

**South Australian
Genealogy & Heraldry Society
Incorporated**

Constitution

2019

with amendments to 05 April 2019

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South Australian Genealogy & Heraldry Society Incorporated

Constitution

Name

1. The name of the Society is "South Australian Genealogy & Heraldry Society Incorporated".

Objects of the Society

2. The Objects of the Society are:
 - 2.1 to promote, encourage and foster the study, education, research and knowledge of genealogy, heraldry and other allied subjects;
 - 2.2 to publish appropriate material and operate a reference and lending library and research centre;
 - 2.3 to prepare, record and establish reference material related to genealogy, heraldry and other allied subjects;
 - 2.4 to preserve, record and acquire family records and other genealogical material;
 - 2.5 to liaise and reciprocate with other bodies having similar aims and objects;
 - 2.6 to convene and conduct meetings of members (for the purpose of furthering the objects of the Society).

Powers

3. The Society shall have all the powers conferred by Section 25 of the Associations Incorporation Act 1985.

Membership

- 4.1 In these Rules, whenever the term "member" is used without qualification it shall include all categories of membership. The term "financial member" shall include Ordinary Members, Associate Members and Affiliate Members whose subscriptions are not in arrears, and all Life Members.
 - 4.2.1 Each applicant for admission as an Ordinary, Associate or Affiliate Member must apply to the Council in a prescribed manner, pay the applicable amounts and agree to comply with these Rules. Any natural person approved by the Council shall be admitted as a member in the appropriate category.
 - 4.2.2 Membership, as an Ordinary, Associate or Affiliate Member shall commence upon payment of the appropriate subscription and any applicable joining fee, shall be for a period of 1 year and shall continue upon an annual subscription, payable on the anniversary of that commencement.

- 4.2.3 Any member may resign from the Society by giving written notice to the Society.
- 4.2.4 Any member who is unfinancial for 2 months or more can have their membership withdrawn and be removed from the Register of Members and have no further entitlement within the Society.
- 4.2.5 The membership of a person ceases on resignation, removal, expulsion or death. In these cases, the Register of Members must record the date on which the membership ceased.
- 4.2.6 In all changes to membership status and details, the Secretary must ensure the Register of Members is maintained to reflect all required membership information as soon as practicable.
- 4.3 The Society may consist of:-
 - 4.3.1 Ordinary Members, being any natural persons, who are entitled to vote and hold office in the Society;
 - 4.3.2 Associate Members, being any natural persons, who are entitled to vote and hold office in the Society and who reside with an Ordinary or Life Member. Associate Members shall not be entitled to receive copies of the Society's journal as part of their membership subscription;
 - 4.3.3 Life Members, being Ordinary or Associate members, who have all the privileges of membership without the payment of membership subscriptions. Life Memberships shall be conferred on members who have rendered outstanding service to the Society by ordinary resolution of members at the annual general meeting on the recommendation of the Council. There shall not be, at any one time, more than fifteen Life Members; and
 - 4.3.4 Affiliate Members, being any natural persons, who are only entitled to full member access to the Society's website. Affiliate members are not entitled to vote or hold office in the Society.
- 4.4 *Deleted.*
- 4.5 *Deleted.*

Subscriptions

- 5.1 Annual subscriptions, and joining fees shall be determined from time to time by the Council of the Society in a meeting of the Council.

- 5.2 Subscriptions for Ordinary Members may include a range of concessions as approved by the Council of the Society in a meeting of the Council.
- 5.3 Subscription and joining fees may be reduced at the discretion of the Council for those persons who are in necessitous circumstances.
- 5.4 No member whose subscription is in arrears shall be entitled to claim any right or privilege in the Society.
- 5.5 The rights of a member are not transferable and end when the membership of that member ceases.

Voting Rights

- 6.1 Every financial member (other than an affiliate member) shall be entitled to one vote:-
 - 6.1.1 for election of the Council, in person or by absentee vote as allowed for in Rule 12.6; and
 - 6.1.2 for all other business in person or by written proxy.
- 6.2 A financial member (other than an affiliate member) shall be entitled to appoint in a format approved by the Council, any other financial voting member as their proxy. Proxies must be received no less than 24 hours before the advertised start of the meeting.

