FREDERICK MEREDITH DESCENDANTS GROUP INC.

CONSTITUTION

1. Subject as hereinafter provided the Model Rules for the Incorporation of Associations according to the Associations Incorporation Act 2009 (referred to as the Model Rules) shall apply to the Frederick Meredith Descendants Group.

2. **NAME**

(1) The Association shall be known as the Frederick Merediths Descendants Group Incorporated, (FMDG Inc.) herein called “FMDG”.

(2) The Common Seal of the Group must be kept in the custody of the Treasurer and shall only be affixed to a document with the approval of the Executive and witnessed by two members of the Executive.

(3) The Association shall be a non - profit organization.

(4) The Association shall be classified as a Tier 2 Association.

3. **OBJECTS & AIMS**

The objects and aims of the Society are:

(1) To encourage research into the life and times of Frederick Meredith and his descendants.

(2) To promote and undertake the compilation of all records of a genealogical nature attaining to Frederick Meredith and his descendants.

(3) To welcome descendants and keep them fully informed of the planned FMDG activities and future activities.

(4) To promote and undertake the preservation of all books, manuscripts, newspapers, photographs and any other records or material considered to be of value in genealogical research.

(5) To acquire by bequest, donation, copy, loan or purchase, any of the materials described in Clause 2.3, together with any apparatus required for their use, and to observe the copyright laws.

(6) To foster interchange of information among members of FMDG and the general public by lectures, readings, discussion, social functions, excursions and exhibitions.

(7) To print or otherwise reproduce, publish and circulate and sell such journals, periodicals, books and other literary productions as may seem conducive to any of the objects of the Society, and to observe the copyright laws.

(8) To affiliate and co-operate with other Societies, Institutions and Associations having objects similar to those of FMDG.

(9) To publish regular newsletters giving descendants the opportunity to present their research, exchange information and be advised of planned activities.

(10) These objects may be varied at an Annual General Meeting or at such Special General Meeting called for the purpose. Notice shall be given to every member at least twenty one (21) days before the date of such meeting. Changes and additions must be carried by at least 75% majority of members present.

PART 1 – Preliminary

1. Definitions

(1) In this Constitution, except in so far as the content or subject matter otherwise indicates the following:

Director – General means the Director – General of the Department of Services, Technology and Administration.

'Ordinary Committee Member" means a member of the committee who is not an office-bearer of the association.

'Secretary' means:
(a) the person holding office under this constitution 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 Incorporation Act 2009.

'The Regulation' means the Associations Incorporation Regulation 2010.

(2) In this constitution:

(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 this constitution in the same manner as those provisions would also apply if this constitution were an instrument made under the Act.

Membership Definition

The types of membership of FMDG will be:

(1) **Single Member** is defined as one who is financial at the time, and who has complied with membership rules.

(2) **Family Member** is defined to be 2 or more persons living at the same home address. The family members are to have the same **Member No.**

(3) **A Life Member** is defined as a member who, in the opinion of the Management Committee and accepted by a majority of 75% of that Committee, has rendered such valuable service or made notable contribution to FMDG over a period of ten years or more.

Procedures for Granting of Life Membership

(4) The procedures for granting of life membership in FMDG are as follows:

(a) The maximum number of Life Members at any one time shall remain at eight (8) living members.

(b) All nominations for Life Membership shall be presented to the Management Committee for consideration.

(c) No more than one person shall be elected to Life Membership in any one year.

(d) There is no compulsion for an annual Life Membership to be granted.

(e) The Management Committee shall elect one nominee from the nominations presented to it, if the said Committee feels Life Membership is warranted.

(f) The successful nominee shall be presented with Life Membership at the Annual General Meeting (AGM).

(5) **An Honorary Member** is defined as a person who in the opinion of FMDG has rendered special help or has done something of lasting benefit to FMDG. An Honorary Member shall have no voting rights.

