

**STRATHNAIRN ARTS ASSOCIATION
INCORPORATED**

CONSTITUTION

19 March 2016

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1. DEFINITIONS AND INTERPRETATION

Definitions

1.1 In this Constitution:

annual general meeting means the general meeting of the association which is held each year in accordance with clauses 25 and 26.

association means Strathnairn Arts Association Incorporated.

board refers to the members of the board, acting collectively, who are elected in accordance with clauses 16 and 17 and includes the office-bearers.

casual vacancy has the meaning given in clause 18.1.

financial year means the year ending on 31 December.

life member means a person who has been conferred life membership of the association in accordance with clause 5.1.

member means a member, however described, of the association and includes ordinary members and life members.

ordinary member means a member of the association admitted in accordance with clause 4.

secretary means the person holding office under this Constitution as secretary of the association or, if no such person holds that office, the public officer of the association.

special resolution has the meaning given in the Act.

the Act means the *Associations Incorporation Act 1991* (ACT).

the regulation means the *Associations Incorporation Regulation 1991* (ACT).

Interpretation

1.2 In this Constitution, unless the context otherwise requires:

1.2.1 a reference to this Constitution is a reference to this Constitution as amended from time to time;

1.2.2 a reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this constitution;

1.2.3 a reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time;

1.2.4 a reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution;

- 1.2.5 where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
- 1.2.6 a word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender indicates the other genders;
- 1.2.7 an expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority;
- 1.2.8 a reference to "dollars" or "\$" means Australian dollars;
- 1.2.9 references to the word "include" or "including", or to the word "exclude" or "excluding", are to be interpreted without limitation;
- 1.2.10 a reference to a time of day means that time of day in the Australian Capital Territory;
- 1.2.11 a reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the Australian Capital Territory;
- 1.2.12 where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day; and
- 1.2.13 a term of this Constitution that has the effect of requiring anything to be done on or by a date, which is not a business day, must be interpreted as if it required it to be done on or by the next business day.

2. OBJECTS OF THE ASSOCIATION

Objects

- 2.1 The objects of the association are to:
 - 2.1.1 deliver a vibrant visual arts program in the Canberra region, to foster visual artists and grow the Canberra community's engagement and participation in the arts;
 - 2.1.2 empower emerging and established artists in their professional development;
 - 2.1.3 preserve and nurture the association's unique homestead, arts facilities and natural environment;
 - 2.1.4 encourage the Canberra community's engagement in the visual arts through a socially inclusive and diverse arts program to promote creativity, health and wellbeing in the Canberra community; and
 - 2.1.5 secure the future of the association and manage its resources, in an ethical manner, to support long-term sustainability.

Achieving the Objects

- 2.2 In order to achieve the objects of the association specified in clause 2.1 the association will:
- 2.2.1 make and carry out arrangements with governments, funding bodies and others for the achievement of the objects of the association;
 - 2.2.2 raise funds for the purpose of achieving the objects of the association through subscriptions, sales, gifts, donations or other fund raising activities;
 - 2.2.3 engage, employ or sponsor individuals or groups for the purposes of carrying out the activities of the association;
 - 2.2.4 do such other things, including working with partner organisations, as may seem proper to fulfil the objects;
 - 2.2.5 elect members to the Board, to manage the association, on the basis of their expertise, experience and merit;
 - 2.2.6 receive any funds and distribute these funds in a manner that best attains the objects of the association; and
 - 2.2.7 do all such things as are incidental, convenient or conducive to the attainment of all or any of the above.

3. QUALIFICATIONS FOR ORDINARY MEMBERSHIP

- 3.1 A person is qualified to be an ordinary member if:
- 3.1.1 the person is a person mentioned in the Act, section 21 (2) (a) or (b) and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
 - 3.1.2 the person:
 - (a) supports the objects of the association and agrees to be bound by its rules; and
 - (b) has been approved for membership of the association by the Board.

4. APPLICATION FOR ORDINARY MEMBERSHIP

Application

- 4.1 An application by a person for ordinary membership of the association must be made in the manner determined by the Board from time to time.

Consideration by the Board

- 4.2 As soon as is practicable after receiving an application for ordinary membership, the secretary must refer the application to the Board, which must decide whether to approve or to reject the application.

