

AUSTRALASIAN FEDERATION OF FAMILY HISTORY ORGANISATIONS INCORPORATED

CONSTITUTION AND RULES

**Adopted at
Special General Meeting of Members
12 November 2001**

Registered with
ACT Registrar General's Office
on 23 November 2001
by the Public Officer, June Penny

AUSTRALASIAN FEDERATION OF FAMILY HISTORY ORGANISATIONS INCORPORATED
INDEX TO CONSTITUTION AND RULES

Clause No	Subject Matter	Page
1.	Name	3
2.	Interpretation	3
3.	Application of Income and Property of the Federation	3
4.	Distribution of Property upon Winding up	3
5.	Objects.....	4
6.	Powers	4
7.	Membership.....	5
8.	Full Members	5
9.	Associate Members	6
10.	General Provisions as to Membership	6
11.	Subscriptions	6
12.	Liability of Members.....	7
13.	Cessation and Suspension of Membership	7
14.	The Appeal Committee.....	8
15.	Annual General Meeting	8
16.	General Meetings - Calling of	9
17.	Notice applicable to all General Meetings.....	9
18.	Proceedings at General Meetings	9
18.10	Proxy form.....	10
19.	The Council of the Federation	11
20.	Election of the Council	12
21.	Powers and Duties of the Council	12
22.	Proceedings of the Council.....	13
23.	Committees of the Council.....	13
24.	Other Office Bearers – not being members of the Council	13
25.	Accounts, Records and Other Documents of the Federation	14
26.	Funds of the Federation	14
27.	Auditor.....	14
28.	Common Seal	14
29.	By-laws.....	15
30.	Notices.....	15
31.	Amendment of this Constitution and these Rules.....	15

**AUSTRALIAN CAPITAL TERRITORY
ASSOCIATIONS INCORPORATION ACT 1991
CONSTITUTION AND RULES OF**

AUSTRALASIAN FEDERATION OF FAMILY HISTORY ORGANISATIONS INCORPORATED

1. **NAME**

The name of the Association is “Australasian Federation of Family History Organisations Incorporated” (hereinafter called “the Federation”).

2. **INTERPRETATION**

- 2.1 This Constitution and these Rules shall be construed with reference to the Associations Incorporation Act 1991. Terms used herein shall be taken as having the same meanings as they have when used in that Act and the Regulations made thereunder unless the contrary intention appears.
- 2.2 In the interpretation of this Constitution and these Rules except where excluded by the context:
- (1) **"By-laws"** means the By-laws of the Federation made pursuant to Clause 29 or as are authorised by the Constitution and these Rules;
 - (2) **"financial year"** means that period of 12 months ending on 31 December in each year;
 - (3) **"member"** means a person who has been admitted to any one of the classes of membership referred to in Clause 7;
 - (4) **"organisation"** shall include a Society or Association, whether incorporated or not, and a Government or Statutory body, but not an individual natural person;
 - (5) **"State Association"** means an incorporated state or provincial association set up to represent a group of family history organisations;
 - (6) **"the Act"** means the Associations Incorporation Act 1991 of the Australian Capital Territory;
 - (7) **"person"** includes an organisation being incorporated;
 - (8) **"the Council"** means the Council of the Federation constituted pursuant to Clause 19;
 - (9) **"the Federation"** means the Australasian Federation of Family History Organisations Incorporated;
 - (10) **"Australasia"** and **"Australasian"** refer to Australia and New Zealand or to any entity, or person connected to or with Australia and New Zealand; and
 - (11) words in the singular include the plural and words in the plural include the singular.

3. **APPLICATION OF INCOME AND PROPERTY OF THE FEDERATION**

- 3.1 The income and property of the Federation whensoever derived shall be applied solely towards the promotion of the objects of the Federation as set forth herein and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Federation **PROVIDED THAT** nothing herein shall prevent the payment in good faith and at the discretion of Council of reasonable and proper remuneration to any officer or employee of the Federation or to any member thereof or any person in return for any service actually rendered to the Federation or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate mutually agreed upon on overdraft accounts on money borrowed from any member of the Federation or reasonable and proper rent for premises demised or let by any member of the Federation.

4. **DISTRIBUTION OF PROPERTY UPON WINDING UP**

- 4.1 If, upon the winding up or dissolution of the Federation, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 3 hereof, such institution or institutions to be nominated by special resolution of the Federation.

