



**Bayside Council**

Serving Our Community

# **The Botany Historical Trust Constitution**

**February 2022**



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The Botany Historical Trust Constitution  
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# THE BOTANY HISTORICAL TRUST CONSTITUTION

The Botany Historical Trust was established in 1994 to assist and advise the local government in the area within the boundaries of the former Municipality of Botany or any authority that replaces or amends the same in the administration and management of the Botany Historical Trust and to ensure compliance with the terms of the Trust Deed.<sup>1</sup>

## 1 NAME

The Botany Historical Trust (hereinafter referred to as the Trust).

## 2 TRUSTEE

Pursuant to the Deed of Trust, Bayside Council (hereinafter referred to as the Council) is the Trustee of the Botany Historical Trust.

## 3 AIM

The aim of this Constitution is to set in place guidelines and rules for the administration of the Trust as provided for in the Deed of Trust<sup>2</sup>.

The Deed provides for the establishment of an Advisory Committee (hereinafter referred to as the Executive) to assist the Trustee in carrying out the purposes of the Trust and this Constitution augments the provisions of the Deed by providing for membership of the Trust, together with the procedure for the election of office bearers and others to the Executive.

## 4 PURPOSES OF THE TRUST

The purposes, as specified in the Deed of Trust, are set out hereunder:

4.1 The primary purposes of the Trust are to:

- a. Establish a public museum to permanently display historical artefacts and records representing the cultural heritage of the Area.
- b. Encourage and ensure the preservation of the history and heritage of the Area;
- c. Acquire, preserve and display historic artefacts and records from its geographic region;

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<sup>1</sup> The Proclamation made by the Governor on 9 September 2016 amalgamated the local Government areas of the City of Rockdale and the City of Botany Bay to form the new local government area of Bayside. In this Constitution, references to the 'Area' refer to the area within the boundaries of the former City of Botany Bay, as supported by the Proclamation: "A reference in any Act or instrument to: (a) a former council, or to a predecessor of the former council, is to be taken to a reference to the new council; or (b) a former area, or to a predecessor area, is taken to be a reference to that part of the new area or predecessor area that consists of the former area."

<sup>2</sup> Refer 'Declaration of Trust': LD 1380, File SH/4/11/P1

- d. Encourage individuals, organisations and commercial enterprises to donate significant and valuable historical artefacts and records relating to the region;
- e. Preserve and to hold any historic artefacts and records received in perpetuity;
- f. Act as a public fund to which gifts of money or property for extending the collection of the museum may be made;
- g. Raise funds for supporting the museum; and
- h. Cooperate with other groups or institutions having similar objectives.

4.2 The secondary purposes of the Trust are to:

- i. Provide advice in relation to the classification and preservation of historic buildings within the Area; and
- j. Implement policies designed to educate residents of the Area, particularly children, in its history and heritage.

## **5 MEMBERSHIP OF THE TRUST**

- a. Membership is open to all individuals who accept the purposes and rules of the Trust. Applicants must be of good character and have a keen interest in the preservation, protection and promulgation of the heritage of the Area. Preferably members should reside or work in the area.
- b. An organisation is not capable of being a member of the Trust.
- c. Individuals wishing to become members of the Trust shall apply to the Executive for membership. The Executive shall examine each such application and report to the Trustee on the application.
- d. The Trustee shall determine whether or not to accept an application for membership after reviewing the Executive's report and any recommendation relating to the application. Neither the Trustee nor the Executive shall be required to supply any reasons for the acceptance or rejection of an application for membership.
- e. Membership will expire automatically: after five (5) years after which time a fresh application for membership must be submitted; and upon resignation, expulsion or death.
- f. A register of members shall be kept by the Trust showing the name, address, other contact details, date of commencement, and the date of termination of membership of each member.
- g. [Deleted].
- h. Notwithstanding any other provision of these rules, the Trustee may terminate the membership of any member at any time, at its complete discretion and without

being required to give any reason therefore, by notice in writing forwarded to the address of the member in the register kept pursuant to sub-rule (f) hereof.

- i. The Trustee may, of its own volition or on the recommendation of the Executive, appoint any member of the Trust as a life member and the provisions of sub-rule (e) hereof shall not apply to any such appointment.
- j. The Mayor of the Trust from time to time shall be ex-officio patron of the Trust. In addition, the Trustee may appoint any person, whether or not a member of the Trust, to be a life patron of the Trust.

## **6 MEMBERS' LIABILITY**

Any member of the Trust, honorary officer or agent who acts in good faith shall not be personally liable for any claim arising out of the performance of his/her duties and functions and shall be indemnified by the Trustee in respect thereof.

