



**RULES of ASSOCIATION**

**For the**

**AUSTRALIAN INSTITUTE OF GENEALOGICAL STUDIES INC.**

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## PART 1 – PRELIMINARY

1. Name The name of the Association is the Australian Institute of Genealogical Studies Inc. (the Institute).
2. Statement of Purpose The purposes for which the Institute is established are:-
- 2.1. To promote and encourage the study of genealogy, heraldry, family history and allied subjects throughout Australia and to educate members and others in genealogical research.
  - 2.2 To promote the provision of easier access by the public to public records and record repositories throughout Australia.
  - 2.3. To acquire and maintain a reference and research library covering all aspects of genealogy, heraldry, family history and allied subjects for the use of members and others and to collect and preserve archives devoted to the history of Australian families and related material.
  - 2.4. To make records and indexes of monumental inscriptions, parish registers and other genealogical sources.
  - 2.5 To conduct regular meetings and lectures covering the various aspects of genealogical and heraldic studies.
- AND solely to facilitate the carrying out of the foregoing purposes and not otherwise the Institute shall have the powers as set out in Part 2.
3. Financial Year The financial year of the Institute is each period of 12 months ending on December 31 of each year.
4. Definitions In these Rules—
- absolute majority***, of the Council means a majority of the Council members currently holding office and entitled to vote at the time (as distinct from a majority of Council members present at a Council meeting);
- Chairperson***, of a General Meeting or Council meeting, means the person chairing the meeting as required under Rule 31;
- Council*** means the Committee having management of the business of the Institute;
- Council meeting*** means a meeting of the Council held in accordance with these Rules;
- Council member*** means a member of the Council elected or appointed under Rule 56;
- disciplinary appeal meeting*** means a meeting of the members of the Institute convened under Rule 23.5;
- disciplinary meeting*** means a meeting of the Council convened for the purposes of Rule 23.3;
- financial year*** means the 12 month period specified in Rule 3 above;
- general meeting*** means a general meeting of the members of the Institute convened in accordance with Rule 27 or Rule 23.5(d) and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

*institute* means the Australian Institute of Genealogical Studies Inc.

*member* means a member of the Institute;

*member entitled to vote* means a member who under Rule 19.2 is entitled to vote at a general meeting;

*special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations.

## **PART 2 – POWERS OF ASSOCIATION**

### **5. Powers**

- 5.1. To become a member of or affiliate with or to subscribe to any other Association whether incorporated or not having objects similar to those of the Institute.
- 5.2. To grant sums of money out of the funds of the Institute for the promotion of any of the objects of the Institute in such a manner as may from time to time be determined.
- 5.3. To print publish issue and circulate such advertisements periodicals books circulars and other publications as may seem conducive to carrying out the objects of the Institute and to enter into any contract or agreement with any person or persons or corporation to produce any such advertisements periodicals books circulars and other publications.
- 5.4. To apply for purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or in any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Institute or the acquisition of which may seem calculated directly or indirectly to benefit the Institute, and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, right or information so acquired.
- 5.5. To take or otherwise acquire and hold shares in any company having objects similar to those of the Institute, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Institute.
- 5.6. Generally to purchase, take or lease or in exchange, hire or otherwise acquire, any real and personal property, and any right or privileges which the Institute may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- 5.7. To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Institute.

- 5.8. To invest and deal with the moneys of the Institute not immediately required in such manner as may from time to time be determined.
- 5.9. To borrow or raise or secure the payment of money in such manner as the Institute shall think fit, and in particular by the issue of debentures, or debenture stock, perpetual or otherwise, charging upon all or any of the Institute's property (both present and future) and to purchase, redeem or pay off any such securities.
- 5.10. Subject to the provisions of Rule 48 (g) to remunerate any persons or company for services rendered, or be rendered, in placing or assisting to place or guaranteeing the placing of any debentures, debenture stock or other securities of the Institute, or in or about the formation or promotion of the Institute or the conduct of its business.
- 5.11. To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.12. To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- 5.13. To adopt such means of making known the objects of the Institute as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and in periodicals and by granting prizes, rewards and donations.
- 5.14. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Institute.
- 5.15. To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- 5.16. To develop and turn to account any land acquired by the Institute and in which it is interested and in particular by laying out and preparing and maintaining, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating and letting on building, lease, or agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
- 5.17. To amalgamate with any other incorporated association having objects similar to those of this Institute, of whose Rules prohibit the division of its income and property amongst its members to the same extent as is done by Rule 76.
- 5.18. Generally to do all such things as are incidental to, or conducive to the attainment of the above purposes or objects or any of them.