5. OBJECTS

The objects of the Federation are:

- 5.1 to co-ordinate and assist the work of organisations interested in family history, genealogy, heraldry and allied subjects at an Australasian level;
- 5.2 to promote, represent at local, state, Federal and National levels of Government so as to encourage the study and development of standards of the above subjects throughout Australasia;
- 5.3 to promote, develop, foster and support the establishment of educational, advisory and other services for the benefit of members at an Australasian level;
- 5.4 to encourage the preservation of source material relating to family history, genealogy and allied matters throughout Australasia;
- 5.5 to maintain close co-operation and liaison with Australasian societies, organisations and other non Australasian national family history bodies having objectives and aims similar to those set forth in sub-Clauses 5.1 and 5.2;
- 5.6 to affiliate with and enter into arrangements of a co-operative nature with organisations having objectives and purposes similar to those of the Federation for the purposes of assisting the Federation to further its objects and carry out its purposes;
- 5.7 for the purpose of furthering the objects of the Federation to carry on any other activities which may further the objects of the Federation; and
- 5.8 to provide a means of communication between member societies on matters of Australasian relevance.

6. POWERS

The Federation shall have the following powers:

- 6.1 to carry out all or any of the above objects either alone or in conjunction with other bodies, authorities or persons;
- 6.2 subject to Clause 3, to grant sums of money out of the funds of the Federation for the promotion of any of the objects of the Federation in such a manner as may from time to time be determined;
- 6.3 to print, issue, publish and circulate such advertisements, periodicals, books, microform, circulars and other publications that the Federation may think desirable for the promotion of its objects, and to enter into any contract or agreement with any person or persons or corporation to produce any such advertisements, periodicals, books, circulars and other publications;
- 6.4 to apply for, purchase or otherwise acquire any patents, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Federation or the acquisition of which may seem calculated directly or indirectly to benefit the Federation, and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, right or information required;
- 6.5 to take or otherwise acquire and hold shares in any corporation having objects similar to those of the Federation, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Federation;
- 6.6 to establish and support or aid in the establishment and support of superannuation and insurance schemes calculated to benefit employees or past employees of the Federation or their dependants and to grant such pensions and allowances to such persons as may be deemed appropriate from time to time;
- 6.7 to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and 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 Federation **PROVIDED THAT** in case the Federation shall take or hold any property which may be subject to any trusts, it shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 6.8 to invest and deal with money of the Federation not immediately required in either:
 - (1) investments authorised from time to time by the Trustee Act of the State of New South Wales;
 - (2) investments authorised from time to time by the Trustee Act of the State of New South Wales in its application to the Australian Capital Territory by virtue of the Trustee Act 1957; or

- (3) the purchase of a Bill of Exchange accepted by a Bank in Australia for which that Bank accepts liability for payment on the maturity of that Bill;
- 6.9 to borrow any moneys required for the purposes of the Federation upon such security as may be determined or without security and to make, accept and endorse cheques, promissory notes, bills of exchange and other negotiable instruments;
- 6.10 to appoint, employ, suspend or remove such managerial, secretarial, clerical and other staff as may be necessary or convenient for the purpose of the Federation;
- 6.11 to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 6.12 to take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Federation but subject always to the proviso in sub-Clause 6.7;
- 6.13 to adopt such means of making known the objects of the Federation as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books, microform and periodicals and by granting prizes, awards, rewards and donations;
- 6.14 to procure the Federation to be registered or recognised in any foreign country or place;
- 6.15 to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Federation;
- 6.16 to amalgamate with any organisation having objects similar to those of the Federation, and whose Constitution prohibits the distribution of its income and property amongst its members to the same extent as Clause 3;
- 6.17 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 Federation;
- 6.18 to make, amend and repeal By-laws.

In interpreting any of the Federation's Objects or Powers set forth in Clauses 5 and 6 the meaning thereof shall not be restricted by reference to any other object or power or by the juxtaposition of two or more objects or powers.

7. **MEMBERSHIP**

7.1 There shall be 2 classes of members, namely:

- (1) Full Members; and
- (2) Associate Members.

