

RULES OF ASSOCIATION

of the

AUSTRALIAN INSTITUTE OF GENEALOGICAL STUDIES INC.

- Name 1. The name of the Association is the Australian Institute of Genealogical Studies Inc. (the Institute).

MEMBERSHIP and SUBSCRIPTION

- Classes of members 2. There shall be the following classes of members:
- 2.1 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) (Section 13);
 - (b) Life member (in which case no further subscription is payable after payment of the life membership fee);
 - (c) Honorary life membership (in which case no fee or subscription is payable after the granting of that status) (Section 14).

- 2.2 Family members (who shall have all the rights of individual members except the right to a separate magazine subscription).

- 2.3 Concessional members (who shall have all the rights of individual members provided that they show documentary proof of pension or student status).

- Applications for membership 3. All new membership applications must be 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.

- Admission 4. At the next meeting of the Council, 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.

- Acceptance 5. An applicant who has been accepted for membership shall, upon paying the appropriate annual subscription or part thereof as determined by Council, be registered as a member of the Institute on the Register of Members and then become entitled to the privileges of membership of the Institute.

- Register of Members 6. The Honorary 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 Honorary Secretary.

- Subscriptions 7. The annual subscriptions for members shall be such sums as the Council shall decide from time to time.
- Payment of Subscriptions 8. All annual subscriptions shall be payable on the first day of January in each year.

CESSATION of MEMBERSHIP

- Non-payment of Subscriptions 9. 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.
- Resignation 10. A member may by notice in writing to the Honorary 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.
- Discipline of a Member 11.1 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 engaged in conduct which is prejudicial to the interests of the Institute
- 11.2 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.
- 11.3 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.
- 11.4 The Honorary Secretary must notify the member in writing, at least ten days prior to the 'discipline meeting' of Council (Section 11.3), that a motion has been proposed to discipline the member.
- 11.5 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 Honorary Secretary at least twenty four hours before the meeting, to have the matter dealt with by a General Meeting (Section 40) of members, called solely to consider the proposal for the disciplining of the member.
- 11.6 If the member has not elected to have the matter dealt with by a General

Meeting, the Council at the ‘discipline meeting’ (Section 11.3) must consider any statement submitted and hear the member if present.

- 11.7 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.
- 11.8 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.
- 11.9 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.
- Member’s Liability 12. 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.

FELLOWS of the INSTITUTE

- Election of Fellows 13. Fellows of the Institute shall be members who in the opinion of Council, have rendered distinguished service in connection with one or more of the purposes 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 (Section 40) of the members of the Institute upon the recommendation of the Council that the individual be appointed as a Fellow of the Institute.
- 13.1 Members described aforesaid shall become Fellows of the Institute.

HONORARY LIFE MEMBERS and SUBSCRIBERS

- Election of Honorary Life Members 14. 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 (Section 40) 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 objectives of the Institute.
- Subscribers 15. 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

THE COUNCIL

- Office Bearers 16. The Council of the Institute shall consist of the following Office Bearers (a) and ordinary Councillors (b):
- (a) President
 - Two Vice-Presidents
 - Honorary Secretary
 - Honorary Treasurer
 - (b) up to 10 ordinary Councillors.
- Executive Committee 17. The Office Bearers of the Council shall form the Executive Committee which may conduct essential business if required and such actions shall be presented to the next Council meeting to seek ratification.
- Duties of ordinary Councillors 18. The Executive Committee may recommend to members, prior to any Annual General Meeting, the nature of the duties of the ten ordinary Councillors necessary for the proper conduct of the Institute.
- Term of Office 19. Each Councillor of the Institute shall hold office from the declaration of Councillors appointed at the Annual General Meeting until the declaration of Councillors appointed at the Annual General Meeting in the following year.
- Mode of Election 20. The election of the members of the Council shall be by postal ballot conducted in the manner set out in the By-Laws.
- Casual Vacancies 21. 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 Councillors appointed at the next Annual General Meeting.
- Removal of Councillors 22. Any Councillor may be removed by a resolution carried at a General Meeting before the expiration of that Councillor's term of office and a General Meeting may appoint by a resolution another person in the Councillor's stead; the person so appointed shall hold office only until the declaration of Councillors appointed at the next Annual General Meeting.
- Ceasing to be a Council Member 23. 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 Councillor'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 Councillor.

Councillors not Entitled to Remuneration 24. No member of the Council shall be entitled to receive from the Institute any remuneration of any sort for acting as a Councillor, 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.

