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Constitution of the Polish Museum and Archives in Australia Incorporated

as adopted by the I Annual General Meeting on 20 October, 1991, and
amended by the V Annual General Meeting on 12 August, 1995,

and amended by the XXVI Annual General Meeting on 27 November 2016,

and amended by the Extraordinary General Meeting on 30 April 2017.

NAME

1. The name of the incorporated association is the *Polish Museum and Archives in Australia Incorporated* in this Constitution called 'the Museum'.
- 1.(1) Subject to the Constitution the official name of the Museum shall be translated to the Polish language as *Muzeum i Archiwum Polonii Australijskiej*.
- 1.(2) The head office of the Museum is located in Melbourne and the area of its activity is the Commonwealth of Australia.
1. (3) Branches, chapters and representatives of the Museum may establish their offices in all other Australian States and Territories.

INTERPRETATION

2. In this Constitution:-
- 2.(1) unless the contrary intention appears: -
 - a) 'Council' means the Committee of Management of the Museum,
 - b) 'Executive of the Museum' refers to Members of the Council who are the Officers of the Museum.
 - c) 'A financial year means the year ending on 30 June,
 - d) 'General Meeting' means a General Meeting of Members convened according to this Constitution,
 - e) 'Member' means a financial Member of the Museum,
 - f) 'Ordinary Member of the Council' means a Member of the Council who is not an officer of the Museum,
 - g) *The Act' means the Associations Incorporation Reform Act 2012,*
 - h) 'The Regulations' means regulations under the Act;
- 2.(2) a reference to the Secretary of the Museum is a reference to:-
 - a) a person holding office under this Constitution as Secretary of the Museum - ie. to the natural person; and
 - b) in any other case, to the public officer of the Museum.
2. (3) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

MEMBERSHIP

3. A person who is nominated and approved for Membership as provided in this Constitution is eligible to be a Member of the Museum on payment of the Annual subscription payable under this Constitution.
- 3.(1) There shall be the following types of Membership:
 - a) individual, held by natural persons;
 - b) corporate, held by firms and corporations;
 - c) organizational, held by non-profit associations and charitable bodies;
 - d) honorary, held by individuals on whom honorary Membership has been conferred;and
 - e) life, held by the founding Members.
- 3.(2) A person who is not a Member of the Museum at the time of the incorporation of the Museum (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to Membership
 - a) unless he is nominated as provided in Paragraph 3; and
 - b) his or her admission as a Member is approved by the Council.
- 3.(3) A nomination of a person for Membership of the Museum shall be:-
 - a) made in writing on the form approved by the Council; and
 - b) lodged with the Secretary of the Museum.
- 3.(4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Council.
- 3.(5) Upon a nomination being referred to the Council, the Council shall determine whether to approve or to reject the nomination.
- 3.(6) Upon a nomination being approved by the Council, the Secretary shall, with as little delay as possible, notify the

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Nominee in writing that he or she is approved for Membership of the Museum and request payment within the period of 28 days after receipt of the notification of the sum payable under this Constitution as the first year's Annual subscription.

- 3.(7) The Secretary shall, upon payment of the amounts referred to in Paragraph 3 within the period referred to in that Paragraph, enter the Nominee's name in the register of Members kept by him and, upon the name being so entered, the Nominee becomes a Member of the Museum.
- 3.(8) A right, privilege, or obligation of a person by reason of his or her Membership of the Museum:-
- a) is not capable of being transferred or transmitted to another person;
 - b) terminates upon the cessation of his or her Membership whether by death or resignation or otherwise.
3. (9) All Members shall be bound by and shall observe and enforce this Constitution and any rules and regulations made under and in accordance with this Constitution, and each Member shall be responsible for the action of its officials or representatives.

ANNUAL SUBSCRIPTION

4. The Annual subscription is payable in advance on or before the first day of July in each year.
- 4.(1) Full Membership fees received during a financial year shall be for the period from which the payment is received until the end of that financial year.
4. (2) The amount of the Annual subscription shall be determined by the Council and approved by the Annual General Meeting as from time to time.

REGISTER OF MEMBERS

5. The Secretary shall keep and maintain:-
- 5.(1) the Membership Register which shall comprise the full names, address and date of entry of the name of each Member other than an Honorary Member, a Corporate Member and a Life Member.
- 5.(2) Separate lists of Honorary, Corporate and Life Members shall be kept by the Secretary.
- 5.(3) All of the registers shall be available for inspection by Members at the address of the Secretary.

