

**RULES
OF
THE MALTESE HISTORICAL ASSOCIATION
(AUSTRALIA)
INCORPORATED**

**Reg. No. A0041652J
Reg. on 25 September 2001
Amended 18 May 2009
ABN 43718158460**

The Maltese Historical Association (Australia) Incorporated - Ghaqda Storika Maltija (Awstralja) Inkorporata

RULES

1. Name

The name of the incorporated association is The Maltese Historical Association (Australia) Incorporated - Ghaqda Storika Maltija (Awstralja) Inkorporata. In these Rules called "The Association".

2. Definitions

(1) In these Rules, unless the contrary intention appears:

Act means The Associations Incorporation Act 1981;

Committee means the Committee of management of The Association;

Financial year means the year ending on 30th June;

General meeting means a general meeting of members convened in accordance with Rule 9;

Special meeting means a special meeting of members convened in accordance with Rule 10;

Member means a member of The Association;

Ordinary member of the Committee means a member of the Committee who is not an officer of The Association under Rule 19;

Regulations means regulations under the Act; and

Relevant documents has the same meaning as in the Act.

- (2) In these Rules, a reference to the Secretary of an Association is a reference:
- a) if a person holds office under these Rules as Secretary of The Association - to that person; and
 - b) in any other case, to the public officer of The Association.

3. Alteration of the Rules

The Rules of The Association must not be altered except in accordance with the Act.

4. Statement of Purposes

- (1) The purposes of The Association are:
- a) To promote interest in and the study of the history of Malta and of the culture of the Maltese people;
 - b) To encourage and support research in Maltese history and in the history of Maltese settlement in the Commonwealth of Australia and in other countries;

- c) To develop and maintain contacts with similar organisations; and
 - d) To organise Educational, Cultural, and Social Activities which exclude activities of a gambling nature.
- (2) In pursuing the attainment of these objects The Association will organise and conduct regular meetings, lectures, study groups, and other activities for members and will make, keep and preserve records and/or materials relevant to the activities of The Association.

5. Membership and Subscriptions

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of The Association on payment of the annual subscription payable under these Rules.
- (2) A person who is not a member of The Association must not be admitted to membership unless he or she applies for membership in accordance with sub-rule (3) and unless admission as a member is approved by the Committee.
- (3) An application of a person for membership of The Association must be made in the form set out in Appendix 1 and must be lodged with the Secretary of The Association together with the prescribed annual subscription.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (5) The Committee must determine whether to approve or reject the application.
- (6) If the Committee approves the application for membership, the Secretary must, as soon as practicable, notify the applicant of the approval for membership.
- (7) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (8) If the Committee rejects the application, the Secretary must, within 28 days, notify the applicant in writing that the application has been rejected and refund the annual subscription in full.
- (9) The annual subscription is the relevant amount as approved at the annual general meeting from time to time and it is payable in advance on or before the first day of July in each year.
- (10) Membership of The Association shall be:
 - a) Individual Member; or
 - b) Family Member; or
 - c) Honorary Life Member.
- (11) For the purposes of sub-rule (10):
 - a) Individual Membership is entitled to one vote;
 - b) Family Membership shall be limited to two adults living in the same household, each of whom is entitled to one vote; and
 - c) Honorary Life Membership is granted by the Committee to a member of The Association for the purpose of recognising long and outstanding service by that member to The Association. An Honorary Life Member is not entitled to vote, or to stand for any position on the committee.
- (12) There shall be no entry fees.

6. Register of Members

- (1) The Secretary must keep and maintain a register of members containing:
 - a) the name, postal address, and electronic address (where available) of each member; and
 - b) the date on which each member's name was entered in the register.
- (2) The register must be available for inspection free of charge by any member upon request, at a time and place mutually acceptable to the Secretary and to the member.

7. Terminating and Ceasing Membership

- (1) Members of The Association shall at all times conduct themselves in such a manner as would not bring the good name of The Association into disrepute. Membership of The Association may be terminated by a majority vote of the Committee, if the Committee deems such membership to be detrimental to The Association or is in breach of its Rules.
- (2) A Member, whose membership has been terminated by the Committee shall be notified in writing. That member shall have the right of appeal at the next annual general meeting or a special general meeting whichever is the sooner.
- (3) For the purposes of sub-rule (2):
 - a) such a member shall be entitled to attend the meeting and be heard in his/her own defence; and
 - b) the termination of the membership must be endorsed by a majority of the members present at the meeting.
- (4) A member of The Association is deemed to have resigned if he or she tenders his/her resignation in writing to The Association or fails to pay his/her subscription within three months after the due date.
- (5) After the member ceases to be a member, the Secretary must record in the register of members the date on which the member ceased to be a member.

8. Disputes and Mediation

The grievance procedure set out in this Rule applies to disputes under these Rules between:

- a) a member and another member, or
- b) a member and The Association.

The parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

The mediator must be:

- a) A person chosen by agreement between the parties; or
- b) In the absence of agreement:
 - i. in the case of a dispute between a member and another member, a person appointed by the committee of The Association, or
 - ii. in the case of a dispute between a member and The Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

A member of The Association can be a mediator.

The mediator cannot be a member who is party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must:

- a) give the parties to the mediation process every opportunity to be heard; and
- b) allow due consideration by all parties of any written statement submitted by any party; and
- c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. Annual General Meetings

- (1) The Committee may determine the date, time and place of the annual general meeting of The Association. Such annual general meeting is to be held within five months of the end of the financial year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - b) to receive from the Committee reports upon the transactions of The Association during the last preceding financial year; and
 - c) to elect officers of The Association and the ordinary members of the Committee; and
 - d) to receive and consider the statement submitted by The Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. Special General Meetings

In addition to the annual general meeting, any other general meetings may be held in the same year.

All general meetings other than the annual general meeting are special general meetings.

The Committee may, whenever it thinks fit, convene a special general meeting of The Association.

If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.

The Committee must, on the request in writing of members with total voting rights of not less than ten per cent of the total membership, convene a special general meeting of The Association.

The request for a special general meeting must:

- a) state the objects of the meeting; and
- b) be signed by the members requesting the meeting; and
- c) be sent to the address of the Secretary.

The Committee shall cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary.

Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of General Meetings

The Secretary of The Association, at least 14 days, or if a special resolution has been proposed, at least 21 days, before the date fixed for holding a general meeting of The Association, must cause to be sent to each member of The Association a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

No business other than that set out in the notice convening the meeting may be conducted at the meeting.

A member intending to bring any business before a meeting shall notify in writing or by electronic means, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at General Meetings

- (1) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (2) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - a) in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - b) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and the same place; and
 - c) in the event that the meeting cannot be held as per sub-rule (2)(b) a notice stating the date, time and location shall be sent out to members.
- (3) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than three) shall be a quorum.

14. Presiding at General Meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside at each general meeting of The Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside.

15. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be notified to members.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at General Meetings

- (1) Upon any question arising at a general meeting of The Association, an Individual Member holding one vote, or Family Members each holding one vote, are entitled to vote.
- (2) All votes must be given personally or as provided for in Rule 17.
- (3) In the case of an equality of voting on a question, the Presiding member of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to The Association have been paid.

17. Proxies

- (1) Each member entitled to vote is entitled to appoint another member as a proxy by notice received in writing or by electronic means by the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be:
 - a) for a meeting of The Association convened under sub-rule 7(2) in the form set out in Appendix 2, or
 - b) in any other case, in the form set out in Appendix 3.

18. Committee of Management

- (1) The affairs of The Association shall be managed by the Committee of Management.
- (2) The Committee:
 - a) shall control and manage the business and affairs of The Association; and
 - b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by The Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of The Association; and
 - c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of The Association.
- (3) Subject to section 23 of the Act, the Committee shall consist of:
 - a) the officers of The Association; and
 - b) at least two but not more than six ordinary members, each of whom shall be elected at the annual general meeting of The Association in each year.

19. Office Holders

- (1) The officers of The Association shall be:
 - a) a President;
 - b) a Vice-President;
 - c) a Treasurer; and
 - d) a Secretary.
- (2) The above officers shall be elected as per Rule 21.
- (3) Each officer of The Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office until the annual general meeting next after the date of his or her appointment but is eligible for re-election.

20. Ordinary Members of the Committee

- (1) Subject to these Rules, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of The Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the annual general meeting next after the date of his or her appointment but is eligible for re-election.

21. Election of Officers and Ordinary Committee Members

- (1) The Committee shall be elected by the membership of The Association to hold office for a period of twelve months at an annual general meeting by a simple majority.
- (2) Nominations of candidates for election to the positions on the Committee:
 - a) shall be made in writing, signed by two members of The Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
 - b) may be delivered to the Secretary of The Association up to the day fixed for the holding of the annual general meeting at which elections are to be held;
 - c) if insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be called for and received at the annual general meeting; and
 - d) if the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (3) The nomination of a candidate for election to any office on the Committee shall not be void if that candidate has also been nominated for another office/s for election at the same election provided that a candidate shall not hold more than one office on the Committee.

22. Vacancies

The office of an officer of The Association, or of an ordinary member of the Committee, becomes vacant if the officer or member:

- (1) ceases to be a member of The Association; or
- (2) resigns from office by notice in writing given to the Secretary.

23. Meetings of the Committee

- (1) The Committee must meet at least three times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any three members of the Committee.

