

ARTICLES OF ASSOCIATION
OF THE
BALLAARAT
MECHANICS' INSTITUTE

Registered in Victoria 11 October 1888 under Act 764, new Section 181 of the Companies Act 1890.

Amended to 24 June 1946
Amended 15 January 1951
Amended January 1998
Amended 2009

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 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.

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 Director 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, 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]

6. Membership of the Institute shall be open to individual persons aged 18 years or more by written personal application to the Board and shall be constituted by acceptance of application by the Board, signature of the Articles of Association and payment in advance of an annual membership fee as prescribed at a 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 Board;
- (b) be entitled to vote in elections for the Board and on any other matter voted on at a General meeting of Members held in accordance with these Articles;
- (c) have library borrowing rights as for library subscriber members;
- (d) shall be entitled to any other benefits for Members determined by the Board from time to time.

The Secretary will maintain a register of Institute Members.

7. Library subscriber and other forms of membership:

The Board may recommend to a General Meeting held 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 open to individual persons by written personal application to the Board and shall be constituted by acceptance of application by the Board, signature of acceptance of the terms and conditions for library membership as prescribed by the Board and on payment of the annual library subscription determined at an Annual General Meeting. The Secretary shall maintain a register of Library Subscription Members.

(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 Board. The Secretary shall maintain a register of Corporate Members

8. Life Membership:

Life Membership which may be conferred on the recommendation of the Board at a General Meeting held 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. The Secretary shall maintain a register of Life 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

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 Directors 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 Members shall be called by the Secretary when directed by the Board 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 Ballaarat Mechanics' Institute, as constituted prior to the 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 Board of Directors consisting of a President, two Vice-Presidents, Secretary, Treasurer, and twelve Directors to be elected in manner hereafter mentioned; five members of such Board 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, Secretary, Treasurer, and the six senior Directors or any Director or Directors appointed in his or their place or places here-in after provided, shall retire annually in June, and a ballot shall be held to supply their places. The retiring Directors shall be eligible for re-election. An independent Auditor shall

be appointed by the Annual General Meeting. In the event of the resignation, removal or other cessation of the auditor, the Board shall have the power to fill the vacancy.

16. No person shall be eligible for the office of President, Vice-President, Secretary or Treasurer, unless he shall have served as Director throughout the previous year; and no person shall be eligible for the office of Director unless he shall have been a Member of the Institute for at least six months immediately preceding the day of nomination; and no person shall be eligible for any office unless he 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, Secretary, Treasurer, or any Director resign, die, cease to be a Director of the Institute, or be absent from three consecutive Board meetings, the Board 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.

BOARD, 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 Board, 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 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 Board shall have power to make and 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 Board 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 Board 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.

BOARD , MEETINGS OF

22. The Board shall meet for general business at least once in each month at such times as they may appoint. Circulars shall be sent by the Secretary to each Director two days previously. Special Board Meetings shall be convened by the Secretary on the requisition of any three Directors, notice of the business to be considered thereat to be sent to each Director by circular two days previously, and no other business shall be considered, except that of which notice has been sent.

23. At each Board 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 deputy , 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.

27. No payment shall be made on account of the Institute except by cheque drawn by the Treasurer and countersigned by another Director duly authorised by the Board and registered with the Bank as an authorised signatory.

28. At the first Board meeting in each month, a statement of receipts and disbursements for the past month shall be laid before the Board by the Treasurer, and the books and vouchers relative to the accounts shall also be laid on the table at those meetings, for the examination by any member of the Board.

29. The annual statement of the funds of the Institute, up to the thirtieth of April in each year, shall be made up by the Treasurer immediately thereafter, and shall be laid before the Board at their first meeting in May, the Board shall then refer such statement with all vouchers relating thereto to the Auditor for 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 the Secretary of all books taken out of and returned to the Library, such registers to be laid before the Board at each monthly meeting if required.