

**Draft Revision Proposals:
March 2009 F. Hurley**

Guide to reading this draft:

Three different typefaces are used to distinguish (1) existing words proposed to remain unchanged, (2) existing words proposed for deletion, and (3) proposed word substitutions and additions. These typefaces are:

1. Existing wording proposed to remain as is shown in this ordinary typeface.

2. *(Existing wording proposed for deletion shown in bracketed italics as here.)*

3. Proposed additions and substitutions shown in plain bold typeface as here.

ARTICLES OF ASSOCIATION

NAME AND OBJECTS

1. The name of the Institution is 'THE BALLAARAT MECHANICS' INSTITUTE', and the office shall be situate at Sturt Street, Ballaarat, in the (*colony*) **State** of Victoria.

2.(1) The objects for which the Institution is established are the diffusion of Literary, Scientific, and other Useful Knowledge, and the supply of Rational In-door Recreation to the Members.

(2) The activities of the Ballaarat Mechanics' Institute will reflect a sense of its history while evolving over time to achieve the original objectives in contemporary ways. The Institute will responsibly maintain its heritage buildings and collection of print materials. It will develop and use its facilities and resources, in consultation and concert with other organisations, to enhance the cultural, intellectual, social, economic and recreational life of its members and the community.

MEMBERSHIP

3. The Institute for the purpose of registration is declared to consist of an unlimited number of Members.

4. If the Institution acts in contravention of the twenty-fourth clause of these Articles or any further conditions made in pursuance of the provisions thereof the liability of every Member of the Committee of the Institution shall be unlimited, and the liability of every Member of the Institution who has received any dividend, bonus, or other profit, in contravention of the said clause, shall likewise be unlimited. Every Member of the

Institution undertakes to contribute to the assets of the Institution in the event of the same being wound up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Institution contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the amount of *(one pound) two dollars*, or, in the case of his liability becoming unlimited, such other amounts as may be required.

5. If upon the 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 or distributed among the members of the Institute, but shall be given or transferred to some other Organisation or Organisations having objects similar to the objects of the Institute, and which is, or are approved by the Commissioner of Taxation for the purposes of s. 30-100 of the Income Tax Assessment Act, 1997, to be determined by the members of the Institute at or before the time of dissolution, and, in default thereof, by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter. [Approved by ASC: 19 Jan.1998]

(Delete all the following existing sections 6,7,8

6. [1] *Membership of the Institute shall be constituted by Signature of the Articles of Association and payment in advance of any of the following amounts, namely: -*
[a] *FULL MEMBER: 35/- p.a., 18/- per half-year; or 10/- per quarter.*
[b] *FAMILY MEMBER: 60/- p.a., 32/- per half-year, or 17/6 per quarter.*
[c] *LIFE MEMBER: Any person complying with the provisions of Article 8.*

[2] *The following persons may become Subscribers without a voice in the management namely: -*

[a] *Any male under 18 years of age, and any female on payment in advance of a subscription of 17/6 p.a., 9/1- per half-year, or 5/- per quarter.*

[b] *Any person residing not less than seven miles from Institute on payment in advance of a subscription of 17/6 p.a. or 9/- per half-year, or 5/- per quarter. Such subscriber shall be entitled to use the Institute, but he shall not have the right to borrow books.*

[c] *Without any further subscription, the wife of any family member and any sons and daughters of such member who resides with him.*

7. [1] *Any person joining the Institute as a member or subscriber during an unexpired quarter shall pay the proportion of the subscription for the remainder of such quarter in addition to the subscription payable in advance for the ensuing year, half-year or quarter, as the case may be.*

[2] *Unpaid subscriptions shall be a debt due by the member or subscriber to the Institute, and may be recovered by legal proceedings in any Court or competent jurisdiction, or the Committee in its discretion may declare that the member or subscriber in default shall no longer be a member or subscriber.*

[3] Each member or subscriber [other than country subscribers referred to in Article 6], whose subscriptions shall be fully paid shall be entitled to borrow books and/or magazines to the number and for the period from time to time appointed by regulations made as hereinafter provided.

[4] During the hours the Institute is open every member and subscriber shall be entitled to use the same, provided that the use of the smoking room shall be restricted to members and subscribers over the age of 18 years.

