

The Colonial Bottle and Collectors Club of Western Australia (Inc) Constitution

1. NAME:

The name of the organisation shall be "The Colonial Bottle and Collectors Club of Western Australia Incorporated" hereafter referred to as "The Club".

2. OBJECTIVES:

The objectives of the Club shall be:

- a) To promote the collection and study of bottles, containers and other collectable items;
- b) To sponsor and co-ordinate the staging of exhibitions and displays;
- c) To undertake such other activities which may be conducive to the furtherance or attainment of any of the above objectives;
- d) To encourage the study of bottles, containers and other collectable items in all its branches by holding of meetings, exhibitions, reading of papers and discussions, publishing of Newsletters and Journals to assist its members in the study and acquisition of bottles, containers and other collectable items and provide education in this field, and to encourage sound methodical and honourable collecting practices of these items.

3. POWERS:

The Powers of the Club shall be:

- a) To amalgamate, co-operate or affiliate with any other association, society, or body having objects wholly or in part similar to those of the Club.
- b) To assist or subscribe to any Collectors Club, charitable, educational or public purpose as determined by the Committee.
- c) To acquire by way of purchase, lease, exchange, hire or by way of loan gift or otherwise any real or personal property.
- d) To invest and deal with the money and property of the Club not immediately required in such a manner as may be permitted by law for the investment of trust funds and to deal with such money or property whether realty or otherwise as the Club deem fit for the purpose of the Club.
- e) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Club's property or whatsoever kind held by the Club or any money due to the Club from purchaser and others.

4. INCOME PROPERTY:

The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in its Constitution and internal Rules and no member shall be permitted either directly or indirectly to secure any pecuniary profit from its transactions and no portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the Club and no member of the Club shall have any interest of any sort in the assets of the Club except by way of indemnity against any liability incurred by him on behalf of the Club. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration by the Club to any servant or member of the Club in return for services actually rendered to the Club nor prevent the payment of interest at a rate not exceeding the rate being charged by banks in Western Australia for overdrawn accounts on money lent or a reasonable and proper rent for any real or personal property rented or hired by the Club from any member but so that no member of the Committee or Governing Body of the Club shall be appointed to any salaried office of the Club or to any office paid by fees and that no remuneration or other benefit in money shall be given by the Club to any member of the Committee or Governing Body except in repayment of out-of-pocket expenses incurred by such member while engaged in activities for and on behalf of the Club or rent or interest as aforesaid. A salaried officer may only be appointed by a resolution passed by a two thirds majority of the members present at a General Meeting of the Club.

5. MEMBERSHIP:

- a) The Club may elect to membership any person or organisation interested in bottles, containers or other collectable items in a manner laid down by the Committee. Membership shall be open to all persons and organisations subscribing to the objects of the Club and paying the prescribed fee. No restriction shall be imposed on any person by virtue of religious or political beliefs, sex, race or

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age, but the Club shall have the right to refuse membership to any applicant. This person shall have the right of appeal to a General Meeting of the Club. Membership is to be held in one of the following categories:

- (i) **Individual Members:** Senior and Junior persons who may wish to participate as individuals in the affairs of the Club and shall be entitled to one (1) vote. A junior member shall be under age 16.
 - (ii) **Family Membership:** A family including dependant children "under the age of 18 years" [passed August 1987] may be accepted for membership in a manner laid down by the Club and by payment of the fee prescribed by the Club. A family membership is entitled to two (2) votes.
 - (iii) **Contributing Members:** Persons, business houses and similar Companies which express their support for the Club's aims and activities by payment of the appropriate annual subscription and shall not be entitled to vote.
 - (iv) **Honorary Life Members:** Persons or families of not less than ten years of continual membership of the Club who have given outstanding service to the Club or to other persons who have given outstanding service to collecting as such. This honour is conferred only by resolution of the Club's Annual General Meeting after approval by the Committee and notice of such nomination to be included in the notice of the A.G.M. and without obligation in terms of fee or subscription and shall be entitled to one (1) vote, or in the case of a family member two (2) votes.
 - (v) **Honorary Membership:** May be granted to a person or group who have given service to the Club or to collecting. This membership to be given at the discretion of the Club or Committee for a specified period to a maximum of twelve months and shall not be entitled to vote.
- b) A vote may be exercised by proxy for resolutions published in Club Newsletters, provided that written authority signed by the individual member is produced on request.