Payment of Membership Fee

- 4.3 If the Board decides to approve an application for ordinary membership, the secretary must as soon as practicable after that decision notify the nominee of that approval and request the applicant to pay, within 28 days after receipt of the notification, the sum payable under this Constitution by a member as the first year's annual subscription.
- 4.4 The secretary must, on payment by the applicant of the amounts mentioned in clause 4.3 within the period mentioned in that clause, enter the applicant's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

5. LIFE MEMBERSHIP

- 5.1 The association in general meeting may, by special resolution, confer life membership on any person who has rendered distinguished service to the association.
- 5.2 A life member is entitled to all the rights, privileges and obligations afforded to a member of the association.
- 5.3 A life member is not required to pay any annual subscription that would otherwise be payable by a member of the association under this Constitution.
- 5.4 The secretary must, on the passing of a special resolution conferring life membership under clause 5.1, enter the name of the life member in the register of members as a life member.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 6.1 A right, privilege or obligation that a person has because of being a member of the association:
- 6.1.1 cannot be transferred or transmitted to another person; and
- 6.1.2 terminates on cessation of the person's membership.

7. CESSATION OF MEMBERSHIP

- 7.1 A person ceases to be a member of the association if the person:
- 7.1.1 dies or, for a corporation, is wound up; or
- 7.1.2 resigns from membership of the association; or
- 7.1.3 is expelled from the association; or
- 7.1.4 fails to renew membership of the association.

8. RESIGNATION OF MEMBERSHIP

- 8.1 A member is not entitled to resign from membership of the association except in accordance with this clause.

8.2 A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

8.3 If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

9. MEMBERSHIP FEE

Annual Membership Fee

9.1 The annual membership fee of the association is \$60 or, if any other amount has been determined by resolution of the Board, that other amount.

Concessional Annual Membership Fee

9.2 The Board may, by resolution, determine that members who fall within a particular class of persons (e.g. full-time students) will pay a discounted or concessional annual membership fee. Despite paying a discounted or concessional annual membership fee, all members have the same membership rights and obligations.

Payment of Annual Membership Fee

9.3 The annual membership fee is payable:

9.3.1 except as provided by clause 9.3.2, within 21 days of the annual general meeting; or

9.3.2 in accordance with clause 4.3 when a person becomes a member on or after the annual general meeting.

10. MEMBERS' LIABILITIES

10.1 The liability of a member 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 is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by clause 9.

11. NO PROFITS FOR MEMBERS

Transfer of income or property

11.1 The association may not pay or transfer any income or property, directly or indirectly to any member.

11.2 The association must not pay a dividend to any member.

Payments, services and information

11.3 Nothing in this clause 11 prevents the association making a payment in good faith of any of the following:

- 11.3.1 an amount to any member in return for any services actually rendered to the association or for goods supplied in the ordinary and usual course of business;
 - 11.3.2 reasonable and proper interest on money borrowed from any member;
 - 11.3.3 reasonable and proper rent for premises let by any member to the association; or
 - 11.3.4 reimbursement of expenses reasonably and properly incurred by any member on the association's behalf with the consent of the Board.
- 11.4 Nothing in this clause 11 prevents the association from providing services or information to members on terms which are different from the terms on which services or information are provided to persons who are not members.

12. DISCIPLINING OF MEMBERS

- 12.1 If the Board is of the opinion that a member:
- 12.1.1 has persistently refused or neglected to comply with a provision of this Constitution; or
 - 12.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the association,
- the Board may, by resolution:
- 12.1.3 expel the member from the association; or
 - 12.1.4 suspend the member from the rights and privileges of membership of the association that the Board may decide for a specified period.
- 12.2 A resolution of the Board under clause 12.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 12.3, confirms the resolution in accordance with this clause.
- 12.3 If the Board passes a resolution under clause 12.1, the secretary must, as soon as practicable, serve a written notice on the member:
- 12.3.1 setting out the resolution of the Board and the grounds on which it is based; and
 - 12.3.2 stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - 12.3.3 stating the date, place and time of that meeting; and
 - 12.3.4 informing the member that the member may do either or both of the following:
 - (a) attend and speak at that meeting;

- (b) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- 12.4 Subject to the Act, section 50, at a meeting of the Board mentioned in clause 12.2, the Board must:
 - 12.4.1 give to the member mentioned in clause 12.1 an opportunity to make oral representations; and
 - 12.4.2 give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
 - 12.4.3 by resolution decide whether to confirm or to revoke the resolution of the Board made under clause 12.1.
- 12.5 If the Board confirms a resolution under clause 12.4, the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under clause 13.
- 12.6 A resolution confirmed by the Board under clause 12.4 does not take effect:
 - 12.6.1 until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - 12.6.2 if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with clause 12.4.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 13.1 A member may appeal to the association in general meeting against a resolution of the Board that is confirmed under clause 12.4, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 13.2 On receipt of a notice under clause 13.1, the secretary must notify the Board which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- 13.3 Subject to the Act, section 50, at a general meeting of the association called under clause 13.2:
 - 13.3.1 no business other than the question of the appeal may be transacted; and
 - 13.3.2 the Board may place before the general meeting such details of the grounds for the resolution and the reasons for the passing of the resolution as it believes are appropriate;
 - 13.3.3 the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

- 13.3.4 the members present must vote by secret ballot on the question of whether the resolution made under clause 12.4 should be confirmed or revoked.