8. *Any person paying to the Institute ten guineas in one sum, or making a donation thereto of books named or approved by the Committee of the value of twenty pounds, and signing the Articles of Association, shall thereupon become entitled to the rights of Membership of the Institute for the term of his or her life and shall be known as a Life Member.)*

(Substitute the following sections 6,7, 8)

6. Institute Members:

Membership of the Institute shall be open to individual persons by personal application to the Committee and shall be constituted by signature of the Articles of Association and payment in advance of an annual membership fee as prescribed at an Annual General Meeting of the Institute. Unless otherwise qualified, the term “Member” wherever used in these Articles refers to Institute Membership.

Members of the Institute shall:

- (a) be eligible for election to the Committee;**
- (b) be entitled to vote in elections for the Committee and on any other matter voted on at an Annual General meeting or other General meeting of Members called from time to time in accordance with these Articles;**
- (c) have library borrowing rights as for library subscriber members described below;**
- (d) shall be entitled to any other benefits for Members determined by the Committee from time to time.**

7. Library subscriber and other forms of membership:

The Institute Committee may recommend to an Annual General Meeting or other General Meeting of Members called in accordance with these Articles the establishment of categories of membership other than Institute Membership or variation to the titles or terms of other categories of membership already established under this provision. These categories may include, but are not limited to:

- (a) Library Subscription Membership which shall be by personal application and confirmed on signature of acceptance of the terms and conditions for library**

membership as prescribed by the Committee and on payment of the annual library subscription determined at a General Meeting.

(b) Corporate Membership which will be by application of the corporate body and payment of an annual corporate membership fee determined at an Annual General Meeting. Entitlements of corporate membership shall be as determined by the Committee.

8. Life Membership:

Life membership may be conferred on the recommendation of the Committee at an Annual General Meeting or other General Meeting called in accordance with these Articles on persons deemed to have given exceptional service to the Institute. Life members shall have the same entitlements as Institute Members.

9. Members of the general public shall be admitted to the library, and have access to the books, magazines and newspapers of the Institute and can peruse such books and other literature within the confines of the library premises, subject to the same conditions and service charges as may apply to contributing members. [Approved by ASC: 19 Jan.1998]

10. Any person who at the time of the registration of the Institute is entitled to the Rights and privileges of Membership of the Ballaarat Mechanics' Institute, as Constituted prior to registration, whether for a limited period or for Life Membership, but who has not signed the Memorandum of Association prior to registration, shall be entitled to sign the Articles of Association at any time after the registration of the Institute without payment of any additional subscription or giving any new donation, and, upon so signing such person shall enjoy the rights and privileges of Membership of the Institute for the same period as he would have remained a Member of the said Ballaarat Mechanics' Institute if it had remained unregistered.

GENERAL MEETINGS

(Delete all the following existing section 11:

11. The General Meetings of members shall be held in the months of May and November in each year and in the month of May, the office bearers for the Ensuing year shall be elected, and a report from the Committees shall be laid before the meeting showing the income and expenditure of the Institute, and its assets and liabilities. Fourteen days' notice of each meeting shall be given by advertisement in two numbers of each or more local papers, and also by posting a copy of such notice in the Members' Reading Room of the Institute. Extraordinary Meetings of Members shall be called by the Secretary when directed by the Committee, or on the requisition of any ten Members, fourteen days' notice to be given by advertisement as aforesaid, and posted in the Reading Room signifying the object of the meeting, and no business shall be brought forward other than that of which notice has been given.)

Substitute the following section 11:

11. An Annual General Meeting of Members shall be held in the month of June in each year, and at that meeting the office-bearers for the ensuing year shall be elected, and a report from the Committee shall be laid before the meeting showing

the income and expenditure of the Institute, and its assets and liabilities. Fourteen days' notice of each Annual General Meeting shall be given by posting a copy of such notice in the Notice Board in the reading centre of the Institute and on the Institute's website. Extraordinary General Meetings of the Members shall be called by the Secretary when directed by the Committee or on the requisition by any ten Members, fourteen days notice to be given by advertisement as aforesaid signifying the object of the meeting , and no business shall be brought forward other than that of which notice has been given.