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PART 2 - Membership

2. Membership Generally

(1) A person is eligible to be member of FMDG if:

(a) the person is a natural person,

(b) that person subscribing to the objects and aims of FMDG and pays the prescribed fees. No restrictions shall be imposed on any person by virtue of religious or political beliefs, age, sex or race.

(2) A person is taken to be a member of FMDG whose application for membership and registration of FMDG under section 6(1) (a) of the Act was made.

3. Nomination for Membership

(1) A nomination of a person for membership of FMDG:

(a) must be made by the applicant in writing in the form set out in Appendix 1 to this constitution,

(2) As soon as practicable after receiving an application for membership of FMDG and upon payment of the joining fee, journal postage (if applicable) and annual fee for membership the treasurer must enter or cause to be entered the applicant's name in the register of FMDG members and, on the name being so entered, the applicant becomes a member of FMDG.

(3) The applicant must prove that he / she is a descendant of Frederick Meredith.

4. Cessation of membership

A person ceases to be a member of the Frederick Meredith descendants Group Inc if that person:

(a) dies, or
(b) resigns their membership, or
(c) is expelled from FMDG, or
(d) fails to pay the annual membership fee within 3 months after the fee is due.

5. Membership Entitlements

The membership entitlements are a right, privilege and obligation for a person to be a member of the Frederick Meredith Descendants Group Inc:

(a) the membership entitlements cannot be transferred or transmitted to another person, and

(b) terminates on cessation of a person's membership.

6. Resignation of Membership

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

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

(3) A member who fails to renew their yearly membership and fees will be deemed to have resigned their membership from FMDG.

7. Register of Members

(1) The Public Officer of FMDG must establish and maintain a register of all members of FMDG specifying the name and postal or residential address of each person who is a member of FMDG together with the date of which the person became a member.

(2) The register of members must be kept in NSW:

(a) The register of members is to be kept in the administration rooms of Frederick Meredith Descendants Group Inc in NSW.

(3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(4) If a member requests that any information contained on the register about the member, other than the members name not be available for inspection, that information must not be made available for inspection.

(5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending the person a newsletter, journal, a notice in respect of a meeting or other event relating to the association or material relating to the association, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

(6) The contacted person is to be informed that their personal information has been requested for viewing.

(7) When the Public Officer is unavailable the Executive Officer on the day will be responsible for providing the information requested.

(8) All requests for information must be received by the Public Officer or the Executive Officer within 24 hours notice of the date. All requests for information are to be by hand or type written notices.

8. Fees and Subscription

(1) A member of the Society must, on admission to the membership, pay FMDG a fee of $10.00 or, where some other amount is determined by the committee, that other amount

(2) In addition to any amount payable by the member under sub-clause (1), a member of the society must pay to the society an annual membership fee of $10.00 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 01 July in any calendar year – on becoming a member and before 01 July in each succeeding calendar year.

Annual Subscriptions

(3) Annual subscriptions shall be determined by the Executive Committee as becomes necessary and presented at a general meeting for approval. Any change to subscriptions becomes effective immediately.

(4) If a new member joins at any time other than at the Annual General Meeting, then that Member shall pay the joining fee and a pro rata annual subscription based on a six monthly period.

(5) **ARREARS**: Any member failing to pay his/her annual subscriptions or any other monies due to FMDG within three (3) months of having been notified of such indebtedness, may have his/her membership cancelled by the Executive, but may be re-admitted on payment of all arrears for that year only.

(a) Members already joined and being lapsed membership for whatever reason for a period of one (1) year or more may rejoin as a new member, and must pay a new member joining fee and the annual subscription for the year rejoining, and be given a new membership number.

(b) If a member gives notice in writing that he/she will be absent for a period of time, then that member will be regarded as being on Leave of Absence, at the discretion of the Executive.

(c) The Secretary is to write a letter to the member informing him/her that they are in **ARREARS** and have until (Due Date) to pay the fee owing or their membership will be cancelled.

9. Members Liabilities

The liabilities of a member of FMDG is to continue towards the payment of debts and liabilities of FMDG or the costs, charges and expenses of winding up of the association is limited to the amount, if any, unpaid by the member in respect of the membership of the association as required by clause 8.