Disciplinary Action

- 7.1 The Council may discipline, or suspend or terminate the membership of any member who, in the Council's opinion, has failed to comply with these Rules, or has refused to support the purposes of the Society or has acted in a manner detrimental to the Society, subject to providing written notice to the member about the matter and giving the member an opportunity to be heard or make a written statement.
- 7.2 A person who has been advised of pending disciplinary action or suspension or termination of their membership of the Society under Rule 7.1 may give written notice of their intention to appeal provided that such written notice is received by the Secretary within 7 days of being advised of the disciplinary action. The Council must consider and decide upon any such appeal within 21 days of receipt of the written notice.
- 7.3 Any member who has appealed a disciplinary ruling under 7.2 shall not be disciplined or have their membership terminated unless the appeal is rejected by the Council.

- 7.4 Any member (or former member who has been suspended or expelled in the immediately prior six-month period) of the Society who believes that the affairs of the Society are being conducted in a manner that is oppressive or unreasonable can apply to the Court for an order under the Associations Incorporation Act 1985,

Grievance Procedures

- 8.1 The grievance procedure applies to disputes under these Rules between a member and another member, or a member and the Council or a member and the Society.
- 8.2 Parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 8.3 If the parties to a dispute are unable to resolve the dispute between themselves within the 14 days, the parties must within 10 days from that time notify the Council of the dispute and agree to the appointment of an independent mediator.
- 8.4 The mediator must be either a person chosen by agreement between the parties, or a person appointed by the Council, or a person recommended by the Law Society of South Australia.
- 8.5 The mediator must ensure natural justice is accorded to all parties to the dispute throughout the mediation process and must not determine the outcome of the dispute.
- 8.6 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act or otherwise at law.

Titles

- 9.1 The Council shall have the power to confer the title "Fellow" upon any member (other than an affiliate member) who has rendered valuable service to the Society for a period of not less than fifteen years. The title shall lapse should that person cease to be a member.
- 9.2 Any member who contributed to the funds of the Society a sum of not less than twenty dollars prior to 30 June 1974, being in addition to the annual subscription, shall be considered as a "Foundation Member".

Council and Officers

- 10.1 The affairs and undertakings of the Society shall be managed by a Council of 11 adult persons and there shall be no more than 3 vacancies at any given time.

- 10.2.1 The Officers of the Society shall be a President, not more than two Vice-Presidents, a Secretary, a Treasurer and a Public Officer.
- 10.2.2 The Officers of the Society except the Public Officer shall be elected annually by the Council from among their own number at a meeting of the Council held within fourteen days of the annual general meeting.
- 10.2.3 The Public Officer shall be a financial member (other than an affiliate member) of the Society who shall be appointed by the Council from time to time.
- 10.3 Council members shall be financial members (other than affiliate members) of the Society of not less than one year's continuous standing immediately prior to their nomination and shall act in an honorary capacity as members of the Council.
- 10.4 A position of Immediate Past President may be used to extend the privileges of a Council member to a person retiring from the office of President and from the Council, for the duration of the year following their term of office. This position does not carry voting rights.
- 10.5 A member of the Council shall not be a natural person who is or becomes disqualified by the Associations Incorporation Act, 1985, expelled under these Rules, or incapacitated by ill health.
- 10.6 *Deleted.*

Patrons

11. The Council may appoint any natural persons as patrons and vice-patrons of the Society who need not be members of the Society.

Elections of Council

- 12.1 Election to the Council shall be held annually. Council members shall hold office from the conclusion of the annual general meeting at which they are declared elected and shall retire from office at the annual general meeting two years hence. Each retiring member shall be eligible for re-election.
- 12.2 At each annual general meeting, one half (or as near to one half) of the Council shall retire from office. The members of the Council to retire shall include those who have been the longest in office since their last election and all casual appointments. Each retiring Council member shall be eligible for re-election.
 - 12.2.1 Where the number of Council members required to retire under 12.2 exceeds the required number, those to remain shall be determined by lot. Those who remain will be required to retire at the next Council election.

