



ALBURY AND DISTRICT  
HISTORICAL SOCIETY

INCORPORATED

P.O. Box 822, ALBURY, N.S.W. 2640

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# Constitution

2015

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## Part 1 – Preliminary

1. **Aim**
  1. To encourage the study of history; in particular, that of Albury and district.
2. **Objects**
  1.
    - a) To promote the compilation of accurate historical records including current events
    - b) To support the Albury council to acquire and preserve such objects and materials that have a bearing on the history of Albury and district
    - c) To help secure the preservation of places and objects of historical interest
    - d) To promote the interchange of information amongst members of the Society and the general public
    - e) To affiliate or cooperate with other societies and institutions having objects similar to those of the Society
    - f) To publish a periodical known as 'The Bulletin'.
3. **Definitions**
  1. In this constitution:
    - a) the name of the Organisation shall be the '**ALBURY & DISTRICT HISTORICAL SOCIETY INCORPORATED**' (hereinafter called 'the Society')
    - b) general meetings shall be either Annual General Meetings or Special General Meetings. The Society shall also hold monthly gatherings for discussion and presentations
    - c) **the Act** means the Associations Incorporation Act 2009
    - d) **the Regulation** means the Associations Incorporation Regulation 2010
    - e) a reference to a function includes a reference to a power, authority and duty
    - f) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty
    - g) the provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would also apply if this constitution were an instrument made under the Act.

## Part 2 – Membership

4. **Membership Generally**
  1. A person shall be eligible to be a member of the Society if:
    - a) the person is a natural or legal person
    - b) no restriction shall be imposed on any person by virtue of religious or political beliefs, sex, nationality, race or age but the Committee shall have the right to refuse membership to any person without assigning any reason therefor.

2. A person is taken to be a member of the Society if:
  - a) the person is a natural or legal person, and
  - b) all relevant fees have been paid to the Society.

**5. Application For Membership**

1. An application of a person for membership of the Society shall be lodged with the Treasurer of the Society along with appropriate fees paid.
2. As soon as practicable after receiving an application for membership, the Treasurer shall refer the application to the Committee which is to determine whether to approve or to reject the application.
3. As soon as practicable after the Committee makes that determination, the Secretary shall:
  - a) notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable). If the application is rejected, all monies paid will be refunded to the applicant within 28 days.
4. The Treasurer shall, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Society.

**6. Cessation Of Membership**

1. A person ceases to be a member of the Society if the person:
  - a) dies, or
  - b) resigns membership, or
  - c) fails to pay the annual membership fee under clause 10 (1) within three months after the fee is due.

**7. Membership Entitlements Not Transferable**

1. A right, privilege or obligation which a person has by reason of being a member of the Society:
  - a) is not capable of being transferred or transmitted to another person, unless that membership was a family membership. Family membership may still exist amongst immediate family members residing at the same address
  - b) terminates on cessation of the person's membership.

**8. Resignation Of Membership**

1. A member may resign from membership of the Society by first giving to the Secretary written notice of at least 1 month (or such other period as the Committee may determine) of the member's intention to resign, and on the expiration of the period of notice, the member ceases to be a member.

2. If a member of the Society ceases to be a member under sub clause (1) and in every other case where a member ceases to hold membership, the Treasurer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **9. Register Of Members**

1. The Treasurer of the Society shall establish and maintain a register of members of the Society specifying the name and postal or residential address of each person who is a member of the Society together with the date on which the person became a member.
2. The register of members shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.
3. A member shall not use information about a person obtained from the register to contact or send material to the person, or provide the information from the register to a third party other than for:
  - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event in relation to the Society or other material relating to the Society, or
  - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

#### **10. Fees And Subscriptions**

1. A member of the Society shall pay the Society a membership fee as determined at the Annual General Meeting.
  - a) a pro rata amount may be applied to the yearly fee depending on when an applicant lodges a membership form.

#### **11. Member's Liabilities**

1. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society of the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 10 (1).

#### **12. Resolution Of Disputes**

1. A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, may be addressed by the Committee. If no satisfactory resolution can be reached after 2 months, the matter may be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
2. If a dispute is not resolved within 3 months of the referral to a community justice centre, the dispute shall be referred to arbitration.
3. The Commercial Arbitration Act 1984 applies to any such dispute

referred to arbitration.

### **13. Disciplining Of Members**

1. A complaint may be made to the Committee by any person that a member of the Society:
  - a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - b) has wilfully acted in a manner prejudicial to the interests of the Society.
2. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
3. If the Committee decides to deal with the complaint, the Committee:
  - a) shall cause notice of the complaint to be served on the member concerned, and
  - b) shall give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - c) shall take into consideration any submissions made by the member in connection with the complaint.
4. The Committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
5. If the Committee expels or suspends a member, the Secretary shall, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 14.
6. The expulsion or suspension does not take effect:
  - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under clause 14 (4c), whichever is the later.

