

RULES OF ASSOCIATION

THE GALLIPOLI MEMORIAL CLUB MUSEUM FUND INC

1. **NAME:** The name of the Fund shall be ‘The Gallipoli Memorial Club Museum Fund, Inc.’ (hereinafter called ‘the Fund’).
2. **OBJECTS:** The Fund is established for the purposes of collecting monies from the public for establishment and running of The Gallipoli Memorial Club Museum Fund Inc.
3. **SPHERE OF OPERATION:** The sphere of operation of the Fund shall lie within the State of New South Wales and the Australian Capital Territory.
4. **DEFINITIONS:**
 - i) The “Taxation Act” shall mean the Income Tax Assessment Act, 1936.
 - ii) The “Charitable Collections Act” shall mean the Charitable Collections Act 1934.
 - iii) ‘The State’ shall mean the State of New South Wales and the Australian Capital Territory.
 - iv) Words importing the singular number only shall include the plural and vice versa.
 - v) Words importing the masculine gender only shall include the feminine gender.
 - vi) Words importing persons shall include companies and public bodies.
5. **COMPLIANCE WITH ACTS:** The Management Committee shall ensure the continued compliance of the Fund with the provisions of the Charitable Collections Act and the Taxation Act at all times.
6. **MEMBERS’ LIABILITY:** The members of the Fund shall have no liability to contribute towards payment of debts and liabilities of the Fund or the cost, charges and expenses of the winding up of the Fund except an amount of any unpaid membership fees.
7. **MEMBERSHIP:**
 - (a) Application for membership shall be made in writing, signed by the applicant, and shall be in such form and contain such requirements as the Management Committee from time to time prescribes, excepting that ‘Life Members, Honorary Life Members, Service Members, Life Subscriber Members, Club Members, Military Members and Descendant members, and Gallipoli Scholarship Recipient Members’ in lieu thereof, of the Gallipoli Memorial Club Limited, shall automatically be members of the Fund.

- (b) As soon as practicable after the receipt of an application for membership, it shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.
 - (c) A register of members shall be kept showing in respect of each member their name, address and the date of commencement of membership. The membership records of the Gallipoli Memorial Club Limited shall form part of the register of members of the Fund.
 - (d) Subject to these rules the members of the Fund shall be the members of the Gallipoli Memorial Club Limited together with such other people and organisations as the Committee admits to membership.
 - (e) Membership is open to all individuals and organisations who accept the objects and rules of the Fund. An unincorporated organisation is not capable of being a member of the fund, but it may nominate individuals to be members to represent it.
 - (f) Individuals and organisations wishing to become members of the Fund shall apply to the Committee for membership.
 - (g) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
 - (h) Members shall pay such fees as are determined by the Fund at the general meeting.
 - (i) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three months of the due date.
 - (j) Membership fees shall fall due on the first day of each financial year of the Fund. The financial year of the Fund shall conclude on 31st December of each year, or such other period as is determined by the Committee.
8. **MANAGEMENT:** The management of the Fund shall be vested in the Management Committee. No member of the Management Committee shall be appointed to any salaried office of the Fund or any office of the Fund paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Fund to any member of the Management Committee except repayment of out-of-pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for money lent to the Fund and reasonable and proper rent for the premises let to the Fund.

9. OFFICE BEARERS:

- (a) The Management Committee shall, subject to this clause 9, consist of the Board of Directors of the Gallipoli Memorial Club Limited.
- (b) The office bearers shall consist of a President, two Vice Presidents, Treasurer and Secretary Manager, who shall, subject to this clause 9, be the President, Vice Presidents, Secretary Manager and Treasurer of the Gallipoli Memorial Club Limited.
- (c) the members of the Fund may by resolution being passed by two-thirds majority of members present at a properly constituted general meeting, elect persons to the management committee, or to an office of the management committee, other than as provided in clauses 9(a) and (b) above. Such general meeting may be either a general meeting specially called for the purpose of an annual general meeting for which 14 days prior notice of the proposed resolution has been given to the Secretary Manager.
- (d) Any casual vacancy occurring amongst the office bearers may be filled by the Management Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced.
- (e) the term of office of a member of the Management Committee shall be until the next annual general meeting occurring after his appointment. There is no bar to a person being reappointed to the Management Committee or to an office of the Management Committee.