8. **FULL MEMBERS**

- 8.1 Any organisation, based in Australasia, being incorporated which satisfies the Council that it is primarily concerned with family history, genealogy, heraldry or allied subjects may apply to be admitted as a Full Member.
- 8.2 An organisation admitted to membership pursuant to sub-Clause 8.1 may appoint one such person as it thinks fit to act as its representative at a particular general meeting or at all general meetings.
- 8.3 A person appointed pursuant to sub-Clause 8.2 may, whilst the appointment shall remain unrevoked, attend and take part in the proceedings at a general meeting in the same manner as the Full Member could do if personally present.
- 8.4 Any organisation, based in Australasia, being unincorporated which satisfies the Council that it is primarily concerned with family history, genealogy, heraldry or allied subjects may appoint one delegate to the Federation. Such delegate shall thereupon be eligible to apply to be admitted as a Full Member.
- 8.5 Persons appointed pursuant to sub-Clause 8.2 or admitted as Full Members pursuant to sub-Clause 8.4 shall be eligible to hold office as members of the Council.
- 8.6 For the purposes of this Clause, an organisation shall mean a body whose Constitution and Rules or Memorandum and Articles of Association (as the case may be) prohibit the distribution of its income and property either directly or indirectly by way of dividend, bonus or otherwise by way of profit to its members.

9. ASSOCIATE MEMBERS

- 9.1 Any organisation being incorporated which satisfies the Council that it is interested in family history, genealogy, heraldry or allied subjects and is of good repute may apply to be admitted as an Associate Member.
- 9.2 An organisation admitted to associate membership pursuant to sub-Clause 9.1 may appoint one such person as it thinks fit to act as its representative at a particular general meeting or at all general meetings.
- 9.3 A person appointed pursuant to sub-Clause 9.2 may whilst the appointment shall remain unrevoked, attend and, subject to Clause 10, take part in the proceedings at a general meeting in the same manner as the Associate Member could do if personally present.
- 9.4 Any organisation being unincorporated which satisfies the Council that it is interested in family history, genealogy, heraldry or allied subjects and is of good repute may appoint one delegate to the Federation. Such delegate shall thereupon be eligible to apply to be admitted as an Associate Member.
- 9.5 The Council may, from time to time in the By-laws, attach such conditions to Associate Membership as it sees fit.

10. GENERAL PROVISIONS AS TO MEMBERSHIP

- 10.1 All applications for membership shall be in writing in such form accompanied by the fee payable by the applicant together with such evidence as to eligibility as the Council may from time to time prescribe.
- 10.2 At the meeting of the Council following the receipt of any application for membership, such application shall be considered by the Council, which shall determine whether to approve or reject the application. In no case shall the Council be required to give any reason for the rejection of an application.
- 10.3 All members shall be deemed to have agreed to be bound by this Constitution and these Rules and the By-Laws made thereunder and to observe all the provisions thereof.
- 10.4 Only Full Members shall be entitled to vote at general meetings and only they or their representative appointed pursuant to sub-Clause 8.2 shall be eligible to hold office as a member of the Council.
- 10.5 All members irrespective of the class of membership to which they have been admitted, shall be entitled to notice of general meetings and to attend thereat and be heard.
- 10.6 If at any time after a delegate referred to in either sub-Clause 8.4 or 9.4 has been admitted to membership, the organisation which appointed the delegate becomes incorporated, the delegate shall ipso facto cease to be a Full Member or Associate Member (as the case may be) and that organisation shall be eligible to apply to be admitted to the class of membership in which its previous delegate was a member. Upon the application of such an organisation being lodged with the Secretary, it shall be deemed to be so admitted.
- 10.7 No act done by a person appointed pursuant to either sub-Clause 8.2, 8.4, 9.2 or 9.4 shall be rendered invalid by revocation of appointment of the said person unless notice of such revocation shall have been lodged with the Secretary prior to the doing of the said act.
- 10.8 Notice of the appointment of a person pursuant to either sub-Clause 8.2, 8.4, 9.2 or 9.4 or of the revocation of such an appointment shall be in writing executed by the Full Member, Associate Member or unincorporated organisation as the case may be, and lodged with the Secretary.
- 10.9 Upon the lodgement with the Secretary of a notice of revocation of an appointment made pursuant to sub-Clause 8.2 or 9.2, the person named therein shall cease to be the duly appointed representative of a Full Member or Associate Member as the case may be. If the person named in the notice of revocation was a Full Member or an Associate Member by reason of the appointment as a delegate pursuant to either sub-Clause 8.4 or 9.4, the person shall cease to be a Full Member or an Associate Member as the case may be.

