



**The Thomas and Jane Rose  
Family Society Incorporated**

ABN: 86 273 989 105

**Constitution As Amended  
at Special General  
Meeting  
18 October 2020**

October 2020

*This report contains 16 pages + Addenda*

The Thomas & Jane Rose Family Society Incorporated -  
Constitution (as at October 2020)

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## **Part I - Preliminary**

### **Name**

1. The Society shall be called The Thomas and Jane Rose Family Society Incorporated (hereafter referred to as “the Society”)

### **Liaison with Relevant Authorities**

2. The Society shall liaise with all relevant authorities Government and Local, including the Hawkesbury City Council in the process of implementing the aims and objectives of the Society.

### **Objectives**

3. The Objectives of the Society shall be -
  1. Organise reunions and reunion activities of the Society
  2. Maintain and repair the graves of Thomas and Jane Rose and their children at St John’s Anglican Church, Wilberforce.
  3. Maintain and repair “Rose Cottage”, the home of Thomas and Jane Rose at 18 Rose Street, Wilberforce.
  4. Gather historical and genealogical information on the Rose family.
  5. To maintain a programme of public education and community service involving Rose Cottage, including the use of Rose Cottage and the proposed Resource Centre as a Public Museum.
  6. To conduct tours of Rose Cottage and its surround land and outbuildings for historical and educational purposes
  7. To collect public monies for the purpose of maintaining Rose Cottage as well as the building and maintenance of the Resource Centre.
  8. To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Society.

### **Definitions**

4. 1. In these rules:

“ordinary member” means a member of the Committee who is not an office- bearer of the Society as referred to in rule 19 (2);

“Secretary” means

  - a. The person holding office under these rules as Secretary of the Society or
  - b. If no such person holds that office – the Public Officer of the Society

“special general meeting” means a general meeting of the Society other than an annual general meeting;

“the Act” means the Associations Incorporations Act 2009;

“the Regulation” means the Associations Incorporation Regulation 2016.
2. In these rules:
  - a. a reference to a function includes a reference to a power, authority and duty; and
  - b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
3. The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.

## Part II - Membership

### Membership Qualifications

5. A person is qualified to be a member of the Society if, but only if the applicant is a descendant of Thomas and Jane Rose (who arrived in New South Wales on the “Bellona” 16 January, 1793 and/ or a descendant’s spouse or partner and:
- a. the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
  - b. the person is a natural person:
    - i. who has been nominated for membership of the Society as provided by rule 8; and
    - ii. who has been approved for membership of the Society by the Rose Family Society Genealogist.
6. a. Family membership shall be available to a descendant and/ or spouse and/ or ~~dependent~~ children living under eighteen living in the family home (to a maximum of two) subject to payment of an appropriate annual subscription.
- b. Life membership shall be available to an individual descendant and/ or spouse subject to payment of an appropriate subscription.
- c. Persons eligible for membership of the Society may choose, subject to the specific provisions referred to elsewhere in this Constitution, one (1) of the following membership classifications:
- |                        |       |
|------------------------|-------|
| Individual Membership  | (IM)  |
| Pensioner Membership   | (PM)  |
| Family Membership      | (FM)  |
| Life Membership        | (LM)  |
| Life (Aged) Membership | (LAM) |

Each member shall indicate their election on the relative application for membership. With the exception of those members who have elected to pay a life membership subscription, each member shall also indicate their election on the application for renewal of membership each year. In the absence of an election to the contrary being indicated membership shall be recorded as either “Individual Membership (IM)” or “Pensioner Membership (PM)” based on the membership fee paid.

- d. The persons who are not eligible, under clause 5, for the membership of the Society may apply to the Committee (on a form prescribed by the Committee) to become Associates of the Society. Associates will have the right to participate in the activities of the Society with the exception of voting at any meeting or holding any position within the Society. The annual subscription fee and classification of Associates shall be identical to those set out in Clause 6c above for Members of the Society. Associates are not members under any definition or meaning under this constitution.
7. a. Committee may confer Honorary Life Membership of The Thomas and Jane Rose Family Society Inc. on any financial member of the Society, or if deceased they were a financial member of the Society at date of death, in recognition of distinguished service given by the nominee to it.
- b. A Honorary Life Member shall be exempt from all subscriptions and shall have the full privileges of Membership.
- c. Upon the death of a holder of a Honorary Life or Life Membership that membership shall be transferred to their surviving spouse/partner for their life time, after which it will lapse.

