



## **CONSTITUTION**

### ***THE NAVAL HISTORICAL SOCIETY OF AUSTRALIA INC.***

(Associations Incorporation Act, 2009 (NSW))

(Effective 12 December 2017)

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### ***THE NAVAL HISTORICAL SOCIETY OF AUSTRALIA INC.***

(Associations Incorporation Act 2009 NSW)

The name of the Association is The Naval Historical Society of Australia Incorporated, hereinafter called the Society.

The address of the Society is :

The Boatshed, Building 25 Garden Island, Sydney NSW 2011

#### **Aims and Objects of the Society**

The aims and objects of the Society shall be:

- a) To stimulate interest in the history of Navies generally but primarily that of the Royal Australian Navy and of associated Naval Establishments;
- b) To encourage and undertake research into all phases of history in (a) above;
- c) To encourage and undertake the collection, recording and preservation of material of all descriptions pertaining to history as in (a) above;
- d) To foster scholarship into naval history by the award of prizes for essays and papers from time to time but not limited to such awards;
- e) To promote education on matters of naval history by issuing periodicals, reviews, and research material, and arranging tours, lectures and presentations.
- f) To do all such other things as are conducive or incidental to the attainment of the above aims and objects, or any one or more of them;
- g) These aims and objects shall be pursued by the Society working as a non-sectarian, non-political and non-profit organization;
- h) To promote and to uphold the prestige, dignity and traditions of the Royal Australian Navy;
- i) To carry out the above aims on a national basis by the formation of Chapters of the Society in appropriate areas;
- j) To establish affiliation with other historical societies and associations.

## **RULES**

### **1. Interpretation**

- (a) In these Rules, except in so far as the context or subject-matter otherwise indicates or requires :
  - (i) "Ordinary Member" means a member who is not an office-bearer of the Society, as referred to in Rule 13 (b);
  - (ii) "Honorary Secretary" means the person holding office under these rules as Honorary Secretary of the Society or where no such person holds that office the Public Officer of the Society;
  - (iii) "Special General Meeting" means a General Meeting of the

Society other than an Annual General meeting or a Monthly Meeting;

- (iv) "the Act" means the Associations Incorporation Act, 2009;
- (v) "Regulation" means a regulation made under the Act;
- (vi) "the Committee" means the Committee of Management of the Society;
- (vii) A reference to a function includes a reference to a power or authority or duty;
- (viii) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
- (ix) The provisions of the Interpretation Act 1987 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act;
- (x) Unless inconsistent with the context, words importing the masculine gender only shall include the feminine gender and unless inconsistent with the context, words importing the plural only shall include the singular;
- (xi) The term 'Society' means also the properly constituted Chapters of the Society.
- (xii) "Advisory Council" means the President of the Society and the President of each Chapter of the Society.

- (b) Any uncertainty arising as to the applications or interpretations of any Rule shall be decided by the chairman and his ruling shall be recorded in the minutes and shall apply to that meeting only.

## **2. Membership**

Membership of the Society shall be open to all persons who subscribe to the aims of the Society wholly or in part and are persons who have applied for membership in accordance with Rule 3 and have been approved for membership of the Society by the Committee.

Membership shall be from the 1 July to 30 June annually.

## **3. Application for membership**

- (a) An Application by a person for membership of the Society:
  - (i) shall be made in writing in a form determined by the Committee;
  - (ii) shall include the appropriate subscription; and
  - (iii) shall be lodged with the Honorary Secretary of the Society.
- (b) As soon as practicable after receiving an application for membership, the Honorary Secretary shall refer the application to the Membership Secretary and the subscription to the Honorary Treasurer.
- (c) The Membership Secretary shall enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Society.

## **4. Cessation of Membership**

A person ceases to be a member of the Society if the person :

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the Society; or
- (d) fails to pay the annual subscription within 6 months after it is due.

#### **5. Membership Entitlements Not Transferable**

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; and
- (b) terminates upon cessation of the person's membership.