11. SUBSCRIPTIONS

- 11.1 The fee payable by an organisation upon it or its delegate being admitted as a Full or Associate Member as the case may be shall be set forth in the By-laws.
- 11.2 The annual subscription payable by members shall be determined from time to time by the Council in the By-Laws, and in so doing it may fix a different rate payable by Full and Associate Members.
- 11.3 All annual subscriptions shall be due and payable upon 1 January in each year. If an annual subscription has not been paid by the following 31 March, the member shall be deemed unfinancial and not be eligible to exercise any of the rights and privileges of a member. If the said subscription is not paid by the following 30 April the membership shall cease but may be reinstated to membership by the Council upon such terms and conditions as it sees fit.

12. LIABILITY OF MEMBERS

- 12.1 The liability of a member to contribute towards the payment of the debts and liabilities of the Federation or the costs, charges or expenses of its winding up is limited to the amount, if any, unpaid by the member in respect of the member's membership of the Federation as required by Clause 11.

13. CESSATION AND SUSPENSION OF MEMBERSHIP

- 13.1 Any member desiring to resign from the Federation shall give notice in writing to that effect to the Secretary and thereupon shall cease to be a member but shall still be liable to pay to the Federation all amounts owing to it at the date of cessation of membership.
- 13.2 If in the opinion of the Council a member has:
- (1) persistently and wilfully refused to comply with this Constitution and these Rules and the By-laws made thereunder;
 - (2) been guilty of conduct prejudicial to the interests of the Federation; or
 - (3) been convicted of any serious criminal offence,
- the Council may subject to the provisions of this Clause, resolve to reprimand the member, suspend the member from membership for such period as it sees fit or expel the member from membership of the Federation.
- 13.3 A resolution of the Council under Clause 13.2 is of no effect unless the Council at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-Clause 13.4 confirms the resolution in accordance with this Clause.
- 13.4 Where the Council passes a resolution under sub-Clause 13.2 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (1) setting out the resolution of the Council and the grounds on which it is based;
 - (2) stating that the matter may be addressed to Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (3) stating the date, place and time of that meeting; and
 - (4) informing the member that he may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- 13.5 Subject to Section 50 of the Act, at the meeting of the Council referred to in sub-Clause 13.3, the Council shall:
- (1) give to the member mentioned in sub-Clause 13.2 an opportunity to make oral representations;
 - (2) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
 - (3) by resolution determine whether to confirm or revoke the resolution of the Council made under sub-Clause 13.2.
- 13.6 Where the Council confirms a resolution under sub-Clause 13.2 the Secretary shall within 7 days thereafter by notice in writing inform the member of that confirmation and of the member's right of appeal under Clause 14.
- 13.7 A resolution confirmed by the Council under sub-Clause 13.5 does not take effect:
- (1) until the expiration of the period within which the member is entitled to appeal against the resolution where this right of appeal is not exercised within that period; or
 - (2) where within that period the right of appeal is exercised by the member, unless and until the Appeal Committee confirms the resolution in accordance with Clause 14.
- 13.8 Notwithstanding the foregoing provisions of this Clause, if a member is charged before a court with any serious criminal offence, then the Council may resolve to suspend membership of the Federation until such charge has been disposed of. If the charge against the member is dismissed, the suspension shall be deemed

ipso facto to have been lifted but if the member is convicted then the Council may act under sub-Clause 13.2.

14. **THE APPEAL COMMITTEE**

- 14.1 There shall be an Appeal Committee of the Federation consisting of not less than 3 persons, none of whom may be a member of the Council, but who shall be either persons appointed pursuant to sub-Clause 8.2 or Full Members.
- 14.2 The Council shall appoint the members of the Appeal Committee and each shall hold office until the conclusion of the first meeting of the Council after each annual general meeting and shall be eligible for re-appointment.
- 14.3 A member of the Appeal Committee shall be deemed to have vacated office if the member:
- (1) ceases to be qualified as required by sub-Clause 14.1;
 - (2) becomes a person of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
 - (3) becomes a member of the Council; or
 - (4) resigns office by notice in writing to the Council.
- 14.4 The quorum for a meeting of the Appeal Committee shall be 2 members.
- 14.5 The Appeal Committee shall elect its Chairperson. Each member of the Committee shall have one vote at a meeting thereof but in the event of there being an equality of votes, the Chairperson shall have an additional vote which may be cast by the Chairperson as thought fit.
- 14.6 A member aggrieved by a resolution of the Council which has been confirmed under sub-Clause 13.5 or passed pursuant to sub-Clause 13.8 may appeal to the Appeal Committee within 14 days after notice of the resolution is served upon the member by lodging with the Secretary a notice to that effect.
- 14.7 Upon an appeal being lodged with the Secretary in accordance with sub-Clause 14.6 the resolution of the Council passed pursuant to sub-Clause 13.8 as the case may be, shall be stayed until the appeal is concluded, abandoned or discontinued.
- 14.8 Upon receipt of a notice under sub-Clause 14.6, the Secretary shall forthwith notify the Chairperson who shall convene a meeting of the Appeal Committee to be held within 14 days after the Secretary received the notice or as soon as possible after that date.
- 14.9 The Secretary shall give to the member at least 7 days notice in writing of the date, time and place of the meeting at which the member's appeal will be heard.
- 14.10 Upon the hearing of an appeal pursuant to this clause, a representative of the Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both.
- 14.11 Subject to the provisions of the Act, the decision of the Appeal Committee shall be final.