## Nomination for Membership

8. 1. A nomination of a person for membership of the Society:
  - a. must be made in writing or by email in the form set out in Appendix 1 to these rules, and
  - b. must be lodged with the Secretary, or President of a branch, of the Society
2. As soon as practicable after receiving a nomination for membership, the Secretary, or President of the branch where lodged, must refer the nomination to the Society's genealogist to establish that the nominee is a descendant/ spouse of a descendant of Thomas and Jane Rose.
3. Once the Society's Genealogist has confirmed the descendancy, the Secretary or Membership Secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of twenty eight (28) days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
4. The Secretary or Membership Secretary must, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Society.
5. In the event of the death of a member of the Society a surviving spouse may, if they so elect, apply for/continue membership of the Society – subject to the same conditions as would have/applied to the deceased member.
6. In those cases where a person could be considered for honorary membership of the Society such a proposal shall be submitted to the Committee in writing, signed by three (3) financial members of the Society, clearly setting out the reasons for the nomination, through the Secretary. The Secretary will then distribute a copy of the nomination to the members of the Committee for consideration by the its members at the first available meeting.

If the nomination is supported by the Committee it shall then be included in the business to be considered at the next Annual General Meeting where, if the nomination is endorsed by at least 75% of the financial members voting in person, or by postal ballot, or by emailed ballot or by proxy the nominee will be declared elected.

**Any person elected an "Honorary Member" of the Society shall have no voting rights.**

## Cessation of Membership

9. A person ceases to be a member of the Society if the person:
  - a. dies; or
  - b. resigns membership; or
  - c. is expelled from the Society.

## Membership Entitlements not Transferable

10. 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 on cessation of the person's membership.

## Resignation of Membership

11. 1. A member of the Society is not entitled to resign that membership except in accordance with this rule.
2. A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving to the Secretary or Membership Secretary **written notice of at least one month** (or other such period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
3. If a member of the Society ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## Register of Members

12. 1. The Public Officer or Treasurer or Membership Secretary of the Society must establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
2. The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society at any convenient hour.

## Fees and Subscriptions

13. 1. A member of the Society must, on admission to membership, pay to the Society the current membership fee or, if some other amount is determined by the committee, that other amount.
2. In addition to any amount payable by the member under clause (1), a member of the Society must pay to the Society an annual membership fee or, if some other amount is determined by the committee, that other amount:
  - a. except as provided by paragraph (b), before 1 July in each calendar year, or
  - b. if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.
  - c. if a member becomes a member on or after 1 January in any year an annual subscription of one- half of the annual subscription rate, for the relative classification of membership, shall be payable for the remainder of that financial year.
3. The Annual Membership Fee shall be as determined by the Committee from time to time, subject to confirmation by a vote of members at the Annual General Meeting, which follows any change in the Membership Fee.

## Members' Liabilities

14. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 13.

All Committee members are protected from personal liability under The Act where it can be shown they were acting in good faith whilst carrying out their role.

## Resolution of Internal Disputes

15. Disputes between members (in their capacity as members) of the Society and disputes between members and the Society, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

## Disciplining of Members

16. 1. A complaint may be made by any member of the Society that some other member of the Society:
  - a. has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - b. has persistently and willfully acted in a manner prejudicial to the interests of the Society
2. On receiving such a complaint, the Committee:
  - a. must cause notice of the complaint to be served on the member concerned; and
  - b. must give the member at least fourteen days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and;
  - c. must take into consideration any submissions made by the member in connection with the complaint.
3. The Committee may, by resolution, expel the member from the Society or suspend the member from the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

4. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 17.
5. The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - b. if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under rule 17.4, whichever is the later.