## **7 MANAGEMENT BY EXECUTIVE**

- a. There shall be established an advisory body to be known as the Executive which shall give advice and make recommendations to the Trustee concerning the conduct and administration of the Trust and its affairs. The Executive shall not be entitled to make any binding decisions concerning the affairs of the Trust.
- b. The Executive shall consist of the following Office Bearers: a President, a Senior Vice-President, a Vice-President, a Secretary, a Treasurer, and up to two (2) general members, all of whom are elected in accordance with this Constitution, together with:
  - up to two (2) Councillors, representing the Area, or if no Councillor is appointed the General Manager or nominee.
  - up to three (3) community representatives and/or independent experts appointed by the General Manager on the recommendation of the Executive.

The above Executive members have voting rights.

The Executive also includes the following members, who do not have voting rights:

- two Council staff with appropriate responsibilities that can support and address Trust issues.
- c. To be eligible to apply for nomination to the position of President, Senior Vice-President or Vice President, applicants must be a personally registered residential ratepayer ('Registered Applicants') or a resident of the Botany Local Government Area ('LGA').
  - d. The Executive shall contribute to overall aims of the Trust as required from time to time by the Trustee. This may include but not limited to developing strategies to inform the Council's Integrated Planning and Reporting processes.

## 8 ELECTION OF OFFICE BEARERS

- a. Election of Office Bearers shall occur at the first Annual General Meeting following each local government election. Office Bearers shall hold office until the Annual General Meeting following the next local government election.

Casual vacancies on the Executive will be temporarily filled by the appointment of the Trustee with due consideration of a recommendation made by the Executive. A permanent appointment will be made at the Annual General Meeting following the occurrence of a casual vacancy. A member elected to fill a casual vacancy shall serve the remainder of the four-year term of office.

Where the total number of Office Bearers, after the election of the Office Bearers, is less than seven, or such alternate number as directed by the Trustee, the members of the Trust may recommend to the Trustee additional persons from its members to fill those vacancies on a casual basis until the next Annual General Meeting.

- b. Each Office Bearer and Trust member on the Executive shall hold office from the date of his/her election or appointment as provided in point (a) unless determined otherwise by the Trustee.
- c. Retiring Office Bearers are eligible for re-election.
- d. A member of the Executive shall cease to hold office upon resignation in writing; removal as a member of the Executive; or if an elected member is absent from two consecutive Executive Meetings without approval of the Executive. Such approval may be granted by the Executive either prior to or, where the circumstances warrant it, after the absence.

## 9 MEETINGS OF THE EXECUTIVE

- a. The Executive shall meet not less than four times a year.
- b. Notice of Executive meetings shall be given at the previous Executive meeting, or by such other means as the Executive may decide.
- c. The quorum for meetings of the Executive shall be next whole number greater than half the number of the filled positions of the Executive.
- d. The Executive may function validly provided its number is not reduced below the quorum. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved.
- e. The President or any two members of the Executive may call for the convening of additional meetings of the Executive to consider an urgent matter. Nothing prohibits the Executive from meeting as a working group to progress the interests of the Trust.
- f. Questions arising at any meeting of the Executive shall be decided by a majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

- g. The Executive shall report to the Trustee through minuted recommendations to Council.
- h. The Executive will be supported administratively in a manner determined by the General Manager.

## 10 GENERAL MEETINGS

- a. An Annual General Meeting of the Trust shall be held each year within six months from the end of the financial year of the Trust (except for the first Annual General Meeting which shall be held within two months from the end of the first financial year).
- b. At the Annual General Meeting the following business shall be transacted:
  - i. Confirmation of the minutes of the last Annual General Meeting and any recent general, or special general meeting;
  - ii. Receipt of the Executive's report upon the activities of the Trust in the last financial year;
  - iii. Election of office bearers and other members of the Executive as outlined in Section 8 (a);
  - iv. Receipt and consideration of a statement from the Executive which is not misleading and gives a true and fair view for the last financial year of the Trust:
    - income and expenditure
    - assets and liabilities
    - Trust properties
  - v. Any notices of motion which may have been included in the agenda for the meeting.
- c. The Executive may recommend to the Trustee the convening of a general meeting of the Trust. Such a general meeting must be convened within three months of receiving a written request to do so from at least five per cent of the membership of the Trust.
- d. Nominations of candidates for election as office bearers or as other Executive members shall be made in writing 2 weeks prior to the Annual General Meeting or in such other ways as may be determined by the Trust at a general meeting.
- e. At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- f. Written notice of all general meetings shall be given to members either electronically, personally or by post.



- g. Notwithstanding anything contained elsewhere in this Constitution, no Annual General Meeting, general meeting or extraordinary general meeting shall be held during the month of January. Where an extension of any specific period contained in these rules is necessary to satisfy the requirements of this rule that extension shall apply so as to permit the meeting to be held in the following month.
- h. Voting at all general meetings shall be by show of hands unless a secret ballot is approved by the meeting. Decisions shall be made by a simple majority vote except for those matters requiring a special resolution where a three quarter majority shall be required. Any resolution recommending the variation or amendment of this Constitution shall be considered as a special resolution.
  - i. All votes shall be given personally and there shall be no voting by proxy; and
  - ii. In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- i. The quorum for all general meetings shall be seven members present in person. If, within half an hour of the time appointed for an Annual General Meeting, a general meeting or a special general meeting, a quorum is not present the meeting shall be deferred to a date to be determined by the Executive.

