



BAPTIST HISTORICAL SOCIETY  
OF NEW SOUTH WALES.

# CONSTITUTION

(Pursuant of the Associations Incorporation Act 1984 -  
Adopted August 2011.)



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**CONSTITUTION.**

*(Pursuant of the Associations Incorporation Act 1984.)*

*Adopted by The Baptist Historical Society of New South Wales at a meeting of which notice was given held on Thursday, August 4, 2011 in the Faculty Lounge, Morling College, 120 Herring Road, Macquarie Park.*

- 1) **NAME:** The name of the Society is the **Baptist Historical Society of New South Wales** hereinafter called the Society.
- 2) **OBJECTS:**  
The objects of the Society are –
  - a) To educate Baptists concerning their history and that of other religious organisations/denominations;
  - b) To conduct and encourage research into the history of Baptists, especially those in New South Wales;
  - c) To encourage the collating and recording of Baptist history;
  - d) To seek to obtain custody of important Baptist records and to provide for their careful preservation;.
  - e) To foster interest in Baptist history at the local church level;
  - f) To assist research students at schools, colleges and universities;
  - g) To publish books, articles and other historical information;
  - h) To be alert to church jubilees, centenaries and other significant anniversaries for Baptists and where possible, assist in the provision of relevant historical details;
  - i) To promote care of buildings and sites of historical interest to Baptists;
  - j) To do all things conducive to the above.
- 3) **DEFINITIONS:**
  - (a) **In this Constitution -**
    - i) **Commissioner** means the Commissioner of the Office of Fair Trading;

- ii) **ordinary member** means a member of the Society who is not an Office- Bearer of the association as referred to in rule 5(a);
- iii) A **member or person** includes an organisational member or a representative of an organisational member;
- iv) **Secretary** means
  - (1) the person holding office under these rules as secretary of the association, or
  - (2) if no such person holds that office – the Public Officer of the association.
- v) **special general meeting** means a general meeting of the association other than the Annual General meeting;
- vi) **the Act** means the Associations Incorporation Act 1984;
- vii) **the Regulation** means the Associations Incorporation Regulation 1999.
- viii) a **reference to a function** includes a reference to a power, authority and duty, and
- ix) a **reference to the exercise of a function** includes, if the function is a duty, a reference to the performance of the duty.
- x) **reference to a person or member** includes a church or organisation.

**b) Interpretation:**

- i) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act;
- ii) Matters not dealt with in this Constitution shall be determined by reference to the Model Constitution of the Associations Incorporation Act 1984.

**4) MEMBERSHIP:**

- a) **Personal Membership:** Membership of the Society is open to persons who make application on the prescribed form, who are accepted for membership by the Executive Committee and who pay the prescribed annual membership contribution for a personal member.

- b) Organisational Membership:** A church or organisation may apply to become a member of the Society by making application in the prescribed form and being accepted for membership by the Executive Committee and paying the prescribed annual membership contribution for a church or organisation.

An organisational member may appoint two members as its representatives. These representatives shall have the same rights and obligations as personal members of the Society,

- c) Register of Members:** The Secretary or Public Officer of the Society shall keep a Register of Members setting out in respect of each member, the name, address, telephone number and/or email address, the date of commencement of membership and, where membership has ceased, the date of conclusion of membership. The Register of Members shall be kept at the principal place of administration and be available for inspection by members of the Society upon request.
- d) Application for Membership:** Application for membership shall be made on the prescribed form. Upon receipt of an application, the Executive Committee at its next meeting shall either approve or decline the application. The Secretary shall advise the applicant in writing of the outcome of the application, including, for those accepted for membership a request for their membership fee. Upon receipt of the prescribed membership fee, the name of the person or organization shall be entered in the Register of Members and the person or organization shall become a member of the Society. If the prescribed membership fee is not paid within 90 days of the advice of approval of the application, the application for membership shall be deemed to have lapsed.

Continuance of membership shall be contingent upon the prescribed annual membership fee being paid within 90 days of it becoming due.

- e) **Fees and Subscriptions:** From time to time the Executive Committee shall recommend to the Annual General Meeting an annual membership fee for personal and organisational members.
- f) **Membership entitlements not transferable:** A right, privilege or obligation which a person has by reason of being an Office Bearer or member of the Society: -:
  - i) is not capable of being transferred or transmitted to another person, and
  - ii) terminates when the person ceases to be an Office Bearer and/or a member.
- g) **Internal disputes:**
  - i) Disputes between members (in their capacity as members) of the Society shall be referred to the Executive Committee which shall seek their resolution.
  - ii) Disputes between members (in their capacity as members) and disputes between members and the Society unresolved for a period of six months shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
  - iii) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- h) **Members liabilities.** The liability of a member of the Society to contribute toward 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 the clause relating to Fees and Subscriptions.

- i) **Cessation of Membership:** A person ceases to be a member of the Society if the person –
  - i) dies, or
  - ii) resigns their membership, or
  - iii) does not pay their annual membership fee within 90 days of it becoming due, or
  - iv) Upon the passing of a resolution by the members of the Society that the person be no longer a member of the Society. Fourteen days written notice of such a resolution shall be given to the member setting out the proposed resolution and the date, place and time of the meeting at which it is to be considered by sending it by prepaid post to the member at their last known address.