RESIGNATION AND EXPULSION

6. A Member of the Museum who has paid all moneys due and payable by him or her to the Museum may resign from the Museum by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- 6.(1) Upon the expiration of a notice given under Paragraph 6, the Secretary shall make in the Membership Register an entry recording the date on which the Member from whom notice was given, ceased to be a Member.
- 6.(2) Subject to this Constitution, the Council may by resolution:-
- a) expel a Member from the Museum;
 - b) suspend a Member from Membership of the Museum for a specified period; or
 - c) fine a Member in accordance with the established practices of the Museum and the Regulations, if the Council is of the opinion that the Member has:-
 - i. refused on neglected to comply this Constitution; or
 - ii. been guilty of conduct unbecoming a Member or prejudicial to the interest of the Museum.
- 6.(3) A resolution of the Council under Paragraph 6.(2):-
- a) does not take effect unless the Council, at a Meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Paragraph 6.(4) confirms the resolution in accordance with this Paragraph; and
 - b) where the Member exercises a right of appeal to the Museum under this Paragraph, does not take effect unless the Museum confirms the resolution in accordance with this Paragraph.
- 6.(4) Where the Council passes a resolution under Paragraph 6.(2), the Secretary shall, as soon as practicable, inform the Member in writing:-
- a) setting out the resolution of the Council and the grounds on which it is based;
 - b) stating that the Member may address the Council at a Meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - c) stating the date, place and time of that Meeting;
 - d) informing the Member that he or she may do one or more of the following:-
 - i. attend that Meeting;
 - ii. give to the Council before the date of that Meeting a written statement seeking the revocation of the resolution;
 - iii. not later than 24 hours before the date of the Meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Museum in General Meeting against the resolution.
- 6.(5) At a Meeting of the Council held in accordance with Paragraph 6.(3), the Council shall:-

- a) give to the Member an opportunity to be heard;
 - b) give due consideration to any written statement submitted by the Member; and
 - c) by resolution determine whether to confirm or to revoke the resolution.
- 6.(6) Where the Secretary receives a notice under Paragraph 6.(4), he or she shall notify the Council and the Council will convene a General Meeting of the Museum to be held within 21 days after the date on which the Secretary received the notice.
- 6.(7) At a General Meeting of the Museum convened under Paragraph 6.(6):-
- a) no business other than the question of the appeal shall be transacted;
 - b) the Council may place before the Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) the Member shall be given an opportunity to be heard; and
 - d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 6.(8) If at the General Meeting:-
- a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) in any other case, the resolution is revoked.
- 6.(9) A Member shall forfeit his or her Membership by the non-payment of the Annual Membership fee within the time prescribed by the Council or within such further time as the Council may from time to time allow.

ANNUAL GENERAL MEETING

7. The Museum shall in each financial year convene an Annual General Meeting of its Members.
- 7.(1) The Annual General Meeting shall be held on such day as ~~the~~ the Council determines.
- 7.(2) The Annual General Meeting shall be specified as such in ~~the~~ the convening of it.
- 7.(3) The ordinary business of the Annual General Meeting shall be to:-
- a) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
 - b) receive reports upon the transactions of the Museum during the last preceding financial year from:-
 - i. the Council,
 - ii. the Audit Committee or Auditor, and
 - iii. the other bodies that were established pursuant to this Constitution;
 - c) elect:
 - i. the officers of the Museum,
 - ii. the ordinary Members of the Council; and
 - iii. the Members of the Audit Committee or appoint the Auditor;
 - d) receive and consider the statement submitted by the Museum in accordance with the Act.
- 7.(4) The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.
7. (5) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
8. All General Meetings other than the Annual General Meeting shall be called Extraordinary Meetings.
9. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting of the Museum and, where, but for this Paragraph, more than 15 months would lapse between Annual General Meetings, shall convene a an Extraordinary Meeting before the expiration of that period.
- 9.(1) The Council shall convene an Extraordinary General Meeting of the Museum on the requisition:-
- a) in writing of Members representing not less than 25% of the total number of the Members;
 - b) of the Audit Committee.
- 9.(2) The requisition for an Extraordinary General Meeting shall state the objectives of the Meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 9.(3) If the Council does not convene an Extraordinary General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene an Extraordinary General Meeting to be held not later that date.
9. (4) An Extraordinary General Meeting convened by Members in pursuance of this Constitution shall be convened in the same manner as near as possible as that in which those Meetings are convened by the Council and all reasonable expenses incurred in convening the Meeting shall be refunded by the Museum to the persons incurring the expenses.

