

# WALTER BURLEY GRIFFIN SOCIETY INCORPORATED

## NAME

The name of the Association is Walter Burley Griffin Society Incorporated (the "Society").

## OBJECTS

The objects of the Society are:

- (a) To commemorate and promote a better understanding of the lives, ideals, vision and works of Walter Burley Griffin and Marion Mahony Griffin.
- (b) To tend and develop or cause or assist to be tended and developed, in accordance with accepted Australian museum standards, a collection or collections of archival material, objects, works on paper and memorabilia relating to the lives, ideals, vision and works of Walter Burley Griffin or Marion Mahony Griffin or both of them.
- (c) To tend and develop or cause or assist to be tended and developed, in accordance with accepted Australian library standards, a collection or collections of architectural drawings, books, periodicals, manuscripts, documents, photographs, films, video and audio materials and computer based data relating to the lives, ideals, vision and works of Walter Burley Griffin or Marion Mahony Griffin or both of them.
- (d) To acquire by donation, purchase or loan, items for the collections.
- (e) To conserve, house, display and publicise or cause or assist to be conserved, housed, displayed and publicised the collections for the education and enjoyment of the general public.
- (f) To undertake or cause or assist to be undertaken research into the lives, ideals, vision and works of Walter Burley Griffin or Marion Mahony Griffin or both of them and to offer a research service to the media, scholars and other interested persons.
- (g) To acquire and retain or cause or assist to be acquired and retained for purposes of conservation any building, structure or landscape designed by or having a connection with Walter Burley Griffin or Marion Mahony Griffin or both of them.
- (h) To undertake or to assist in the administration and maintenance of any building, structure or landscape designed by or having a connection with Walter Burley Griffin or Marion Mahony Griffin or both of them for any organisation that acquires or retains such building, structure or landscape for a public purpose.
- (i) To seek the preservation or conservation of and assist in the preservation or conservation of any building, structure, the setting of any building or structure, streetscape, townscape or landscape designed by or having a connection with Walter Burley Griffin or Marion Mahony Griffin or both of them.
- (j) To seek the preservation or conservation and assist in the preservation or conservation of any archival material, objects memorabilia, architectural plans, books, periodicals, manuscripts, documents, photographs, films, video and audio materials and computer based data relating to the lives and works of Walter Burley Griffin or Marion Mahony Griffin or both of them.
- (k) To raise funds for the above purposes of any of them.

# WALTER BURLEY GRIFFIN SOCIETY INCORPORATED

## RULES

### 1. Definitions and Interpretation

- 1.1 In these rules:  
'chapter committee member' means a member of a chapter committee who is not a chapter office-bearer,  
'chapter member' means a member of the Society resident in the chapter territory,  
'chapter office-bearer' means an office-bearer of a chapter,  
'chapter territory', in relation to a chapter, means the geographical area described as such by Management Committee in establishing the chapter,  
'committee member' means a member of Management Committee who is not an office-bearer of the Society,  
'model rules' means the model rules set out in Schedule 1 of the Regulation,  
'the Act' means the Associations Incorporation Act 1984 (NSW),  
'the Regulation' means the Associations Incorporation Regulation 1999 (NSW).
- 1.2 In these rules:  
1.2.1 a reference to a function includes a reference to a power, authority and duty, and  
1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 1.3 The provisions of the Interpretation Act 1987 (NSW) apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.

### 2. Membership

- 2.1 Subject to these rules the members of the Society are such persons and organisations as Management Committee admits to membership and whose membership has not ceased.
- 2.2 Membership of the Society is open to all interested persons and organisations who accept the objects and rules of the Society. An unincorporated organisation is not capable of being a member, but may nominate an individual to be a member to represent it.
- 2.3 Application for membership must be made in writing, to Management Committee which has the power to accept or reject such application and will not be obliged to give any reasons for accepting or rejecting an application.
- 2.4 Membership ceases upon death, resignation, expulsion or failure to pay outstanding membership fees within three months of the due date.
- 2.5 A register of members must be kept by the Society showing the name, address, other contact information, membership classification, any chapter membership and date of commencement of membership for each member. Provision for noting the date of cessation of membership must also be contained in the register.
- 2.6 Management Committee may re-classify a member or admit a person as an honorary member for such period as it decides, where Management Committee considers that the member or other person has given exceptional or distinguished service to the Society or has made an exceptional contribution consistent with the objects of the Society.
- 2.7 Honorary members will have all of the privileges, obligations and responsibilities under these rules except for the obligation to pay membership fees.
- 2.8 A person appointed as Patron of the Society under rule 6.2 will be an honorary member for the duration of his or her appointment as Patron.
- 2.9 The President of the Walter Burley Griffin Society of America will be an honorary member for the duration of his or her presidency.