#### **6. Resignation of Membership**

A member of the Society who wishes to resign should notify his or her intention in writing to the Honorary Secretary. Upon expiration of the period of notice so given, the member ceases to be a member.

#### **7. Honorary Life Membership**

Honorary Life Membership may be conferred on such persons of eminence achievement or distinction as decided by the Advisory Council and confirmed at the following General Meeting.

#### **8. Register of Members**

- (a) The Membership Secretary of the Society shall establish and maintain a register of members
- (b) The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour and consistent with prevailing Defence security requirements.

#### **9. Fees and Subscriptions**

- (a) The annual subscription for members shall be determined at each Annual General Meeting.
- (b) The member of the Society shall, upon admission to membership, pay to the Society the amount of the annual subscription as determined at the previous Annual General Meeting.
- (c) All subscriptions shall be due and payable on 1st July each year directly to the Honorary Treasurer of the Society.
- (d) Where a member is three months or more in arrears of subscription the facts shall be reported by the Membership Secretary to the Committee who shall then decide what action shall be taken.
- (e) Life subscriptions shall not be less than ten annual subscriptions. Such subscriptions shall be subject to the approval of the Committee.

## **10. Members' Liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, 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 Rule 9.

## **11. Disciplining of Members**

- (a) Where the Committee is of the opinion that a member of the Society:
- (i) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (ii) has persistently and willfully acted in a manner prejudicial to the interests of the Society;

the Committee may, by resolution-

- (iii) expel the member from the Society; or
- (iv) suspend the member from membership of the Society for a specified period.

- (b) Where the Committee passes a resolution under clause (a), the Honorary Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-

- (i) setting out the resolution of the Committee and the grounds on which it is based;
- (ii) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (iii) stating the date, place and time of that meeting; and
- (iv) informing the member that the member may do either or both of the following:
  - (1) attend and speak at that meeting;
  - (2) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

- (c) At a meeting of the Committee held in accordance with clause (b) (ii) the Committee shall:

- (i) give to the member an opportunity to make oral representations;
- (ii) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
- (iii) by resolution determine whether to confirm or to revoke the resolution in (a) (iii) or (a) (iv) above.

## **12. Powers of Committee**

Subject to the Act, the Regulations and these Rules and to any resolution

passed by the Society in a General meeting the Committee:

- (a) shall control and manage the affairs of the Society;
- (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these Rules to be exercised by a General Meeting of members of the Society;
- (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) may make By-Laws, not inconsistent with the Constitution for the better management and control of the Society.

Notwithstanding anything to the contrary implied by these Rules the honorary services of a non-member may be enlisted to aid the Society where special qualifications are required.

### **13. Constitution and Membership of the Committee**

- (a) The Committee shall consist of;
  - (i) the office bearers of the Society; and
  - (ii) 5 ordinary members, each of whom shall be elected at the Annual General Meeting of the Society pursuant to Rule 14.
- (b) The office bearers of the Society shall be :
  - (i) President;
  - (ii) Vice President;
  - (iii) Honorary Secretary;
  - (iv) Honorary Treasurer;
  - (v) Editor Naval Historical Review; and
  - (vi) Immediate Past President (for one year only).
- (c) Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (d) In the event of a casual vacancy occurring in 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 these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.

### **14. Election of Members of the Committee**

- (a) A notice calling for nominations for the election of office bearers of the Society or as ordinary members of the Committee shall be given to all ordinary members in the manner provided by Rule 37, not less than six weeks before the date of the Annual General Meeting.
- (b) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the Committee:
  - (i) shall be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(ii) shall be delivered to the Honorary Secretary of the Society no less than 21 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place

In considering nominations, members should take into account the availability and willingness of the nominee to attend Committee meetings and other commitments at his /her own expense.

- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting. If insufficient further nominations are received any vacant positions remaining shall be deemed to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held,
- (f) The ballot for the election of office bearers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (g) A nomination of a candidate for election under this Rule is not valid if that candidate has been elected to another office at the same election.