- 12.3 A Returning Officer and a Scrutineer shall be appointed by the Council no later than 1 June prior to the elections. The Returning Officer shall have complete control of the conduct of the election. The Scrutineer is to represent the interests of the candidates in the validation and counting of the votes.
- 12.3.1 Neither the Returning Officer nor the Scrutineer shall be employees of nor hold any other office in the Society.
- 12.3.2 All candidates for election shall be financial and entitled to vote. Any members unfinancial at any time between the submission of the nomination and the closing of the ballot box will not be eligible for election.
- 12.3.3 Elections shall be determined in order of those receiving the greater number of votes. In the event of a tie for the last remaining vacancy, the matter will be decided by lot conducted by the Returning Officer.
- 12.4 Nominations for the Council shall be called for no later than 30 June. Each eligible candidate for the Council shall be nominated by two financial members (other than affiliate members) on a form prescribed by the Council. The nomination form shall be signed by the proposers and by the nominee and delivered along with a supporting statement of no more than 200 words to the Returning Officer of the Society by 31 July of that year.
- 12.5 If the number of nominations for the Council does not exceed the number of vacancies, those persons shall be declared elected. Remaining vacancies may be filled by the members (other than affiliate members) at the annual general meeting notwithstanding any other provision of these Rules.
- 12.6 If the number of nominations received for the Council exceeds the number of vacancies a secret ballot shall be conducted at the annual general meeting, and:-
- 12.6.1 A ballot paper and other election material (including approved submissions from the candidates) shall be provided to each financial member (other than affiliate members) present at the meeting;
- 12.6.2 Financial members (other than affiliate members) may apply to the Returning Officer for an absentee vote. The Returning Officer shall forward ballot papers and other election material to the member. Absentee votes must be received prior to the close of the ballot box.
- 12.6.3 The ballot box for absentee votes shall open 21 days before the date of the annual general meeting and shall close 5 minutes after the advertised start-time of the meeting.

- 12.6.4 Nominations can be withdrawn by written notice to the Returning Officer from the nominee at any time prior to the commencement of the annual general meeting

Council Vacancies

- 13.1 The office of a Council member shall become vacant if a Council member:-
- 13.1.1 becomes disqualified in accordance with Rule 10.5; or
 - 13.1.2 resigns or is removed as a member of the Society; or
 - 13.1.3 resigns from the Council in writing to the Secretary; or
 - 13.1.4 is absent without leave of the Council from either three consecutive meetings of Council, or more than three meetings of the Council in a Council year.
- 13.2 When a casual vacancy occurs the Council may elect any eligible member of the Society to fill such vacancy.

Proceedings of Council

- 14.1 The Council may exercise all powers of the Society other than those required to be dealt with in a general meeting, and shall meet at least every three months.
- 14.1.1 The Council may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Members of Council.
- 14.2 A meeting of the Council shall be summoned by the President at any time or by the Secretary upon the request of three Council members and held within twenty-one days.
- 14.3 A quorum for a meeting of the Council shall be six Councillors either in person or in accordance with Rule 14.1.1. No item of business can be resolved if a quorum is not present during the time that the item is being considered.
- 14.4 If the President is not present within fifteen minutes after the time fixed for the start of the meeting, the Council members present shall choose one of the Vice-Presidents or one of their number to chair the meeting.
- 14.5 Matters arising at any meeting which require resolution by vote, may in the event of a tie, be decided by the casting vote of the Chairman. This vote shall be in addition to any deliberative vote entitlement.

- 14.6 Where business needs to be transacted outside of Council meetings a resolution, approved by a majority of Council members in identical official form, shall be as valid as if it had been passed at a duly convened Council meeting.
- 14.7 A Council member having any personal or pecuniary interest in any business dealings of the Society, must disclose that interest to the Council and shall not vote with respect to that contract.
- 14.8 If the number of Council members falls below the minimum in Rule 10.1, the Council shall act either to increase the number or to call a special general meeting of the Society, but shall not act for any other purpose.
- 14.9 The Council may delegate any of its powers and responsibilities (except the power to delegate) to sub-committees, or to committees of members or to branches of the Society or to any member appointed to an office for special duties as it sees fit. Such committees and officers shall conform to any direction of Council and to these Rules. A Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Members of that Committee.
- 14.10 The Council may formulate by-laws for the regulation of Society business.

General Meetings of Members

- 15.1 Any general meeting of the members of Society other than the annual general meeting is a special general meeting. The Council can convene a special general meeting whenever it thinks fit.
- 15.2 At least twenty-one days written notice of any general meeting shall be given to members. The notice shall set out the venue and time of the meeting and the nature and order of the business to be transacted.
- 15.3 A written notice may be given by the Society to any member by serving the member the notice personally, by sending electronically to an e-mail or other electronic address advised by the member, or by sending it by post to the address shown in the Register of Members.
- 15.4 Any business may be considered at a general meeting providing:-
- 15.4.1 the mover and seconder of every motion have lodged with the Secretary a signed written notice of the motion; and
- 15.4.2 the motion has been included in the notice of the meeting.

Annual General Meeting

- 16.1 An annual general meeting of the Society shall be called not later than five calendar months after the end of the financial year.
- 16.2 Business to be conducted at the annual general meeting is:-
 - 16.2.1 confirmation of the minutes of the previous annual general meeting and any special general meeting held since then;
 - 16.2.2 presentation and receipt of reports from the President, the Council and committees;
 - 16.2.3 presentation and receipt of the financial statements and audit report;
 - 16.2.4 election of Council members;
 - 16.2.5 appointment of a registered company auditor; and
 - 16.2.6 *Deleted*;
 - 16.2.7 any other business for which due written notice has been given.