### 3. Membership Fees

3.1	Membership classifications and annual membership fees for each classification are fixed at:	
	Adult	\$25
	Child (under 16 years)	\$5
	Student	\$5
	Household (2 adults + upto 2 children/students)	\$40
	Community Organisation	\$40
	Business	\$50
	Honorary	\$nil

Overseas members, other than overseas honorary members, add \$10 to the annual membership fees listed above.

3.2 Except for the classification of honorary member, membership classifications and annual membership fees will be reviewed and fixed at the Annual General Meeting each year in respect of the financial year of the Society next after the date of the Annual General Meeting.

3.3 Membership fees fall due on the first day of each financial year of the Society.

### 4. Members' Liability

The members of the Society have no liability to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society except to the amount of any unpaid membership fees.

### 5. Disciplining of Members and Disputes

The Society adopts the provisions of the model rules relating to the disciplining of members, the mechanism for appeals by members in respect of disciplinary action taken against such members and the mechanism for the resolution of internal disputes.

### 6. Management

6.1 Management Committee is the committee of the Society required under the Act and, subject to the Act, the Regulation, these rules and any resolution passed by the Society in general meeting, controls and manages the affairs of the Society.

6.2 Management Committee is constituted by a President, a Vice-President, a Secretary, a Treasurer (together the "office-bearers"), the chair of each chapter of the Society, the President of the Walter Burley Griffin Society of America and up to 8 other committee members and if thought desirable by Management Committee, a Patron appointed by Management Committee.

6.3 Each chapter chair has the right to appoint any chapter committee member as an alternate to attend a Management Committee meeting that the Chair is unable to attend.

6.4 The office-bearers and committee members of Management Committee, other than *ex officio* committee members, will be elected at each Annual General Meeting. Any casual vacancy occurring in the office-bearers and committee members, other than *ex officio* committee members, may be filled by a member appointed by Management Committee.

6.5 Each member of Management Committee, other than *ex officio* committee members, holds office from the date of their election or appointment until the next Annual General Meeting and every member of Management Committee must be a member of the Society while holding office.

6.6 Nominations for all such elected positions must be in writing and must be delivered to the Secretary by 1 September immediately prior to the date of the Annual General Meeting. Each such nomination must be on the form most recently approved by Management Committee for