## **15. Casual Vacancies on the Committee**

For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member :

- (a) dies;
- (b) ceases to be a member of the Society;
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001;
- (d) resigns office in writing given to the Honorary Secretary;
- (e) is removed from office under Rule 16 below;
- (f) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months;
- (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 an company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **16. Removal of Member from the Committee**

- (a) The Society in a General Meeting may by resolution remove any member of the Committee from office before the expiration of the member's term

of office and may by resolution appoint another person to hold that office until the expiration of the term of office of the member so removed.

- (b) Where the member of the Committee to whom a proposed resolution referred to in Clause (a) relates makes representations in writing to the Honorary Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Honorary Secretary or President may send a copy of the representations to each member of the Society or, if they 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.

## **17. Meetings and Quorum of the Committee**

- (a) The Committee shall meet at least 5 times in each period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by him at the request of any other member of the Committee.
- (c) Oral or written notice of a meeting of the Committee shall be given by the Honorary Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding the meeting.
- (d) Notice of a meeting given under Clause (c) 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.
- (e) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (f) 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the business of the original meeting shall then be transacted, lack of quorum notwithstanding.
- (h) At a meeting of the Committee:
  - (i) the President or, in the President's absence, the Vice-President shall preside; or
  - (ii) if the President and the Vice-Presidents are absent or are unwilling to act as such then one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

## **18. Delegation by Committee to Sub-Committees**

The Committee may appoint Sub-Committees and define their powers and tenure of appointment.

## **19. Voting and Decisions by the Committee**



- (a) 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 the members of the Committee or Sub-Committee present at the meeting.
- (b) 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) is 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.
- (c) Subject to Rule 17 (e), the Committee may act notwithstanding any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

## **20. Annual General Meetings of the Society**

- (a) With the exception of the first Annual General Meeting after incorporation, the Society shall, at least once in every calendar year and within a period of 6 months after the expiration of each financial year of the Society, convene an Annual General Meeting of its members.
- (b) The Society shall hold its first Annual General Meeting as an Incorporated Association:
  - (i) within a period of 18 months after its incorporation under the Act; and
  - (ii) within the period of 2 months after the expiration of the first financial year of the Society.
- (c) Clauses (a) and (b) have effect subject to any extension or permission granted under the Act.
- (d) The Annual General Meeting of the Society shall, subject to the Act, be convened on such date and at such place and time as the Committee thinks fit
- (e) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
  - (i) to confirm the minutes of the preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) to receive from the Committee reports of the activities of the Society during the preceding financial year;
  - (iii) to elect office-bearers of the Society and ordinary members of the Committee; and
  - (iv) to appoint an Honorary Auditor .

An Annual General Meeting shall be specified as such in the notice convening it.

## **21. Special General Meetings**

- (a) The Committee may, whenever it thinks fit, convene a Special General

Meeting of the Society.

- (b) The Committee shall, on the requisition in writing of at least five per cent of the total number of members, convene a Special General Meeting of the Society.
- (c) A requisition of members for a Special General Meeting:
  - (i) shall state the purpose or purposes of the meeting;
  - (ii) shall be signed by the members making the requisitions;
  - (iii) shall be lodged with the Honorary Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition .
- (d) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Honorary 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.
- (e) A Special General Meeting convened by a member or members as referred to in Clause (d) shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses.

**21. General Meetings**

- (a) General meetings of the Society shall be held on an 'as required' basis determined by the Committee.
- (b) The date, time, place and form of these meetings shall be decided by the Committee.
- (c) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Honorary Secretary shall, at least 7 days before the date fixed for the holding of the General Meeting, cause to be sent to each member, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (d) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Honorary Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Clause (a) specifying, in addition to the matter required under Clause (a), the intention to propose the resolution as a special resolution.
- (e) A member desiring to bring any business before a General Meeting other than a Special General Meeting convened under Rule 21 (b) may do so at the meeting.

