

Constitution of the Tuggerah Lakes Art Society Inc.

PART 1- PRELIMINARY

1. NAME

The name of the organisation to which this Constitution relates shall be "Tuggerah Lakes Art Society Incorporated" (Hereinafter referred to as "the Association").

The Management Committee to manage the affairs of the Tuggerah Lakes Art Society is hereinafter referred to as "The Executive Committee"

2 INTERPRETATION

2.1 In these Rules, except insofar as the context or subject matter otherwise indicates or requires - "Secretary" means-

[a] the person holding office under these Rules as Secretary of the Association; or
 [b] where no such person holds that office - the Public Officer of the Association;

"Extraordinary General Meeting" means a general meeting of the Association other than the Annual General Meeting. "the Act" means the Associations Incorporated Act 1984 (as amended) and any Regulations under the Act

2.2 In these Rules:

[a] a reference of a function includes a reference to a power authority and duty; and

[b] a reference to the exercise of a function includes, where the function is a duty, a reference of the performance of the duty.

2.3 In these Rules words importing the singular or plural number shall be deemed to include the plural singular number respectively and words importing the masculine gender shall include the feminine or neuter gender and vice versa as the case may require.

2.4 All references to statutes in these Rules shall include all statutes amending, consolidating or replacing the statutes referred to.

The provisions of the Interpretation Act, 1987 (as amended) apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under that Act.

3 OBJECTS

3.1 The objects of the Association shall be:

[a] to promote, develop and encourage art, including but not limited to, painting, sculpture, poetry, literature, pottery and other art forms;

[b] to provide a forum for the enlightenment, education and enjoyment of the arts for the members of the Association;

[c] to provide workshops and classes in the arts for the members of the Association;

[d] to purchase, lease, rent, accept donations or otherwise acquire plant, stock and equipment and material and replacements and duplicates thereof and to maintain the same for the use of the Association;

[e] to provide such facilities for the arts as may be necessary or convenient for the purposes of the Association as decided upon by the Executive Committee from time to time;

[f] to raise funds as may from time to time be required for the purposes of the Association;

[g] to encourage the development of the arts by way of competitions as decided upon by the Association from time to time;

[h] profits and other income from the Association shall be allocated to the establishment and maintenance of the Association and no dividend of any nature whatsoever shall be paid, either directly or indirectly to any member of the Association provided that nothing hereinbefore contained shall preclude the payment of interest upon money or any other thing borrowed, or rental upon any property real or personal leased by the Association from any member.

4 POWERS

4.1 In the furtherance of the Association's objects under this Constitution the Association shall have the following powers:

[a] to pursue any aim as may be considered appropriate by the Executive Committee in the interests of promoting the arts through the activities of the Association;

[b] to take over the funds and other assets and liabilities of the present unincorporated Association known as the "Tuggerah Lakes Art Society" solely for the purpose of carrying out the objects of this Constitution, and not otherwise;

[c] to buy, sell, and deal in all kinds of apparatus and all kinds of provision, liquid and solid, required by the members of the Association or persons frequenting the Association's premises;

[d] to purchase, take on, lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal and rights or privileges which may be requisite for the purposes, or capable of being conveniently used in connection with any of the objects of the Association;

[e] to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements rights, privilege and concessions;

[f] to appoint, employ, remove or suspend such managers, clerks, teachers, servant, workmen and other persons as may be necessary or convenient for the purposes of the Association;

[g] to invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds;

[h] to operate bank accounts and to make, draw, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments;

[i] to borrow or raise or secure the payment of money in such manner as the Association may think it and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way;

[j] to 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 Association;

[k] 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 Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others;

[l] to 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 Association, in the shape of donations, annual subscriptions or otherwise;

[m] to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects; [n] to make donations for patriotic or charitable purposes;

[o] to lend money to any other organisation with similar objects to the Association on such terms and conditions as the Executive Committee thinks fit.

PART II - MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

5.1 The Association shall have the following classes of membership:

[a] Full membership;

[b] Life Membership;

[c] Non-exhibiting members;

the qualifications for which are set out in this Constitution.

5.2 Any person who is interested in the furtherance of the objects of the Association and who shall have agreed to observe the terms and conditions of this Constitution may apply for membership of the Association.