NOTICE OF MEETING

10. The Secretary of the Museum shall, at least 21 days before the fixed date for holding a General Meeting of the Museum, cause to be sent to each Member of the Museum at his address appearing in the Members Register, a notice by pre-paid post stating the place, date and time of the Meeting and the nature of the business to be transacted

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- at the Meeting.
- 10.(1) No business other than that set out in the notice convening the General Meeting shall be transacted at the Meeting.
10. (2) A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

11. All business that is transacted at an Extraordinary General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in this Constitution as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- 11.(1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the Meeting is considering that item.
- 11.(2) Five Members personally present (being Members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of business at a General Meeting.
- 11.(3) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting, if concerned upon the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the day, the time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which it is adjourned) at the same place and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for commencement of the Meeting, the Members present (being not less than 3) shall be a quorum.
- 11.(4) The President, or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Museum.
11. (5) If the President and the Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the Meeting.
12. The Chairman of a General Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 12.(1) Where a Meeting is adjourned for 14 days or more, a like notice of the adjourned Meeting shall be given as in the case of the General Meeting.
- 12.(2) Except as provided in Paragraphs 12 and 12.(1), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
12. (3) A question arising at a General Meeting of the Museum shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Museum is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
13. Upon any question arising at a General Meeting of the Museum, a Member has one vote only.
- 13.(1) All votes shall be given personally or by proxy.
- 13.(2) No Member may exercise more than 3 proxy votes.
- 13.(3) In the case of a tied vote on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.
14. If at a General Meeting a poll on any question is demanded by not less than three Members, it shall be taken at the Meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
- 14.(1) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.
15. A Member is not entitled to vote at any General Meeting unless all moneys due and payable by him or her to the Museum have been paid.
16. Each Member shall be entitled to appoint another Member as his proxy by notice given to the Secretary no later than 48 hours before the time of the Meeting in respect of which the proxy is appointed.
- 16.(1) The notice appointing the proxy shall be in the form approved by the Council.

COUNCIL

17. The affairs of the Museum shall be managed by an executive body called the Council.
- 17.(1) The Council, subject to this Constitution, the Regulations and the Act shall:-
- control and manage the business and affairs of the Museum;
 - exercise all such powers and functions as may be exercised by the Museum other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the Members of the Museum or other authorities established under this Constitution; and
 - shall have power:

- i. to establish branches, chapters and to appoint representatives of the Museum where and when considered necessary;
- ii. to define the composition of such branches, chapters; and
- iii. subject to this Constitution, to define the powers and duties of, and otherwise exercise control over, such branches, chapters and representatives.
- iv. to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Museum in carrying out the objectives of the Museum set in the Statement of Purposes;
- d) shall be authorised to:
 - i. delegate all or any of this power to the Executive or one or more of its Members or its employees as it deems fit,
 - ii. at its discretion appoint from among its Members or from co-opted Members as it thinks fit assistants to the President, Treasurer, Secretary, and such other officials as keeper of records, librarian, liaison officer.
- e) shall be the sole authority for the interpretation of the Constitution and any Rules, Bi-laws and Regulations made thereunder and the decision of the Council upon any interpretation or upon any matter affecting the Museum and not provided for by the Constitution or by any Rules, Bi-laws and regulations made hereunder shall be final and binding on Members unless overruled by decision of a General Meeting.
- 17.(2) The officers of the Museum forming the Executive of the Council shall be the:-
 - a) President;
 - b) Vice-President;
 - c) Treasurer; and
 - d) Secretary.
- 17.(3) The provisions of Paragraph 20 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Paragraph 17.(2) and any other offices held in accordance with this Constitution.
- 17.(4) Each officer of the Museum shall hold office for a three year term, or until the third Annual General Meeting after the date of his or her election, whichever is shorter, but is eligible for re-election.
- 17.(5) In the event of a casual vacancy in any office referred to in Paragraph 17.(2), the Council may appoint one of its Members to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment.
- 18. Subject to Section 19 of the Act:-
- 18.(1) the Council shall consist of:-
 - a) the Executive, that is, Officers of the Museum; and
 - b) three-ordinary Members.
- 18.(2) Officers of the Museum and the ordinary Members of the Council shall be elected at the Annual General Meeting of the Museum every three years.
- 18.(3) -Each ordinary Member of the Council shall, subject to this Constitution, hold office until the third Annual General Meeting after the date of his or her election, whichever is shorter, but is eligible for re-election.
- 18.(4) In the event of a casual vacancy occurring in the office of an ordinary Member of the Council, the Council may appoint a Member of the Museum to fill the vacancy and the Member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of his or her appointment.
- 18. (5) Every officer of the Museum, every ordinary Member of the Council and Members of the Audit Committee for the time being of the Museum shall be indemnified out of the assets of the Museum against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Companies Code (Victoria) in which relief is granted for breach of duty or breach of trust.