10. Resolution of Disputes

(1) A dispute between a member and another member (in their capacity as members) of FMDG, or a dispute between a member or members and FMDG, are to be referred to the Community Justice Centres Act 1983.

(2) If a dispute is not resolved by mediation within 3 months of referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining of Members

(1) A complaint may be made to the Management Committee by any person who is a member of FMDG:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of FMDG.

(2) The Management committee may refuse to deal with the complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Management Committee decides to deal with the complaint, the committee:

(a) must cause notice of the complaint to be served on the members concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) **Expulsion and Suspension** The Management Committee may by resolution, expel the member from FMDG or suspend the member from membership of the society if, after considering the complaint and any submissions made in connection of the complaint, it is satisfied that the facts alleged in the complaint have been proved and expulsion or suspension is warranted in the circumstances.

(5) 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 action and of the member's right of appeal under clause 12.

(6) The expulsion or suspension does not take effect:

(a) until 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 FMDG confirms the resolution under clause 12, whichever is the later.

12. Right of Appeal of Disciplined Member

(1) A member may appeal to FMDG in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under sub clause (1). The secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of FMDG convened under subclause (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) The appeal is to be determined by a simple majority of votes cast by members of FMDG.

Part 3 - <u>The Committee</u>

13. Powers of the Committee

Subject to the Act, the Regulation and this constitution and any resolution passed by the Society in a general meeting, the committee:

(a) is to control and manage the affairs of FMDG, and

(b) may exercise all such functions as may be exercised by FMDG, other than those functions that are required by this constitution to be exercised by a general meeting of members of FMDG, 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 FMDG.

14. Composition and Membership of Committee

(1) The committee is to consist of:

(a) the office – bearers of FMDG, and

(b) at least two ordinary committee members, each of whom is to be elected at the annual general meeting (AGM) of FMDG under clause 15.

(2) The total number of committee members is to be seven.

(3) The office – bearers of FMDG are to be as follows:

(a) the president,

(b) the vice – president,

(c) the treasurer,

(d) the secretary,

(4) A committee member may hold up to two offices (other than both the president and vice – president offices).

(5) Each member of the committee is subject to this constitution, to hold office until the conclusion of the AGM following the date of the member's election, but is eligible for re – election.

(6) The office – bearers in clause 3 are to be known as the Executive Committee and the seven members are to be known as the Management Committee.

15. Election of Committee Members

(1) Nominations of candidates for election as office – bearers of FMDG or as ordinary committee members:

(a) must be made in writing, signed by two members of FMDG and accompanied by the written consent of the candidate, and

(b) must be delivered to the secretary of FMDG at least 21 days before the date fixed for the holding of the AGM at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken as elected and further nominations are to be received at the AGM.

(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 as elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held by show of hands or by secret ballot. The nominees are to absent from the room.

(6) The ballot for the election of office – bearers and ordinary committee members of the committee is to be conducted at the AGM in such usual and proper manner as the committee may direct.

(7) A person nominated as a candidate for election as an office – bearer or as an ordinary committee member of FMDG must be a financial member of FMDG for a period of 2 years or more.

16 Secretary

(1) The secretary of FMDG must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) The Secretary shall keep a list of all society members, their names and addresses, with the date of entry and withdrawal of members as supplied by the Treasurer.

(3) He / she shall have charge of all correspondence and records of FMDG. Members shall have the right to inspect the books, documents and securities, held by FMDG.

17. Treasurer

It is the duty of the treasurer of FMDG to ensure:

(a) he/she has charge of all bank accounts and shall see to the collection of subscriptions, and all sums of money due to FMDG, which when received shall be immediately paid into FMDG's bank account.

(b) that correct books and accounts are kept showing the financial affairs of FMDG, including full details of all receipts and expenditure connected with the activities of FMDG.

(c) he/she pays all accounts due to FMDG as soon as they are authorised by the General Meeting for payment.

