

## **CONSTITUTION OF THE MURIEL MATTERS SOCIETY INC.**

### **1 Name**

The Name of the incorporated association is The Muriel Matters Society, referred to herein as “The Society”.

### **2 Definitions**

“Committee” means the committee of management of The Society

“Executive Committee” means the President, Secretary and Treasurer of The Society

“General Meeting” means a general meeting of Members of The Society, convened in accordance with these rules

“Member” means a Member of The Society

“Act” means Associations Incorporations Act 1985

### **3 Objects**

The Society has been established to

- a) research, establish and perpetuate the history of the career and life’s work of SA born Muriel Lilah Matters;
- b) seek funding for a variety of projects and activities;
- c) promote the ideals and vision around Muriel’s philosophy of equality and access especially in the areas of women’s participation, education for all, industrial fairness and world peace; and
- d) encourage members and the wider public to adopt Muriel’s principals for social justice and egalitarian values.

### **4 Powers**

The Society has, in the exercise of its affairs, all the powers of an individual. The Powers will be operated by The Executive Committee who on behalf of The Society may, for example:

- a) enter into contracts; and
- b) acquire, hold, deal with and dispose of property; and
- c) make charges for services and facilities it supplies; and
- d) do other things necessary or convenient to be done in carrying out the affairs of The Society.

### **5 Membership**

Any person who supports The Objectives of The Society and agrees to be bound by its Rules can apply for membership of The Society.

Application for membership shall be in writing and signed by the applicant.

Upon payment of the first annual subscription, the applicant shall be a Member of The Society.

#### **5.1 Classes of Membership:**

The membership of The Society shall, on annual payment of the appropriate fee, consist of

- a) Individual Members
- b) Unwaged Members
- c) Organisational Members
- d) Life Members – Life Membership will be achieved by a one off payment.

- e) Honorary Members – Honorary Membership in any category may be granted by the Executive Committee for exceptional service to The Society.

#### 5.2 Subscriptions

- a) The subscription fees for membership shall be such sum (if any), as the members shall determine from time to time in general meeting.
- b) The subscription fees shall be paid annually on July 1 or at such other time as the Committee shall determine.
- c) Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member of The Society, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

#### 5.3 Resignations

- a) A Member may resign from membership of The Society by giving written notice thereof to the Secretary or Public Officer of The Society.
- b) Any Member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt to The Society.
- c) There will be no refunds on resignation.

#### 5.4 Expulsion of a Member

- a) Subject to giving a Member an opportunity to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of The Society.
- b) Particulars of the charge shall be communicated to the Member at least one week before the meeting of the Committee at which the matter will be determined.
- c) The determination of the Committee shall be communicated to the Member by post, and in the event of an adverse determination the Member shall cease to be a Member 7 days after the Committee has communicated its determination to the Member.
- d) There will be no refunds on expulsion.

#### 5.5 Register of Members

A register of Members must be kept and contain

- a) the name and address of each Member;
- b) the date on which each Member was accepted into The Society; and
- c) if applicable, the date of, and reason(s) for termination of membership.

### 6 The Committee

A Committee member shall be a natural person. The first Committee of The Society shall be appointed from the promoters of The Society, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first Annual General Meeting after incorporation.

6.1 The Committee shall consist of the Executive Committee (President, Secretary and Treasurer, all of whom shall be Members of The Society) and a number of other Members of The Society decided by the membership from time to time at an Annual General Meeting.

#### 6.2 Election of the Committee

At the Annual General Meeting, all members of the Committee for the time being shall retire from office but shall be eligible on nomination for re-election.

- a) The election of the Committee shall be by nomination, seconding and vote of the majority.
- b) Notice of all persons seeking election to the Committee shall be given to all Members of The Society at the meeting at which the election is to take place.
- c) Any member of the Committee may resign from membership of the Committee at any time and the Committee shall have the power at any time to appoint any Member of The Society to fill any casual vacancy on the Committee until the next Annual General Meeting.

#### 6.3 Functions of the Committee

- a) The Committee shall meet together for the dispatch of business at least once yearly.
- b) Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the Committee shall be the Executive Committee and two other Committee members.