15. **ANNUAL GENERAL MEETINGS**

- 15.1 The Federation shall in addition to any other meeting it holds, hold an annual general meeting once in each calendar year within a period of 5 months after the expiration of each financial year.
- 15.2 Subject to sub-Clause 15.1, the annual general meeting shall be held on such date and at such place and time as the Council thinks fit.
- 15.3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (1) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that date;
 - (2) to receive from the Council reports on the activities of the Federation during the last preceding financial year;
 - (3) to elect members of the Council; and
 - (4) to receive and consider the following as required by Section 73 of the Act:
 - (i) the audited Statements of the Federation's accounts in respect of its last financial year; and

- (ii) the auditor's report to the Federation in relation to the Federation's accounts for that financial year;
- (iii) a report signed by two members of the Council stating:
 - (a) the name of each member of the Council of the Federation during the last financial year and if different, at the date of the report;
 - (b) the principal activities of the Federation during the last financial year and any significant change in the nature of those activities that occurred during that year; and
 - (c) the net profit or loss of the Federation for the last financial year.

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

16. GENERAL MEETINGS - CALLING OF

16.1 The Council may, whenever it thinks fit, convene a general meeting of the Federation.

16.2 The Council shall on the requisition in writing of not less than 5 per cent of the total number of Full Members convene a general meeting of the Federation.

16.3 A requisition for a general meeting:

- (1) shall state the purpose or purposes of the meeting;
- (2) shall be signed by the requisitionists;
- (3) shall be lodged with the Secretary; and
- (4) may consist of several documents in like form, each signed by one or more of the requisitionists.

16.4 If the Council fails to convene a general meeting within one month after the date on which the said requisition is lodged with the Secretary, any one or more of the requisitionists may convene a meeting to be held not more than 3 months after that date.

16.5 A general meeting convened pursuant to sub-Clause 16.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

16.6 Any reasonable expenses incurred by the requisitionists by reason of the failure of the Council to convene a general meeting shall be paid to the requisitionists by the Federation.

17. NOTICE APPLICABLE TO ALL GENERAL MEETINGS

17.1 The Secretary shall, at least 56 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid 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. In the case of the annual general meeting, such notice shall be accompanied by the documents referred to in sub-Clause 15.3(2) and (4).

17.2 Where the business proposed to be dealt with at the general meeting is or includes a special resolution, the Secretary shall specify in the said notice the intention to propose the resolution as a special resolution.

17.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-Clause 15.3.

17.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that notice from the member in the notice convening the meeting.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the provisions of this Clause, 10 Full Members of the Federation at the time when the meeting proceeds to business, present in person, duly appointed representative or by proxy and entitled to vote, shall constitute a quorum.

18.2 If a quorum is not present within half an hour from the time appointed for the meeting:

- (1) where the meeting was convened upon the requisition of members - the meeting shall be dissolved; or
- (2) in any other case:

- (i) the meeting stands adjourned to such day, and at such time and place, as the Council determines or, if no determination is made by it, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than 5 Full Members) shall constitute a quorum.
- 18.3 The President shall preside as chairperson at every general meeting or in the event of the President's absence, or if there is no President or if not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the Vice-President shall preside as chairperson of the meeting. In the event of there being no Vice-President or if the Vice-President is not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the Full Members present shall elect one of their number to be chairperson of the meeting.
- 18.4 The chairperson 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 business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- 18.5 (1) At any general meeting a resolution put to the vote of the meeting shall be decided on the show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) either by the chairperson or by at least three Full Members.
- (2) Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Federation shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- (3) The demand for a poll may be withdrawn.
- 18.6 If a poll is duly demanded it shall be taken in such manner, and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 18.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 18.8 At any general meeting each Full Member may vote in person or by proxy. On a show of hands every Full Member present shall have one vote. On a poll every Full Member present in person or by proxy shall be entitled to cast one vote on the member's behalf and one vote for every Full Member represented by proxy. There shall be no limit on the number of proxies which may be held by a Full Member.
- 18.9 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
- 18.10 The instrument appointing a proxy shall be in writing or in the common or usual form under the hand of the appointer or the appointer's Attorney duly authorised. A proxy must be a Full Member or a person appointed under sub-Clause 8.2. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll and shall be in the following form or a form as near thereto as circumstances allow:
- “Australasian Federation of Family History Organisations Incorporated
I
of
being a member of the Australasian Federation of Family History Organisations Incorporated hereby appoint
a. (name) of (address)
or
b. the duly appointed Chairperson of the meeting
(delete either a. or b. – whichever is not applicable)