### **14. Right Of Appeal Of Disciplined Member**

1. A member may appeal to the Society in general meeting, against a resolution of the Committee under clause 13 (4), within 7 days after notice of the resolution is served on the member, by lodging with the

Secretary a notice to that effect.

2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under sub clause (1), the Secretary shall notify the Committee which is to convene a general meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
4. At a general meeting of the Society convened under sub clause (3):
  - a) no business other than the question of the appeal shall be transacted, and
  - b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
  - c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. The appeal shall be determined by a simple majority of votes cast by members of the Society.

## **Part 3 - The Committee**

### **15. Composition And Membership Of Committee**

1. The Committee shall consist of:
  - a) the office-bearers of the Society and
  - b) up to seven ordinary Committee members, each of whom is to be elected at the annual general meeting of the Society under clause 17.
2. The office-bearers of the Society are as follows:
  - a) the President
  - b) the Vice-President
  - c) the Treasurer
  - d) the Secretary
  - e) the Minute Secretary
3. The Committee shall appoint the following positions:
  - a) Public Officer
  - b) Guest Speaker Coordinator
  - c) Bulletin Editor
  - d) Bulletin Distributor
  - e) Property Officer
  - f) Meeting Greeter
  - g) Publicity Officer
  - h) Website Manager



- i) Auditor
  - j) Research Officer
4. A Committee member may hold up to two executive office positions (other than both the President and Vice-President offices).
  5. The President may not hold office for more than 3 consecutive.

**16. Powers Of The Committee**

1. Subject to the Act, the Regulation and this constitution and to any resolution passed by the Society in general meeting, the Committee:
  - a) shall control and manage the affairs of the Society, and
  - b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
  - c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society
  - d) no media statements on behalf of or in the name of the Society shall be made except by the President. Any statement shall be made based on the view of the Committee.
  - e) the Committee shall be empowered to return, exchange or otherwise dispose of those artifacts in the Society's possession at its discretion.

**17. Election Of Committee Members**

1. Nominations of candidates for election as office-bearers of the Society or as ordinary Committee members:
  - a) shall be made on a form provided by the Society, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - b) shall be delivered to the Secretary of the Society at least 22 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
2. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be taken to be elected and further nominations shall be received at the annual general meeting.
3. If insufficient further nominations are received, any vacant positions remaining on the Committee shall be taken to be casual vacancies.
4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
5. If the number of nominations received exceeds the number of vacancies

to be filled, a ballot shall be held.

6. The ballot for the election of office-bearers and ordinary Committee members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
7. A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Society shall be a member of the Society.

#### **18. Secretary / Minute Secretary**

1. The Secretary of the Society shall, as soon as practicable after being appointed as secretary, advise the Committee of his or her residential address.
  - a) The secretary is responsible for all communication and correspondence.
2. It is the duty of the Minute Secretary to keep minutes of:
  - a) all appointments of office-bearers and members of the Committee
  - b) the names of members of the Committee present at a Committee meeting or general meeting
  - c) all proceedings at Committee meetings, annual general meetings and special general meetings.
3. Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **19. Treasurer**

1. It is the duty of the Treasurer of the Society to ensure:
  - a) that all money due to the Society is collected and receipted and that all payments authorised by the Committee are made, and
  - b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society
  - c) the Treasurer shall have the accounts audited prior to the Annual General Meeting each year.

#### **20. Casual Vacancies**

1. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to this, until the conclusion of the annual general meeting next following the date of the appointment.
2. A casual vacancy in the office of a member of the Committee occurs if the member:
  - a) dies, or
  - b) ceases to be a member of the Society, or

- c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- d) resigns office by notice in writing given to the secretary, or
- e) is removed from office under clause 21, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the Committee from three consecutive meetings of the committee, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from Managing Corporations) of the Corporations Act 2001 of the Commonwealth.

**21. Removal Of Committee Members**

1. The Society, in special general meeting, may by resolution, remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the Committee to whom a proposed resolution referred to in sub clause (1) relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**22. Committee Meetings And Quorum**

1. The Committee shall meet at least three times in each period of 12 months at such place and time as the Committee may determine.
2. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
3. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under sub clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting

unanimously agree to treat as urgent business.

5. At least '50% plus one' of elected Committee members constitute a quorum for the transaction of the business of a meeting of the Committee.
6. No business shall be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to another date and venue as agreed by the Committee.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
8. At a meeting of the Committee:
  - a) the President or, in the President's absence, the Vice-President shall preside, or
  - b) if the President and the Vice-President is absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting, shall preside.

**23. Delegation By  
Committee To Sub-  
Committee**

1. The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of at least one member of the Committee and such member or members of the Society as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - a) this power of delegation, and
  - b) a function which is a duty imposed on the Committee by the Act or by any other law.
2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect

as it would have if it had been done or suffered by the Committee.

6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
7. A sub-committee may meet and adjourn as it thinks proper.

#### **24. Voting And Decisions**

1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
2. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) shall be entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to clause 20, the committee may act despite any vacancy on the Committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, shall be valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

#### **Part 4 – General Meetings**

##### **25. Annual General Meetings - Holding Of**

1. The Society shall hold its annual general meetings:
  - a) Within 3 months after the close of the Society's financial year.