**22. Procedure at a General Meeting**

- (a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (b) Ten members present in person (being members entitled under these Rules to vote to a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and 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 notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting pursuant to Clause (c) above, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five) shall constitute a quorum.

### **23. Presiding Member at a General Meeting**

- (a) The President or, in the President's absence, the Vice-President, shall preside at each General Meeting of the Society.
- (a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Honorary Secretary shall, at least 7 days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Honorary Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Clause (a) specifying, in addition to the matter required under Clause (a), the intention to propose the resolution as a special resolution.
- (c) A member desiring to bring any business before a General Meeting may do so at the meeting.

### **24. Adjournment of a General Meeting**

- (a) 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a General Meeting is adjourned for 14 days or more, the Honorary Secretary shall give oral or other 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.

- (c) Except as provided in Clauses (a) and (b), 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.

## **25. Making of Decisions at a General Meeting**

- (a) A question arising at a General Meeting of the Society shall be determined on a show of hands, unless before or on the declaration of the show of hands a poll is demanded. 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, then 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.
- (b) At a General Meeting of the Society, a poll may be demanded by the chairperson or by not less than 5 members present in person.
- (c) Where a poll is demanded at a General Meeting, the poll shall be taken immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment or in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter. Where a ballot is called for, scrutineers shall be appointed by the Chairperson and the vote taken by secret ballot.
- (d) **Special Resolution**
- (e) A special resolution may only be passed by the Society in accordance with the Act.

## **26. Special Resolution**

A special resolution may only be passed by the Society in accordance with the Act.

## **27. Voting at a General Meeting**

- (a) Upon any question arising at a General Meeting of the Society a member has one vote only except the Chairperson as in (c) below.
- (b) All votes may be given personally or by proxy, but no member other than the Chairperson of the meeting may hold more than five proxies.
- (c) 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.
- (d) A member or proxy is not entitled to vote at any General Meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual

subscription payable pursuant to Rule 9 (c).

(e) Each member is entitled to appoint another member as proxy by notice given to the Honorary Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed .

(f) The notice appointing the proxy is to be in the form set out in Appendix 1 to these Rules. A copy of that form is to be sent to members with the notice convening a General Meeting.

## **28. Dissolution of the Society**

(a) The Society shall be dissolved if a special resolution to that effect is carried at a Special General Meeting called for that purpose.

- (b) In the event of dissolution the Committee shall immediately take action to recover all outstanding monies due to the Society. The Committee shall also take action to pay all debts owed by the Society.
- (c) If the Society has a DGR (deductible gift recipient) endorsement by the Australian Taxation Office and the Society is dissolved or wound up or that DGR endorsement is revoked then any surplus gifts, deductible contributions and related money is to be transferred to another GDR with a similar charitable purpose. Otherwise all assets other than cash which were originally donations or gifts shall in the first instance be returned to the donor, should he so desire.
- (d) All articles or property on loan to, or articles not the property of the Society, shall be returned to the lawful owners thereof.
- (e) If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but subject to subparagraph (c) shall be given or transferred to some other organisation having similar objects to the Society and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Society.
- (f) All other assets including books, records, documents, etc. together with any articles or remaining cash, property the owners of which cannot be found, shall be offered to the Department of Defence (Navy) to be held in trust in safe keeping pending the possible reformation of The Naval Historical Society of Australia Incorporated. In this event, these assets shall be taken over by the new Society and shall become the property of that Society.
- (g) Subject to Clause 29 (e) should the Department of Defence (Navy) not be prepared to accept these assets in trust then the assets as described in Clause 29 (f) shall be offered on the same terms and conditions to some other well founded and secure organisation having similar aims and objects to this Society such as The Royal Australian Historical Society or the National Maritime Museum.
- (h) In the event of the assets being accepted by some organisation "in Trust", then a full and proper Deed of Trust shall be drawn up and it shall be registered at the Office of the Registrar-General of NSW .
- (i) Subject to Clause 29 (e) should no organisation be prepared to accept the assets as described in clause 29 (g), then the Committee shall

dispose of them at its discretion.