(d) no cheques or orders on FMDG's bank account shall be paid unless signed by any two members of the Executive Committee (Treasurer & one member).

(e) he/she will prepare a monthly bank statement of accounts to be presented at FMDG's quarterly general meeting.

(f) he/she shall prepare an annual reconciliation of the bank statement of accounts which have been certified by FMDG Auditor and these shall be submitted with the Treasurers Annual Report at the next AGM.

(g) he/she is to keep a list of names and addresses of FMDG members, with the date of entry and withdrawal of members. In case of Family Membership, each individual member shall be listed.

18. Casual Vacancies

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of FMDG to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the AGM next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

(a) dies, or

(b) ceases to be a member of FMDG, or

(c) becomes insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

(d) resign's from office by notice in writing given to the secretary, or

(e) is removed from office under clause 19, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporation Act 2001 of the Commonwealth.

19. Removal of Committee Members

(1) FMDG in general meeting may by resolution remove any member of the committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold 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 subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length of time) and requests that the representations be notified to members of FMDG, the secretary or the president may send a copy of the representation to each member of FMDG or, if the representations are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee Meetings and Quorums

(1) The committees of FMDG may meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (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 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 time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned at 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 the 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

21. Delegation by Committee to Sub - committee

(1) The committee may, by instrument in writing, delegate to one or more sub – committees (consisting of such member or members of FMDG as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub – committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub – committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub – committee acting in exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub – committee may meet and adjourn as it thinks proper.

22. Voting and Decisions

(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 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 clause 20 (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.

Part 4 – General Meetings

23. Annual General Meetings – Holding of

(1) The Society shall hold its Annual General Meeting (AGM) in the month of September of each year following the September General Meeting.

24. Annual General Meetings – Calling of and Business at

(1) The annual general meeting of FMDG is, subject to the Act and to clause 23, to be convened in the month of September of each year on such a 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 AGM, the business of an AGM is to include the following:

(a) to confirm the minutes of the preceding AGM and of any special general meeting held since,

(b) to receive from the committee reports on FMDG's activities during the last preceding financial year,

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

(d) to declare all committee positions vacant,

(e) the Returning Officer and Scrutineers will conduct the election of office bearers for the next 12 months,

(f) to elect office-bearers of FMDG and ordinary committee members.

(g) the Executive elected annually shall consist of a President, Vice – President, Secretary Treasurer,

(h) the Management Committee elected annually shall consist of the Executive Committee plus 2 other financial members of FMDG

(i) also to be elected are the following:

(i) Auditor,
(ii) Public Officer,

(iii) Delegates

(iv) Patrons,

(v) Other Officer bearers, and

(vi) Committees.

(j) at the conclusion of elections the new executive will take up their positions and may conduct their first meeting if so desired,

(K) the minutes of the Annual General Meeting (AGM) shall be read and clarified at the next month's General Meeting and confirmed at the next annual General Meeting.

(3) At least 21 days notice shall be given to each financial member by inclusion in the FMDG newsletter or any other means available including electronic means, accidental omission to give notice to any member shall not invalidate the meeting.

25. The duties of executive positions

The duties of elected members to executive, management and office – bearers are listed in appendix: 2 and 3.

(1) Executive committee – appendix: 2,
   (a) President,

   (b) Vice -president

   (c) secretary,

   (d) treasurer

(2) The duties of elected other officer – bearers within FMDG are listed in appendix: 3

   (a) Journal editor,

   (b) Special projects officer,

   (c) Librarian,

   (d) Serials librarian,

   (e) Fund raising officer,

   (f) Publicity officer,

   (g) Guest speaker co-ordinator,

   (h) Social officer,

   (i) Research officer, and

   (j) Public Officer.

26. Special General Meetings –calling of

(1) The committee may, whenever it thinks fit, convene a special general meeting of FMDG.

(2) The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of FMDG.

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

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

27. Executive Meeting

(1) See clause 20, (1).

28. Management Committee Meetings

(1) To be held when appropriate throughout the year.