12. Each Member shall be entitled to one vote, but no one shall be entitled to vote who has not been a Member for a period of at least three months immediately preceding the day of the meeting, or whose subscription shall be in arrear, provided that, for the purposes of this rule, **library subscription** membership in the Ballarat Mechanics' Institute, as constituted prior to (*incorporation*) **the (date) amendment of Section 6 of the Articles of Association**, shall be deemed to be membership in the Institute for the first General Meeting after that date.

13. At each meeting of Members ten shall form a quorum for transacting business, and the President, or, in his absence, one of the Vice-Presidents, shall preside, but should both be absent, a Chairman shall be elected for that meeting. The Chairman shall be entitled to a vote and also a casting vote.

MANAGEMENT AND ELECTION OF OFFICE-BEARERS

14. The Institute shall be governed by a Committee, consisting of a President, two Vice-Presidents, Treasurer, and twelve Committeemen, to be elected in manner hereafter mentioned; five members of such Committee to form a quorum for the transaction of business. The present office-bearers shall be the first office-bearers of the Institute.

15. The President, Vice-Presidents, Treasurer, and the six senior Members of Committee or any Member or Members appointed in his or their place or places here-in after provided, shall retire annually in (*May*) **June**, and a ballot shall be held to supply their places. The retiring Members shall be eligible for re-election. (*Two Auditors shall also be elected by ballot in like manner at the same time, and in the event of resignation, removal, or death of either Auditor, the Committee shall have the power to fill the vacancy until the next general meeting for the election of officers shall lapse, the President, Vice-Presidents, Treasurer, Members of Committee, and Auditors, for the time being, shall continue in office until the May meeting of the next following year.*) **An independent Auditor shall be appointed by the Annual General Meeting. In the event of the resignation, removal or death of the auditor, the Committee shall have the power to fill the vacancy.**

16. No (*person*) **persons** shall be eligible for the office of President, Vice-President, or Treasurer, unless (*he*) **they** shall have served as Member of Committee throughout the previous year; and no (*person*) **persons** shall be eligible for the office of Member of Committee unless (*he*) **they** shall have been a Member of the Institute for at least **three** (*six*) months immediately preceding the day of nomination; and no (*person*) **persons** shall be eligible for any office unless (*he*) **they** shall have been nominated in writing, and such nomination paper lodged with the Secretary three clear days before the General Meeting at which the election is to take place.

17. Should the President, Vice-Presidents, Treasurer, or any (*of the Committeemen*) Member of the Committee resign, die, cease to be a Member of the Committee of the Institute, or be absent from three consecutive Committee meetings, the Committee may declare the office vacant and appoint any eligible Member of the Institute to fill the vacancy, but no such appointment shall be made until the expiration of one month from such declaration.

COMMITTEE, POWERS OF

18. The general business of the Institute, subject to the control of ordinary and extraordinary meetings of Members, shall be conducted by the Committee, constituted and elected as aforesaid, which shall have the custody of the common seal, and the custody, care, and superintendence of the property of the Institute, the due receipt and administration of its funds [provided that they shall not borrow **any amount** on behalf of the Institute (*more than two hundred and fifty pounds*) without the consent of an ordinary or extraordinary meeting of Members] the appointment and suspension of all salaried officers, the procuring of lectures and entertainments, and the arrangements of classes.

19. The Committee shall have power to make from time to time alter and amend regulations for the management and control of the library, reading and other rooms of the Institute, including regulations for the circulation of books and for the conduct of members, subscribers and other persons using the Institute, and generally for the management of the Institute, so that such regulations be not inconsistent with these Articles. Such regulations may provide for reasonable fines upon members and subscribers guilty of any act or default contrary to such regulations, fines so imposed to be a debt due by the member or subscriber and recoverable as such. No such regulations shall have effect until they shall have been posted in the library and reading room for 14 days.

20. The Committee shall purchase such additions to the property of the Institute as they may deem advisable, and sell or exchange any books, periodicals, or other articles which they may consider no longer useful to the Institute.