- (j) The dissolution shall take effect immediately on the disposal of the Society's assets. Action to accomplish this shall be taken by the Committee in the shortest possible time.
- (k) The Committee shall take action to have the financial affairs of the Society audited immediately prior to disposing of the assets. A copy of the balance sheet and a copy of the Auditor's report together with a copy of the minutes of the General Meeting deciding on the dissolution shall be handed to every member of the Committee.

**29. Insurance**

- (a) The Society shall effect and maintain insurance pursuant to the Act.
- (b) In addition to any insurance required under Clause (a), the Society may effect and maintain other insurance.

**30. Funds - Source**

- (a) The funds of the Society shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Society in a General Meeting, such other sources as the Committee determines.
- (b) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (c) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**31. Funds Management**

- (a) 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.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee, being members authorised to do so by the Committee.
- (c) The income and property of the Society shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed, paid or transferred directly or by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Society provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of monies advanced by them to 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 prevent the payment or repayment to any member out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or lent to the Society or of provision of services to a member to which

the member would be entitled in accordance with the purposes if that person were not a member.

**32. Alteration to Statement of Objects and Rules**

The Statement of Objects and Rules of the Society may be altered, rescinded or added to only by a special resolution of the Society.

**33. Common Seal**

- (a) The Common Seal of the Society shall be kept in the custody of the Public Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the fixing of the Common Seal shall be attested by the signatures of 2 members of the Committee.

**34. Custody of Books etc**

Except as otherwise provided by these rules, the Public Officer shall keep in his or her control all membership and financial records.

**35. Inspection of Books etc**

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society by appointment at any reasonable hour and consistent with prevailing Defence security requirements.

**36. Service of Notices**

- (a) For the purpose of these Rules, a notice may be served by or behalf of the Society upon any member either personally or by sending it by post or by email to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (c) A notice may be given by publication in, or enclosure with, the Naval Historical Review posted or otherwise delivered to the member.

**37. Duties**

The duties of the officers of the Society shall be :

- (a) President: To preside at meetings, to call Committee meetings and perform and transact all such other business of the Society as these Rules require or imply. To be responsible that the affairs and business of the Society are conducted in a proper manner and in accordance with the Rules;
- (b) Vice-President and Immediate Past President: To assist the President

- generally and to act in his stead as may be require
- (c) Honorary Secretary: As directed by the President; to call meetings, to notify members accordingly and to attend to general correspondence of the Society. To maintain and keep the Society minute book, correspondence log and all other books, documents, records, etc not specifically referred to elsewhere herein as may be necessary for the proper and efficient working of the Society;
  - (d) Honorary Treasurer: To receive and to be responsible for all monies paid to the Society and to keep all necessary and proper books of account relevant to the affairs of the Society. To furnish a statement of accounts and a financial statement at each monthly meeting. To furnish the Honorary Auditor with all information required to compile his Annual Auditor's report for presentation at the Annual General Meeting;
  - (e) Committeemen: To assist the President in the execution of the Society's business as required by the Rules of the Society and to perform such other duties as that of Records Officer, Research Officer, Activities Officer, or any other such special duty required or delegated to them;
  - (f) Honorary Auditor: To audit the finances of the Society and to compile and present his report for the year at the Annual General Meeting.

### **38. Patron**

- (a) The Chief of Navy shall be invited to be Patron for the term of his office.
- (b) Suitable persons may be invited by the Committee to become Vice-Patrons, if deemed desirable.

### **39. Affiliations**

The Society shall affiliate with the Royal Australian Historical Society and may also affiliate with any other body as determined.