24. Notice of Committee Meetings

- (1) Notice of each Committee meeting must be given to each member of the Committee at least two business days before the date of the meeting.
- (2) Notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

25. Quorum for Committee Meetings

- (1) Any three members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - a) in the case of a special meeting – the meeting lapses; and
 - b) in any other case – the meeting shall stand adjourned to a place and time to be decided upon by the Committee members present at that meeting.
- (4) The Committee may act notwithstanding any vacancy on the Committee.

26. Presiding at Committee Meetings

At meetings of the Committee:

- (1) The President or in the President's absence, the Vice-President presides.
- (2) If the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

27. Voting at Committee Meetings

- (1) Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands.
- (2) Each member present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

28. Removal of Committee Member

- (1) The Association in a general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member. The member removed shall be notified by the Committee in writing.

- (2) A member who is the subject of a resolution referred to in sub-rule (1) may make representations in writing, within one month of being notified by the Committee, to the Secretary or President of The Association and may request that the representations be provided to the members of The Association.
- (3) The Secretary or the President may give a copy of the representations to each member of The Association or, if they are not so given, the member may require that they be read out at the Special General meeting, which will be convened in accordance with these Rules.
- (4) At this Special general meeting the removal of any member of the Committee from their office must be endorsed by the majority of the members present at the meeting.

29. Minutes of Meetings

The Secretary of The Association shall keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present.

30. Funds

- (1) The Treasurer of The Association must:
 - a) collect and receive all moneys due to The Association and make all payments authorised by The Association; and
 - b) keep correct accounts and books showing the financial affairs of The Association with full details of all receipts and expenditure connected with the activities of The Association.
- (2) All cheques, drafts, and bills of exchange, promissory notes and other negotiable instruments must be signed by any two officers of The Association.
- (3) The funds of The Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

31. Seal

- (1) The common seal of The Association must be kept in the custody of the Secretary.
- (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 the public officer of The Association.

32. Custody and Inspection of Books and Records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of The Association.
- (2) Financial records shall be available for inspection free of charge by any member upon request.

33. Winding Up

In the event of the winding up, the liabilities of The Association are discharged and the remaining assets are donated to such charitable associations or institutions as may be decided upon by the members present at the special general meeting.

APPENDIX 1

**Application for membership of the Maltese Historical Association (Australia)
Incorporated - Ghaqda Storika Maltija (Awstralja) Inkorporata.**

I of
(name) *(address)*
desire to become a member of The Maltese Historical Association (Australia) Incorporated

My e-mail address is

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

..... Signature of Applicant

..... Date

I, a member of The Association,
(name)
nominate the applicant, who is personally known to me, for membership of The Association.

..... Signature of Proposer

..... Date

I, a member of The Association, second the
(name)
nomination of the applicant, who is personally known to me, for membership of The Association.

..... Signature of Seconder

..... Date

APPENDIX 2

**Maltese Historical Association (Australia) Incorporated –
Ghaqda Storika Maltija (Awstralja) Inkorporata**

**Form of Appointment of Proxy For Meetings of The Association Convened
Under Rule 7(2)**

I of
(name) *(address)*

being a member of the Maltese Historical Association (Australia) Incorporated appoint:

.....
(name)

of
(address)

Being also a member of the Maltese Historical Association (Australia) Incorporated as my proxy to vote for me on my behalf at the appeal to the general meeting of The Association convened under Rule 7(2) to be held on:

.....
(date)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect to the following resolution :

(Insert Resolution details passed under the Rule 7(1)).

..... Signature of Seconder

..... Date

APPENDIX 3

**Maltese Historical Association (Australia) Incorporated –
Ghaqda Storika Maltija (Awstralja) Inkorporata**

Form of Appointment of Proxy

I of
(name) *(address)*

being a member of the Maltese Historical Association (Australia) Incorporated appoint:

.....
(name)
or the Chairperson of the meeting

of
(address)

Being also a member of the Maltese Historical Association (Australia) Incorporated as my proxy to vote for me on my behalf at annual/special* general meeting of The Association to be held on:

.....
(date)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against on my behalf on matters arising as instructed by myself.

..... Signature of Seconder

..... Date

*Delete if not applicable

APPENDIX 4

**Nomination for the Election of a Member of the Committee of Management of
The Maltese Historical Association (Australia) Incorporated –
Għaqda Storika Maltija (Awstralja) Inkorporata**

We, the undersigned, being financial members of the Maltese Historical Association (Australia) Incorporated, hereby nominate

Candidate's name

For the position of

In accordance with the Rules of the Maltese Historical Association (Australia) Incorporated.

Proposer's name

Address.....

Signature..... Date.....

Seconder's name

Address.....

Signature..... Date.....

Candidate's consent

I

of

Hereby consent to accept the above nomination and if elected as a member of the committee, I pledge to abide by the Rules of The Association and assist in the administration of The Maltese Historical Association (Australia) Incorporated.

Signature..... Date.....