6. ENTRANCE FEES, SUBSCRIPTIONS, FINANCIAL YEAR:

- a) The club may from time to time prescribe enrolment fees and annual subscription fees for members of the Club and shall fix the amount, manner and time for payment of such fees.
- b) Fees for existing members shall be due on the 1st July each year and shall be paid within three months after which time membership shall be deemed to have lapsed.
- c) The financial Year of the Club shall commence on the 1st July and terminate on 30th June.

7. RESIGNATION AND EXPULSION:

- a) A member may resign at any time from the Club by written notice, addressed and delivered or posted to the Secretary for the time being, but without prejudice to any claim of the Club against the member for subscriptions due to the date of receipt of such resignation.
- b) If a member fails to pay the subscription three months after the end of the financial year, and after due notification by the Secretary, it may be assumed by the Committee that such member has resigned from the Club.
- c) A member may be expelled from the Club after a recommendation from the Committee by a resolution passed by a majority of at least two thirds of the members of the Club voting upon such resolution, at a General Meeting of the Club convened for that purpose. The member whose expulsion is proposed shall be notified of such a meeting and shall be entitled to attend and make representations thereat. If the resolution be passed to expel such member then such member shall have the right of appeal at the next general meeting of the Club. If the member makes no such appeal or if the resolution is passed at the General Meeting to expel such member then such member shall thereupon cease to be a member of the Club.
- d) The Club shall endeavour to provide a safe environment for all members, invited guests and visitors at any event the Club may endorse by way of a Duty of Care whereby any reasonable person as far as practicable would condone. Member directly or indirectly found by way of invited guest or visitor to be in breach of any Duty of Care may be subject to expulsion from the Club as detailed in Clause 7.c. (Clause 7.d. inserted July 2008).

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8. THE TRUSTEES AND COMMON SEAL:

- a) The Club may elect three Trustees of the Club who shall hold office until they die or resign or are removed by resolution of the Club in General Meeting. Upon the death, resignation or removal of a Trustee, the Club in General Meeting shall forthwith elect another Trustee in his/her place.
- b) Any two Trustees shall be signatories to documents under the Common Seal of the Club.
- c) The Common Seal of the Club engraved with the name of the Club shall be in the custody of the Secretary for the time being and may be affixed to any document of instrument with the authority of the Committee. Every document or instrument to which the Common Seal is affixed shall be signed by any two (2) Trustees.

9. MANAGEMENT: THE COMMITTEE:

- a) The Management of the affairs of the Club shall be vested in an elected Committee of Management, hereinafter referred to as "the Committee".
The Committee members consist of:
 - (i) The office holders of the Club being the President, Vice President, Secretary and Treasurer; and
 - (ii) At least two (2) ordinary members of the club.With the proviso that in the event of a salaried officer having been appointed this officer shall also be appointed to the Committee as a non voting member. [Clause 9.a. amended June 2017, Committee members reduced from 4 office holders plus 6 ordinary members to 4 office holders plus minimum of 2 ordinary members].
- b) The Committee shall meet at such times as it determines and in any event not less frequently than once in every second calendar month. The Secretary shall notify all members of such meetings. Any member of the Committee missing three consecutive Committee meetings without reasonable justification shall be deemed to have forfeited his/her seat at the discretion of the Committee. Should a Committee member either forfeit or resign their position the Committee reserves the right to appoint another member to take their place on the Committee. [9.b. amended by adding last sentence 8 July 2008].
- c) Special Committee Meetings shall be called at the request of three (3) Committee members to the Secretary and shall be held within fourteen (14) days of that request.
- d) At all meetings of the Committee, six (6) members of the Committee shall form a quorum.
- e) The President shall preside at all meetings of the Committee and in his/her absence the Vice-President and in his/her absence the Committee shall elect a Chairperson.
- f) All questions arising at any meeting of the Committee shall be decided by vote of the majority of the members of the Committee present. The Chairperson shall have both casting and deliberative votes.
- g) No member holding dual office shall have more than one vote.
- h) All actions of the Committee are valid and binding unless and until the same shall have been revoked or disapproved by the Club in General Meeting, but shall only be deemed revoked as from that date.
- i) The Committee may appoint for a period not exceeding twelve (12) months sub-committees for such purposes as the Committee shall think fit. The terms of reference of all sub-committees shall be at the discretion of the Committee. The Chairperson of any such committee shall be a member elected or co-opted to the Committee.
- j) The President shall be ex-officio, a member of all duly constituted sub-committees.
- k) All members of the Committee shall serve in an honorary capacity with the exception of a non voting salaried officer.
- l) Subject to the provisos of this Constitution, the Committee may take all other legitimate actions deemed necessary in the achievement of the objects of the Club.