29. General Meetings

(1) FMDG is to conduct a maximum of four (04) general meetings in each financial year.

30. Meeting minutes

(1) Minutes are to be taken by an appointed minute secretary and kept on file for all meetings conducted within FMDG.

31. Extraordinary Meetings

(1) The Executive committee shall call an extraordinary meeting if called upon by written petition of twenty five (25) members, then they shall convene such meeting within 45 days of such receipt, or if not convened, the petitioners themselves may convene the meeting.

(2) Business discussed at an extraordinary meeting shall only be that for which the meeting was convened. All voting at the meeting shall be by show of hands or secret ballot with at least a 75% majority.

32. Notice

(1) except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of FMDG, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of FMDG, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening the general meeting is to be transacted at the meeting except, in the case of a AGM, business which may be transacted under clause 24 (2)

(4) A member desiring to bring any business before a general meeting may give notice in writing 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.

33. Quorum for General Meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) The number of members required to be present at FMDG meetings are as follows:

(a) at an Annual General Meeting (AGM) a quorum shall consist of 10 financial members, and

(b.) at an Executive Meeting a quorum shall consist of 3 executive members, and

(c) at a Management Committee meeting a quorum shall consist of 6 Executive and Management Members, and

(d) at a General Meeting a quorum shall consist of 10 financial members.

(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 a requisition of members is dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

34. Presiding Member

(1) The president or, in the president's absence, the nominated person, is to preside as chairperson at each general meeting of FMDG.

(2) If the president is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted 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 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of FMDG stating the place, date and time of the meeting and nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. Making of Decisions

(1) A question arising at a general meeting of FMDG is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by written ballot – a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of FMDG, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

37. Special Resolutions

A special resolution may only be passed by FMDG in accordance with section 39 of the Act.

38. Voting

(1) On any question arising at a general meeting of FMDG a member has one vote only.

(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(3) A member is not entitled to vote at any general meeting of FMDG unless all money due and payable by the member to FMDG has been paid.

(4) A member is not entitled to vote at any general meeting of FMDG if the member is under 18 years of age.

39. Proxy Votes not Permitted

Proxy voting must not be undertaken at any meeting of FMDG or in respect of a quarterly general meeting, AGM and special resolution meeting.

40. Postal Voting

(1) Postal voting is only permitted at an Annual General Meeting (AGM).

(2) Voting at the Annual General Meeting for Executive positions and Management Committee shall be by a show of hands or secret ballot if required. An equality of voting shall result in a second show of hands or secret ballot. If still no result then a name must be drawn.

(3) Any member desirous of voting by mail shall register such desire, in writing, with the Secretary at least twenty-on (21) days before the date of the Annual General Meeting. This letter shall be signed by the member registering, and also a stamped self-addressed envelope is to be enclosed.

(4) At least fourteen (14) days prior to the Annual General Meeting the Secretary shall send a list of all nominations received to each member who wishes to record a postal vote.

(a) The Secretary is to include an envelope marked '**RETURNING OFFICER'** in the return. The envelope is to be marked and registered with a number. The record of the transaction is to be kept by the Secretary. The postal vote must be returned to the Secretary by the Australia Post postal system, no electronic or hand drop returns are permitted.

(b) When returned, this **UNOPENED ENVELOPE** and marked "**RETURNING OFFICER'** shall be handed to the Returning Officer at the Annual General Meeting.

(c) Each financial member of ninety (90) days standing or more shall be entitled to one vote. No voting by proxy.

(d) In the event of equality of voting on any question, it shall be resolved so as to preserve the Status Quo.

(e) The Chair may exercise a deliberate vote, provided that he/she does so before the result is known.

(5) Voting at general meetings shall be by a show of hands, unless a secret ballot is requested. Decisions shall be made by a simple majority vote, except for those matters which must be decided by Special Resolution where a 75% majority is required. All votes shall be given personally and there shall be no voting by proxy.

(6) The Chair may exercise a deliberate vote, provided that he/she does so before the result is known.