AUDIT COMMITTEE OR AUDITORS

- 19. The Audit Committee shall consist of three substitute Members elected by the Annual General Meeting.
- 19.(1) The Audit Committee shall have power to:
 - a) examine at least once a year the administration procedures and to audit the financial transactions of the Council, and shall present its reports to the Annual General Meeting;
 - b) request the Council to convene the Annual General Meeting in accordance with this Constitution; and
 - c) propose a motion the Council be released or it be not released.
- 19. (2) The Museum in its General Meetings may elect an Auditor or Auditors.

ELECTION AND VACANCY

- 20. Nominations of candidates for election as officers of the Museum or as ordinary Members of the Council:-
- 20.(1) shall be made in writing, signed by two Members of the Museum and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 20. (2) shall be delivered to the Secretary of the Museum not less than 7 days before the date fixed before the holding of the Annual General Meeting.

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21. If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 21.(1) -If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 21.(2) -If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 21.(3) -The ballot for the election of officers and ordinary Members of the Council shall be conducted at the Annual General Meeting in such usual and proper manner as the Council may direct.
- 21.(4) -A nomination of a candidate for election is not valid if that candidate has been nominated for another office for election at the same election
- 21.(5) -For the purposes of this Constitution, the office of an officer of the Museum or of an ordinary Member of the Council becomes vacant if the officer or Member:-
- a) ceases to be a *Member* of the Museum;
 - b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - c) has been removed from his *or her* office by:
 - i. resolution of the Council, or
 - ii. resolution of the *Annual General Meeting*; or
 - d) resigns his *or her* office by notice in writing given to the Secretary.

PROCEEDINGS OF COUNCIL

- 21.(6) -The Council shall meet at least once every month in each financial year at such place and such times as the Council may determine.
- 21.(7) -Special Meetings of the Council may be convened by the President or by any 4 of the Members of the Council.
- 21.(8) -Either a written or telephone notice shall be given to Members of the Council of any special Meeting specifying the General nature of the business to be transacted and no other business shall be transacted at such a Meeting.
- 21.(9) -Any four Members of the Council constitute a quorum for the transaction of the business of a Meeting of the Council.
- 21.(10) -No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to the place and hour of the day in the following week unless the Meeting was an Extraordinary Meeting in which case it lapses.
- 21.(11) -At Meetings of the Council:-
- a) the President or in his or her absence the Vice-President shall preside; or
 - b) if the President and the Vice-President are absent, such one of the remaining Members of the Council as may be chosen by the Members present shall preside.
- 21.(12) -Questions arising at a Meeting of the Council or of any branch, chapter and sub-committee appointed by the Council shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the Meeting may determine.
- 21.(13) Each Member present at a Meeting of the Council or of branch, chapter and any sub-committee appointed by the Council (including the person presiding at the Meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 21.(14) Written notice of each Council Meeting shall be served on each Member of the Council by delivering it to him or her at a reasonable time before the Meeting or by sending it by pre-paid post addressed to him or her at their usual or last known place of abode at least two business days before the date of the Meeting.
- 21.(15) Subject to this Constitution the Council may act notwithstanding any vacancy on the Council.
- 21.(16) In the event of an emergency the Executive of the Council may at the executive Meeting chaired by the President make such decision and take such action as they think fit on behalf of the Museum as though the decision or action was that of the Museum or the Council provided however they shall report their decision or action to the Council at the earliest possible opportunity by calling an emergency Meeting of the Council.