Special General Meeting

- 17.1 Special general meetings shall be summoned within twenty-one days, by the Secretary receiving:-
 - 17.1.1 a written request stating the purpose of the meeting and signed by three members of the Council, or
 - 17.1.2 a written request stating the purpose of the meeting and signed by financial members (other than affiliate members) numbering not less than the number required to form a quorum.
- 17.2 If a meeting is not called or the matter is not resolved within the twenty-one days, those making the request may convene a meeting to be held within three months to consider only the original purpose of meeting. The resources of the Society shall be available for calling such a meeting in accordance with Rule 15.
- 18. *Deleted.*

Alterations to Constitution

- 19. No alteration or addition can be made to the Constitution except at a general meeting duly convened for that purpose. A special resolution is required to amend the Constitution and must be passed by a three-quarter majority of those present and voting (including proxy votes).

Proceedings at Meetings

- 20.1 Forty financial members (other than affiliate members) present in person shall constitute a quorum at any general meeting.
- 20.2 The President shall preside as chairman at a general meeting or if the President is not present within fifteen minutes of the time fixed for the meeting or is unable to act, the Council members present shall choose one of their number present to chair the meeting.
- 20.3.1 If within fifteen minutes from the time appointed for the meeting a quorum of members is not present, a meeting convened under Rule 17 shall lapse.
- 20.3.2 In any other case the meeting shall stand adjourned either to the same day in the next week at the same time and place, or as the Council determines.
- 20.4 If at a meeting adjourned under Rule 20.3.2 a quorum is not present within fifteen minutes of the time appointed for the adjourned meeting, the financial members (other than affiliate members) present shall constitute a quorum provided that the number of Council members present is not less than the number required in Rule 14.3 for a quorum of Council.
- 20.5 Any meeting at which a quorum of members is present may be adjourned, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 20.6 Any motion put at a general meeting will be decided on a show of hands and a count of proxy votes unless a secret ballot is approved by the meeting. On any matter (except in the case of a special resolution being required), the motion must be decided on a majority of votes. If the matter is not resolved when put to the vote, the chairman will be entitled to a casting in addition to a deliberative vote.

Minutes

- 21 Minutes shall be kept of proceedings and all resolutions on which a vote is taken at all general meetings and meetings of Council, Branch and committees and be made available to members on written request subject to any confidential, personal, employment, commercial or legal matters which preclude the release of such information. These minutes shall include the appointments of officers. The names of all members present shall be recorded either in the minutes or in an attendance record.

Financial Year, Accounts, and Common Seal

- 22 The financial year of the Society shall end on 30 June each year.
- 23.1 The Society shall keep accounting records in such manner as to fairly present the financial operations of the Society.
- 23.2 The accounting records shall be kept at the office of the Society or wherever a Council resolution determines from time to time and shall always be open to inspection by Council members.
- 23.3 At each annual general meeting, the Council shall lay before the Society an audited Income and Expenditure Statement and Balance Sheet for the preceding financial year.
- 24 The Council shall provide for the safe custody of the Common Seal which shall be used only by the authority of an ordinary resolution of Council and every instrument to which the Seal is affixed shall be signed by the President (or a Vice-President) and shall be countersigned by the Secretary (or by another member of Council appointed by the Council for that purpose).

Branches

- 25.1 Branches of the Society consisting only of financial members of the Society may be formed by the Council, on the request of a sufficient number of members in any particular area of South Australia. Such area shall be determined by the Council from time to time.
- 25.2 Council may disband any Branch on the request of the Branch or when it is deemed that it does not meet the Objects of the Society.
- 25.3 The Society shall not be directly responsible for the provision of Branch resources.
- 25.4.1 Any Society member seeking recognition as a member of a Branch must apply to the Council in writing.
- 25.4.2 If so recognised, a portion of the member's current and subsequent annual subscription (exclusive of any joining fee) will be granted to the management committee of the Branch. Such portion shall be determined by the Council from time to time.
- 25.4.3 Such recognition may be withdrawn by the Council either on request by the member or if the Council determines circumstances no longer warrant such recognition.

- 25.5 A Branch must compile and adopt by-laws which are acceptable to the Council. The Branch by-laws shall include but not necessarily be limited to the:-
- 25.5.1 name of the Branch;
 - 25.5.2 structure of the management committee;
 - 25.5.3 timing of the annual general meeting of the Branch;
 - 25.5.4 responsibilities of the Branch to the Society;
 - 25.5.5 voting rights of Branch members; and
 - 25.5.6 powers and responsibilities of the management committee.
- 25.6 A Branch President shall have the right to attend Council meetings and be heard.