Research Adviser 25. No person currently practising the profession of genealogy for reward shall be eligible to hold a position of Research Advisor of the Institute.

POWERS and DUTIES of the COUNCIL

Management 26. 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 by 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.

Quorum 27. At Council meetings two members of the Executive and one half the number of the serving ordinary Councillors (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.

Powers 28. 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.

By-Laws 29. The Council may make by-laws dealing with any matter necessary for the management of the Institute.

Negotiable Instruments 30. 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.

Minutes 31. 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.

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| Officers and Servants | 32. | 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. |
| Sub-Committees | 33. | 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. |
| Special Groups | 34. | The Council shall have power to constitute such groups or group to cover in depth the various 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. |

PROCEEDINGS of the COUNCIL

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| Meetings | 35. | <p>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 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.</p> <p>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 Honorary Secretary summon a meeting of the Council.</p> |
| Majority | 36. | 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 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 Councillor may vote in absentia. |
| Member's Interest | 37. | 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. |
| Resolution in Writing | 38. | (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 subrule 38 (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.

Notice of Council Meetings 39. 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.

GENERAL and ANNUAL GENERAL MEETINGS

Definition 40. A General Meeting of the Institute is one at which all members of the Institute are invited to attend.

Annual General Meeting 41. An Annual General Meeting of the members of the Institute shall be held in accordance with the provisions of the Act.

General Meetings 42. 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.

Convening General Meetings 43. Upon receipt of a requisition for a General Meeting (Section 42), 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.

Notice of General Meetings 44. 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.

Special Business 45. 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 Councillors and the appointment of the Auditors.

PROCEEDINGS at GENERAL and ANNUAL GENERAL MEETINGS

- Chairman 46. 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.
- Quorum 47. 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.
- Dissolution 48. 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.
- Adjournment by Consent 49. 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.
- Voting 50. 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.

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.

The demand for a poll may be withdrawn.
- Poll 51. 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.
- Voting Powers 52. 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 Honorary Secretary at least twenty-four hours before the time appointed for the meeting.
- Casting Vote 53. 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.

- Unfinancial Members 54. 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.

NOTICES

- Service of Notices 55. 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 Honorary Secretary.
56. 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.

The SEAL of the INSTITUTE

- Seal 57. The Seal of the Institute shall be kept in the custody of the Honorary 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.

INCOME and PROPERTY

- Income 58. The funds of the Institute shall be derived from fees, annual subscriptions donations and such sources as the Council determines.
- Property 59. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institute. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any member of the Institute in return for any services actually rendered to the Institute nor for goods supplied in the ordinary way of business, nor the prevention on the payment of interest on money borrowed from any member of the Institute or reasonable and proper rent for the premises demised or lent by any

member of the Institute.

- Accounts
60. The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act provided however, that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and a profit and loss account made up to date not more than four months before the date of the meeting.
61. True accounts shall be kept of the sum of money received and expended by the Institute and the matters in respect of which such receipts and expenditure takes place and the property credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being shall be open to the inspection of the members. Such accounts shall upon the written request of the Register of Incorporated Associations Victoria be made available for inspection by the Register or by anyone authorised in writing by the Register. Once at least in every year the accounts of the Institute shall be examined by one or more properly qualified Auditor or Auditors.

AUDIT

- Auditor
62. A properly qualified Auditor or Auditors shall be appointed at each Annual General Meeting.

CUSTODY of DOCUMENTS

63. Except as otherwise provided in these Rules the Honorary Secretary is responsible for the custody and control of all books, documents and securities of the Institute.

WINDING UP, MERGING or CHANGING the STATUS of the INSTITUTE

- Winding Up,
Merging etc.
64. 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. (Section 44).
65. 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.

INDEMNITY

- Indemnity 66. Every Councillor 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 Incorporations Associations Act 1981.

AMENDMENTS

- Amendments 67. 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 Incorporated Associations Act 1981 and approved by the Register of Incorporated Associations Victoria. In accordance with Section 29 of the Associations Incorporation Act 1981, 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.

DISPUTES and MEDIATION

- Mediation 68.1 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
- 68.2 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.
- 68.3 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.

- 68.4 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).
- 68.5 A member of the Institute can be a mediator.
- 68.6 The mediator cannot be a member who is party to the dispute.
- 68.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 68.8 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.
- 68.9 The mediator must not determine the dispute.
- 68.10 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.

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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 Road, Blackburn on Thursday, 5th February, 2009

Signed:

Thomas Frederick Smith
(President)

Steven Nolan
(Honorary Treasurer)