### **40. Gifts, Donations**

- (a) The Society through the Committee may receive gifts or donations of cash or articles of historical or other interest or value. These shall become the property of the Society. The Society may also receive articles of historical interest or value on loan for any agreed period.
- (b) The Honorary Secretary or his delegate shall keep a proper book and register therein a full record of all particulars of all gifts and donations and of all articles received on loan.
- (c) This book shall show the name and address of the donor or the person making the loan, the date received and the period of the loan and where the item is kept, a full description of the article and any special requirements made by the donor or person making the loan .
- (d) A proper receipt shall be handed to the donor or person making the loan. When an article on loan is returned to its owner, his receipt for its return shall be obtained.



- (e) The Society may determine whether to accept or reject any item donated or loaned.

#### **41. Financial Year**

The financial year for the Society shall end on 30 June.

#### **42. Expenditure Limit**

- (a) Over and above the normal day to day working expenses of the Society, the Committee may without reference to a Special General Meeting of the Society, authorise expenditure of Society funds not exceeding \$10,000 in any one month.
- (b) notwithstanding anything to the contrary elsewhere in the Rules, the Committee or Society in monthly or Special General Meeting or any officer or person or member acting on behalf of the Society shall not enter into any financial commitments in excess of the nett available cash funds of the Society after providing for all statutory commitments for the current year.

#### **43. Chapters**

- (a) The formation of State Chapters and Chapters in isolated areas is to be encouraged to stimulate regional interest in the Society and to provide members with the opportunity to fraternise.
- (b) Approval for the formation of a Chapter is to be sought from the Committee. Such applications are to be presented as petitions signed by not less than 20 financial members of the Society resident in the state or area where the Chapter is to be located.
- (c) The name of such Chapters shall be The Naval Historical Society of Australia Incorporated followed by the name of the state or area, eg The Naval Historical Society of Australia Incorporated (Victorian Chapter).
- (d) The powers of Chapters shall be limited to the conduct of meetings, the pursuit of research and the promotion of the aims and objects of the Society as outlined in these Objects and Rules.
- (e) Chapters shall not levy subscriptions from their members but may call for contributions towards specific activities within the Chapter. The annual subscription to the Society will cover membership of both the Society and the Chapter.
- (f) —Grants may be made available to a Chapter on application to and approval by the Committee.
- (g) All matters affecting the Society in general must be referred to the Committee for decision.
- (h) Minutes of all Chapter meetings are to be kept and a copy of the minutes of each meeting is to be forwarded promptly to the Honorary Secretary of The Naval Historical Society of Australia Incorporated.

- (i) Notices of meetings and Chapter News should be forwarded to the Honorary Secretary for inclusion in Society publications.
- (j) The assets and records of Chapters remain at all times the property of the Society.
- (k) Donations, gifts, etc., of money, relics, books, or works of art may be accepted on behalf of the Society by Chapters. Full details of such donations or gifts should be transmitted to the Honorary Secretary as soon as possible and in accordance with Rule 42.
- (l) The Rules laid down in the Society's Statement of Objects and Rules shall at all times be binding on Chapters.
- (m) The Society, by Special Resolution passed at a Special General Meeting of the Society, may revoke the charter of a Chapter.

#### **44. Publications**

The official journal of the Society shall be the Naval Historical Review, charges for which shall be included in the annual subscription.

**FORM OF APPOINTMENT OF PROXY**

Appendix 1

I ..... , of .....  
.....  
(Full Name) (Address)

being a member of The Naval Historical Society of Australia, Incorporated, (Membership Number :  
.....)

hereby appoint the Chairman of the meeting OR  
(Full Name of Proxy)

of .....  
.....  
(Address of Proxy)

being a member of the Society, as my proxy to vote for me on my behalf at the Special Meeting of  
the Society to be held on the ..... day of ..... and at any adjournment of  
that meeting. (Note:- A proxy vote may only be given to a person who is a member of the  
Society).

My proxy is authorised to vote in favour/against the Resolution. (See below)

(Date)

(Signature of Member Appointing Proxy)

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**Voting Instructions**

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<b>RESOLUTION</b>	<b>INFAVOUR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1			

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