## 11 OFFICE BEARERS

- a. The President or, in the President's absence, the Senior Vice-president, or Vice-President shall act as chairperson at each general meeting and Executive meeting of the Trust.
- b. If the President, Senior Vice-President, and Vice-President are absent from the meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c. The Secretary and/or Trustee shall ensure that records are kept of the business of the Trust, including the rules, register of members, minutes of all general meetings and Executive meetings, and a file of correspondence. These records shall be available for inspection by any member and shall be held in the custody of the Trustee.
- d. The Treasurer and/or Trustee shall ensure that all money received by the Trust is paid into the Trust account maintained by the Council. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Executive. Major or unusual expenditures shall be authorised in advance by the Executive or a general meeting.
- e. The Treasurer and/or Trustee shall ensure that correct books and accounts are kept showing the financial affairs of the Trust. These records shall be available for inspection by any member and shall be held in the custody of the Trustee, and shall be available for an annual audit by the chief financial officer of the Council, or his/her nominee.

## 12 SUB-COMMITTEES

- a. The Executive may establish sub-committees of the members of the Trust to carry out specific tasks or to investigate matters relating to the purposes of the Trust. Where desirable the Executive may co-opt others to assist these sub-committees.
- b. Such sub-committees shall report to the Executive and shall be required to work within a specified timeframe. Where it is deemed necessary or desirable by the Executive the timeframe may be extended or otherwise modified.
- c. On completion of its task, or at the expiry of its allotted timespan, the sub-committee shall be dissolved. The dissolving of a sub-committee shall not prevent the Executive from reconstituting or reconvening any such sub-committee.
- d. The Heritage Advisory Sub-Committee shall comprise the members of the Executive Committee. Voting at the Heritage Advisory Sub-Committee shall exclude Council Officers. The role of this sub-committee is to provide advice to Council on the heritage implications of Development Applications of significant community interest as referred by the Director responsible for Planning, or other issues as raised by the Council from time to time. Meetings of the Heritage Advisory Sub-Committee will occur in conjunction with meetings of the Executive or as required to consider a matter requiring consideration between meetings of the Executive.

## ADOPTION OF CONSTITUTION

| <b>Version</b> | <b>Endorsed by Trust</b> | <b>Adopted by Council</b>                |
|----------------|--------------------------|--|
| 1.0            | 1994                     | Municipality of Botany                   |
| 2.0            | 2005                     |  |
| 3.0            | 2008                     |  |
| 2.0            | 14/03/2013               | Council of City of Botany Bay 30/01/2013 |
| 3.0            | 10/10/2018               | Bayside Council                          |
| 4.0            | 23/02/2022               | Bayside Council                          |

## APPENDICES

Application for Membership

Deed of gift of artefacts, records, etc

# THE BOTANY HISTORICAL TRUST APPLICATION FOR MEMBERSHIP

Name.....

Address .....Postcode.....

Phone number (h)..... Fax No .....

Phone number (w)..... Mobile.....

Email.....

Referees (must be BHT members) 1 .....

2 .....

Details of historical interest or association with the Area.

.....  
.....  
.....  
.....  
.....

Length of association with / residence in Area .....

Signed .....

Date.....

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## OFFICE USE ONLY

Received..... File No.....

Executive's recommendation.....

.....

Referred to Trustee.....

Trustee's Determination.....

Applicant Advised .....

Date for renewal .....

# THE BOTANY HISTORICAL TRUST DEED OF GIFT OF ARTEFACTS, RECORDS, ETC

I/we .....

of .....

do hereby make a gift of the material specified below, to the Botany Historical Trust, hereinafter referred to as the 'Trust' and to its successor organisations.

Being the sole owner/s of the material I/we give the aforementioned material unencumbered to the Trust and do declare that I/we make this gift of my/our own free will and without influence.

Any copyrights such as I/we may possess in this material are hereby assigned to the Trust without any reservations.

I acknowledge that, by making this gift, the ownership of those articles transfers to the Trust and that it may use them for display purposes, and grant the public access to them subject only to such limitations as are herein stated.

Further, should the Trust at some time in the future find it necessary to dispose of this material for any purpose whatsoever, that it will endeavour to place them with a kindred organisation but, if unsuccessful, may dispose of them by whatever means appears most reasonable in the Trust's sole discretion.

## SCHEDULE OF MATERIAL DONATED

.....  
.....  
.....

In full accord with, and in the full knowledge of, the terms of this deed of gift, I/we hereunto set my/our signature/s.

..... Date .....

Donor/s  
Signed in the presence of:

..... Date .....

On behalf of the Botany Historical Trust, I .....  
Archivist, accept this gift.

Date .....