- the purpose and be signed by 2 members qualified to vote at the Annual General Meeting and by the nominee.
- 6.7 Members will receive notice of the nominations to be submitted to the Annual General Meeting with the notice calling the Annual General Meeting.
- 6.8 In the absence of any or sufficient nominations being received for any position, the Annual General Meeting may accept nominations at the meeting and fill the position provided that any nominations received at the Annual General Meeting, in accordance with this provision, must be for an eligible person present at such meeting who consents.
- 6.9 Retiring Management Committee members are eligible for re-election, but *ex officio* Management Committee members are not eligible for election.
- 6.10 A member of Management Committee ceases to hold office if the member dies, or resigns, or ceases to be a member of the Society, or becomes insolvent under administration within the meaning of the Corporations Act 2001 (Cth) or is absent from three successive Management Committee meetings without approval by Management Committee.
- 6.11 Management Committee must meet as often as necessary to control and manage the affairs of the Society and not less than four times in each year.
- 6.12 Notice of Management Committee meetings will be given at the previous Management Committee meeting or by such other means as Management Committee may decide.
- 6.13 Additional meetings of Management Committee may be convened by the President or any two members of Management Committee.
- 6.14 The quorum for meetings of Management Committee is 4 members present and entitled to vote.
- 6.15 If within half an hour of the time appointed for a Management Committee meeting a quorum is not present the meeting must be dissolved.
- 6.16 Management Committee may function validly provided its numbers are not reduced below the quorum. Should Management Committee numbers fall below the quorum the remaining Management Committee members may act only to appoint new Management Committee members.
- 6.17 Questions arising at any meeting of Management Committee must be decided by the majority of votes of those present. In case of an equality of votes the person chairing the meeting will have a second or casting vote.
- 6.18 Chapters
- 6.18.1 Management Committee may establish a chapter of the Society in any geographical location or for any purpose consistent with the objects.
- 6.18.2 As soon as practicable after establishment of a chapter, Management Committee must delegate to the chapter committee of that chapter all functions necessary, in the opinion of Management Committee, for the chapter committee to manage the affairs of the chapter.
- 6.18.3 Management Committee must not delegate the functions of; determination of strategic directions and policy for the Society, the levying of membership fees, the effecting and maintenance of insurance or the production and distribution, without the prior written consent of Management Committee, of a newsletter.
- 6.18.4 In exercising the functions excluded from delegation by rule 6.18.3, Management Committee must take into account input from the chapters and must not exercise such functions in a way that is likely to adversely affect any chapter.
- 6.18.5 Management Committee may revoke or change any delegation of functions under rule 6.18 on an affirmative vote by a  $\frac{3}{4}$  majority at any time.

- 6.18.6 Each chapter committee must comply with the Act, the Regulation, the Rules and any other requirements of Management Committee.
- 6.18.7 Each member of the Society will be entitled to attend any Society event whether organised by Management Committee or by a chapter committee and must be notified of each such event. No chapter committee is to charge a different fee, give any concession or extend preferential treatment to any member because that member is or is not a chapter member of that chapter.
- 6.18.8 Each chapter will be entitled to retain and use for chapter purposes all funds derived from events and initiatives organised by the chapter committee, including sponsorships and donations, whether those funds are from chapter members, other members or non-members.
- 6.18.9 All membership fees are payable to the Society and not to any chapter and must be sent to the Treasurer for banking in accordance with rule 8.4. Management Committee must ensure that each chapter receives 60% of the total of membership fees and donations paid at the time of application or renewal of membership by chapter members.
- 6.18.10 Apart from funds derived by a chapter under rule 6.18.8 or paid to a chapter by Management Committee under rule 6.18.9, all other funds are to be paid to the Society and are under the control and management of Management Committee. Management Committee will be under no obligation to account to any chapter for such funds even where some or all of those funds were derived from members of the chapter.
- 6.19 Sub Committees:  
Management Committee may create or may disband sub-committees of members of the Society for any purpose. Non-members may be co-opted to serve on any such sub-committee by invitation of Management Committee.

## **7. General Meetings**

- 7.1 Annual General Meetings of the Society must be held during either October or November each year.
- 7.2 Management Committee may, whenever it thinks fit, convene a special general meeting of the Society. A special general meeting must be convened by Management Committee within three months of receiving a written request to do so from at least five per cent of the membership of the Society.
- 7.3 At least 7 days' notice of all general meetings and notices of motion must be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution must be given to members at least 21 days before the meeting.
- 7.4 In the case of the Annual General Meeting, the agenda must be as follows:
- (i) Confirmation of the minutes of the last Annual General Meeting and any recent special general meeting.
  - (ii) Receipt of Management Committee's report on the activities of the Society in the last financial year.
  - (iii) Consideration and adoption of the Annual Statement and Financial Report prepared and presented by Management Committee.
  - (iv) The setting of membership fees.
  - (v) Election of office-bearers and committee members of Management Committee.
  - (vi) Notices of Motion and General Business.

- 7.5 The quorum for a general meeting is 8 members present and entitled to vote. If within half an hour of the time appointed for a general meeting a quorum is not present, the meeting must be dissolved.
- 7.6 Voting at general meetings must be by a show of hands unless a secret ballot is demanded. Decisions must be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- 7.7 All votes must be given personally or by a duly appointed representative in the case of an organisation and there must be no voting by proxy.
- 7.8 In the case of an equality of votes the person appointed to chair the general meeting will have a second or casting vote.
- 7.9 Written notice of all general meetings must be given to members either personally, by electronic communication, by posting on the Society's website or by post.

