# Constitution

**Allora and District Historical Society Inc.**  
No.1A - 7458  Incorporated 23 July 1990

## 1. Name

The name of the incorporated association shall be ALLORA AND DISTRICT HISTORICAL SOCIETY INC. (in these rules called “the Society”)

## 2. Objects

The objects for which the Society is established are:
1. The Society shall be dedicated to the history of Allora and district;
2. To collect and preserve materials that are in anyway connected with the history and development of Allora and district, such as works or deeds of persons or articles used in pioneering and development;
3. To identify, and to endeavor to have preserved, buildings or historical value, for posterity;
4. To undertake research connected with our objects;
5. To publish such matters as the committee may deem necessary; and
6. To encourage the collecting of such information, articles and photographs and to take such other action as may further the objects of the Society.

## 3. Powers

The powers of the Society are:
1. To take over the funds and other assets and the liabilities of the present unincorporated association known as the “Allora and District Historical Society”;
2. To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in particular to those of the Society provided that the Society shall not subscribe to or support with its funds any club, association or organization that does not prohibit the distribution of its income or property among its members to an extent at least as great as that imposed on the Society under or by virtue of Rule 28.10;
3. To purchase, take on or lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real or personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Society: Provided that in case the Society shall only deal with the same in such a manner as is allowed by law having regard to such trusts;
4. To enter into any arrangements with any Governments or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society; to obtain from any such Government or Authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
5. To appoint, employ, remove, or suspend any such managers, clerks, secretaries, servants, workmen, or any other persons as may be necessary or convenient for the purposes of the Society;
6. To remunerate any person or body corporate for services rendered or to be rendered, and by way or brokerage or otherwise in placing or
assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in furtherance of its objects;

7. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds works or conveniences which may seem calculated directly or indirectly to advance the Society's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alteration or control thereof;

8. To invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit subject to where applicable to Regulation 32 (14) of the Collections Regulations 1975;

9. To take or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

10. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys or further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or an part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities;

11. To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferrable instruments

12. In furtherance of the objects of the Society to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with any part of the property and the rights of the Society;

13. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society’s property of whatsoever kind sold by the Society, or any money due to the Society from purchases and others;

14. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in 3.4;

15. To take any steps by personal or written appeals, public meetings or otherwise, as from time to time be deemed to be expedient for the purposes of securing contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise;

16. To print and publish any newspaper, periodicals, books or leaflets that the society may think desirable for the promotion of its objects;

17. In furtherance of the objects of the Society to amalgamate with any one or more incorporated associations having objects all or in part similar to those of the Society and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of Rule 28.10

18. In furtherance of the objects of the Society to purchase or otherwise
acquire and undertake all or any part of the property assets, liabilities
and engagements of any one or more of the incorporated associations
with which the Society is authorized to amalgamate;
19. In the furtherance of the objects of the Society to transfer all or any
part of the property, assets, liabilities and engagements of the Society
to any one or more of the incorporated associations with which the
Society is authorized to amalgamate;
20. To make donations to patriotic, charitable or community causes;
21. To transact any lawful business in the aid of the Commonwealth of
Australia in the prosecution of any war in which the Commonwealth of
Australia is engaged; and
22. To do all such other things as are incidental or conducive to the
attainment of the objects and the exercise of the powers of the
Society, and in so doing the Society shall have and exercise all the
rights and privileges of a natural person subject only to the provisions
of these rules and the Associations Incorporation Act of 1981, and the
Regulations made pursuant to that Act as amended from time to time.

| 4. CLASSES OF MEMBERS | 1. The membership of the Society shall consist of ordinary members only.
|                        | 2. The number of ordinary members shall be unlimited

| 5. MEMBERSHIP | 1. Every person who at the date of incorporation of the association was a
member of the unincorporated association and who on or before the
day of incorporation agrees in writing to become a member of the
association shall be admitted by the Management Committee to the
same class of membership of the association as that member held in
the unincorporated association, and shall not be required to pay any
further subscription until the next due date for payment of that
subscription.
|               | 2. Every applicant for membership of the Society be accepted.

| 6. MEMBERSHIP FEES | 1. The membership fees shall be such a sum as the members shall from
time to time at any general meeting so determine.
|                    | 2. The membership fees shall be payable at such times and in such
|                    | manner as the Management Committee shall from time to time
determine.
|                    | 3. If any member has not paid the membership fee for any year by the
|                    | end of the month in which that fee fell due, the member shall be
|                    | notified.
|                    | 4. A financial member at any material time is a member who is not then
|                    | indebted to the organization in respect of any annual subscription or
|                    | levy or any other payment whatsoever.

| 7. ADMISSION AND REJECTION OF MEMBERS | 1. No applicant shall be rejected.

| 8. TERMINATION OF MEMBERSHIP | 1. A member may resign from the Society at any time by giving notice in
writing to the secretary. Such resignation shall take place at the time
such notice is received by the secretary unless a later date is specified
in the notice when it shall take effect from that later date.
|                               | 2. The Management Committee shall consider whether his membership
|                               | shall be terminated if a member:-
1. is convicted of an indictable offence; or
2. fails to comply with any of the provisions of these Rules; or
3. has membership fees in arrears for a period of two months or more; or
4. conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Society.