SECRETARY

22. The Secretary of the Museum shall keep minutes of the resolutions and proceedings of each General Meeting and each Council Meeting in books provided for that purpose together with a record of the names of persons present at Council Meetings.

TREASURER

23. The Treasurer of the Museum shall:
- a) collect and receive all moneys due to the Museum and make all payments authorized by the Museum;
 - b) keep correct accounts and books showing the financial affairs of the Museum with full details of all receipts

- c) and expenditure connected with the activities of the Museum.
 - c) present a financial statement at any Meeting of the Council and the Annual General Meeting of the Museum.
 - d) issue receipts and bank all monies received by him or her on behalf of the Museum into the Museum's bank account as soon as possible; and-
 - e) at the end of every financial year if the Council so directs to hand over his books and records to the Audit Committee of the Museum.
- 23.(1) -The Treasurer may pay accounts of such amounts as is from time to time fixed by a resolution of the Council without first referring the account to be paid to the Council for its approval. However accounts so paid must be listed as paid at the next Meeting of the Council.
23. (2) -The accounts and books referred to in this Constitution shall be available for inspection by Members of the Council and the Audit Committee.

REMOVAL OF MEMBER OF COUNCIL

24. The Museum in its General Meeting may by resolution remove any Member of the Council before the expiration of his or her term of office and appoint another Member in his or her stead to hold office until the expiration of the term of the first-mentioned Member.
- 24.(1) Where the Member to whom a proposed resolution referred to in Paragraph 24 makes representations in writing to the Secretary or President of the Museum (not exceeding a reasonable length) and requests that they be notified to the Members of the Museum, the Secretary or the President may send a copy of the representations to each Member of the Museum or, if they are not so sent, the Member may require that they be read out at the Meeting.
- 24.(2) Subject to this Constitution, the Council may by resolution remove an officer or an ordinary Member of the Council or any other committees established under this Constitution if the Council is of the opinion that the officer or an ordinary Member of the Council has refused or neglected to comply with this Constitution; or has been guilty of conduct unbecoming an officer or an ordinary Member of the Council or any other committee established under this Constitution.
- 24.(3) At a Meeting of the Council next after the resolution referred to in Paragraph 25.(2) has been passed the Council shall:-
- a) give to the Member an opportunity to be heard;
 - b) give due consideration to any written statement submitted by the Member; and
 - c) by resolution determine whether to confirm or to revoke the resolution.
24. (4) A Member who has been removed from the office by the resolution taken in accordance with Paragraph 24.(2) shall have right to appeal to the Annual General Meeting.
- a) If at the General Meeting:-
 - b) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - c) in any other case, the resolution is revoked.

SEAL

25. The Grand Seal bearing the Arms of the Museum shall be kept in the custody of the Secretary.
- 25 (1) The Grand Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Grand Seal shall be attested by the signatures of two Members of the Council.

NOTICES

26. A notice may be served by or on behalf of the Museum upon any Member either personally or by sending it by post to the Member at his or her address shown in the Register of Members.
26. (1) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

CUSTODY OF RECORDS

27. Except as otherwise provided in this Constitution, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Museum.

FUNDS

28. The funds of the Museum shall be derived from Annual subscriptions, bequests, donations, government subsidies and such other sources as the Council determines.

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CHEQUES AND ACCOUNTS

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Members of the Council, one of whom will be the Treasurer.
- 29.(1) The Museum may establish imprest accounts to the values decided from time to time by the Council to be appropriate. These accounts will require only the signature of the Treasurer or any other Executive Member or administrative officer who has been approved as an alternative signatory by the Council.