## **8. Office-bearers**

- 8.1 The President or, in the President's absence, the Vice-President must chair each general meeting and Management Committee meeting of the Society.
- 8.2 If the President and Vice President are absent from a meeting or unwilling to act, the members present at the meeting must elect one of their number to chair the meeting.
- 8.3 The Secretary must ensure that records of the affairs of the Society including the rules, register of members, register of Management Committee members, minutes of all general and Management Committee meetings and a file of correspondence are kept. These records will be held in the custody of the Secretary.
- 8.4 The Treasurer must ensure that all money received by the Society is paid into a bank account in the Society's name. Payments must be made through a petty cash system or by cheque signed by two signatories authorised by Management Committee. Major or unusual expenditures must be authorised in advance by Management Committee or a general meeting.
- 8.5 The Treasurer must ensure that proper accounting records are kept showing the financial affairs of the Society. These records must be held in the custody of the Treasurer.
- 8.6 If requested in writing, Management Committee must make the following records of the Society available for inspection by a member:
  - 8.6.1 the part of the register of members which relates to that member, and
  - 8.6.2 any records which are properly public knowledge, and
  - 8.6.3 any records required to be disclosed by law.

The times, places and conditions of inspection are at the discretion of Management Committee.

## **9. Special Resolutions**

A special resolution must be passed by a general meeting of the Society to effect the following changes:

- (i) a change of the Society's name;
- (ii) a change of the Society's rules;
- (iii) a change of the Society's objects;
- (iv) an amalgamation with another Incorporated Association;
- (v) to voluntarily wind up the Society and distribute its property;

- (vi) to apply for registration as a Company or a co-operative.

## 10. Public Officer

Management Committee may at any time remove the Public Officer and appoint a new Public Officer who may be an office-bearer, committee member, or any other person regarded as suitable for the position by Management Committee provided that the person appointed is 18 years of age or older and a resident of New South Wales.

## 11 Chapter Management

- 11.1 A chapter committee, subject to the Act, the Regulation, these rules and any resolution passed by Management Committee, the Society or the chapter in general meeting, manages the affairs of the chapter.
- 11.2 A chapter committee is constituted by a Chair, a Vice-Chair, a Chapter Secretary, a Chapter Treasurer (together the "chapter office-bearers"), the President of the Society and up to 6 chapter committee members.
- 11.3 The President of the Society has the right to appoint any Management Committee member as an alternate to attend a chapter committee meeting that the President is unable to attend.
- 11.4 The chapter office-bearers and chapter committee members will be elected at each chapter Annual General Meeting. Any casual vacancy occurring in the chapter office-bearers and chapter committee members of the chapter committee may be filled by a member appointed by the chapter committee.
- 11.5 Each member of the chapter committee, other than the President of the Society, holds office from the date of their election or appointment until the next chapter Annual General Meeting and must be a chapter member while holding office.
- 11.6 Nominations for all such elected positions must be in writing and must be delivered to the Chapter Secretary by 1 September immediately prior to the date of the chapter Annual General Meeting. Each such nomination must be on the form most recently approved by Management Committee for the purpose and be signed by 2 chapter members qualified to vote at the chapter Annual General Meeting and by the nominee.
- 11.7 Chapter members will receive notice of the nominations to be submitted to the chapter Annual General Meeting with the notice calling the chapter Annual General Meeting.
- 11.8 In the absence of any or sufficient nominations being received for any position, the chapter Annual General Meeting may accept nominations at the meeting and fill the position provided that any nominations received at the chapter Annual General Meeting, in accordance with this provision, must be for an eligible person present at such meeting who consents.
- 11.9 Retiring chapter committee members are eligible for re-election, but *ex officio* chapter committee members are not eligible for election.
- 11.10 A member of the chapter committee ceases to hold office if the member dies, or resigns, or ceases to be a chapter member, or becomes insolvent under administration within the meaning of the Corporations Act 2001 (Cth) or is absent from three successive chapter committee meetings without approval by the chapter committee.
- 11.11 Each chapter committee must meet as often as necessary to manage the affairs of the chapter and not less than four times in each year.
- 11.12 Notice of chapter committee meetings will be given at the previous chapter committee meeting or by such other means as the chapter committee may decide.
- 11.13 Additional meetings of a chapter committee may be convened by the Chapter Chair or any two members of the chapter committee.

