

**South Australian
Genealogy & Heraldry Society Incorporated**

Constitution

1997
with amendments to December 2002

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South Australian Genealogy & Heraldry Society Incorporated

Constitution

Name and Objects

- 1 The name of the society is “South Australian Genealogy & Heraldry Society Incorporated”.
- 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 both Ordinary Members and Associate Members whose subscriptions are not in arrear, and all Life Members.
- 4.2 Each applicant for admission as an Ordinary or Associate Member must apply to the Council in a prescribed manner and submit the appropriate annual subscription and joining fee with the application. Any person approved by Council shall be admitted as a member in the appropriate category.

4.3 The Society may consist of:-

4.3.1 Ordinary Members being any persons;

4.3.2 Associate Members, being persons who are an immediate relative or partner of, and 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 members who have rendered outstanding service to the Society, shall be elected by resolution of a general meeting of members on the recommendation of the Council. Life Members shall have all the privileges of membership without the payment of subscriptions.

4.4 Any member may resign membership of the Society by giving written notice to the Council.

4.5 The Council shall have the power to withdraw membership from any member whose subscription is more than three months in arrear.

4.6 Branches of the Society consisting only of members of the Society may be formed in accordance with these rules.

Subscriptions

5.1 Annual subscriptions and joining fees shall be determined from time to time in general meeting. Annual subscriptions shall fall due on the 1st July each year.

5.2 Subscriptions for Ordinary Members may include a range of concessions as approved by members in general meeting.

5.3 Subscriptions and joining fees may be reduced at the discretion of Council for those persons who are in necessitous circumstances.

5.4 No member whose subscription is in arrear shall be entitled to claim any right or privilege in the Society.

Voting rights

6.1 Every financial member shall be entitled to one vote:-

6.1.1 for election of Council, in person or by absentee vote as allowed for in rule 11.6;

6.1.2 for all other business in person or by written proxy.

6.2 A financial member shall be entitled to appoint in writing, in an approved format, any other financial member as their proxy.

Expulsion of a Member

- 7 The Council may suspend or terminate the membership of any member whose activities, in Council's opinion, are detrimental to the Society, subject to giving the member an opportunity to be heard or make a written statement.

Titles

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

Council, Officers and Patrons

- 9.1 The affairs and undertakings of the Society shall be managed by a Council consisting of adult persons not more than eleven in number nor less than eight.
- 9.2.1 The Officers of the Society shall be a President, not more than two Vice-Presidents, a Secretary, a Treasurer and a Public Officer.
- 9.2.2 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.
- 9.2.3 The Public Officer shall be a member of the Society who may be a Council member or a holder of any other office and shall be appointed by the Council from time to time.
- 9.3 Council members shall be members of the Society of not less than one year's standing and shall act in an honorary capacity as members of the Council.
- 9.4 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.
- 9.5 A member of Council shall not be a person who is or becomes disqualified by the Associations Incorporation Act, 1985, expelled under these rules, or incapacitated by ill health.
- 9.6 In the event of a casual vacancy occurring during a Council year, the Council shall fill the vacancy as soon as practicable after the vacancy occurs.

- 10 The Council may appoint any patrons and vice-patrons of the Society who need not be members of the Society.

Elections of Council

- 11.1 Election of Council shall be held annually. Council members shall hold office from the conclusion of the annual general meeting at which they are declared elected.
- 11.2 At each annual general meeting one half of the Council shall retire from office. The members of 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.
- 11.3 A Returning Officer and a Scrutineer shall be appointed by the Council no later than 1st May. The Returning Officer shall have complete control of the conduct of the election.
- 11.4 Nominations for Council shall be called for in May. Each eligible candidate for Council shall be nominated by two financial members. The nomination shall be signed by the proposers and by the nominee and delivered to the Society by the 31st July of that year.
- 11.5 If the number of nominations for Council does not exceed the number of vacancies, those persons shall be declared elected. Remaining vacancies may be filled by the members at the annual general meeting notwithstanding any other provision of these rules.
- 11.6 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:-
- 11.6.1 A ballot paper and other election material (including approved submissions from the candidates) shall be provided to each financial member present at the meeting;
- 11.6.2 Financial members may apply to the Returning Officer for an absentee vote. The Returning Officer shall forward ballot papers and other election material. Absentee votes must be received prior to the close of the ballot box.