(7) An Honorary Member shall have no voting rights.

41. Voting on Special Resolutions

(1) A resolution is passed by FMDG as a **special resolution.**

(a) at a meeting of FMDG of which notice has been given to all members no later than 21 days before the date on which the meeting is held, or

(b) in a postal ballot conducted by FMDG, or

(c) if the resolution is supported by at least 75% of the votes cast by members of FMDG who, under FMDG's constitution, are entitled to vote on the proposed resolution.

(2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as special resolution.

(3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that FMDG's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.

Part 5 - Miscellaneous

42. Insurance

The Frederick Meredith descendants Group Inc (FMDG) is to effect and maintain insurance on items of all assets ie: equipment it holds, library items (books, etc), CD, DVD records and all furniture.

43. Funds - source

(1) The funds of FMDG are to be derived from entrance fees and annual subscriptions of members, donations, and, subject to any resolution passed by FMDG in general meetings, such other sources as the committee determines.

(2) All money received by FMDG must be deposited as soon as practicable and without deduction to the credit of FMDG'S bank or other authorized deposit – taking institution account.

(3) An appropriate receipt is to be written out for all monies received by the member receiving the monies.

44. Funds - management

(1) Subject to any resolution passed by FMDG in general meeting, the funds of FMDG are to be used in pursuance of the objects of FMDG in such manner as the Management Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Executive Committee (President, Secretary, Treasurer or Public Officer), being members authorized to do so by the committee.

(3) All expenses incurred by FMDG are to be paid by cheque or direct electronic banking to the recipient or vendor and these procedures are to be authorized by and actioned by the treasurer.

45. Change of Name, Objects and Constitution

An application to the Director – General for registration of a change in FMDG's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or nominated committee member.

46. Custody of books, etc

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under control all records, books and other documents relating to the Frederick Meredith Descendants Group Inc.

47. Inspection of Books, etc

(1) The following documents must be open for inspection, free of charge, by a member of FMDG during FMDG business hours:

(a) records, books, and any other financial documents of FMDG,

(b) the constitution of FMDG Inc,

(c) minutes of all committee meetings and general meetings of FMDG.

(2) A member of FMDG may obtain a copy of any documents referred to in subclause (1) on payment of a fee of $2.00 for each page copied.

48. Service of Notices

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

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimilie transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimilie transmission or some other form or electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date, and

(d) a record is to be kept of the transactions by the person performing this activity.

49. Financial year

The financial year of the Frederick Meredith descendants Group Inc is to commence on 01st July and ending on the following 30th June of the next year.

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Presented at a Special Meeting of the Frederick Meredith Descendants Group Inc Society Inc on …….and adopted.

Signed:……. (President)

Signed: ……... (Secretary)

Dated:……2023

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Appendix: 1. - Membership form.

Appendix: 2. - Duties of Executive Positions.

Appendix: 3. - Duties of other Officer Bearers within the Society.

Appendix: 4. – General Meeting Format.

Appendix: 5. – Annual General Meeting Format.

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APPENDIX: 2.

Duties of Executive Positions

1. Executive

(1) Management of FMDG shall be invested in the Executive, elected annually, consisting of President, Vice President, Secretary, Treasurer and Assistant.

(2) The Executive and Management Committees shall be responsible to the members of FMDG at a general meeting.

(3) The Executive shall in each case hold office until the appointment of its successors.

(4) Any member of the Executive who is absent for four consecutive meetings without reasonable excuse, may have his or her position terminated at the discretion of the Executive, and that position filled by another member elected by the members at the next available meeting.

(5) The Executive shall meet as becomes necessary throughout the year.

(6) The Executive shall tender to the General Meeting a written report of all business conducted at such meetings.

(7) The Executive shall have the power to appoint any one or more members for special purposes until the next Annual General Meeting.

(8) Executive Positions shall be held by a member for no more than three (3) consecutive years. The period may be extended by a vote of members at the Annual General Meeting provided a majority of 75% or more of members present vote for the extension.