5.3 Any person applying for membership in any of the categories referred to in Clause 5.1 whose application is accepted and agreed to, shall become a member of the Association upon the payment of the annual membership fee herein prescribed as is applicable to the relevant category of membership.

5.4 Each member of the Association shall be deemed to have agreed to observe the terms and conditions of this Constitution upon the payment of the fees herein provided for the class of membership to which the member belongs.

5.5 Upon the payment of the fees herein prescribed for the applicant's class, the appropriate membership shall be given to the applicant.

6. CLASSES OF MEMBERSHIP

Full membership

[a] The qualification for full membership shall be set down by the Executive Committee from time to time;

[b] Full members shall be over the age of eighteen (18) years;

[c] Full members are to have full voting rights at all general meetings of the Association and shall be eligible for election to any office within the Association.

6.2 **Life Membership**

[a] Any financial member of the Association (other than junior members) may by writing to the Secretary nominate for Honorary Life Membership any member of the Association (other than a junior member) who has given meritorious service to the Association over a period of time as decided upon by the members of the Association (other than junior members) in general meeting;

[b] the Secretary shall refer every such nomination to the Executive Committee. The Executive Committee may, if it thinks fit, recommend such nomination to the next Annual General Meeting, *#Extraordinary General Meeting, or (Monthly) Members' Meeting* of the Association for election.
Amended at Extraordinary Meeting 26 June, 2004

[c] An Annual General Meeting, *#Extraordinary General Meeting, or (Monthly) Members' Meeting* of the Association may, by not less than seventy-five per centum (75%) of the members present and voting at such a meeting, elect as an Honorary Life Member of the Association, any such member whose nomination has been so recommended.

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[d] Honorary Life Membership shall entitle the holder thereof, subject to Clause 6.2

[e] to:

(i) all privileges of any member of the Association, without payment of membership fees or subscription; and

(ii) free admission to all functions of the Association

[e] Life members are to have full voting rights at all general meetings of the Association and shall be entitled to seek election to all Executive Committee positions and may be chosen by the Executive Committee to fill any position as it is within the power of the Executive Committee to choose.

6.3 Non-exhibiting members are to have full voting rights and may stand for office, if over the age of 18 years.

7. NOMINATION FOR MEMBERSHIP

7.1 A nomination of a person for membership of the Association shall be on the form attached to this Constitution and marked with the letter "A" and shall be accompanied by such references as shall be required by the Executive Committee from time to time in its absolute discretion.

7.2 As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Executive Committee which shall determine whether to approve or reject the nomination.

7.3 Where the Executive Committee chooses to reject the nomination it shall not have to give the nominee or any other person reasons for such rejection.

7.4 Where the Executive Committee determines to approve a nomination for membership, the Secretary shall as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within a period of twenty eight (28) days after receipt by the nominee of the notification of the sum payable under this Constitution by a member of the class of membership to which the applicant has been nominated as the entrance fee and annual subscription.

- 7.5 The Secretary shall, on payment by the nominee of the amounts referred to in Clause 12 herein within the period referred to in that Clause, enter the nominee's name in the register of members in the class of membership to which the nominee has been accepted and upon the name being so entered, the nominee becomes a member of the Association.

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CESSATION OF MEMBERSHIP

- 8.1 A person ceases to be a member of the Association if the person:
- [a] dies;
 - [b] is declared by a qualified medical practitioner to be mentally ill within the provisions of the Mental Health Act;
 - [c] resigns that membership; or
 - [d] is expelled from the Association.
 - [e] does not pay the annual membership subscription within two (2) months after the date it becomes due each year.
- # Amended at Extraordinary Meeting 26 June, 2004

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 9.1 A right, privilege or obligation which a person has by reason of being a member of the Association-
- [a] is not capable of being transferred or transmitted to another person;
 - [b] terminates upon cessation of the person's membership.

10. RESIGNATION OF MEMBERSHIP

- 10.1 A member of the Association is not entitled to resign that membership except in accordance with this Clause 10.
- 10.2 A member of the Association who has paid all amounts payable by such member of the Association in respect of that member's membership may resign from membership of the Association by first giving notice in writing (being not less than one month or not less than such other period as the Executive Committee may determine from time to time) to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 10.3 Where a member of the Association ceases to be such a member pursuant to the provisions of this Constitution, and in every other case where a member ceases to hold membership for whatsoever reason, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. REGISTER OF MEMBERS

- 11.1 The register of members (indicating the class of membership to which each member belongs) shall be kept and maintained by the Secretary at his residential premises or if the office of the secretary shall be vacant for any reason, then by the Association's Public Officer.