3. The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member accordingly.

9. APPEAL AGAINST TERMINATION OF MEMBERSHIP

1. A person whose membership has been terminated may within one month of receiving notice thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Management Committee.
2. Upon receipt of a notification of intention to appeal against termination of membership the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who voted to terminate the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

10. REGISTER OF MEMBERS

1. The management Committee shall cause a Register to be kept in which shall be entered the names and the residential addresses of all persons admitted to membership of the Society and the date of their admission.
2. Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members of any general meeting may require from time to time.
3. The Register shall be open for inspection at any reasonable times by any member who previously applies to the secretary for such inspection.

11. MEMBERSHIP AND ELECTION OF THE MEMBERSHIP COMMITTEE

1. The Management Committee of the Society shall consist of a President, Vice-President, Honorary Secretary, and Honorary Treasurer, all of whom shall be members of the Society and such other members as the members of the Society at any general meeting may from time to time elect or appoint.
2. At the Annual General Meeting of the Society, all the members of the Management Committee for the time being shall retire from office, but shall upon nomination be eligible for re-election.
3. The election of officers and other members of the Management Committee shall take place in the following manner:
   i. Any two members of the Society shall be at the liberty to nominate any other member, which the consent of that member, to serve as an officer or any other member of the Management Committee
   ii. Nominations may be taken from the floor of the meeting
### 12. TERMINATION OF MEMBERSHIP OF MANAGEMENT COMMITTEE

1. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

2. A member of the Management Committee may be removed from office at a general meeting of the Society where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

### 13. CASUAL VACANCIES ON THE MANAGEMENT COMMITTEE

1. The Management Committee shall have the power at any time to appoint any member of the Society to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

2. The continuing members of the Management Committee may act notwithstanding any casual vacancies in the Management Committee but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Society, but for no other purpose.

### 14. FUNCTIONS OF THE MANAGEMENT COMMITTEE

1. Except as otherwise provided by these Rules and subject to the resolutions of the members of the Society carried at any general meeting, the Management Committee:
   - i. shall have the general control and management of the administration of the affairs, property and funds of the Society; and
   - ii. shall have authority to interpret the meaning of these Rules and rule on any matter relating to the Society on which these Rules are silent.

2. The Management Committee may exercise all the powers of the Society:
   - i. to borrow or raise or secure the payment of money in such manner as the members of the Society may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or any other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Society’s property, both present and future, and to purchase, redeem or pay off any such securities.
   - ii. To invest in such manner as the members of the Society may from time to time determine.

### 15. MEETINGS OF THE MANAGEMENT

1. The Management Committee shall meet at least once each calendar month to exercise its functions.
| COMMITTEE | 2. A special meeting of the Management Committee shall be convened by the secretary on requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.  
3. At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members shall constitute a quorum.  
4. Subject as provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and in the case of equality of the votes, the question shall be deemed to be decided in the negative.  
5. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Society in which he is interested, or any matter arising there out, and if he does so vote his vote shall not be counted.  
6. Not less than fourteen days' notice shall be given by the secretary to members of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.  
7. The president shall preside as chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be chairman or if the Vice-President is not present at the meeting the members may choose one of their number to be the chairman of the meeting.  
8. If within half an hour from the time appointed for the commencement of the Management Committee meeting a quorum is not present the meeting, if convened on requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day of the next week at the same time and place, or at an such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.  
9. Every meeting of the Management Committee shall be open to all members of the Society, and provided that the number of ordinary members present is at least equal or double the number of members of the Management Committee present plus one, shall be deemed to be a general meeting of the Society for all purposes except those purposes required by this Constitution to be dealt with at a meeting convened as a First General Meeting, as an Annual General Meeting or as a Special General Meeting. At such a meeting, ordinary members will have all the right as outlined under Section 24 of these Rules. |
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<td>16. SUB-COMMITTEES</td>
<td>1. The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Society as the Management Committee thinks fit. Any sub-committee shall in the exercise of powers so delegated conform to any regulations that may</td>
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be imposed on it by the Management Committee.