as my proxy to vote for me and on my behalf at the annual general meeting/general meeting of the Australasian Federation of Family History Organisations Incorporated to be held on theday of20 , and at any adjournment thereof.
Signed thisday of20...

+ This form is to be used * in favour of the proposed resolution number/s
against

listed in the notice of the meeting to be held on the day of 20

.....
SIGNATURE OF FULL MEMBER (or, authorised representative of full member)

* Strike out whichever is not desired.

+(To be inserted if desired. Unless otherwise instructed the proxy may vote as thought fit.)

NB A proxy must be a Full Member or a person appointed under sub-Clause 8.2 of the Federation's Constitution and Rules.”

- 18.11 The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed shall be deposited with the Secretary not less than 24 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.
- 18.12 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation has been received by the Secretary before the commencement of the general meeting or adjourned general meeting at which the instrument is used.

19. THE COUNCIL OF THE FEDERATION

- 19.1 The Committee of the Federation within the meaning of the Act shall for the purposes of this Constitution and these Rules be known as the Council of the Federation (“the Council”).
- 19.2 The Council of the Federation shall be composed of:
- (1) nine (9) elected Councillors, including the President, the Vice-President, the Secretary, the Treasurer, and five Councillors, and
 - (2) an appointed representative of each State Association (where one exists) as an ex-officio, non-voting member.
- If any elected position on the Council is not filled at the Annual General Meeting such vacancy shall be deemed to be a casual vacancy.
- 19.3 Each member of the Council shall hold office until the conclusion of the annual general meeting following upon election and each shall be eligible for re-election.
- 19.4 The Council shall have power at any time and from time to time to appoint a Full Member or a person appointed pursuant to sub-Clause 8.2 to hold office as a member of the Council to fill a casual vacancy. Any person so appointed shall hold office only until the person in whose stead the appointment was made, would have vacated office.
- 19.5 The Federation in general meeting may by ordinary resolution subject to Section 50 of the Act remove any member of the Council from office and may by ordinary resolution appoint another Full Member or a person appointed pursuant to sub-Clause 8.2 as the replacement. Any person so appointed shall hold office only until the person in whose stead the appointment was made, would have vacated office and shall then be eligible for re-election.
- 19.6 A member of the Council shall be deemed to have vacated office if the member:
- (1) ceases to be a Full Member in that the member no longer satisfies the requirements of Clause 8 or has been dealt with in accordance with Clause 13;
 - (2) having being appointed pursuant to Clause 8.2, has died or has had the appointment revoked;
 - (3) resigns office by notice in writing to the Council;

- (4) becomes prohibited from acting as a member of the Council by virtue of Section 63(1) of the Act;
 - (5) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (6) becomes a person of unsound mind or becomes physically incapacitated to such an extent that the member is permanently unable to perform the duties as a member of the Council;
 - (7) is absent without permission of the Council from 3 consecutive meetings thereof;
 - (8) is removed from office pursuant to sub-Clause 19.5;
 - (9) has a direct or indirect pecuniary interest in any contract or proposed contract to which the Federation is or may be a party and fails to declare the nature of interest as required by Section 65(1) of the Act;
 - (10) has been guilty of conduct that is detrimental to the interests of the Federation, resulting in a motion of no confidence passed by a two-thirds majority of the members of the whole Council; and
 - (11) ceases to be a resident of Australasia.
- 19.7 No fees, remunerations, allowances or honoraria shall be paid to members of the Council out of the funds of the Federation save and except reimbursement of reasonable out-of-pocket expenses:
- (1) incurred in attending meetings of the Federation or meetings of the Council or of any of its Committees; or
 - (2) incurred in attending to the business of the Federation.