- 11.14 The quorum for meetings of a chapter committee is 4 members present and entitled to vote.
- 11.15 If within half an hour of the time appointed for a chapter committee meeting a quorum is not present the meeting must be dissolved.
- 11.16 A chapter committee may function validly provided its numbers are not reduced below the quorum. Should chapter committee numbers fall below the quorum the remaining chapter committee members may act only to appoint new chapter committee members.
- 11.17 Questions arising at any meeting of a chapter committee must be decided by the majority of votes of those present. In case of an equality of votes the person chairing the meeting will have a second or casting vote.

## **2 Chapter General Meetings**

- 12.1 Annual General Meetings of each chapter must be held during September each year.
- 12.2 A chapter committee may, whenever it thinks fit, convene a special general meeting of the chapter. A special general meeting must be convened by the chapter committee within three months of receiving a written request to do so from at least five per cent of the membership of the chapter.
- 12.3 At least 7 days' notice of all chapter general meetings and notices of motion must be given to chapter members. In the case of chapter general meetings where a special resolution is to be proposed, notice of the resolution must be given to chapter members at least 21 days before the meeting.
- 12.4 In the case of a chapter Annual General Meeting, the agenda must be as follows:
  - (j) Confirmation of the minutes of the last chapter Annual General Meeting and any recent special general meeting of the chapter.
  - (ii) Receipt of the chapter committee's report on the activities of the chapter in the last financial year.
  - (iii) Consideration and adoption of the chapter committee's financial statements for the last financial year.
  - (iv) Election of chapter office-bearers and chapter committee members of the chapter committee.
  - (v) Notices of Motion.
- 12.5 The provisions of rules 7.5, 7.6, 7.7, 7.8 and 7.9 apply to chapter general meetings.

## **13. Chapter Office-bearers**

- 13.1 The Chapter Chair or, in the Chapter Chair's absence, the Chapter Vice-Chair must chair each general meeting and chapter committee meeting of the chapter.
- 13.2 If the Chapter Chair and Chapter Vice-Chair are absent from a meeting or unwilling to act, the chapter members present at the meeting must elect one of their number to chair the meeting.
- 13.3 The Chapter Secretary must ensure that records of the affairs of the chapter including a register of chapter members, a register of chapter committee members, minutes of all general and chapter committee meetings and a file of correspondence are kept. These records will be held in the custody of the Chapter Secretary.
- 13.4 The Chapter Treasurer must ensure that all money received by the chapter is paid into a bank account in the Society's name, additionally identified with the name of the chapter. Payments must be made through a petty cash system or by cheque signed by two chapter office-bearers.

Major or unusual expenditures must be authorised in advance by the chapter committee or a general meeting of the chapter.

- 13.5 The Chapter Treasurer must ensure that proper accounting records are kept showing the financial affairs of the chapter. These records must be held in the custody of the Chapter Treasurer and must be made available to the Treasurer, immediately upon request, for the purpose of preparing accounting records for the Society.
- 13.6 Records of a chapter may only be made available for inspection by a member in accordance with rule 8.6.

#### **14. Miscellaneous**

- 14.1 The Society must effect and maintain insurance as is required under the Act together with any other insurance which may be required by law or regarded as necessary or desirable by Management Committee.
- 14.2 The funds of the Society will be derived from the fees of members, donations, grants and such other sources approved by Management Committee.
- 14.3 The Common Seal of the Society must be kept in the custody of the Secretary and may only be affixed to a document with the approval of Management Committee. The affixing of the Common Seal must be witnessed by two members of Management Committee.
- 14.4 The Society may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Society should be wound up. The distribution of surplus property must be in accordance with section 53 of the Act.
- 14.5 The income and property of the Society must be used only for promotion of the objects of the Society and must not be paid or transferred to members by way of dividend, bonus or profit.
- 14.6 The financial year of the Society runs from 1 July to 30 June.