(9) A member elected to an Executive or Management Committee must have served as a sub – committee member for at least 12 months prior to his / her appointment as an Officer Bearer.

2. Executive Positions

(1) **President**

(a) To uphold the constitution of FMDG, this involves knowing it thoroughly

(b) To act as Chairperson at all General Meetings of FMDG and its Executive and Management Committee Meetings.

(c) To strive continually to improve the organization, policies, activities and administration of FMDG. This requires full co-operation with all office bearers.

(d) To ensure correct running of all Sub Committees.

(e) To represent the organization to the outside world.

(f) To perform the customary courtesies (this includes thanking Office Bearers, Guest Speakers, other helpers etc. and welcoming New Members).

(g) The President is an Ex Officio member of all Sub Committees.

(2) Vice-President (when required or elected)

(a) In the President's absence the Vice President shall take over the responsibilities and duties of the President.

(3) Secretary

(a) The Secretary shall keep a list of names and addresses of the members, with the date of entry and withdrawal of members as supplied by the Treasurer,

(b) He/she shall have charge of all correspondence and records of FMDG,

(c) Members shall have the right to inspect the books, documents and securities, held by the Secretary, and

(d) Includes the duties listed in APPENDIX 3, subclause: 16

(4) Minute Secretary (when required or elected)

(a) The Minute Secretary shall record the minutes at the Annual General Meeting, and at all General Meetings, and record these in the Minute Book for presentation.

(b) The minutes of the Annual General Meeting shall be read and clarified at the following General Meeting. A file shall also be kept containing Special Resolutions carried and business transacted by the Minute Secretary.

(c) The minutes of a General Meeting shall be read and clarified at the next General Meeting.

(d) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(e) Each Committee shall nominate its own Minute Secretary.

(5) Treasurer

(a) The Honorary Treasurer shall have charge of all accounts, and shall see to the collection of the subscriptions and all sums of money due to FMDG which, when received, shall as soon as possible be paid into FMDG's bank account.

(b) He/she shall pay all accounts due by FMDG as soon as they have been passed by the General Meeting.

(c) No cheques or orders on the bank account of FMDG shall be paid unless signed by any two of the following officers, President, Treasurer, Secretary, or Public Officer.

(d) He/she shall prepare an annual statement of accounts which having been certified by FMDG's Auditor, shall be submitted with the Annual Report at the next Annual General Meeting.

(e) The Treasurer is to print a copy of the annual financial report and hand it to each member attending the AGM.

(f) The Treasurer shall keep a list of names and addresses of the members, with the date of entry and withdrawal of members. In the case of Family Membership, each member of that family shall be listed

(f) Includes the duties listed in APPENDIX 3, subclause: 17.

(6) Assistant Treasurer (if elected)

The Assistant Treasurer is to perform the duties of the Treasurer when he/she is absent. The Assistant Treasurer is not a member of the Executive Committee.

(7) Executive Decisions

(a) Termination of positions due to absence of reasonable excuse

(b) Delegate's expenses.

(8) Management Committee

(a) The Management Committee shall be elected at the Annual General Meeting and shall consist of the Executive plus two (2) other financial members of the Society.

(b) The Executive and Management Committees shall be responsible to the members of FMDG at a general meeting.

(c) The Management Committee shall meet as becomes necessary throughout the year.

(d) The Management Committee shall tender to the General Meeting a written report of all business conducted at such meetings.

(e) Management Committee Decisions
(i) Life Membership
(ii) Expulsion from the Society
(iii) Suspension from the Society
(iv) Dissolution of the Society

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APPENDIX: 3

Duties of other Office – Bearers within the Society on an as required basis

1. Journal Editor

(1) To produce the FMDG newsletter.

(a) To encourage members to submit articles of suitable interest for the newsletter.

(b) To compile articles to be included in the newsletter and determine the lay-out.

(c) Arrange for the newsletter to be printed.

2. Special Project Officer

(1) To organize any special project that may come to the notice of FMDG and needs a combined effort to complete.

