other.
- (j) A member participating in an AGM, special general meetings and other general meetings as permitted under rule 14 (i) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (c) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

15. QUORUM

- (a) The Quorum at any General Meeting is ten members or one sixth of the membership, whichever is the lesser amount.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

16. PROCEEDINGS AT THE ANNUAL GENERAL MEETING

- (a) The Committee or its delegate shall call the AGM in accordance with the Act and this Constitution.
- (b) The AGM shall be held within five months of the end of the Association's Financial Year.
- (c) The order of business at the AGM shall, unless otherwise determined by the Chairperson, be:
 - (i) The confirmation of the minutes of the previous AGM, and of any Special General Meeting held since that meeting,
 - (ii) The presentation of the Chairperson's report,
 - (iii) The presentation of other reports,

- (iv) The presentation of the accounts for the financial year and the Auditor's report, if an auditor has been appointed,
 - (v) Other business as notified to the Chairperson prior to the meeting, or as raised at the AGM, including any proposed changes to this Constitution.
 - (vi) The election of the Executive and the rest of the Committee,
 - (vii) If approved by the meeting, the appointment of an Auditor with suitable qualifications who shall hold office until the next AGM. If no appointment can be made at the AGM, the Committee may appoint the auditor at a Committee meeting.
- (d) The Chairperson shall vacate the chair for the election of the Executive and the other Committee members.

17. MINUTES OF MEETINGS

- (a) Proper minutes of all meetings of the Association, meetings of the Committee and any sub-Committees or groups established by the Association, shall be recorded as soon as practicable and kept in a file established for that purpose.
- (b) The minutes must be endorsed by the members of the Association or the members of the Committee or sub-Committees or groups, whichever is relevant, at a subsequent meeting.

18. FINANCE AND PROPERTY

- (a) The income and property of the Association shall be applied solely towards its aims and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to the members or relatives of members, except as bone fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.
- (b) The Treasurer shall keep full accounts of all moneys received, owing and expended by the Association and prepare financial reports at such times and in such formats as the Committee determines.
- (c) Moneys received by the Association must be held in an account or accounts in the name of the Association at an authorised deposit-taking Institution designated by the Committee.
- (d) Withdrawals on the Association's accounts are to be authorised by any two of the Chairperson, Treasurer or other Committee members appointed as signatories to the Association's bank account(s).
- (e) The Executive Committee may authorise expenditure up to \$100 for the purposes of the Association which shall be ratified at the next Committee meeting. Expenditure over \$100 must be authorised by the Committee.

- (f) The Committee may specify financial procedures to be followed by Committees and sub-groups created under Rule 3(b).

19. THE COMMON SEAL

- (a) The Association shall have a common seal upon which its corporate name appears in legible characters.
- (b) The seal is only to be used with the express authorisation of the Committee, and every use of the seal must be recorded in the Minute Book. The affixing of the seal must be witnessed by any two members of the Executive.
- (c) The seal is kept by the Chairperson.

20. AMENDMENTS TO THE CONSTITUTION

- (a) This Constitution may only be amended or replaced by Special Resolution as defined in the Act at the AGM, or at a Special General Meeting called for that purpose, when at least twenty one days notice of the proposed amendments have been forwarded to each member at the member's last known address.
- (b) Any alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission as required by the Act.

21. WINDING UP

The Association may be wound up in the manner provided for in the Act.

22. APPLICATION OF SURPLUS ASSETS

- (a) If after winding up the Association there remain "surplus assets" as defined by the Act, such surplus assets shall be transferred to another organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- (b) Such an organisation or organisations shall be identified and determined by a resolution of the members in a General Meeting.

Adopted by Special Resolution at the Annual General Meeting held on 16 November 2023