**5) OFFICE BEARERS:**

- a) The **Office Bearers** of the Society are
  - i) a President
  - ii) a Vice President
  - iii) a Treasurer, and
  - iv) a Secretary
- b) **The President** shall preside at all meetings of the Society and the Executive Committee. In the absence of the President, the Vice President shall preside. If neither the President or Vice President are present or decline to act the meeting shall elect one of their members to preside.
- c) **The Treasurer** shall ensure that :
  - i) all money due to the Society is collected and received and that all payments authorised by the Society are made, and
  - ii) correct accounts and records are kept showing the financial affairs of the Society including full details of

- all receipts and expenditure connected with the activities of the Society
- iii) a written financial statement is presented to each meeting of the Executive Committee and the Society and an audited financial statement is presented to the Annual General Meeting.

**The Financial Year** of the Society shall be from **1 March** to the **last day of February** of each year.

- d) **The Secretary** must, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address.

The Secretary shall keep minutes of: -

- i) All appointments of office bearers and members of the committee
- ii) the names of members of the committee present at a committee meeting or a general meeting, and
- iii) all proceedings at committee meetings and general meetings.

Minutes of proceedings at a meeting must be confirmed at the next succeeding meeting.

- e) **Nominations for Office Bearers** shall be called as in 7 below and shall be in writing by a member of the Society with the signed consent of the nominee and be lodged with the Secretary at least fourteen days before the Annual General Meeting.
- f) **Election of Office Bearers:** Election of Office Bearers shall take place at the Annual General Meeting.

Office Bearers will hold office until the conclusion of the next Annual General Meeting.

A vacancy occurring among the Office Bearers will be filled by the Executive Committee and the person so appointed



shall hold office until the conclusion of the next Annual General Meeting.

**6) INCOME AND PROPERTY:**

- a) All records and documents (including historical documents) held by the Society are the property of the Society and shall not be given, sold or otherwise transferred to any person or organization without the express permission of the Executive Committee. Such dealings (if any) shall be recorded in the Minutes of the Executive Committee.
- b) The income and property of the Society shall be applied solely towards the objects of the Society (as in Clause 2), No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit, to persons who are, or have been, members of the Society. Provided that this shall not prevent the payment in good faith of remuneration to any officer or servant of the Society. This may also include Office Bearers or members of the Executive in return for services (other than services associated with their office) rendered to the Society.
- c) No fees shall be paid to members of the Executive Committee for services rendered as such. This shall not preclude reimbursement of expenses incurred by members of the Executive Committee in the execution of their duties. All payments made to members of the Executive Committee shall be approved by the Executive Committee.

**7) MEETINGS:**

- a) An **Annual General meeting** shall be convened by the Executive Committee on such a date, place and time as the Executive Committee determines. At least thirty days notice in writing or by notice in the Society's publication must be given to the members of the Society of the date, place and time of the Annual General Meeting and include the calling for nominations for the office bearers of the Society.

Business of the Annual General Meeting shall be the reception and adoption of the Society's Annual Report, the audited Annual Financial Statement and the appointment of the Office bearers, members of the Executive Committee, an Archivist, a Journal Editor and an Auditor.

- b) **General meetings of the Society** other than the Annual General Meeting are (vide Clause 3 a (v) ) Special General Meetings.
- c) **Special General Meetings** shall be convened as required by the Executive Committee.

At least five percent of the Society's membership may requisition a Special General Meeting. Such requisition shall be in writing signed by the requisitioning members and shall set out the purpose for which the meeting is requisitioned. Upon receipt of a requisition the Executive Committee shall convene a Special General Meeting to consider the matter in the same manner as for the Annual General Meeting.

- d) **Voting:** At all meetings of the Society each ordinary member shall have one vote

#### 8) THE EXECUTIVE COMMITTEE

- a) **The Executive Committee –**
  - i) may exercise all such functions as may be exercised by the Society other than those functions which are required by this Constitution to be exercised by a general meeting of members of the Society, and
  - ii) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary for the proper management of the affairs of the Society
  - iii) shall appoint a **Public Officer** who must be resident within the State of New South Wales.
- b) **Membership of the Executive Committee** shall consist of the Office Bearers and not more than two members of the

Society elected by the Annual General Meeting. The Archivist and Journal Editor shall be ex officio members of the Executive Committee. At least three members of the Executive Committee shall be resident in Australia.

- c) **Meetings of the Executive Committee** shall be held at least three times in each period of twelve months at such time and place as the members of the Executive Committee determine
- d) A **Quorum** for the Executive Committee shall be any three members of the Executive Committee.
- e) **Voting** at the Executive Committee shall be by show of hands. Each member shall have one vote. In the event of an equality of votes the chairperson shall have a second or casting vote.
- f) **Insurance** shall be taken out and maintained by the Executive Committee as considered appropriate.

**9) NOTICES:**

- a) A notice may be served on or given to a person
  - i) by delivering it to the person personally, or
  - ii) by sending it by pre-paid post to the address of the person, or
  - iii) by sending it by facsimile or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

**10) ALTERATION OF RULES:**

This Constitution may be altered, rescinded or added to only by

- a) a special resolution passed by three-quarters of the members of the Society present and voting at a meeting called for the purpose of which 21 days written notice specifying the intention to propose the resolution as a special resolution is given , or

- b) 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) above, if the resolution is passed in a manner specified by the Commissioner.

**11) DISSOLUTION:**

The Society shall be dissolved upon the passing of a special resolution by three quarters of the members of the Society present and voting at a meeting called for the purpose of which 21 days written notice specifying the intention to dissolve the Society has been given to every member.

In the event of the Society being dissolved all assets of the Society including records, documents and real property shall pass to the Executive Committee of the Baptist Union of New South Wales to deal with as they think fit.