### **Right of Appeal of Disciplined Member**

17. 1. A member may appeal to the Society in general meeting against a resolution of the committee under rule 16, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
  2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
  3. On receipt of a notice from a member under clause (1), the Secretary must notify the Committee, which is to convene a general meeting of the Society to be held within twenty eight days after the date on which the secretary received the notice.
  4. At a general meeting of the Society convened under clause (3):
    - a. no business other than the question of the appeal is to be transacted, and
    - b. the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
    - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  5. If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part III – The Committee**

### **Powers of the Committee**

18. The Committee is to be called the Committee of management of the Society and, subject to the Act, the Regulation and these rules and to any resolution passed by the Society in general meeting:
- a. is to control and manage the affairs of the Society; and
  - b. may exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society; and
  - c. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

### **Constitution and Membership**

19. 1. The Committee is to consist of:
- a. the office-bearers of the Society; and
  - b. at least six ordinary members each of whom is to be elected at the Annual General Meeting of the society under rule 20.
2. The Office-Bearers of the Society are to be:
- a. President,
  - b. Vice-President,
  - c. Treasurer,
  - d. Secretary,
  - e. Membership Secretary
  - f. Public Officer
3. Each member of the committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
4. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
5. Succession Clause - In accordance with Association Regulation 2016 as below:
- a. A Committee member may hold up to three offices.
  - b. There is no maximum number of consecutive terms for which a Committee member may hold office.

### **Election of Members**

20. 1. Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee:
- a. must be in writing or by email, signed and accompanied by the written or emailed consent of the candidate (which may be endorsed on the form of the nomination);
  - b. must be delivered to the Secretary of the Society at least seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
2. If sufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and no further nominations are to be received at the Annual General Meeting.
3. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
6. The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.



## **Secretary**

21. 1. The Secretary of the Society must, as soon as practicable after being appointed as Secretary, lodge notice with the society of his or her address.
2. It is the duty of the Secretary to keep minutes of:
- all appointments of office-bearers and members of the Committee;
  - the names of members of the Committee present at a Committee meeting or a general meeting; and
  - all proceedings at committee meetings and general meetings.
3. Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **Treasurer**

22. It is the duty of the Treasurer of the Society to ensure:
- that all money due to the Society is collected and received and that all payments authorised by the Society are made; and
  - that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

## **Casual Vacancies**

23. For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:
- dies; or
  - ceases to be a member of the Society; or
  - becomes insolvent under administration within the meaning of the Corporations Law; or
  - resigns office by notice in writing given to the Secretary; or
  - is removed from office under rule 25; or
  - becomes a mentally incapacitated person; or
  - is absent without the consent of the committee from all meetings of the committee held during a period of six months.

## **Public Officer**

24. The Public Officer shall be elected, by the Committee, within fourteen days of the Office becoming vacant regardless of how this occurred whether or not by death resignation or dismissal by the Committee etc. of the previous Officer.

## **Removal of Member**

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

## Meetings and Quorum

26. 1. The Committee must meet at least 3 times in each period of twelve months at such place and time as the Committee may determine.
2. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
3. Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least fourteen days (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for holding the meeting.
4. Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business, which the committee members present at the meeting unanimously agree to treat as urgent business.
5. Any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
6. No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
8. At a meeting of the Committee:
- a. the President or, in the President's absence, the Vice-President is to preside; or
  - b. if the President and Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.
  - c. Use of Technology at Committee meetings – a Committee meeting may be held at two or more venues using any technology e.g. Skype, Facetime, Whats App etc. that gives each member a reasonable opportunity to participate.
  - d. A Committee member that participates in a Committee meeting using that technology is taken to be present at the meeting, and if members' votes are taken at the meeting, then that Committee member is taken to have voted in person.