(2) To keep a record of ongoing projects such as FMDG member's research and indexing of primary records, etc.

3. Librarian

(1) Responsible for the recording of all FMDG records, books, maps and microforms, etc.

(2) Becomes the ex-officio member of the purchasing committee.

4. Serials Librarian

(1) To be responsible for the sorting and collecting of newsletters and journals from other Societies / Associations and presenting them for the use of members.

5. Fundraising Officer

(1) To organize on a regular basis, stalls, chocolate drives, etc. necessary to raise funds for the operation of FMDG and purchasing of resources.

6. Publicity Officer

(1) To arrange for publicity to promote and further advance the aims and achievements of FMDG.

(2) To advertise coming events and items of interest with regards to FMDG.

7. Guest Co-ordinator

Is to organize speakers and/or demonstrations for the information of FMDG members and guests.

8. Social Officer

(1) To organize tours and visits to places of interest on subjects that complement the aims of FMDG.

(2) Arrange for social functions as becomes necessary for the Members of FMDG.

9. Research Officer

Carry out research on behalf of FMDG members and the general public for which a fee may be charged.

10. Archivist

Is to organize and file all FMDG correspondence and financial records.

11. Correspondence

(1) The original copy of every paper communicated to FMDG with the illustrative drawings, shall become the property of FMDG unless stipulation be made to the contrary,

(2) FMDG shall not be responsible for the safe keeping of any papers lodged with it,

(3) FMDG shall not be held responsible for statements or opinions of the author of the papers,

(4) That all correspondence addressed to the Society is to be opened and recorded by the Correspondence Secretary and if necessary forwarded to the addressee.

(5) All correspondence dealing with FMDG matters should be addressed to the FMDG (or Secretary).

(6) All FMDG money received shall be passed to the Treasurer for banking.

12. Vacancies

(1) Any member of the Executive Committee, Management Committee or other positions who is absent for three (3) successive General Meetings without reasonable excuse, may have his or her position terminated, at the discretion of the Executive, and that position filled by another member elected by the members at the next available meeting.

13. Delegates

(1) The President shall normally represent FMDG at Family History Societies Conference (when invited). If unavailable at the time another interested person may be elected in his/her place at a General Meeting / conference.

(2) Delegates for any other purpose may be elected either at the Annual General Meeting or Ordinary Meeting throughout the year.

(3) Delegates shall tender a written report of any event at which they represent FMDG.

14. Expenses

(1) The elected Delegate attending a family History Conference shall have their conference fees and dinner costs paid by FMDG. Other expenses incurred relating directly to the conference may be paid at the discretion of the Executive.

(2) Expenses incurred relating to any other function at which a Delegate is representing FMDG, may be paid by FMDG at the discretion of the Executive.

15. Change of Rules

(1) The rules in this Constitution may be repealed or amended and fresh rules made at an Annual General Meeting or at a specially convened meeting called for the purpose.

(2) Notice of such proposed repeal, amendment or new rules shall be given to every financial member of FMDG at least twenty-one (21) days before the date of such meeting.

(3) Changes and additions must be carried by at least a 75% majority of the members present.

(4) All rules changes must be approved by the Dept of Fair Trading (NSW).

16. Additional Rules

Notwithstanding Rule 16 -1, the Executive shall have the power to make additional rules as shall be found necessary for governing FMDG, but such additional rules shall be submitted for confirmation at the next General Meeting of members.

17 Voluntary Dissolution of the Society

(1) The organization shall be dissolved in the event of the membership being less than ten (10) persons - Note: must not be less than three (3), or upon the vote of a 75% majority of members present at an Extraordinary General Meeting called to consider such a question.

(2) Upon the resolution being passed in accordance with Section 62 of the Act, all assets, records, etc. and funds of the organization on hand shall, after payment of all expenses and liabilities, be transferred to …… Who……??? to be noted as the donor of such items.

(3) Any such distribution of surplus property must be approved by the Director General in accordance with Section 65 of the Associations Incorporation Act 2009.

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