12. FEES, SUBSCRIPTION, ETC

- The Association in General Meeting by ordinary resolution may set an entrance fee for every full member of the Association from time to time.
- 12.2 The annual subscription payable by each full member of the Association (excepting Life Members) shall be Twenty Dollars (\$20) or such other amount as may be determined by the Association in General Meeting by ordinary resolution provided that an entrance fee of thirty dollars (\$30.00) shall be payable as a family rate" for all members residing under one roof and being related to one another, with a limit of four (4) persons being entitled to the benefit of such family rate membership (unless decided otherwise by the Executive Committee).
- 12.3 Non-exhibiting members shall pay an annual subscription of \$10, unless otherwise determined by the Executive Committee. Each annual subscription shall relate to the financial year of the Association for which it is paid.

13. MEMBERS' LIABILITIES

- 13.1 The liability of any member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the

Association shall be limited to the amount, if any, unpaid by the member as required by Clause 12 herein.

14. DISCIPLINING OF MEMBERS

- 14.1 If any member of the Association shall wilfully refuse or neglect to comply with the terms and conditions of this Constitution or shall be involved in conduct which, in the opinion of the Executive Committee, is unbecoming of a member or prejudicial to the interests of the Association, the Executive Committee shall have the power by resolution to censure, suspend or expel the member from the Association.
- 14.2 At least one week before the meeting of the Executive Committee at which such a resolution is presented, the Secretary shall serve notice of the intended meeting and the allegations and the intended resolution on the member and a member shall be deemed to have been served with a notice if such notice was left at the last address of the member shown in the Register of the members of the Association.
- 14.3 The member shall at such meeting and before the passing of the resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
- 14.4 Any such member may by notice in writing lodged with the Secretary at least twenty - four (24) hours before the time for holding the meeting at which the resolution is to be considered by the Executive Committee, elect to have the question dealt with by the Association in General Meeting.
- 14.5 In the event that a member elects to have the question dealt with by the Association in General Meeting, an Extraordinary General Meeting of the Association shall be called for this purpose.
- 14.6 If at the meeting such a resolution is passed by a majority of two-thirds of those present and entitled to vote and voting (such a vote to be taken by secret ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion, the member shall thereby be expelled.

PART III - MEETINGS OF THE ASSOCIATION

15. MEETINGS OF THE ASSOCIATION

- 15.1 Meetings of the Association shall be deemed to be General Meetings and may be either Annual or Extraordinary.
- 15.2 [a] The first Annual General Meeting of the Association shall be held not later than the month of August 1989;
 [b] Subsequent Annual General Meetings of the Association shall be held during the month of August in each year, the first of such meeting to be held during the month of August 1990;
 [c] The business of each Annual General Meeting shall be:
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 (iii) to receive the audited financial statements of the Association for the financial year just ended;
 (iv) to elect the Executive Committee for the forthcoming year.
 (v) to elect the auditors for the forthcoming year;
 (vi) to consider and, if thought fit, to fix the membership subscription fee;
 (vii) to transact such other business as the meeting may decide.⁵⁵
- 15.3 [a] Extraordinary General Meetings of the Association shall be held at such time and place as the Executive Committee may direct;
 [b] Any member of the Association, possessing voting rights may convene an Extraordinary General Meeting by requisition of not less than ten per centum (10%) of the members of the Association who have rights to vote at a General Meeting of the Association (provided that the requisition must be signed by at least twelve (12) members provided that the member seeking such Extraordinary General Meeting notifies the other members of the Association of the reasons for such requisition in writing.
- 15.4 The Secretary shall cause notices of every General Meeting whether Annual or Extraordinary to be given by post to each member of the Association at least fourteen (14) days prior to the date appointed for such meeting.
 Each such notice shall specify: - the date, time and place at which each such meeting is to be held;
 - the nature of the business to be transacted there;
 [a] At the time of giving notice to members of each Annual General Meeting of the Association, the Secretary shall cause a notice to be forwarded to each member inviting nominations in writing from members in accordance with sub-clause (b) and (c) hereof for the positions (other than the position of Auditor) to be filed at such Annual General Meeting;

[b] Each such nomination shall specify the position or positions for which the nomination is made shall bear the signature of a member (other than the nominee) as proposer and of another member (other than the nominee) as seconder, and shall bear the signature of the nominee by way of consent to such nomination (provided that the proposer and seconder must be members possessing voting rights).

[c] Each such nomination shall be deposited with the Secretary at an address or in a manner specified by the Secretary in the notice inviting nominations not later than seventy- two (72) hours prior to the time appointed for the commencement of such Annual General Meeting;

[d] A person whose written nomination does not comply fully with the provisions of sub-clause (b) and (c) of this clause shall not be deemed to have been duly nominated in writing and each such purported nomination not so complying shall for all purposes be disregarded;

[e] (i) Nominations received in writing prior to the Annual General Meeting shall be put to the vote of the members. Nominations will not be accented from the floor at the Annual General Meeting.
(ii) Notwithstanding this provision 15.4[e] (should it happen that no written nominations have been received for a position or positions, then nominations from the floor will be accepted. Such nominations must be seconded and the nominee or nominees must be present to signify their acceptance of their nominations. Should there be more than one nomination for a position, the voting will be carried out by a show of hands.

[f] If there shall be more than one nomination in writing for any position or positions to be filled at such Annual General Meeting, the person or persons to be elected to such position or positions shall be determined by secret ballot of the members present at such meeting;

[g] Such secret ballot shall be conducted on a "first past the post" system. Each ballot paper shall be marked with the names of as many of the nominees as there are vacancies or vacancies remaining for each such position, and with no further or other names. Each name so marked shall be deemed to receive one vote and the person or persons receiving the greatest number of votes shall be duly elected. In the event of two (2) or more nominees receiving an equal number of votes to fill the last remaining vacancy for any position, the nominees (if any) receiving more than such equal numbers of votes shall be declared elected and the filling of the last remaining vacancy for such position shall be determined by further ballot between the nominees receiving such equal number of votes. Such further ballot shall also be conducted and declared in accordance with this sub-clause and if, after such further vacancy, the result shall be determined by lot;

(h) This clause shall have effect subject to the proviso to Clause 15.1[a] hereof;

[i] Clause 17 shall not apply to ballots for elections.

The accidental omission to give notice of any General Meeting to any member or members of the Association and the non-receipt of such notice by any such member or members shall not affect validity of business transacted at such meeting.

16. **QUORUMS, VOTING AND CHAIRPERSON**

16.1 The President of the Association shall be the Chairperson of each meeting of the Association and of each meeting of the Executive Committee. If the President is not in attendance at any such meeting, the Vice-President shall be the Chairperson and if neither the President nor the Vice-President is in attendance, the members in attendance at the meeting and entitled to vote shall elect a Chairperson for that meeting from their number.

16.2 The Chairperson of every General Meeting of the Association and of every meeting of the Executive Committee shall have a casting vote as well as a deliberative vote.

16.3 [a] The quorum required for General Meetings of the Association shall be ten (10) members of the Association.

[b] The quorum required for meetings of any Executive Committee of the Association shall be three (3) members of such Executive Committee *who must be Elected Officer Bearers*.

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[c] If within thirty (30) minutes of the time set down for the commencement of any General Meeting of the Association or any meeting of a Executive Committee a quorum shall not be present, such meeting shall therefore be adjourned to the same time and place seven (7) days later and at any such adjourned meeting the members in attendance at the time appointed for commencement of the meeting shall form a quorum for that adjourned meeting (provided a majority of same are full members).

- 16.4 At all General Meetings of the Association and at all meetings of the Executive Committee, each motion put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the Chairperson or not less than two (2) members present. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has or has not on a show of hands been carried and any entry to that effect in the books containing the minutes of the proceedings of the meeting shall be final evidence of the result of the voting on each such motion.
- 16.5 Unless otherwise provided by the provisions of this Constitution, all matters shall be decided upon by ordinary resolution. Any ordinary resolution shall be passed if not less than one half of the members in attendance at such meeting and entitled to do so, vote in favour of the motion therefore.
- 16.6 [a] No person other than a member of the Association possessing voting rights shall be entitled to vote at General Meetings of the Association.
[b] No person other than a member of the Executive Committee shall be entitled to vote at meetings of the Executive Committee.
17. **PROXIES**
- 17.1 A member possessing voting rights may vote in person or by proxy or by attorney and on a show of hands every person present who is a member possessing voting rights or a representative shall have one vote.
- 17.2 A member possessing voting rights who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands, or on a poll, by his Executive Committee or by his trustee or by such other person as property has the management of his estate, and any such Executive Committee, trustee or other person may vote by proxy or by attorney.
- 17.3 A proxy may only be given to a financial member of the Association possessing voting rights.
- 17.4 The instrument appointing a proxy shall be in writing, under the hand of the appointer or of his attorney duly authorised in writing.
- 17.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 17.6 A member shall be entitled to instruct his proxy in favour of or against any proposed resolution.
- 17.7 The instrument appointing a proxy shall be in the form set out in Appendix 2 of these Rules.
- 17.8 The instrument appointing a proxy and the power of attorney or other authority in any under which it is signed or a notarially certified copy of that power of attorney or authority which shall be deposited at the registered office of the Association, or at such other place as is specified for that purpose in the notice convening the meeting, not less than seven (7) days before the time for holding the meeting or adjourned meeting set which the person named in the instrument proposes to vote.
- 17.9 A vote given in accordance with the terms of an instrument or proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument of proxy was executed, if no written intimation of such death, unsoundness of mind or revocation as aforesaid has been received by the

Association at the registered office before the commencement of the meeting or adjourned meeting at which instrument is used.

- 17.10 Clause 17 of this Constitution shall not apply to voting for election of members of any Executive Committee. In such circumstances, voting may only be by those members present in person at such General Meeting of the Association where such election takes place.

PART VI - THE EXECUTIVE COMMITTEE

18. EXECUTIVE COMMITTEE

- 18.1** [a] No person shall be eligible for election to or to remain a member of the Executive Committee:
 (i) unless he shall, at the time of his election, be a financial member of the Association possessing voting rights.
 (ii) if he shall then be a paid employee of the Association PROVIDED THAT no person shall be deemed to be an employee of the Association merely on the grounds that he is then in receipt of an honorarium from the Association.

b] Hereof and to any direction given to the contrary by the Association in General Meeting, the whole of the administration of the Association shall be vested in and shall be controlled by a Executive Committee elected for that purpose at each Annual General Meeting of the Association (and in such officers chosen for specific administrative duties by the Executive Committee from time to time).

(c) "The Executive Committee shall consist of the following persons,
 (i) The five (5) Officer Bearers, and
 (ii) No more than seven (7) Ordinary Members.

(d) For the purpose of Clause 18.1.0. (1), the five (5) Office Bearers shall be the following persons:
 (i) One President
 (ii) One Vice-President
 (iii) One Secretary
 (iv) One Treasurer
 (v) One Art Director

(e) For the purpose of Clause 18.1 (ii), Ordinary Members of the Executive Committee shall be those persons appointed to the Executive Committee by means of Rule 21 of this constitution.

(f) No person shall be eligible for election or appointment to the Executive Committee unless, he shall, at the time of election, or appointment, be a financial member of the Association possessing voting rights."

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- 18.2 [a] The Executive Committee shall meet not less frequently than once in each month at such time and place as it shall for that purpose appoint; #excluding the month of January (unless the Executive Committee decides to meet in January). #Amended at Extraordinary Meeting 26 June, 2004
 [b] The business of the meetings of the Executive Committee shall be as directed by the Executive Committee.

19. ELECTED OFFICE BEARERS

- 19.1** The #elected Officer Bearers of the Association shall comprise
 The President, the Vice-President, the Secretary, the Treasurer, and the Art Director for the time being of the Association. *Amended at Extraordinary Meeting 26 June, 2004*
- 19.2 The President shall preside at all meetings in which he is in attendance and he shall be responsible for the orderly conduct of proceedings.
- 19.3 The Vice-President will deputise for the President in his absence.