### **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

#### *Division 1 - Membership*

6. Eligibility Any person who supports the purposes of the Institute may apply for membership.
7. Classes of members There shall be the following classes of members:
- 7.1 Individual members who may also be granted the status of:
- a) Fellow (in which no fee or subscription is payable after the granting of that status) (Rule 8.1);
  - b) Life member (in which case no further subscription is payable after payment of the life membership fee);
  - c) Honorary life member (in which case no fee or subscription is payable after the granting of that status) (Rule 9).
- 7.2 Family members (who shall have all the rights of individual members except the right to a separate magazine subscription).
- 7.3 Concessional members (who shall have all the rights of individual members provided that they show documentary proof of pension or student status).
8. Election of Fellows
- 8.1 Fellows of the Institute shall be members who in the opinion of Council, have rendered distinguished service over many years in connection with one or more of the purposes of the Institute and who have contributed significantly to the overall growth and prosperity of the Institute. An individual may be elected to the status of a Fellow of the Institute following the passing of a resolution at a General Meeting (Rule 27) of the members of the Institute upon the recommendation of the Council that the individual be appointed as a Fellow of the Institute.
- 8.2 Members described aforesaid shall become Fellows of the Institute.
9. Election of Honorary Life Members An individual may be elected to the status of an Honorary Life Member of the Institute following the passing of a Resolution at a General Meeting (Rule 27) of the members of the Institute upon the recommendation of the Council that the individual be appointed as an Honorary Life Member. Honorary Life Members shall be such persons who in the opinion of the Council have rendered distinguished service in connection with one or more of the purposes of the Institute.
10. Subscribers The Institute may establish a class of persons known as subscribers. Subscribers shall not be members of the Institute, but shall be entitled, on payment of the fee determined by Council, to receive the magazine of the Institute and such other services as the Council determines.
11. Membership Application All new membership applications must be made by completion of the current form prescribed by Council and be accompanied by the appropriate fee before they can be presented to Council for approval.

12. Admission      Either at the next meeting of the Council, or by circulatory email to all Council Members following the receipt of any application for membership, Council shall consider such application and determine upon the admission or rejection of the applicant. Any person whose application for membership is refused shall be entitled to require the Council to state the reasons for refusal of membership, and shall have the right to have the application reconsidered by the next ensuing Annual General Meeting of members.
13. Acceptance      An applicant who has been accepted for membership and who has paid the appropriate annual subscription or part thereof as determined by Council, shall be registered as a member of the Institute on the Register of Members and shall then become entitled to the privileges of membership of the Institute.
14. Register of Members      The Secretary shall keep or cause to be kept a Register of Members setting forth the name, occupation and address of each member. Any member may inspect their entry on the Register of Members on reasonable notice to the Secretary.
15. Custody and inspection of books and records      15.1 Members may on request inspect free of charge-
- (a) the register of members ;
  - (b) the minutes of general meetings;
  - (c) subject to Sub Rule 15.2, the financial records, books securities and any other relevant documents of the Institute, including minutes of any Council meetings
- 15.2. The Council may refuse to permit a member to inspect records of the Institute that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Institute
- 15.3. The Council must on request make copies of the Rules of Association available to members and applicants for membership free of charge,
- 15.4. Subject to Sub Rule 15.2, a member may make a copy of any of the other records of the Institute referred to in this Rule and the Institute may charge a reasonable fee for provision of a copy of such records.
- 15.5. For the purposes of this Rule –  
*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Institute and includes the following -
- (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Institute.
16. Subscription      The annual subscriptions for members shall be such sums as the Council shall decide from time to time and adopted at the AGM.



17. Payment of Subscription All annual subscriptions shall be payable on the first day of January in each year.
18. Annual subscription and fee on joining
- 18.1 At each annual general meeting, the Institute must determine:
- (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- 18.2 The Institute may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Institute.
- 18.3 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
19. General rights of members
- 19.1 A member of the Institute who is entitled to vote has the right—
- (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a General Meeting; and
  - (c) to attend and be heard at General Meetings; and
  - (d) to vote at a General Meeting; and
  - (e) to have access to the minutes of General Meetings and other documents of the Institute as provided under Rule 15; and
  - (f) to inspect the register of members.
- 19.2 A member is entitled to vote if—
- (a) the member's annual subscription is not in arrears; and
  - (b) more than 10 business days have passed since he or she became a member of the Institute; and
  - (c) the member's membership rights are not suspended for any reason.
20. Subscription Non-payment If the subscriptions of a member remain unpaid for a period of three calendar months after they become due then the member shall receive written warning that they shall cease to be a member of the Institute unless payment is received within 30 days. Council may, if it thinks fit, reinstate the member on payment of all arrears owing to the Institute.
21. Resignation A member may by notice in writing to the Secretary resign from membership of the Institute provided that if such notice is not received before the first day of January then the member shall be liable for the then current year's subscription.