10. PUBLIC OFFICER:

- (a) The Management Committee shall ensure that a person is appointed as Public Officer.
- (b) The first Public Officer shall be the person who completed the application for incorporation of the Fund.
- (c) The Management Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (d) The Public Officer shall be deemed to have vacated his position in the following circumstances;
 - i) death
 - ii) resignation
 - iii) removal by the Management Committee or at a general meeting
 - iv) bankruptcy or financial insolvency
 - v) mental illness

- (e) When a vacancy occurs in the position of Public Officer the Management Committee shall within fourteen days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- (f) The Public Officer is required to notify the Department of Business and Consumer Affairs by the prescribed form in the following circumstances;
 - i) appointment (within fourteen days)
 - ii) a change of residential address (within fourteen days)
 - iii) a change in the Fund's objects or rules (within one month)
 - iv) a change in the membership of the Management Committee (within fourteen days)
 - v) a change in the Fund's financial affairs (within one month after the Annual General Meeting)
 - vi) a change in the Fund's name (within one month)
- (g) The Public Officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the Management Committee.
- (h) The Public Officer and the Treasurer shall be responsible for keeping the accounts of the Fund. The public officer will seek to ensure that the accounts are always in compliance with Section 5(1) (c) of the Charitable Collections Act.

11. MISCELLANEOUS:

- (a) The Fund shall effect and maintain insurance as is required under the Associations Incorporation Act, 1984 together with any other insurance which may be required by law or regarded as necessary by the Fund.
- (b) The funds of the Fund shall be derived from the fees of members, donations, grants and such other sources as may be approved by the Management Committee from time to time. The Management Committee will set the membership fee for the Fund at each Annual General Meeting and, in the case of members of the Gallipoli Memorial Club Limited, there shall be no membership fee required. The membership fee which is to apply prior to the first annual general meeting of the Fund shall be \$10.00.
- (c) The Common Seal of the fund shall be kept in the custody of the Secretary Manager and shall only be affixed to a document with the approval of the management Committee. The Stamping of the Common Seal shall be witnessed by the signatures of two members of the Management Committee.
- (d) Surplus Property
 - (I) At the first general meeting of the Fund, the Fund shall pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Fund.

ii) The charity so nominated shall be one which fulfils the requirements specified in Section 53(2)(a)-(c) of the Act.

iii) Upon dissolution, all income and assets on hand after payments of all liabilities will be transferred to an institutional fund which also satisfies the requirements of Sub-section 78(1) of the Taxation Act.

(e) Service of documents on the Fund is effected by serving them on the Public Officer or by serving them personally on two members of the Management Committee.

(f) Notices sent by post shall be deemed to have been received two days after the date of posting.

(g) The income and property of the Fund shall be used only for promotion of the objects of the Fund and shall not be paid or transferred to members by way of dividend, bonus or profit.

12. FINANCIAL YEAR: The financial year shall conclude on the last day of December of each year.

13. ANNUAL GENERAL MEETING: The annual general meeting of the Fund shall be held on the same day and at about the same time and at the same place as the annual general meeting of the Gallipoli Memorial Club Limited. The annual report and audited financial statements of the Fund shall be presented at the annual general meeting.

14. SPECIAL GENERAL MEETINGS: Any two members of the Management Committee may at any time convene a Special General Meeting of the Fund. Special General Meetings shall also be convened by the Public Officer upon the written request of not less than five per centum in number of the members of the fund and shall be held within a period of one month from the date of receipt of the request by the Secretary Manager.

15. QUORUM:

(a). A quorum for a meeting of members of the Fund shall consist of 'ten' in lieu thereof. If a quorum is not present within half an hour of the time set down for a meeting to commence, then the meeting shall be adjourned to either the same time and place seven days later or to a place and a time within one month of the date of such meeting as determined by the Chairman of the meeting. If at such adjourned meeting a quorum be not present, then those members attending shall be deemed to be a quorum.

(b). A quorum for a meeting of the Management Committee shall be three members of the Committee.

16. PROCEEDINGS OF THE MANAGEMENT COMMITTEE:

(a) The Management Committee may meet together for the despatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The

President may at any time and the Secretary Manager of the requisition of any two members of the Committee shall summon a meeting of the Committee.

- (b) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and a determination by a majority of the members of the Committee present shall for all purposes be a determination of the committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (c) The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum, the continuing member of members may act for the purposes of increasing the number of members of the Committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the Fund, but for no other purpose.

17. VACATION OF OFFICE: The office of a member of the Management Committee shall become vacant:

- (a) Upon his decease
- (b) If he becomes bankrupt or makes an arrangement or composition with his creditors generally.
- (c) If he becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (d) If he resigns his office by notice in writing to the fund.
- (e) If he is absent for more than six months without leave of the Committee from meetings of the Committee held during that period.
- (f) If he ceases to be a member of the organisation.
- (g) Upon a resolution being passed by two-thirds majority of members present at a properly constituted general meeting specially called for the purpose, to remove him from office.