##### **26. Annual General Meetings - Calling Of And Business**

1. The annual general meeting of the Society shall be, subject to the Act and to clause 27, convened on such date and at such place and time as the Committee thinks fit.
2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall include the following:
  - a) confirmation of the minutes of the last preceding annual general meeting
  - b) receive from the Committee (usually from the President), reports on the activities of the Society during the last preceding financial year
  - c) election of office-bearers of the Society and ordinary Committee

members

d) receive and consider any financial statement or report required to be submitted to members under the Act.

3. An annual general meeting shall be specified as such in the notice convening it.

## **27. Special General Meetings - Calling Of**

1. The Committee may, whenever it thinks fit, convene a special general meeting of the Society.

2. The Committee shall, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the Society.

3. A requisition of members for a special general meeting:

a) shall state the purpose or purposes of the meeting, and

b) shall be signed by the members making the requisition, and

c) shall be lodged with the Secretary, and

d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4. If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

5. A special general meeting convened by a member or members as referred to in sub clause (4), shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

## **28. Notice**

1. Except if the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Society, the Committee shall, at least 14 days before the date fixed for the holding of the special general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. This may be done via the monthly newsletter.

2. A member desiring to bring any business before a general meeting shall give notice in writing of that business to the Secretary who shall include that business in the next notice calling a special general meeting given after receipt of the notice from the member.

### **29. Quorum For General Meetings**

1. No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
2. 20% of members of the total membership present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - a) if convened on the requisition of members, shall be dissolved, and
  - b) in any other case, shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10% of the total membership) shall constitute a quorum.

### **30. Presiding Member**

1. The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Society.
2. If the President and the Vice-President are absent or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **31. Adjournment**

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted when the adjourned meeting is reconvened other than the business left unfinished at the meeting at which the adjournment took place.
2. If a general meeting is adjourned for 14 days or more, the Secretary shall give written notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in sub clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32. Making Of Decisions**

1. A question arising at a general meeting of the Society shall be determined by either:
  - a) a show of hands, or
  - b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
3. If the question is to be determined by a written ballot, the ballot shall be conducted in accordance with the directions of the chairperson.

### **33. Special Resolutions**

1. A special resolution may only be passed by the Society in accordance with section 39 of the Act, being 75% of the votes cast.

### **34. Voting**

1. On any question arising at a general meeting of the Society a member shall have one vote only.
2. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
3. A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.
4. A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.

### **35. Proxy Votes**

1. Proxy voting shall not be undertaken at or in respect of any meeting of the Society.

### **36. Postal Ballots**

1. The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14 Rights of Appeal of Disciplined Member).
2. A postal ballot shall be conducted in accordance with Schedule 3 to the Regulation.



## **Part 5 – Miscellaneous**

### **37. Insurance**

1. The Society shall effect and maintain insurance.

### **38. Funds - Source**

1. The funds of the Society shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Committee determines.
2. All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
3. The Treasurer shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39. Funds - Management**

1. Subject to any resolution passed by the Society in a general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Committee determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee of the Society, being members authorised to do so by the Committee.

### **40. Change Of Name, Objects And Constitution**

1. An application to the Director-General for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act shall be made by the Public Officer or a Committee member.

### **41. Custody Of Books Etc.**

1. Except as otherwise provided by this constitution, the Public Officer shall keep in his or her custody or under his or her control, all records, books and other documents relating to the Society.

### **42. Inspection Of Books Etc.**

1. The following documents shall be open to inspection, free of charge, by a member of the Society at any reasonable hour:
  - a) records, books and other financial documents of the Society
  - b) this constitution
  - c) Minutes of all Committee meetings and general meetings of the Society.
2. A member of the Society may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of not more than \$1 for each page copied.

### **43. Service Of Notices**

1. For the purpose of this constitution, a notice may be served on or given to a person:

- a) by delivering it to the person personally, or
  - b) by sending it by pre-paid post to the address of the person, or
  - c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
2. For the purpose of this constitution, a notice shall be taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **44. Financial Year**

1. The financial year of the Society is:
- a) each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 June and ending on the following 31 May.

#### **45. Dissolution Of The Society**

1. The Society shall be dissolved if:
- a) a special resolution to this effect is carried by at least 75% of votes cast at a general meeting with at least twenty one (21) days' notice of the proposed resolution having been given to all members, or
  - b) membership (including Life Members and Honorary Life members) drops to ten (10) or fewer.
2. In the event of the Society being dissolved by winding up or the cancellation of the incorporation of the Society, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

#### **46. Life Membership**

1. Honorary Life membership of the Society may be conferred by the annual general meeting:
- a) on the recommendation of the Committee, upon any person for outstanding gifts or services to the Society.

#### **47. Patron Of The Society**

1. The Society may invite a worthy person to be a Patron of the Society. The Society will, on a yearly basis, ask the Patron if they wish to continue.