22. Member's Liability Every person ceasing to be a member of the Institute for whatever reason shall forfeit all rights as a member of the Institute but shall remain liable for any payment that the member owes to the Institute.

*Division 2 – Disciplinary Action*

23. Discipline of a Member
- 23.1 A member may be expelled, suspended or warned if the member;
- (a) has wilfully refused or neglected to comply with the provisions of Rules or other regulations of the Institute then in force; or
  - (b) has refused to support the purposes of the Institute; or
  - (c) has engaged in conduct which is prejudicial to the interests of the Institute.
- 23.2 If a motion is proposed at a meeting of the Council that a named member be disciplined, the motion must not be dealt with at that meeting.
- 23.3 The motion must be placed on the agenda of a meeting of the Council (the 'discipline meeting' of Council) to be held not less than fourteen days later, at which the only business must be the deferred motion.
- 23.4 The Secretary must notify the member in writing, at least ten days prior to the 'discipline meeting' of Council, Rule 23.3 above, that a motion has been proposed to discipline the member.
- 23.5 The notice must give details of the reasons for the motion and state that the member has the right:
- (a) to attend and speak at that meeting; or
  - (b) to submit a written statement in defence; or
  - (c) to both submit a statement and attend and speak; or
  - (d) to elect, by notice to the Secretary at least twenty four hours before the meeting, to have the matter dealt with by a General Meeting, Rule 25 of members, called solely to consider the proposal for the disciplining of the member.
- 23.6 If the member has not elected to have the matter dealt with by a General Meeting, the Council at the 'discipline meeting', Rule 23.3, must consider any statement submitted and hear the member if present.
- 23.7 A motion to discipline the member, and a motion in relationship to the penalty to be imposed, will not be carried at that meeting unless more than half of the members of the Council attending that discipline meeting vote in favour of the resolution.
- 23.8 If the member elects to have the matter dealt with by a General Meeting, the member must be given the opportunity:
- (a) to have a written statement of not more than 1,000 words in length sent to the members with the notice of the meeting; and
  - (b) to address the meeting.
- 23.9 A resolution to expel a member is not carried unless two-thirds of the votes cast on that resolution at the General Meeting are in favour of it.

*Division 3 – Grievance Procedure*

24. Disputes &  
Mediation

24.1 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 Institute

24.2 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 parties.

24.3 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.

24.4 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 Council; or
  - (ii) in the case of a dispute between a member and the Institute, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

24.5 A member of the Institute can be a mediator.

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

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

24.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (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.

24.9 The mediator must not determine the dispute.

24.10 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 or otherwise at law.

## **PART 4 - GENERAL MEETINGS OF THE INSTITUTE**

### *Division 1 - Definitions*

25. General Meeting A General Meeting of the Institute is one at which all members of the Institute are invited to attend.
26. Annual General Meeting An Annual General Meeting of the members of the Institute shall be held in accordance with the provisions of the Act.

### *Division 2 - General Meetings*

27. General Meetings The Council may whenever it thinks fit or upon a requisition made in writing by any twenty or more financial members of the Institute, convene a General Meeting.
28. Convening General Meetings Upon receipt of a requisition for a General Meeting, Rule 27, the Council shall forthwith proceed to convene a General Meeting and if it does not proceed to convene the same within twenty-one days from the date of the requisition, the requisitioners or any of them representing more than one half of the total voting rights of all of them may themselves convene a General Meeting.
29. Notice of General Meetings
- 29.1 At least fourteen days before a General Meeting, or at least twenty-one days before a General Meeting at which a special resolution has been proposed to change the Statement of Purposes, the Rules or the name of the Institute, or in respect of winding up of the Institute, notice thereof specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of such business shall be given to the members, but the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.
- 29.2 A notice may be served by the Council upon any member either personally or by sending it through the post or by written electronic transmission. A notice sent by post may be as a letter, or as a notice or as an insert in a publication of the Institute in a pre-paid envelope or package. A notice is to be addressed to such member at the last address notified in writing by the member to the Secretary.
- 29.3 Any notice if served by post shall be deemed to have been served at the time the envelope or package containing the same would have been delivered in the ordinary course of the post and in proving such a service it shall be sufficient to prove that the envelope or package containing the notice was properly addressed, pre-paid and posted. Any notice served electronically shall be deemed to have been served on the day of transmission.
30. Special Business All business shall be special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Council and the Auditors and the election of the Council Members and the appointment of the Auditors.