## Delegation by Committee to Sub-Committee

27. 1. The committee may, by instrument in writing or email, delegate to one or more Sub-Committee (consisting of such member or members of the Society as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- a. this power of delegation, and
  - b. a function, which is a duty, imposed on the Committee by the Act or by any other law.
2. A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- a. Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
  - b. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
  - c. A Sub-Committee may meet and adjourn as it thinks proper.
  - d. Upon receipt of a written or emailed request from at least five financial members the committee may authorise the formation of a geographical Sub-Committee, to be known as a "branch" of The Thomas & Jane Rose Family Society Inc ..... subject to rule 44.

## **Voting and Decisions**

28. 1. Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
2. Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) 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.
3. Subject to rule 26 (5), the Committee may act despite any vacancy on the Committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.
5. Any financial members may attend Committee meetings, join in discussion and vote on any matter if they wish to do so, provided the combined votes of those members will not override a 75% majority vote of the elected Committee.
6. Family membership will permit up to a maximum of two family members over the age of eighteen who reside at the same address to cast a vote on any one issue.

## **Part IV – General Meetings**

### **Annual General Meetings – Holding of**

29. 1. The Society must, at least once in each calendar year and within the time period after the expiration of each financial year of the Society, as permitted by the Act, convene an Annual General Meeting of its members.
2. Clause (1) has effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

### **Annual General Meetings – Calling of and Business at**

30. 1. The Annual General Meeting of the Society is, subject to the Act and to rule 29, to be convened on such date and at such place and time as the Committee thinks fit.
2. In addition to any other business, which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- a. to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - b. to receive from the Committee reports on the activities of the Society during the last preceding financial year;
  - c. to elect office-bearers of the Society and ordinary members of the Committee;
  - d. receive and consider the statement, which is required to be submitted to members under section 26 (6) of the Act.
3. An Annual General Meeting must be specified as such in the notice convening it.

### **Special General Meetings - Calling of**

31. 1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
2. The Committee must, on the requisition in writing or by email of at least five per cent of the total number of members, convene a Special General Meeting of the Society.
3. A requisition of members for a Special General Meeting:
- a. must state the purpose or purposes of the meeting; and
  - b. must be signed by the members making the requisition; and
  - c. must be lodged with the Secretary; and
  - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the Committee fails to convene a Special General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
5. A Special General Meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expense is entitled to be reimbursed by the Society for any expense so incurred, with prior approval by the Committee.

## Notice

32. 1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least fourteen days before the date fixed for the holding of the general meeting, cause to be sent by email or post to each member at the members 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.
2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least twenty one 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 (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under rule 30 (2)
4. A member desiring to bring any business before a general meeting may give notice in writing or by email of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## Procedure

33. 1. No item of business is to 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.
2. Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a. if convened on the requisition of members, is to be dissolved; and
  - b. in any other case, is to stand adjourned to the same day in the following week at the sametime and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written or emailed notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present, being at least three (3), is to constitute a quorum.

## Presiding Member

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

## Adjournment

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

## **Making of Decisions**

36. 1. A question arising at a general meeting of the Society is to be determined by motion thus moved and seconded or on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, by motion or on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Society, is evidence of the fact without proof of the number of votes recorded in favour of or against that resolution.
2. At a general meeting of the Society, a poll may be demanded by the Chairperson or by at least three members present in person or by proxy at the meeting.
3. If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.
  - Use of Technology at General Meetings – a Committee meeting may be held at two or more venues using any technology e.g. Skype, Facetime, Whats apt etc. that gives each member a reasonable opportunity to participate.
  - A Committee member that participates in a Committee meeting using that technology is taken to be present at the meeting, and if members votes are taken at the meeting, then it is taken to have voted in person.

## **Special Resolution**

37. 1. A Special Resolution of the Society is a Special Resolution:
- if it is passed by a majority which comprises at least three-quarters of such members of the Society as, being entitled under these rules so to do, vote in person or by proxy or by postal vote or email at a general meeting of which at least twenty one (21) days' written or emailed notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

## **Voting**

38. 1. On any question arising at a general meeting of the Society a member has one vote only except for family membership where a maximum of two family members over the age of eighteen and residing at the same address shall be entitled to one vote each.
2. All votes must be given personally or by postal vote or email, or by proxy to the Chairperson but no member may hold more than five proxies.
3. 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.
4. 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 in respect of the then current year.
5. a. A member who is unable to attend a meeting may submit a postal or email vote on the prescribed form as contained in Appendix 3 to these rules, for a specified Annual General, Special General or General Meeting.
- b. In order to be counted in the ballot taken at the specified Annual General Meeting, Special General or General Meeting for which it is intended, the postal or email vote must have been received by the Returning Officer no later than 24 hours before the time of the relative meeting.