10. SECRETARY AND TREASURER:

- a) The Secretary shall conduct the correspondence of the Club and shall cause to be kept full and accurate minutes of proceedings at Committee and General Meetings and shall be responsible for giving notice pursuant to this Constitution of General Meetings of the Club and of Committee Meetings.
- b) The Secretary shall be responsible for ensuring that a Register of the names and addresses of all members be kept.
- c) The Treasurer shall be responsible for ensuring that all monies payable to the Club are received on its behalf and give proper receipts for the same, and that within a reasonable time after receiving

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same, pay the same to the credit of the Club with its Bankers; that proper books shall be kept for the Club and shall at each Committee Meeting, furnish the Committee a statement of the financial position of the Club and at each Annual General Meeting of the Members a statement of the Income and Expenditure for the preceding year, together with a balance sheet duly audited by the elected Auditors, shall be read and be available for scrutiny by any financial member.

- d) All cheques drawn on the Club's bank account shall be signed by at least two (2) persons who shall be members of and authorised by the Committee.

11. ELECTION of OFFICERS:

- a) The Club shall elect the President, Vice-President (if required as in 11.d. below), Secretary, Treasurer and Auditor whereas the Committee shall appoint its own members to the position of Chairperson and may appoint persons to other offices as the Committee thinks fit. Persons appointed to other offices who are not Committee members shall not be entitled to vote at Committee Meetings unless they are already elected as a Committee Member in their own right. Such appointments shall be made on an annual basis at the first meeting of the Committee held after the Club Annual General Meeting. [Clause 11.a. amended 8 July 2008 to delete Editor and Librarian and make those positions by appointment].
- b) The members of the Committee shall hold office for one (1) year.
- c) The committee shall retire each year. All positions shall be termed vacant at the Annual General Meeting held in June of each year and new elections shall be held as prescribed by the Club.
- d) Retiring Committee are eligible for re-election with the exception of the President who shall automatically become the new Vice-President. This restriction may be waived by a resolution passed at the Annual General Meeting but the President may not serve consecutively more than two years. In the event of the President being re-elected for a second term, the Club shall elect a Vice-President.
- e) If during any year a vacancy, other than that of President occurs on the Committee, the Committee may forthwith elect some member of the Club to fill such vacancy for the period for which the vacating member would have been in office. In the event of the retirement during the period of office of the President a Special General Meeting shall be called and the vacant office be filled by election at that meeting.
- f) Nominations for the Committee may be in writing, signed by a proposer and seconder and by the nominee to indicate his/her concurrence. All signatories must be financial members of the Club or accredited office bearers of financial members of the Club. The nominee shall be either a voting member of a member group or an individual member.
- g) Nominations must be in the hands of the Returning Officer not less than seven (7) days prior to the date of the Annual or Special General Meeting. The Returning Officer may use his/her discretion to accept or decline late nominations.
- h) The election of Officers shall be by secret ballot by persons entitled to vote, including proxy holders, and present at the Annual General Meeting.
- i) No person shall be elected to the position of President of the Club unless that person has served at least twelve (12) months on the Committee or a Sub-Committee of the Club.