2. A sub-committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

3. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

| 17. VALIDITY OF MANAGEMENT COMMITTEE ACTIONS | All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee. |
| 18. FLYING MINUTES | A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee. |
| 19. FIRST GENERAL MEETING | The first general meeting shall be held at such times, not being less than one month or more than three months after the incorporation of the Society, and at such place as the Management Committee may determine. |
| 20. ANNUAL GENERAL MEETING | 1. The annual general meeting shall be held within three months of the end of the financial year.
2. The business to be transacted at every annual general meeting shall be:
   i. the receiving of the Management Committee’s report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Society for the preceding year;
   ii. the receiving of the auditor’s report on the books and accounts of the preceding financial year;
   iii. the election of members of the Management Committee; and
   iv. the appointment of an auditor. |
| 21. SPECIAL GENERAL MEETINGS | The secretary shall convene a special general meeting when:-
   i. when directed to do so by the Management Committee; or
   ii. on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Society |
which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or

iii. on being given notice in writing of the intention to appeal against the decision of the Management Committee to terminate the membership of any person.

22. QUORUM FOR FIRST, ANNUAL AND SPECIAL GENERAL MEETINGS

1. At the First, any Annual or Special General meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.

2. No business shall be transacted at any First, Annual or Special General meeting unless a quorum or members is present at the time when the meeting proceeds to business. For the purposes of this Rule “member” includes a person attending as a proxy or as a corporation which is a member.

3. If within half an hour from the time appointed for the commencement of the First, Annual or Special General meeting a quorum is not present, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

4. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

23. NOTICE OF SPECIAL GENERAL MEETING

1. The secretary shall convene all special general meetings of the Society by giving not less than 14 days’ notice of any such meetings to the members of the Society.

2. The manner by which such notice shall be given shall be determined by the Management Committee: Provided that the notice for any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of this membership by the Management Committee, shall be given in writing. Notice of special general meeting shall clearly state the nature of the business to be discussed thereat.

24. PROCEDURE AT GENERAL MEETINGS

Unless otherwise provided by these Rules, at every general meeting-

1. the President shall preside as Chairman, or if there is not President, or if he is not present within fifteen minutes after the time appointed for
the holding of the meeting or he is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;

2. the Chairman shall maintain order and conduct the meeting on a proper and orderly manner;

3. every question, matter or resolution shall be decided by a majority of the votes of the members present.

4. every financial member present shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casing vote; Proviso that no member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting.

5. voting shall be by a show of hands or a division of members, unless not less than one-third of the members demand a ballot, in which event there shall be a secret ballot in such a manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

6. on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person shall have one vote.

7. The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered into a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of the minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

25. BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws not inconsistent with these Rules, for the internal management of the Society and any by-law may be set aside by a general meeting of members.

26. ALTERATION OF RULES

Subject to the provisions of the Associations Incorporation Act of 1981, these Rules may be amended, rescinded or added to from time to time by special resolution carried at any general meeting; Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Honourable the Minister for Justice.

27. COMMON SEAL

The Management Committee shall provide a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the
Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

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<th>28. FUNDS AND ACCOUNTS</th>
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<tr>
<td>1. The funds of the society shall be banked in the name of the Society in such a bank as the Management Committee may from time to time direct.</td>
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<td>2. Proper books and accounts shall be kept and maintained either in writing or printed form in the English language showing correctly the financial affairs of the Society and the particulars usually shown in books of like nature.</td>
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<td>3. All moneys shall be banked as soon as practicable after receipt thereof.</td>
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<td>4. All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer, or other member authorized from time to time by the management Committee.</td>
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<td>5. Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.</td>
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<td>6. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.</td>
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<td>7. All expenditure shall be approved or ratified at the Management Committee meeting.</td>
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<td>8. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:-</td>
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<td>i. The income and expenditure for the financial year just ended; and</td>
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<td>ii. The assets and liabilities and of all mortgages, charges, and securities affecting the property of the Society at the close of that year.</td>
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<td>9. All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which the audit was made.</td>
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<td>10. The income and property of the Society whence so ever derived shall be used and applied solely in the promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Society provided the payment in good faith of interest to any such member in respect of moneys advance by him to the Society or otherwise owing by the Society to him or of remuneration to any officers or servants of the Society or to any member of the Society or other person in return for any services actually rendered to the Society provided further that nothing herein contained shall be construed as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable or proper charge for goods hired by the Society or reasonable or proper rent for premises demised or let to the Society.</td>
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<td><strong>29. DOCUMENTS</strong></td>
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<td><strong>30. FINANCIAL YEAR</strong></td>
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<td><strong>31. DISTRIBUTION OF SURPLUS ASSETS</strong></td>
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