WINDING UP OR CANCELLATION

30. In the event of the winding up or the cancellation of the incorporation of the Museum the assets of the Museum shall be disposed of in accordance with a resolution of the General Meeting subject to the provisions of the Act and the *Income Tax Assessment Act 1936*.
If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- gifts of money or property for the principal purpose of the organisation;
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - money received by the organisation because of such gifts and contributions.
- 30.(1) Resolution of winding up is valid only where at least three quarters of the votes of Members present be cast in favour of the dissolution with at least three quarters of all Members entitled to vote present in person.
- 30.(2) Upon winding up or cancellation of incorporation of the Museum after all outstanding debts have been paid, all property whatsoever shall be transferred to the organisation or organisations having objectives similar to the objectives and purposes of the Museum and being of a non-profit, benevolent and charitable nature, which prohibit the distribution of income amongst Members to an extent at least as great as is imposed on the Museum under this Constitution and which is/are institution or institutions approved by the Commissioner of Taxation as a public benevolent institution covered by Item 4.1.1 of Table 4 in section 78(4) of the *Income Tax Assessment Act 1936* as amended.
- 30.(3) No assets shall be paid to or distributed among the Members of the Museum.

NON-PROFIT ASSOCIATION

31. The Museum is a public benevolent institution established to promote the objectives set out in its Statement of Purposes and is not carried on for profit.
32. Any income of the Museum whatsoever shall be applied solely towards the promotion of its objectives.
- 32.(1) No portion of income shall be distributed or transferred directly or indirectly by way of bonus, dividend or otherwise howsoever by way of profit to the Members of the Museum.
- 32.(2) Subject to Paragraph 32, nothing herein contained shall prevent the payment in good faith of remuneration to any officers, or employees of the Museum or to any Member of the Council, in return for any services actually rendered or the repayment to any Members of out-of-pocket expenses incurred by such Member and the payment to any Member of interest at a reasonable and proper rate on money lent by any Member or the payment of reasonable and proper rent to any Member for premises demised or let to the Museum by such Member of the Museum.

OTHER MATTERS

33. Any matter not covered by this Constitution will be prescribed by *Associations Incorporation Reform Act 2012*,

STATEMENT OF PURPOSE

1. The primary objectives of the Museum shall be :-
 - a) To organise, facilitate and operate a Museum for the collection and protection of historical items and artefacts relating to the Polish community in Australia
2. The secondary objectives in support of the existence of the Museum shall be to:
 - a) provide supportive services including information and advice regarding Polish and Polish-Australian history;
 - b) research, document, publish and provide information and community contacts regarding the history of Polish settlement in Australia;
 - c) conduct interviews and education programs in regards to Polish history and the history of Polish settlement in Australia;

- d) to assist other institutions or organisations with similar aims and objectives as the Museum
- e) to conduct and development programs, public information campaigns, sessions and seminars to promote and preserve Polish history and the history of the Polish community in Australia;
- f) to develop and maintain co-operation with all tiers of Australian government institutions, professional or trade associations and community associations, clubs, organisations and other bodies so as the promote and preserve the history of the Polish community in Australia.
- g) to maintain and promote Polish heritage, and preserve Polish traditions through Museum activities.

3. Solely for the purpose of furthering the purposes set out above, the Museum shall have power to:

- a) subscribe to become a Member of and to co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Museum provided that the Museum shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its Members.
- b) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Museum or persons frequenting the Museum's premises;
- c) purchase, take on lease or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Museum: provided that in case the Museum shall take or hold any property which may be subject to any trust the Museum shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- d) enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Museum; to obtain from any such Government or Authority any rights, privileges and concessions which the Museum may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions to;
- e) appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Museum;
- f) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Museum's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- g) invest and deal with the money of the Museum not immediately required in such manner as may from time to time be thought fit;
- h) take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- i) lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- j) borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, liens or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities;
- k) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- l) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Museum.
- m) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Museum's property of whatsoever kind sold by the Museum, or any money due to the Museum from purchasers and others;
- n) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Museum;
- o) take such steps by personal or written appeals, public Meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Museum, in the shape of donations, Annual subscriptions or otherwise;
- p) print and publish any newspapers, periodicals, books or leaflets that the Museum may think desirable for the promotion of its objects;
- q) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Museum and which shall prohibit the distribution of its or their income and property among its or their number to an extent at least as great as that imposed upon Museum under or by virtue of the Constitution;
- r) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Museum is authorised to amalgamate;
- s) transfer all or any part of the property, assets, liabilities and engagements of the Museum to any one or more of the incorporated associations with which the Museum is authorised to amalgamate;
- t) make donations for patriotic, charitable or community purposes;
- u) own, take part or share the profits from or transact any lawful business within the Commonwealth of Australia which may benefit the Museum and further the objectives listed herein above;
- v) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the

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powers of the Museum.