18. SPECIAL RESOLUTIONS:

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
 - i) a change of the Fund's name;
 - ii) a change of the Fund's rules;
 - iii) a change of the Fund's objects;
 - iv) an amalgamation with another Incorporated Association;
 - v) to voluntarily wind up the Fund and distribute its property;
 - vi) to apply for registration as a company or a Co-operative.
- b) A special resolution shall be passed in the following manner:
 - i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;

- ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
- iii) a quorum must be present at the meeting;
- iv) at least three-quarters of those present must vote in favour of the resolution.

19. PROCEEDINGS AT GENERAL MEETINGS:

- (a) The President shall preside as Chairman at every general meeting of the Fund, but if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting, a simple majority sufficing.
- (b) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the 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. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (c) At any general meeting a resolution put to the vote of a 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 members present. 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 loss, an entry to that effect in the book containing the minutes of the proceedings of the fund shall each be a final determination of the resolution.
- (d) If a poll is duly demanded it shall be taken in such 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 adjournment shall be taken forthwith.
- (e) 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 takes place or at which a poll is demanded shall be entitled to a second or casting vote.
- (f) Each member present and voting at a general meeting of the Fund shall have one vote. Members are not entitled to vote by proxy at general meetings.

20. NOTICE OF MEETINGS: The Secretary Manager or Public Officer shall give at least seven days notice in writing of all general meetings to the members of the Fund specifying the place, the day and the hour of meeting and the general nature of the business to be dealt with at the meeting.

21. FUNDS:

- (a) All monies received by the Fund shall be deposited intact at the earliest possible date to the credit of the Fund's bank account. Receipts for monies received shall also be issued promptly.
- (b) All payments in excess of \$50 made by the Fund shall be paid by cheque signed by at least two persons so authorised by the Management Committee.
- (c) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Fund. These records shall be available at the Fund's registered office during office hours.

22. AUTHORISATION OF ACCOUNTS: All accounts shall be presented to and passed for payment at a Management Committee Meeting and full details of all such approvals shall be entered in the Minute Book.

23. AUDIT:

- (a) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc, and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- (b) An auditor shall not be a member or closely related to a member of the Management Committee.
- (c) Subject to paragraph (d) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary Manager at least twenty-one days before the Annual General Meeting. The Secretary Manager shall send a copy of the nomination to the current auditor at least seven days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting.
- (d) Where the current auditor submits his resignation, or notifies the Secretary Manager of his intention not to seek re-election as auditor, paragraph (c) hereof shall not apply.

23. MINUTES: The Management Committee shall cause minutes to be made

- (a) of all appointments of office bearers and members of the Committee;
- (b) of the names of members of the Committee present at all meetings of the Fund and of the Committee; and
- (c) of all proceedings at all meetings of the Fund and of the Committee.

Such meetings shall be signed by the Chairman of the meetings at which the proceedings were held or by the Chairman of the next succeeding meeting.

24. **EXPULSION OF MEMBERS:** A member may be expelled from membership of the Fund by the Management Committee, if in the opinion of such Committee, after affording such member an opportunity of offering the Committee an explanation of his conduct either verbally or in writing as the Committee may decide, the conduct of the member is such as to be detrimental to the best interests of the Fund, provided that

(a) Such expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General Meeting of members convened to consider the expulsion.

(b) Such Special General Meeting is held within a period of one month from the date of the decision of the Management Committee to expel the member.

(c) At such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally or in writing at the option of such member.

(d) The voting of such Special General Meeting shall be by ballot if not less than five members present thereat shall so demand.

(e) It shall be in the power of the Committee to exclude such member from participation in the affairs of the Fund until such Special General Meeting shall be held.

25. **DISSOLUTION:**

(a) The Fund shall be dissolved in the event of membership less than 300 persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.

(b) Upon a resolution being passed in accordance with paragraph (a) of this rule, all assets and funds of the Fund on hand shall be dealt with as set out in rule 11(d).

26. **AMENDMENT OF RULES:** These rules may be amended by a resolution passed by a three-quarters majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose. Provided that the Minister of the Crown for the time being administering the Charitable Collections Act, 1934, shall be notified of the amendment and such amendment shall not be effective unless the Minister has signified his approval to such amendment being made. If a special resolution is to be passed at the general meeting, then 21 days notice is required to be given.

27. A notice may be given to any member either personally or by sending it by post to him at his address registered with the Fund or if he has no registered address to the place of abode of the member last known to the Management Committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the

notice and to have been effected two days after the date of its posting and shall be deemed to have been received two days after the date of posting.

THE RULES OF The Gallipoli Memorial Club Museum Fund Inc., Registered No. Y1930719, CONTAINED HEREIN ARE IN ACCORDANCE WITH PART 2 DIVISION 2 AND CONTAIN THOSE MATTERS SPECIFIED IN SCHEDULE 1 OF THE ASSOCIATIONS INCORPORATION ACT 2009.

SIGNED:

DATED: