



# Moruya and District Historical Society Inc.

ABN 23-465-330-354

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## NOTICE OF GENERAL MEETING

**To be held at 2.00 pm on Saturday 1 March 2025  
at the Moruya Golf Club**

### AGENDA

**2pm: Guest Speaker and Book Launch:** Authors Christine Greig and Beverley Irving, "Dear Uncle and Aunt – The Scotland Letters"

The Letters were written to John and Elizabeth Waddell from family members in Scotland between 1859 and 1872. The 45 letters have been transcribed by the authors. John and Elizabeth and their children had emigrated from Scotland to NSW in 1838. Their son Alexander was later to become famous for discovering gold in the Araluen Valley.

These heartfelt letters, transcribed by Beverley and Christine – direct descendants of John Waddell - provide a unique window into the lives of those left behind, their hopes, dreams, and everyday struggles. gives the reader a unique insight into what life was like when their forbears first came to Moruya in the mid 19th century and the concern that their relatives back home felt for them.

#### **3.15pm General Business**

- 1) Present/Apologies
- 2) Confirmation of Minutes of last General Meeting.
- 3) Committee Reports
  - Treasurer (Jenny Gerrey)
  - Collection Team (Mick Newnham)
  - Research Library (Wendy Simes)
  - Membership (Janene Love)
- 4) Correspondence in / Out: Fran Hassall
- 5) Special Resolution to adopt a revised Constitution for the MDHS.  
Details of the Special Resolution are attached to this agenda.
- 6) Other Business
- 7) Date of next General Meeting: Saturday, 10 May 2025

**Special Resolution to adopt a revised Constitution for the  
Moruya and District Historical Society Incorporated ABN 23 465 330 354**

**General Meeting March 1 2025, 3.15pm at the Moruya Golf Club**

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Notice is hereby given pursuant to section 39 of the Associations Incorporation Act 2009 (NSW) that at the upcoming **General Meeting on March 1 2025 3.15pm, Moruya Golf Club**, it is intended that the following motion be proposed as a special resolution:

THAT the current Constitution of the *Moruya and District Historical Society Incorporated (MDHS)* be repealed, and that the proposed new Constitution accompanying this notice be adopted as the Constitution of the MDHS.

The proposed new Constitution is also available at:

<https://blog.mdhs.org.au/mdhs-constitution-2025/>

Hardcopies are available on request to the Secretary.

**Purpose of Proposed Changes**

In summary the purpose of the proposed amendments is to improve the operational efficiency of the MDHS and to comply with updated legislative requirements for NSW associations:

1. Updating to the latest (2022) model constitution for Associations, provided by NSW Fair Trading.
2. Adding requirements of the Australian Charities and Not-for-profits Commission
3. Removing references to the now defunct Register of Cultural Organisations
4. Replacing the Public Fund with a Gift Fund, which has simplified rules.

A complete explanation of the changes is attached.

**Information about Special Resolutions**

Under the Associations Incorporations Act 2009 (NSW), a special resolution is required to change the constitution of an incorporated association. For a special resolution to be valid, the special resolution must be passed by at least 75% of the votes cast by members entitled to vote. Under the MDHS Constitution a quorum of 5 members is required, and proxy votes are not allowed (i.e. members must be present to vote). Special resolutions require 21 days notice.

## Explanatory Notes – Proposed Revision of MDHS Constitution

The MDHS Constitution was last updated in 2016. Since then new tax legislation has been passed which help to streamline the streamline the Society's operations. The NSW government has also introduced new regulations which clarify a number of areas, including the use of technology for meetings and ballots.

The proposed revisions provide an opportunity to adopt simplified and more explicit rules, and will ensure that we are complying with all our current legislative and administrative requirements.

1. Updating to the current model constitution for Associations, provided by NSW Fair Trading.

On 1 September 2022 the NSW Government introduced new Regulations for incorporated associations such as the MDHS (the Associations Incorporation Regulation 2022 (NSW)). The Regulations include a new model constitution for NSW incorporated associations (the 2022 model constitution).

The new 2022 model constitution updates references to the Regulations, is more readable/easier to understand, and provides more explicit rules for some areas such as the use of technology for meetings. Updating to the new model ensures that the MDHS is meeting legislative requirements in the best possible way.

2. Adding requirements of the Australian Charities and Not-for-profits Commission (ACNC).

The ACNC requires registered non-profits (such as the MDHS) to include the objects (i.e. objective goals) of Society.

3. Removing references to the Register of Cultural Organisations

On 1 January 2024, the Register of Cultural Organisations (RCO) was abolished, and the function was transferred to the ATO. The MDHS Constitution contains references to the RCO in the Winding Up (42) and Public Fund (48) clauses.

4. Replacing the public fund with a Gift Fund

Under new legislation which came into effect on 1 January 2024, the ATO simplified rules for Deductible Gift Recipients (DGRs) – i.e. organisations that are allowed to receive tax-deductible gifts such as the MDHS.

However the MDHS cannot take advantage of these simplified rules unless it changes its Constitution to replace the Public Fund with a Gift Fund.

- Under the new rules, the MDHS committee would be solely responsible for allocating funds received from tax-deductible donations.
- Currently the Society is required to convene a separate committee of responsible persons who hold positions of public accountability – e.g. judges, school principals, mayors.
- Such committees are difficult to form and maintain, and are burdensome for small volunteer organisations such as the MDHS.
- Under the new legislation , the Society can now take advantage of the new rule if it replaces the Public Fund with a Gift Fund in its Constitution.

More details are provided in the following table.

Item	Details
Entire document	<p>All text is taken from the latest NSW Fair Trading model constitution (gazetted 31st August 2022), except for required modifications outlined in sections below.</p> <p><a href="https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/starting-an-association/model-constitution">https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/starting-an-association/model-constitution</a></p> <p>The 2002 model constitution:</p> <ul style="list-style-type: none"> <li>• Updates all references to the Regulations – the date and some of the Schedule numbers have changed.</li> <li>• Is generally more readable/easier to understand than the previous 2016 model.</li> <li>• More details are provided on the use of technology for general meetings, and filling of casual vacancies.</li> </ul> <p>Note that clause numbers have changed as the MDHS is required to insert an addition Clause for Objects (Clause 2).</p>
<b>Required Modifications</b>	
Clause 1	Added definitions of the name of the associations and the district
Clause 2	<p>Added objects as required by the Australian Charities and Not-for-profits Commission</p> <p><a href="https://www.acnc.gov.au/tools/factsheets/governing-document">https://www.acnc.gov.au/tools/factsheets/governing-document</a></p>
Clause 47	<p>Replaced Public Fund (Clause 48 of current Constitution) with a Gift Fund which has simpler rules.</p> <p>ATO Gift Fund Rules:</p> <p><a href="https://www.ato.gov.au/businesses-and-organisations/not-for-profit-organisations/getting-started/getting-endorsed-for-tax-concessions-or-as-a-dgr/is-my-organisation-eligible-for-dgr-endorsement/rules-and-tests-for-dgr-endorsement/endorsement-for-the-operation-of-a-fund-authority-or-institution#ato-Conditions">https://www.ato.gov.au/businesses-and-organisations/not-for-profit-organisations/getting-started/getting-endorsed-for-tax-concessions-or-as-a-dgr/is-my-organisation-eligible-for-dgr-endorsement/rules-and-tests-for-dgr-endorsement/endorsement-for-the-operation-of-a-fund-authority-or-institution#ato-Conditions</a></p> <p>More about the tax law reform as it affects organisations like the MDHS (i.e. a cultural organisation with DGR endorsement)</p> <p><a href="https://www.ato.gov.au/businesses-and-organisations/not-for-profit-organisations/getting-started/in-detail/types-of-dgrs/dgr-registers-reform---transitional-provisions/transitional-impacts-to-your-organisation/organisations-with-dgr-endorsement-env#ato-Yourgoverningdocument">https://www.ato.gov.au/businesses-and-organisations/not-for-profit-organisations/getting-started/in-detail/types-of-dgrs/dgr-registers-reform---transitional-provisions/transitional-impacts-to-your-organisation/organisations-with-dgr-endorsement-env#ato-Yourgoverningdocument</a></p>
<b>Optional Modifications</b>	
Clause 33	General Meetings – Quorum has been changed to 10 to ensure that any significant changes to the Association are supported by a reasonable number of members.