#### 6.4 Disqualification of Committee Members

The office of a Committee member shall become vacant if a Committee member is

- a) disqualified from being a Committee member by the Act
- b) expelled as a Member under these Rules or
- c) permanently incapacitated by ill health

#### 6.5 The Role of the Executive Committee

Except as otherwise provided by these Rules subject to the resolutions of The Society carried at any General Meeting, the Executive Committee shall have

- a) the general control and management of The Society
- b) the authority to interpret the meaning of these Rules, and any other matter relating to The Society on which these Rules are silent
- c) the ability to appoint Sub Committees to exercise delegated powers in the way the Executive Committee decides
- d) general control and management of the administration of the affairs, property and funds of The Society.

### 7 The Seal

The Society shall have a common seal upon which its corporate name shall appear in legible characters. The Seal shall

- a) not be used without the express authorisation of the Committee
- b) held by the Secretary
- c) every use of the Seal shall be recorded in the minutes of The Society
- d) affixing of the Seal shall be witnessed by any two of the Executive Committee.

### 8 General Meetings

#### 8.1 Annual General Meetings

The Executive Committee shall call an annual general meeting in accordance with these Rules.

The first annual general meeting shall be held within eighteen months after the incorporation of The Society and thereafter within five months after the end of its financial year.

The order of business at the meeting shall be

- a) confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- b) the consideration of the accounts and reports of the Committee and the auditor's report (if auditor's report is required)
- c) the election of the Committee members
- d) the appointment of the auditor (if required)
- e) any other business requiring consideration by The Society in general meeting.

#### 8.2 Special General Meetings

The Executive Committee of The Society may call a special general meeting of The Society at any time.

#### 8.3 Notice of General Meetings

- a) At least seven days notice of any general meeting shall be given to Members by the Secretary, at the direction of the Executive Committee.
- b) The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- c) A notice may be given by The Society to any Member by post or email to the address appearing on the application held on the Register of Members, or by other method as directed by the Executive Committee from time to time.
- d) The service is effected by properly addressing and posting a letter or packet containing the notice or emailing the notice or an attachment containing the notice.

#### 8.4 Proceedings at General Meetings

- a) Quorum for the transaction of business at any general meeting shall be ten.
- b) If within thirty minutes after the appointed time for the meeting a quorum of Members is not present, the meeting shall lapse.
- c) The President shall preside as chairperson at a general meeting of The Society.
- d) If the President is not present within five minutes after the notified time for the meeting, the members may choose a Committee member to be the chairperson of that meeting.

#### 8.5 Voting at General Meetings

- a) Subject to these Rules, every financial member of The Society has only one vote at a meeting of The Society.
- b) Members must vote in person.
- c) Subject to these Rules, a question for decision at a general meeting or a special resolution must be determined by a majority of Members.
- d) A special resolution is a special resolution as defined by the Act.
- e) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### 8.6 Poll at General Meeting

If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

## 9 Minutes

Proper minutes of all proceedings of general meetings of The Society and of meetings of the Committee shall be taken and kept in files for the purpose.

- a) Minutes must be confirmed by Members of The Society or members of the Committee at a subsequent meeting.
- b) The Minutes shall be signed by the Chairperson at the next succeeding meeting at which the minutes are confirmed.
- c) Where minutes are signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- d) Minutes and all other documents of The Society must be kept by the Secretary.

## 10 Dispute Resolution

All disputes will be resolved by a meeting of the Committee.

## 11 Financial Reporting

### 11.1 Financial Year

The first financial year of The Society shall be the period ending on the next 30 June following incorporation, and thereafter a period of twelve months commencing 1 July and ending 30 June of each year.

### 11.2 Funds of The Society

- a) The funds of The Society must be kept in an account in the name of The Society in a financial institution decided by the Executive Committee.
- b) All amounts must be deposited as soon as possible.
- c) Any amounts over \$100 must be paid by cheque.
- d) Cheques must be signed by any two of the Executive Committee.

### 11.3 Accounts to be Kept

The Treasurer shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of The Society in accordance with the Act.

### 11.4 Accounts and reports to be Laid Before Members

The accounts and auditor's report (if required) shall be tabled at the annual general meeting.

### 11.5 Appointment of Auditor

- a) If required, the Executive Committee shall appoint an Auditor.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

## 12 Prohibition Against Securing Profits for Members

The income and capital of The Society shall be applied exclusively to the promotion of its Objectives and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of The Society.

### 13 Winding Up Application of Surplus Assets

The Society may be wound up in the manner provided for in the Act, with funds to be dispersed as directed by the Executive Committee.

### 14 Rules

These Rules may be altered by resolution of Members at an annual general meeting or special general meeting if directed by the Executive Committee. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act. The Registered Rules shall bind The Society and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.