*Division 3 – Proceedings at General & Annual General Meetings*

31. Chairman The President shall preside at all General Meetings of the Institute, except where a conflict of interest may arise. In the absence of the President, or there is a conflict of interest, a Vice-President shall preside and in the absence of the Vice-Presidents, a Chairman shall be elected by those present.
32. Quorum No business shall be transacted at any General Meeting or Annual General Meeting of the Institute unless a quorum of twenty financial members is present at the commencement of such business.
33. Dissolution If within half an hour from the time appointed for a General or an Annual General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned until such time and place as the Council may decide.
34. Adjournment by Consent The Chairman may with the consent of the members adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
35. Voting
- (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three financial members present in person or by proxy.
  - (b) Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
  - (c) The demand for a poll may be withdrawn.
36. Poll Any member may demand a poll. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith.
37. Voting Powers Every financial member shall have one vote and no more. Such vote may be given personally or by proxy. The appointment of a proxy shall be in writing and shall be lodged with the Secretary at least twenty-four hours before the time appointed for the meeting.
38. Casting Vote In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands or at which the poll is demanded shall be entitled to a second or casting vote.
39. Unfinancial Members No member shall be entitled to vote at any General or Annual General Meeting if that member's annual subscription is in arrears at the date of the meeting.

## **PART 5 - THE COUNCIL**

### *Division 1 – Role and Powers of Council*

40. Management      The business of the Institute shall be managed by the Council which pay all expenses incurred in promoting and registering the Institute and may exercise all such powers of the Institute as are not in these Rules required to be exercised in the Institute in a General Meeting, but no Rule made by the Institute in a General Meeting shall invalidate any prior act of the Council which would have been valid if the regulation had not been made.
41. Powers            The Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its property or any thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Institute.
42. By-Laws          The Council may make by-laws dealing with any matter necessary for the management of the Institute.
43. Negotiable Instruments      All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two members of the Council and others that the Council from time to time determines, who are designated signatories.
44. Officers and Servants      The Council shall engage, suspend and dismiss all such officers and servants as they may consider necessary or advisable and shall regulate their duties and fix their salaries where appropriate.
45. Sub-Committees      The Council may appoint from amongst the Members one or more sub-committees of the Council to exercise, subject to the direction and approval of the Council, a general or particular control over the work of the Institute. Such appointment shall be in writing and may be subject to such conditions and limitations the Council considers appropriate, provided that the Council may not delegate anything which is required by the act or any other law to be done by the Council.
46. Special Interest Groups      The Council shall have power to constitute such groups or group to cover in depth the particular aspects of the activities of the Institute which in the opinion of the Council may be conducive to the attainment of the objectives of the Institute as set out in the Statement of Purpose and to regulate the constitution of such groups from time to time as the Council thinks fit.

*Division 2 – Composition of the Council*

47. Office Bearers The Council of the Institute shall consist of the following Office Bearers (a) and ordinary Council Members (b):

- (a) President
  - Two Vice-Presidents
  - Secretary
  - Treasurer
- (b) up to 10 ordinary Council Members as elected under Rule 53.

*Division 2 – General Duties of the Council*

48. General Duties The General Duties of the Council are as follows:

- (a) As soon as practicable after being elected or appointed to the Committee, each Council member must become familiar with these Rules and the Act.
- (b) The Council is collectively responsible for ensuring that the Institute complies with the Act and that individual members of the Council comply with these Rules.
- (c) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Council members must exercise their powers and discharge their duties—
  - (i) in good faith in the best interests of the Institute ; and
  - (ii) for a proper purpose.
- (e) Council members and former Council members must not make improper use of—
  - (i) their position; or
  - (ii) information acquired by virtue of holding their position—  
so as to gain an advantage for themselves or any other person or to cause detriment to the Institute.
- (f) In addition to any duties imposed by these Rules, a Council member must perform any other duties imposed from time to time by resolution at a general meeting.
- (g) No member of the Council shall be entitled to receive from the Institute any remuneration of any sort for acting as a Council Member, except out-of-pocket expenses but may, subject to the disclosure requirements of these Rules, receive remuneration, with the consent of Council, for other duties on behalf of the Institute.