Council Vacancies

- 12.1 The office of Council member shall become vacant if a Council member:-
- 12.1.1 becomes disqualified in accordance with rule 9.5; or
 - 12.1.2 resigns or is removed as a member of the Society; or
 - 12.1.3 resigns from Council in writing to the Secretary; or
 - 12.1.4 is absent from three consecutive meetings of Council or more than three meetings in a Council year without leave of Council.
- 12.2 When a casual vacancy occurs the Council may elect any eligible member of the Society to fill such vacancy.

Proceedings of Council

- 13.1 The Council may exercise all powers of the Society other than those required to be dealt with in general meeting, and shall meet at least every three months.
- 13.2 A meeting of the Council shall be summoned by the President or Secretary upon the request of three Council members and held within twenty one days.
- 13.3 A quorum for a meeting of the Council shall be six members.
- 13.4 If the President is not present within ten 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.
- 13.5 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.
- 13.6 Where business needs to be transacted outside of Council meetings a resolution, signed by a majority of Council members on identical documents, shall be as valid as if it had been passed at a duly convened Council meeting.
- 13.7 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
- 13.8 If the number of Council members falls below the minimum in rule 9.1, the Council shall either act to increase the number or to call a general meeting of the Society, but shall not act for any other purpose.
- 13.9 The Council may delegate any of its powers and responsibilities (except the power to delegate) to committees of members or 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.
- 13.10 The Council may formulate by-laws for the regulation of Society business.

Meetings of Members

- 14 An annual general meeting of the Society shall be called not later than five calendar months after the end of the financial year.
- 15 Business to be conducted at the annual general meeting is:-
 - 15.1 confirmation of the minutes of the previous annual general meeting;
 - 15.2 presentation and reception of reports from the President, the Council and committees;
 - 15.3 presentation and reception of the financial statements and audit report;
 - 15.4 election of Council members;
 - 15.5 appointment of a registered company auditor;
 - 15.6 setting of the subscription rates and joining fees;
 - 15.7 any other business for which due notice has been given.
- 16.1 At least twenty-one days 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.
- 16.2 A notice may be given by the Society to any member by serving the member the notice personally, or by sending it by post to the address shown in the Register of Members.
- 16.3 Any business may be discussed at a general meeting providing:-
 - 16.3.1 the mover and seconder of every motion have lodged with the Secretary a signed copy of the motion, and
 - 16.3.2 the motion has been included in the notice of the meeting.
- 17.1 Special general meetings shall be summoned within twenty-one days, by the Secretary:-
 - 17.1.1 on a written request by three members of the Council, or
 - 17.1.2 on a written request of financial members numbering not less than the number required to form a quorum.
- 17.2 Should neither a meeting be called nor the matter resolved within the twenty-one days, the requisitionists may convene a meeting to be held within three months. The resources of the Society shall be available for calling such a meeting in accordance with rule 16.
- 18 The Council may arrange informal meetings of members and/or the public at any time to promote the Society. No formal business will be conducted thereat.

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 resolution to amend the Constitution must be passed by a three-quarter majority of those present and voting (including proxy votes).

Proceedings at Meetings

- 20.1 Forty financial 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 20.3.1 or rule 20.3.2 a quorum is not present within fifteen minutes of the time appointed for the adjourned meeting, the financial members present shall constitute a quorum provided that the number of Council members present is not less than the number required in rule 13.3 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 count of proxy votes unless a secret ballot is approved by the meeting. 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 at all general meetings and meetings of Council, Branch and committees and be made available to members on written request. 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 book.

Financial Year, Accounts, and Common Seal

- 22 The financial year of the Society shall end on the 30th 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 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 a 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 counter-signed by the Secretary (or by another member of Council appointed by the Council for that purpose).

Branches

- 25.1 Branches of the Society consisting of members may be formed by Council, on the request of a sufficient number of members in any particular area of South Australia.
- 25.2 Council may disband any branch when it is deemed appropriate.
- 25.3 The Society shall not be directly responsible for the provision of Branch resources.
- 25.4.1 Every 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 will be granted to the management committee of the Branch.
- 25.4.3 Such recognition may be withdrawn by the Council either on request by the member or if 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:-
- 25.5.1 the name of the Branch;
 - 25.5.2 the structure of the management committee;
 - 25.5.3 the timing of the annual general meeting of the Branch;
 - 25.5.4 the responsibilities of the Branch to the Society;
 - 25.5.5 voting rights of Branch members
 - 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 Notwithstanding rule 9.1 the Council shall consist of up to fifteen and not less than eight members until the 1998 annual general meeting and shall thereafter consist of up to thirteen and not less than eight members until the 1999 annual general meeting.

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 16. 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 or to a South Australian state or local government authority having similar interests to the Society.

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.