## **Appointment of Proxies**

39. 1. Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy is to be in the form set out in Appendix 2 of these rules.

## Part V - Miscellaneous

### Insurance

40. 1. The Society must effect and maintain insurance under section 44 of the Act.
2. In addition to the insurance required under clause (1), the Society may effect and maintain other insurance.

### Funds - Source

41. 1. The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donation, grants and, subject to any resolution passed by the Society in general meeting, such other sources as the Committee determines.
2. All receipts eligible to be treated as deductible from the donor's income tax shall be deposited to a separate gift fund named, Rose Family Society DGR Fund.
3. All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's Bank Account.
4. The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### Funds - Management

42. 1. Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the committee determines.
2. The funds in the DGR Fund shall be used solely for those objects of the Society which shall maintain their eligibility to be treated as deductible from the donor's income tax
3. All EFT transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President, Secretary, Treasurer and Cottage Manager.

### Auditor

43. 1. An auditor shall be elected at each Annual General Meeting and shall be responsible for the audit of the Society's Books of Account. Also for the correctness of the Financial Statements presented to the Annual General Meeting. That is as far as is possible to be ascertained from the vouchers, receipts, bank Statements and certificates presented by the Treasurer.
2. Committee members shall not be eligible for election as Auditor.

### Branches

44. 1. A Sub-Committee which may be formed under rule 27 (8) to be known as a branch of the Society will be designated "The Thomas & Jane Rose Family Society Inc. .... branch".
2. a. The executive of a branch shall consist of a Chair and Secretary/ Treasurer, with any other positions considered appropriate by the chair,
- b. Where appropriate sub-committees may be formed by branch Sub-Committees for specific purposes.
3. a. Each branch may conduct its own financial affairs/ bank account and financial reports to be submitted to the Annual General Meeting.
- b. Once the balance of credit funds held in a branch bank account reaches \$2,000 - as at 15<sup>th</sup> May and/ or 15<sup>th</sup> November each year - unless accumulated for a particular purpose – the balance in excess of \$1,500 shall be forwarded to Society for banking. Any funds passed to the Society for banking shall be available for return to the branch - should the need arise for use for any worthwhile purpose – unless the branch concerned initially specified the funds be used for a purpose which is irreversible.
4. While the Society may assist with "basic" set up costs of a branch, the amount provided would be subject to the approval of a budget relating to same by the Committee.

## **Restriction on use of Income and Property of The Society**

45. The Income and Property of the Society whenever so derived shall be applied solely towards the promotion of the objectives of the Society and no portion 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 Society provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society or reasonable and proper rent for premises let by any member of the Society.

## **Alteration of Objects and Rules**

46. a. This Constitution may only be amended at an Annual General Meeting or at a Special General Meeting, notice of the proposed amendment/s having been given to financial members at least **fourteen** (14) days prior to the date of such meeting. For the amendment to be adopted it must be accepted by **75% of members voting** in person or by proxy or by postal vote and entitled to vote.
- b. A member wishing to give notice of any proposed amendment/s to the Constitution may do so to the Hon. Secretary in writing, and the member's request shall be submitted to the Committee or General Meeting at the next meeting.

## **Common Seal**

47. 1. The common seal of the Society must be kept in the custody of the Public Officer.
2. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer or Secretary.

## **Custody of Books**

48. Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society

## **Inspection of Books**

49. The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society at any convenient hour.

## **Service of Notices**

50. 1. For the purposes of these rules, a notice may be served by or on behalf of the Society on any member either personally or by sending it by post to the member at the member's email address or address shown in the register of members.
2. If a document is sent to a person by properly addressed, either by email address or by prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken 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 electronic communication or post.