**Note.** See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.



49. President and Vice-President
- 49.1 Subject to Sub Rule 2, the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Council meetings.
- 49.2 If the President and the Vice-Presidents are all absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) in the case of a General Meeting—a member elected by the other members present; or
  - (b) in the case of a Council meeting—a Council member elected by the other Council members present.
50. Secretary
- 50.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- Example:** Under the Act, the secretary of an incorporated association is responsible for lodging documents of the Institute with the Registrar.
- 50.2 The Secretary must—
- (a) maintain the register of members in accordance with Rule 14; and
  - (b) keep custody of the common seal (if any) of the Institute and, except for the financial records referred to in Rule 71 and 72, all books, documents and securities of the Institute in accordance with Rule 74 and 75; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- 50.3 The Secretary is appointed by Council decision. Council may also revoke the appointment at any time.
- 50.4 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- 50.5 Assistant Secretaries may be appointed by Council, from time to time, to perform certain duties and functions in the absence or unavailability of the Secretary.
51. Treasurer
- 51.1 The Treasurer must take responsibility to —
- (a) ensure receipt of all moneys paid to or received by the Institute and receipts issued for those moneys in the name of the Institute; and
  - (b) ensure that all moneys received are paid into the account of the Institute within 5 working days after receipt; and
  - (c) ensure disbursement is made for all payments authorised by the Council or by a general meeting of the Institute from the Institute's funds; and
  - (d) ensure cheques are signed by at least two Council members and/or other authorised or designated signatories.



51.2 The Treasurer must—

- (a) ensure that the financial records of the Institute are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Institute and their certification by the Council prior to their submission to the annual general meeting of the Institute.

51.3 The Treasurer must ensure that at least one other Council member has access to the accounts and financial records of the Institute.

52. Executive           The Executive of the Institute shall consist of the President, Vice Presidents, Treasurer and Assistant Secretary, which may conduct essential business if required and such actions shall be presented to the next Council meeting to seek ratification.

*Division 3 – Election of Council Members & Tenure of Office*

53. Mode of Election           The election of the members of the Council shall be conducted in the manner set out in the Institute’s Election By-Laws.

54. Duties of Ordinary Council Members           The Executive Committee may recommend to members, prior to any Annual General Meeting, the nature of the duties of the ten ordinary Council Members necessary for the proper conduct of the Institute.

55. Term of Office           Each Council Member of the Institute shall hold office from the declaration of their appointment at the Annual General Meeting until the declaration of Council Members appointed at the Annual General Meeting in the following year.

56. Casual Vacancies           The Council shall have the power at any time, and from time to time to appoint any financial member to the Council to fill a casual vacancy until the declaration of Council Members appointed at the next Annual General Meeting.

57. Removal of Council Members           Any Council Members may be removed by a resolution carried at a General Meeting before the expiration of that Council Members’ term of office and a General Meeting may appoint by a resolution another person in the Council Members’ stead; the person so appointed shall hold office only until the declaration of Council Members appointed at the next Annual General Meeting.

58. Ceasing to be a Council Member           The position of a member of the Council shall become vacant if a member:

- (a) becomes an insolvent under administration;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (c) resigns that Council Member’s position by notice in writing to the Council;
- (d) is absent without permission of the Council from three consecutive meetings of the Council;
- (e) ceases to be a member of the Institute;

- (f) is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature of that interest to the Council at the first meeting of the Council after the interest arises; and
- (g) fails to declare any other conflict of interest in the conduct of his or her responsibilities as a Council Member.

*Division 4 – Meetings of the Council*

59. Minutes      The Council shall cause minutes to be made:
- (a) of all appointments of officers and servants,
  - (b) of names of members present at all meetings of the Institute and of the Council; and
  - (c) of all proceedings at all meetings of the Institute and of the Council.
- Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting after approval by those members present at the meeting.
60. Minutes of General Meeting      In addition to the matters set out under Rule 59 the minutes of each Annual general meeting will include:-
- (a) proxy forms given to the Chairperson of the meeting under Rule 37; and
  - (b) the financial statements submitted to the members in accordance with Rule 71; and
  - (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Institute; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
61. Minutes of Council Meeting
- 61.1 The Council must ensure that minutes are taken and kept of each Council meeting.
- 61.2 The minutes must record the following—
- (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed.
62. Quorum      At Council meetings two members of the Executive and one half the number of the serving ordinary Council Members (where the latter number is odd, the half shall be rounded up to the next whole number) shall constitute a quorum. No business shall be transacted without a quorum.