- 19.4 The Secretary shall be the Association's Executive Officer and shall administer the affairs of the Association as directed by the Executive Committee and as the Rules herein provide, to keep a proper record of all correspondence, to prepare the Annual Report and to execute such other duties as may come within his province. He shall hold the official seal and all other property shall be in his charge.
- 19.5 The Secretary shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her residential address.
- 19.6 It is the duty of the Secretary to keep minutes of -:
[a] all appointments of office-bearers and members of the Executive Committee;
[b] the names of members of the Executive Committee present at a Executive Committee Meeting or at a General Meeting; and
[c] al proceedings at Executive Committee meetings and General Meetings.
- 19.7 The Secretary of the Association shall cause to be made and keep a book set aside for that purpose full and accurate minutes of;
[a] All appointments of office bearers;
[b] Members present at each meeting of the Association and the Executive Committee;
[c] All proceedings of every meeting of the Association and of the Executive Committee;
[d] Al minutes of each meeting shall be set before the next meeting of the Association or Executive Committee, as the case may be, from which such minutes were taken, for the purpose of confirmation. Upon confirmation by such meeting, the minutes shall be signed by the Chairperson of that meeting and shall thereupon be prima facie evidence of the business transacted at the meeting to which such minutes refer.
- 19.8 It is the duty of the Treasurer of the Association to ensure that:
[a] all money due to the Association is collected and received and that all payments authorised by the Association are made; and
[b] correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- 19.9 The Art Director shall be responsible to members for the following matters:
[a] for the co-ordination and negotiation of workshops, lectures and demonstrations by professional persons and others;
[b] for the arrangement of tutorial courses conducted by qualified tutors;
[c] for the organisation of exhibitions;
[d] for the recommendation and arrangement for suitable judges and selectors for any Scholarship Awards and Selected Exhibitions and any other matters relative to the aims of the association.
- 19.10 All office bearers of the Association shall retain office (subject to the provisions of this constitution) until the conclusion of the AnnualGeneral Meeting of the Association at which the successors are elected.
- 19.11 Every casual vacancy occurring shall be filled by a person appointed for that purpose by Executive Committee.
- 19.12 The office of any member of the Executive Committee shall become vacant if.
[a] he resigns that position in writing; [b] he becomes bankrupt or insolvent;
[c] he becomes of unsound mind;
[d] he dies whilst in office;
[e] He ceases to be a member of the Association;
[f] At a General Meeting of the Association, an appropriate special resolution in that regard and of which due notice has been given, is passed;
[g] Without limiting the operation of this Clause 19.12 a position on the Executive Committee shall become vacant if;
(i) the member holds an office of profit in the Association;
(ii) the member is directly or indirectly interested in any contract proposal with the Association.
- 19.13 [a] A member of the Executive Committee is required to attend a minimum of six (6) meetings of the Executive Committee during the term of office of the Executive Committee;

[b] Any member of the Executive Committee who is unable to attend a meeting of the Executive Committee must tender an apology for such absence to the Secretary prior to the meeting, indicating the reason for such absence;

[c] Should any member of the Executive Committee fail to comply with this Clause 19 herein, the Executive Committee shall have the discretion and authority to review such member's continuing membership of the Executive Committee and the Executive Committee shall have the power to dismiss the member from the Executive Committee and the position of such member shall be declared vacant in the event of such dismissal.

19.14 Any person appointed to fill a casual vacancy pursuant to Clause 19.12 herein shall hold office until the next following Annual General Meeting.

20. SUB COMMITTEES

20.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than;

[a] this power of delegation; and

[b] A function which is a duty imposed on the Executive Committee by the Act or by any other law.

20.2 A function the exercise of which has been delegated to a sub-committee under this rule 20 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

20.3 A delegation under this rule 20 may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances, as may be specified in the instrument of delegation.

20.4 Notwithstanding any delegation under this Rule 20, the Executive Committee may continue to exercise any function delegated.

20.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule 20 has the same force and effect as it would have if it had been done or suffered by the Executive Committee.

20.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule 20. A sub-committee may meet and adjourn as it thinks proper.

21. OFFICE-BEARERS CHOSEN BY THE EXECUTIVE COMMITTEE

21.1 The Executive Committee may, by instrument in writing, appoint any full member of the Association (who consents in writing to be so appointed) to fill the positions of Assistant Secretary, Assistant Treasurer, and any other position with which the Executive Committee from time to time in its absolute discretion choose to create.

21.2 All such persons referred to in Clause 21.1 holding any such position shall do so at the discretion of the Executive Committee which may terminate any such appointment in writing at any time.

21.3 The Assistant Secretary will deputise for the Secretary in his absence and at such time shall have the duties and responsibilities of the Secretary. The Assistant Secretary shall also generally assist the Secretary where and when required.