12. MEETINGS OF THE CLUB:

- a) Annual General Meeting:
- (i) Annual General Meeting shall be held within 6 months of the end of the financial year [Clause 12(a)(i) amended June 2017]. All members shall be notified by the Secretary in writing at least seven (7) days before the date, time and place of such a meeting.
- (ii) The quorum at an Annual General Meeting shall be twenty percent (20%) or fifteen (15) members entitled to vote and financial at the commencement of the meeting.
- (iii) The President shall preside at the Annual General Meeting and in his/her absence the Vice President, and in his/her absence the Committee shall appoint a Chairperson.
- (iv) The outgoing Committee shall be deemed to hold office until the conclusion of the A.G.M.
- (v) The business of the A.G.M. shall include:
- a) Minutes of last A.G.M. and all Special Meetings.
- b) Balance sheet accounts for the financial year and Auditor's report.
- c) Report on the work of the Management Committee.
- d) Election of Management Committee in accordance with Section 11.
- e) Appointment for the ensuing year of Auditor and Returning Officer. Auditor shall not be a member of the Committee.

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- (vi) Any member un-financial at the commencement of the meeting shall not be entitled to vote or stand for election.
- b) General Meeting:
- (i) G.M. of the Club may be held at such time or times as the Committee may decide. The President shall preside at the General Meetings of the Club and in his/her absence the Vice-President and in his/her absence the meeting shall appoint one (1) of the Committee present to be chairperson of such meeting.
 - (ii) Notice of General Meetings of the Society shall be given in writing to the members of the Club at least seven (7) days before the meeting except as herein otherwise provided. Notice of all G.M. of the Club shall contain a reasonable reference to the nature of any special business to be transacted thereat.
 - (iii) At the G.M. of the Club ten (10) members entitled to vote shall be a quorum.
 - (iv) All questions except as herein otherwise provided shall be decided by a simple majority of those present and entitled to vote. The Chairperson of the meeting shall have both casting and deliberative vote.
 - (v) A majority of the Committee or not less than ten (10) members of the Club may request the Secretary in writing to convene a Special General Meeting and the Secretary shall there-upon convene a Special General Meeting which shall be held within twenty one (21) days of that request.
 - (vi) Any member un-financial at the commencement of the meeting shall not be entitled to vote or to take part in any meeting unless otherwise decided by the meeting.

13. WINDING UP:

The Club may be wound up by resolution passed by the majority of two thirds of the members of the Club present at the G.M. of the Club summoned for such purpose whereof fourteen (14) days notice shall be given and in which notice the proposal to wind up the Club shall be specified. If such resolution be passed, all property and assets of the Club shall be transferred to any body, Corporation, Museum or Institution have objects similar in whole or in part to the Club (if any) and otherwise the property and assets shall be sold and the proceeds donated to such charitable or benevolent purposes as the meeting decided upon dissolution shall determine.

14. ALTERATION OF CONSTITUTION:

The Constitution of the Club may be amended, altered, enlarged or repealed by a resolution passed by a two thirds majority of the members of the Club present at any General Meeting of the Club whereof at least fourteen (14) days notice shall be given and in which notice the proposed amendments shall be specified. Shall any question arise as to the proper interpretation of the Constitution it shall be referred to the Committee for decision and the decision of the Committee shall be final and binding on the Club and its members unless the same shall be dissented from at a General Meeting held not more than one (1) month after the Committee's decision shall have been given.

Note: History of the Club's Constitution

- The Colonial Bottle and Collectors Club of Western Australia was first incorporated and registered as a not for profit group on 19th October 1987
- The Club's constitution was amended August 1987 (Clause 5.a.(ii))
- The Club's constitution was amended 8th July 2008 (Clauses 7.d, 9.b & 11.a)
- The Club's constitution was amended 13th June 2017 (Clauses 12.a.(1) & 9.a)