20. ELECTION OF THE COUNCIL

- 20.1 The election of the members of the Council shall take place at each annual general meeting.
- 20.2 If for any office no nomination is received or if insufficient nominations are received, the vacancy shall be deemed to be a casual vacancy and may be filled by the Council pursuant to sub-Clause 19.4. Any person appointed by the Council pursuant to this sub-Clause shall hold office only until the conclusion of the annual general meeting following upon the appointment.
- 20.3 The By-laws may make provision for the following:
- (1) the mode in which nominations for election to office on the Council shall be made;
 - (2) the closing of such nominations;
 - (3) the manner of conducting elections and the determination of the result thereof;
 - (4) any other necessary matters relating to such nominations and elections.
- 20.4 A member shall not be elected to the Council if deemed unfinancial according to Clause 11.3. A representative appointed under Clause 8.2 or Clause 8.4 shall not be elected to the Council if the member they represent is deemed unfinancial according to Clause 11.3.

21. POWERS AND DUTIES OF THE COUNCIL

- 21.1 The business of the Federation shall be managed by and vested in the Council which may exercise all such powers of the Federation as are not required by the Act or this Constitution and these Rules to be exercised by the Federation in general meeting.
- 21.2 The Council may engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.
- 21.3 The Council shall cause minutes to be made:
- (1) of all appointments of officers;
 - (2) of the names of members of the Council present at all general meetings and all meetings of the Council; and
 - (3) of all proceedings of general meetings and of meetings of the Council.
- 21.4 The minutes referred to in sub-Clause 21.3(3) shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting and shall then be entered in the minute book.

22. PROCEEDINGS OF THE COUNCIL

- 22.1 The Council shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the Secretary on the instructions of the President or on the requisition of a member of the Council shall notify to members thereof.
- 22.2 Every elected member of the Council shall have one vote but in the event of there being an equality of votes the President or the person presiding at that meeting shall in addition have a casting vote.
- 22.3 Not less than 7 days notice shall be given to every member of the Council of any meeting thereof specifying the time, place and general nature of the business of such meeting but where the President considers an emergency exists the President may take such steps as considered necessary to notify members of the Council of the proposed meeting, notwithstanding that 7 days notice shall not have been given.
- 22.4 A member of the Council who is for the time being out of Australasia shall only be entitled to receive notice of a meeting of the Council pursuant to sub-Clause 22.3 if the member has supplied to the Federation an address for the giving of notices while outside Australasia.
- 22.5 A quorum for a meeting of the Council shall be 6 members.
- 22.6 The Council may act, notwithstanding any vacancy in its body, but if and so long as its number is reduced below 6 the Council may act for the purpose of:
- (1) dealing with business of an urgent nature;
 - (2) filling a casual vacancy; or
 - (3) summoning a general meeting of the Federation,
- but for no other purpose.
- 22.7 At every meeting of the Council, the President shall preside unless unwilling to act or is absent, in which case the Vice-President shall preside. If the Vice-President is unwilling to act or is absent then after 10 minutes have elapsed after the time appointed for the meeting, the members of the Council present, provided they constitute a quorum, may elect one of their number as chairperson of that meeting.
- 22.8 All acts done by any meeting of the members of the Council or by any person acting as a member thereof shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such members or person acting as aforesaid or that they 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 Council.
- 22.9 A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it has been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more members thereof.
- 22.10 For the purposes of this Constitution and Rules a meeting of the Council shall mean:
- (1) a meeting of the members of the Council assembled in person on the same day at the same time and place; or
 - (2) the members of the Council in Australasia communicating with each other by any technological means whereby they are able simultaneously to participate in discussion notwithstanding they are not physically present in the same place.

23. COMMITTEES OF THE COUNCIL

- 23.1 The Council may delegate any of its powers to such Committees as it thinks fit from time to time. Any such Committee shall consist of at least one member of the Council and such other persons as it may determine.
- 23.2 The powers and duties delegated to such a Committee shall be upon such terms and conditions as the Council may determine including the fixing of a quorum for a meeting thereof.
- 23.3 The President shall be an ex officio member of any such Committee.
- 23.4 The rules relating to the conduct of meetings of all Committees and the records to be kept by them are the same as the rules relating to the conduct of meetings of the Council with the necessary changes having been made.

24. OTHER OFFICE BEARERS – NOT BEING MEMBERS OF THE COUNCIL

- 24.1 The Council shall appoint a Public Officer who shall be resident in the Australian Capital Territory.