21.4 The Assistant Treasurer will deputise for the Treasurer in his absence and at such time shall have the duties and responsibilities of the Treasurer. The Assistant Treasurer shall also generally assist the Treasurer where and when required.

21.5 The appointment of any person under this Clause 21 shall be terminated upon the holding of an Annual General Meeting and the Executive Committee elected at such Annual General Meeting shall make new appointments in writing at the first meeting of such Executive Committee after the Annual General Meeting where it is elected.

- 21.6 The Executive Committee shall have the power to amend the duties and responsibilities of any person appointed pursuant to this Clause 21 provided that such amendment is notified to the person concerned in writing.
- 21.7 # A member appointed to the Executive Committee, by means of Rule 21 of this Constitution, shall have voting rights at those Executive Committee Meetings they attend. #*Amended at Extraordinary Meeting 26 June 2004*

PART V- MISCELLANEOUS

22. FUNDS, ACCOUNTS AND AUDIT

- 22.1 [a] All monies received by the Association or by any person on behalf of the Association shall be transmitted forthwith to the Treasurer of the Association who shall deposit the same without deduction to the banking account of the Association and shall issue a receipt for all such monies received;
[b] A petty cash account shall be conducted by the Treasurer on an imprest system, but no payment shall be made there from in excess of Fifty dollars (\$50.00) for any one payment.
- 22.2 The payment of all accounts of the Association shall be approved by the Executive Committee and full details of all such approvals shall be entered in the Minute Book of the Executive Committee.
- 22.3 Each financial year of the Association shall commence on 1st July and end on 30th June each year.
- 22.4 Each financial statement submitted for the approval of an Annual General Meeting shall be audited and shall bear the Certificate of the Auditor or appointed by the Association. Audits shall be conducted at regular intervals of not more than twelve (12) months. An auditor may not be a member of the Executive Committee.

23. AMENDMENT OF THIS CONSTITUTION

- 23.1 This Constitution and any part thereof may be amended by a special resolution of the Association passed at a General Meeting of the Association convened for that purpose or for purposes including that purpose.

24. INSURANCE

- 24.1 The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- 24.2 In addition to the insurance required under this condition the Association may effect and maintain other insurances the Executive Committee thinks fit.

25. DISSOLUTION

- 25.1 The organisation shall be dissolved in the event of and according to the tenor of the special resolution for that purpose passed at General Meeting of the Association convened for that purpose or purposes including that purpose.
- 25.2 Upon passage of resolution in accordance with the provisions of Clause 25.1 herein all assets and funds of the Association shall, after payment of all expenses and liabilities, be handed over to such registered charity or charities, which meet the purpose of 63a of the Sales Tax Exemption & Classification Act, as a simple majority of the members at such General Meeting so convened may decide or shall be otherwise disposed of in accordance with the provisions of any undertaking.
- 25.3 So soon as may be after passage of a special resolution mentioned in Clause 25.1 herein, notification of the passage of that resolution shall be given to that Department of the Government of New South Wales as shall be responsible from time to time for the funding and administration of the Arts.

26. COMMON SEAL

- 26.1 The Executive Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Executive Committee or of a sub-Executive Committee of members of the Association authorised by the Executive Committee in that behalf.

- 26.2 Every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.
27. CUSTODY OF BOOKS, ETC.
- 27.1 The custody of books, documents and securities of the Association shall be kept in such manner as determined by the Executive Committee from time to time.
28. INSPECTION OF BOOKS, ETC.
- 28.1 Any member of the association may seek inspection of the books and documents of the Association by the service of a notice in writing upon the Secretary who shall arrange for such inspection as soon as practicable.
29. SERVICE OF NOTICES
- 29.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 29.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
30. SURPLUS PROPERTY
- 30.1 At the first General Meeting of the Association, the Association shall pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding-up or the cancellation of the Incorporation of the Association.
- 30.2 The incorporated association so nominated shall be one which fulfils the requirements specified in Section 53(2) (9) (c) the Act.
31. PAYMENT, ETC.. OF OFFICE BEARERS AND MEMBERS
- 31.1 A member of the Executive Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Executive Committee except -
- [a] repayment of out-of-pocket expenses or tuition fees;
 - [b] interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
 - [c] reasonable and proper rent for premises let to the Association.