Indemnity

- 26 Members of Council and every person authorised to act for the Society may be indemnified against any liability or cost in defending any proceedings whether civil or criminal incurred in such capacity, in which judgement is given in their favour or they are acquitted.

Transitional Clause

- 27 *Deleted.*

Winding Up, Application of Surplus Assets

- 28 The Society may be dissolved at a special general meeting convened for that purpose by a resolution passed by a three-quarter majority of those present and voting (including proxy votes) in accordance with Rule 15. Such resolution may give instructions for the disposal of any assets or property held by or in the name of the Society if any remains after satisfaction of all debts and liabilities. Such assets and property shall not be paid to or distributed among the members of the Society, but shall be transferred to one or more incorporated associations incorporated in South Australia having objects similar to the Society, which have within their Rules a similar restriction preventing the distribution of assets to members.

Prohibition against securing profits for members

- 29 The assets and income of the Society shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

Application of Associations Incorporation Act 1985

- 30 That where this Constitution is in conflict with the Associations Incorporation Act 1985 then that Act shall be paramount or where the Constitution is silent on any matter then the provisions of that Act shall be used.

Winding up of Library Fund

- 31 If the Library Fund is wound up or if the endorsement (if any) of the Society as a deductible gift recipient is revoked, any surplus assets of the Library Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

Definitions

32. Unless a contrary definition appears, in this Constitution:

- . **Act** means the South Australian Associations Incorporation Act 1985 and any Regulations made under that Act.
- . **Society** means the South Australian Genealogy & Heraldry Society Incorporated.
- . **Rules** means the terms in this Constitution that represent the contract between the Society and its members.
- . **Council** means that elected body of members responsible for managing and controlling the affairs of the Society.
- . **Natural Person** means an individual human being.
- . **Adult Person** means a natural person who has reached the age of eighteen years.
- . **Member** means a natural person who is member of the Society whose membership has been approved by the Council of the Society.
- . **Ordinary Member** means a natural person who is a member of the Society who is entitled to vote, to hold office in the Society and to enjoy all other rights and privileges available to full members of the Society.
- . **Affiliate Member** being a natural person, who is only entitled to full member access to the Society's website. An Affiliate Member is not entitled to vote or hold office in the Society.
- . **Voting Member** means any financial member who is entitled to vote at any general meeting of the Society.
- . **Branch** means any approved group of members residing in a specific area (as defined by the Council) who meet to further the Objects of the Society. Such groups are responsible for the management of their own affairs and the provision of their own resources.
- . **Register of Members** means that register of members that includes their name, membership details, date admitted to membership, date removed from membership, their status, their contact details and any other information as determined by the Council.
- . **In Arrears** means membership subscriptions not paid after the due date of renewal.
- . **Financial Year** means that twelve month period from 1 July one year to 30 June the following year.

- . **Council Meeting** means a meeting of elected Council members held to transact Society business held in accordance with these Rules.
- . **General Meeting** means a general meeting of members convened in accordance with these Rules and includes the annual general meeting and any special general meeting.
- . **Annual General Meeting** means the annual general meeting of members convened in accordance with these Rules.
- . **Ordinary Resolution** means a motion that requires a majority of those members voting in person or voting by proxy in favour of the resolution provided that due notice has been given to the members.
- . **Special General Meeting** means any general meeting of members that is not an Annual General Meeting and convened in accordance with these Rules.
- . **Special Resolution** means a motion that requires a majority of at least 75% of those members voting in person or voting by proxy in favour of the resolution provided that due notice has been given to the members.
- . **Majority** means a simple majority where the number of members voting in the same way on a motion equals or exceeds the required percentage of those present (in person or by proxy (where allowed)) at the time of the vote provided that enough members are present to form a quorum.
- . **Deductible Gift Recipient** means the Society is approved by the Australian Tax Office to receive donations for which the donor is entitled to claim a tax deduction.
- . **Library Fund** means that account to which donated monies and gifts are received and from which are expended on purposes for which Deductible Gift Recipient status was granted.
- . **Written Notice** to a member means any communication handed to the member, posted to the member at their address in the Register of Members or sent by e-mail or any other electronic means to an associated address in the Register of Members.
- . **Written Notice** from a member means any communication handed to the Society, posted to the Society's postal address or sent by e-mail or any other electronic means to an official e-mail or other electronic address of the Society.