21. The Committee shall have the power to expel any Member or Subscriber for violation of the rules of regulations, or for signal misconduct, but the Member or Subscriber so expelled shall have the privilege of appeal against such expulsion to the next meeting of Members.

COMMITTEE, MEETINGS OF

22. The Committee shall meet for general business at least (*once in each month*) **ten times between consecutive Annual general Meetings** at such times as they may appoint. (*Circulars*) **Notice of meeting** shall be sent by the Secretary to each Member of Committee **at least** two days previously. Special Committee Meetings shall be convened by the Secretary on the requisition of any three Members of Committee, notice of the business to be considered thereat to be sent to each Member of Committee (*by circular*) two days previously, and no other business shall be considered, except that of which notice has been sent.

23. At each Committee Meeting the President, or in his absence one of the Vice-Presidents, shall preside, but should both be absent, a Chairman shall be elected for that meeting. The Chairman shall be entitled to a vote and also a casting vote. No motion which if carried would contravene any previous resolution shall be entertained unless notice thereof shall have been given at the previous meeting.

FUNDS.

24. The income and property of the Institution whencesoever derived shall be applied Solely towards the promotion of the objects of the Institution as set forth in the Articles of Association, and no portion thereof shall be paid or transferred directly by way of dividend, bonus, or otherwise howsoever by way of profit, to the persons who at any time are or have been Members of the Institution, or to any of them, or to any persons claiming through any of them; provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of Institution, or to any Member thereof or other person, in return for any services actually rendered to the Institution. The fourth paragraph of the Memorandum of Association of this Institution is a condition on which a licence is granted by the Attorney-General to the Institution in pursuance of Section 1 of an Act of the Parliament of Victoria, No. 764, entitled "An Act to provide the Incorporation of Literary and Scientific and other Associations and Institutions". For the purpose of preventing any evasion of the terms of said fourth paragraph, the Attorney-General may from time to time on the application of any Member of the Institution impose further conditions, which shall be duly observed by the Institution. Nothing in this clause shall be construed to prevent the investment of any surplus funds in the class of securities prescribed by law for the investment of trust funds.

FINANCE AND ACCOUNTS.

25. The Treasurer, or his/**her** deputy (*the Secretary*), shall collect and receive all monies on behalf of the Institute, and shall furnish proper receipts for the same, and no receipt

shall be given except out of a block-book, duly marked and kept in order, so as that the blocks correspond with receipts.

26. All monies received on account of the Institute shall be paid into the bank of the Institute whenever the amount shall exceed the pounds.

27. No payment shall be made on account of the Institute except by cheque drawn by the Treasurer **or his/her deputy** (*and Secretary,*) and countersigned by (*the President or one of the Vice-Presidents; but in no case shall such cheque be issued until the account in respect of which the same is drawn has been submitted to and approved by the Committee, the approval to be certified on the face of the account by the Chairman*) **another Member of the Committee duly authorised by the Committee and registered with the Bank as an authorised signatory.**

At the first Committee Meeting in each month, a statement of receipts and dis-bursements for the past month shall be laid before the Committee by the **Treasurer** (*Secretary*), and (*the books and vouchers relative to the accounts*) **a statement of accounts** shall also be laid on the table at those meetings, for the examination by any member of the Committee. The annual statement of the funds of the Institute, up to the thirtieth of April in each year, shall be made up by the (*Secretary*) **Treasurer** immediately thereafter, and shall be laid before the Committee at their first meeting in May, the Committee shall then refer such statement with all vouchers relating thereto to the Auditor(s) for (*their*) examination and report, which shall be submitted to the next general meeting of Members (*held in the same month*).

(For the purpose of enabling the Committee to ascertain the state of the Library or the purposes of an emergency, the circulation of books may cease for a period not exceeding eight days, at such time as may be fixed by the Committee, fourteen days' notice being given, all books to be returned into the Library before the day fixed, under a penalty of one shilling for every day a volume is detained; and, save as herein otherwise provided, the Institute shall be open every day throughout the year for such times as may be fixed by and otherwise subject to the regulations hereinbefore referred to.)

Proper registers shall be kept (*by*) **at the direction of** the Secretary of all (*books*) **items** taken out of and returned to the Library, such registers to be laid before the Committee at each monthly meeting if required.