65. Meetings
- 65.1 When in attendance the President shall preside at all Council Meetings of the Institute, except where a conflict of interest may arise. In the absence of the President, or where there is a conflict of interest, a Vice-President shall preside and in the absence of the Vice-Presidents, a Chairman shall be elected by those present.
- 65.2 The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Three members of the Council may at any time request that the Secretary summon a meeting of the Council.
66. Majority
- Subject to any of these Rules, questions arising at any meeting of the Council shall be decided by a majority of the members of Council in attendance and shall for all purposes be deemed a determination of the Council. In case of an equality of votes the Chairman of the meeting shall have a second casting vote. No Council Member may vote in absentia.
67. Member's Interest
- A member of the Council shall not vote in respect of any contract or proposed contract with the Institute in which that member has a direct or indirect interest, or any other conflict of interest, but if that member does vote, the vote must not be counted.
68. Resolution in Writing
- (a) If all members of the Council have signed a document containing a statement that they are in favour of a resolution of the Council set out in that document, a resolution in those terms shall be deemed to have been passed at a meeting of the Council held on the day on which the document was signed, and at the time at which the document was last signed by a member of the Council, or, if the members signed the document on different days, on the day on which and the time at which the documents was last signed by a member of the Council.
- (b) For the purposes of this Rule, two or more separate documents containing statements in identical terms, each of which is signed by one or more members of the Council, shall together be deemed to constitute one document containing a statement in those terms signed by those members of the Council on the respective days on which they signed the separate documents.
- (c) A reference in Sub Rule 68 (a) to all members of the Council does not include a reference to a member of the Council who, at a meeting of the Council, would not be entitled to vote on the resolution.
69. Notice of Council Meetings
- A Council member who is for the time being out of Australia shall only be entitled to receive notice of a meeting of the Council if that member has supplied to the Institute an address for the giving of notices.



**PART 7 – GENERAL MATTERS**

74. Seal                    The Seal of the Institute shall be kept in the custody of the Secretary and shall not be affixed to any instrument except by the authority of a resolution of the Council and two office bearers of the Institute shall sign every instrument to which the seal of the Institute is so affixed in their presence.
75. Custody of Documents                    Except as otherwise provided in these Rules the Secretary is responsible for the custody and control of all books, documents and securities of the Institute.
76. Winding Up, Merging etc.                    76.1 The Institute shall be wound up only according to the Incorporated Associations Act 1981. The Institute shall only change its independent status by merging with any other similar organisation or body by special resolution at a General Meeting.
- 76.2 If upon winding up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Institute but shall be given or transferred to some other institution or institutions having objects similar to the Institute and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Rule hereof, such institution or institutions to be determined by members of the Institute at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter, provided that such institution or institutions themselves have been approved by the Commissioner of Taxation under Section 78(1) (9) of the Income Tax Assessment Act 1936, as amended.
77. Indemnity                    Every Council Member of the Institute and agent or servant of the Institute shall be indemnified out of the funds of the Institute against all costs, charges, expenses, losses and liabilities incurred in the conduct of the Institute’s business or in the proper discharge of that person’s duties to the full extent permitted under the Associations Incorporation Reform Act 2012.
78. Amendments                    No amendment to the Statement of Purpose or to these Rules of the Institution shall be made except by Special Resolution in accordance with the Associations Incorporation Reform Act 2012 and approved by the Registrar of Incorporated Associations Victoria. In accordance with Section 64 of the Associations Incorporation Reform Act 2012, a resolution is passed as a Special Resolution if at least three-quarters of the members who vote on the resolution, either in person or by proxy, vote in favour of the resolution. At least twenty-one days’ notice must be given of the General Meeting at which a Special Resolution is proposed, and notice must specify the intention to propose the resolution as a Special Resolution.
79. Research Advisor                    No person currently practising the profession of genealogy for reward shall be eligible to hold a position of Research Advisor of the Institute.



This is a true copy of the Rules of Association of the Australian Institute of Genealogical Studies Inc., as amended at a General Meeting held at the AIGS Library, 1/41 Railway Rd, Blackburn, 14th October 2013, and approved by Consumer Affairs Victoria on 13th December 2013.

Signed:

A handwritten signature in blue ink that reads "G White".

Gail White  
(President)