## **Dissolution of The Society**

51. 1. The Society shall not be dissolved except at a Special General Meeting of the Society specially convened for the purpose and by resolution carried by a majority of 80% of the votes recorded in respect of the same.
2. In the event of the dissolution of the Society for any cause whatsoever the Funds owned after settlement of all debts shall be given to the Hawkesbury Historical Society, or Hawkesbury City Council should the Hawkesbury Historical Society have been dissolved, to be used in the restoration or maintenance of "Rose Cottage".
3. All records, documents and property shall be passed to the Hawkesbury Historical Society, or Hawkesbury City Council – as the case may be, without a claim or compensation for their preservation in such a manner as they may, at their discretion, think fit.





Appendix 1  
Rule 8(1)

**Application For Membership**  
**The Thomas and Jane Rose Family Society Incorporated**  
**ABN: 86 273 989 105**

(Incorporated under the Associations Incorporations Act, 2009)

I, .....  
(full name of applicant)  
of .....  
(residential address)  
( ..... ) hereby apply for membership  
(mailing address – if different to residential)

Email Address ..... Mobile no.: .....

of the abovenamed incorporated society, as indicated:

- \*  Individual membership (IM) n
- \*  Pensioner membership (PM)
- \*  Family membership (FM)
- \*  Life Membership (LM)
- \*  Life Aged Membership (LAM)

**\* please tick or circle type of membership required**

In the event of my admission as a member, I agree to be bound by the rules of the society for the time being in force.

My descendency from Thomas and Jane Rose (as per Rule 5) is documented on the reverse of this form.

.....  
Signature of applicant  
Date .....

**Fund Raising Raffle Tickets**

Would agree to the Society sending you up to ten (10) raffle tickets when fund raising raffles are being conducted, without prior reference?

Yes  No Please indicate by ticking one box

.....  
Signature of applicant

**For office use only:**

Membership recorded in Register of Members / /  
Financial to / / Membership Fee to Treasurer / /

Cessation of membership recorded / /

Reason:

Appendix 2

Rule 39 (2)



## Form of Appointment of Proxy

**The Thomas and Jane Rose Family Society Incorporated**

**ABN: 86 273 989 105**

(Incorporated under the Associations Incorporations Act, 2009)

I, .....

(full name of applicant)

of .....

(residential address)

being a member of the abovenamed incorporated society hereby appoint .....

(full name)

.....of .....

(address)

.....being a member of that society, as my proxy to vote for me on my behalf at the general meeting of the society (annual general meeting or special general meeting, as the case be) to be held on the..... day of ..... 20 ..... and any adjournment of that meeting.

My proxy is authorised to vote in favour of/ against (delete as appropriate) the resolution (insert details)

.....  
Signature of member appointing proxy

Date .....

NOTE: A proxy vote may not be given to a person who is not a member of the society.



Appendix 3  
Rule 38 (5)

.....  
(Address of Postal/Email Voter)  
.....

**To: The Secretary**

**The Thomas & Jane Rose Family Society Inc.**  
**ABN: 86 273 989 105**  
**PO Box 7080**  
**SILVERWATER NSW 2128**  
**Email: secretary@rosefamilysociety.org.au**

**Postal / Email Vote**

In accordance with Clause 38 (5) of the Society’s Constitution, I hereby notify you that I will be unable to attend the Meeting to be held ..... and being a qualified member to vote, hereby submit my Postal / Email Vote for that meeting and any adjournment thereof:

**Motions**

- Motion 1 – in favour of/against\*
- Motion 2 – in favour of/against\*
- Motion 3 – in favour of/against\*

**Special Resolutions**

- Special resolution 1 – in favour of      Against\*
- Special resolution 2 – in favour of      Against\*
- Special resolution 3 – in favour of      Against\*

Dated this.....day of ..... 20.....

.....  
(Name In Block Letters)

.....  
(Signature)

Email: ..... Mobile no.:.....