- 24.2 The office of Public Officer shall become vacant upon the happening of any of the events referred to in Section 64 of the Act.
- 24.3 When a vacancy occurs in the office of Public Officer, the Council shall within 14 days thereafter appoint another person resident in the Australian Capital Territory to fill the vacancy.
- 24.4 The Council of the Federation may also appoint from time to time such other Office Bearers as it thinks necessary and desirable. Each such Office Bearer shall:
- (1) perform such functions as are determined by the Council; and
 - (2) hold office during its pleasure.

25. **ACCOUNTS, RECORDS AND OTHER DOCUMENTS OF THE FEDERATION**

- 25.1 The Federation shall cause proper accounts to be kept with respect to:
- (1) all sums of moneys received and expended by the Federation and the manner in respect of which the receipts and expenditure takes place;
 - (2) all sales and purchases of real and personal property by the Federation; and
 - (3) the assets and liabilities of the Federation.
- 25.2 Such accounts shall be kept in the manner required by Section 71(b) of the Act.
- 25.3 Such accounts together with all other accounting records of the Federation shall be kept by the Treasurer and shall be open for inspection by members at any reasonable hour.
- 25.4 The minute books of the Federation, its Register of Members and correspondence files shall be kept by the Secretary and shall be open to inspection by members at any reasonable hour.
- 25.5 The Council shall from time to time in accordance with the provisions of Section 72 of the Act cause to be prepared and laid before the Federation in general meeting such income and expenditure accounts, balance sheets and reports as are required thereby.

26. **FUNDS OF THE FEDERATION**

- 26.1 The funds of the Federation shall be derived from members' subscriptions, sales of publications, appeals, functions, donations and the like together with interest received from its investments. Subject to Section 114 of the Act, the Council may determine other sources from which funds may be derived.
- 26.2 The management of the funds of the Federation shall, subject to the Act and to any decision by the Federation in general meeting, be vested in the Council. Such funds may only be used for the purposes set forth in sub-Clause 3.1.
- 26.3 Cheques drawn on any bank accounts kept by the Federation shall be signed by any two of the following:
- (1) the President;
 - (2) the Vice-President;
 - (3) the Secretary; and
 - (4) the Treasurer.
- 26.4 Any instructions to be given by the Federation to any of its Bankers shall be signed by any 2 of the persons referred to in sub-Clause 26.3 and if it is not so signed, the instructions shall not be treated as valid.
- 26.5 Receipts shall be issued by the Federation in respect of funds received by it if requested. Such funds shall be banked in the Federation's bank accounts as soon as practicable after receipt.

27. **AUDITOR**

- 27.1 In accordance with the provisions of the Act, one or more auditors of the Federation shall be appointed.

28. **COMMON SEAL**

- 28.1 The Council shall provide for the safe custody of the common seal of the Federation.
- 28.2 The common seal shall not be affixed to an instrument except by the authority of a resolution of the Council or of a Committee of the Council authorised by the Council in that behalf. Every instrument to which the common seal is affixed shall be signed by a member of the Council and shall be countersigned by another member thereof or by some other person appointed by the Council for the purpose.

29. **BY-LAWS**

- 29.1 The Council shall have power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Federation's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such By-laws.
- 29.2 Notwithstanding sub-Clause 29.1 the Federation in general meeting may also amend or repeal any By-law made by the Council.
- 29.3 A By-law shall:
- (1) be subject to this Constitution and these Rules;
 - (2) be not inconsistent with any provision contained in the said Constitution and these Rules; and
 - (3) when in force, be binding on all members and shall have the same effect as this Constitution and these Rules.
- 29.4 In the interpretation of any By-law except where excluded by the context words and phrases have the same meanings where used in this Constitution and these Rules.

30. **NOTICES**

- 30.1 A notice may be given by the Federation to any member either personally or by sending it by pre-paid post to the member at the address shown in the Register of Members. Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing pre-paying and posting a letter containing the notice and to have been effective in the case of a notice of a general meeting on the day after its posting and in any other case at the time at which the letter would be delivered in the ordinary post.
- 30.2 (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to every member and to the Auditor for the time being of the Federation.
- (2) No other person shall be entitled to receive notice of a general meeting.

31. **AMENDMENT OF THIS CONSTITUTION AND THESE RULES**

- 31.1 This Constitution and these Rules may only be altered in accordance with the provisions of Division 4 of Part III of the Act.