If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 12.4, that resolution is confirmed.

14. BOARD POWERS

- 14.1 The Board, subject to the Act, the regulation, this Constitution, and to any resolution passed by the association in general meeting:
- 14.1.1 controls and manages the affairs of the association; and
- 14.1.2 may exercise all functions that may be exercised by the association other than those functions that are required by this Constitution to be exercised by the association in general meeting; and
- 14.1.3 has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

15. CONSTITUTION AND MEMBERSHIP

- 15.1 The Board consists of 7 persons elected in accordance with clause 15.3 or appointed in accordance with clause 18.2.
- 15.2 The office-bearers of the association are:
- 15.2.1 the president;
- 15.2.2 the vice-president;
- 15.2.3 the treasurer; and
- 15.2.4 the secretary.

Board Elected by Members

- 15.3 Subject to clause 18, the Board members are elected by the members, subject to the Act, from nominees nominated in accordance with clause 16.1 at each annual general meeting of the association at which positions become vacant.

Term

- 15.4 Subject to clauses 15.6 and 18.3, the term of appointment of Board members, including the president, will be until the second annual general meeting after the annual general meeting of his or her appointment.
- 15.5 Board members, including the president, are eligible for re-appointment at the expiry of each term of appointment.

Split Terms for Board Elected in 2017

- 15.6 At the 2017 annual general meeting members will elect 4 Board members, including the president, for a term of 2 years and 3 Board members for a term of 1 year.

16. BOARD NOMINATION AND ELECTION PROCESS

Nomination

- 16.1 Nominations of members for election as president and Board members must be:
- 16.1.1 made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
 - 16.1.2 accompanied by a statement setting out the expertise and experience of the nominee; and
 - 16.1.3 given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

Skills Based Board

- 16.2 Nominations of members for election to the Board, including nominations for president, must result in the Board having a combination of expertise and experience in all of the following areas:
- 16.2.1 visual arts, communications, marketing and education;
 - 16.2.2 strategic planning, business and financial management;
 - 16.2.3 environment, heritage and conservation; and
 - 16.2.4 corporate governance, risk management and leadership.
- 16.3 The members may, by simple majority at the annual general meeting, reject a nomination for election to the Board, including a nomination for president, if that nomination will not result in the Board have the required expertise and experience required by clause 16.2.

Election

- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 16.5 If the number of nominations made exceeds the number of vacancies to be filled, a ballot must be held.
- 16.6 The ballot for the election of Board members and president, must be conducted at the annual general meeting in the way the Board may direct.

16.7 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

16.8 If insufficient further nominations are received, any vacant positions remaining on the Board, including the position of president, are taken to be casual vacancies.

17. ELECTION, APPOINTMENT AND TERM OF OFFICE-BEARERS

Election of the President

17.1 The members must elect the president in accordance with clause 16.

17.2 If a vacancy in the office of president arises, the vice-president will assume the office of president until the earlier of:

17.2.1 the date when the person elected by members as the president in accordance with clause 17.1 is able to resume the office of president; and

17.2.2 the next annual general meeting of the Association.

Appointment of Office-Bearers

17.3 The Board must appoint, from its members, the following office-bearers:

17.3.1 vice-president;

17.3.2 secretary; and

17.3.3 treasurer.

17.4 The Board must appoint or re-appoint the office-bearers set out in clause **Error! Reference source not found.**

17.4.1 whenever a vacancy in an office-bearer position arises; and

17.4.2 at the first meeting of the Board which follows the appointment of person/s to the Board by members.

17.5 A Board member, including the president, is not eligible to simultaneously hold more than 1 office-bearer position on the Board.

17.6 A Board member, including the president, is eligible to simultaneously be an office-bearer and the public officer of the association.

Appointment of Public Officer

17.7 The Board must:

17.7.1 within 14 days after the incorporation of the association, appoint a person to be the public officer of the association; and

17.7.2 within 14 days of the public officer position becoming vacant, appoint a person to be the public officer of the association.

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Term of the President

- 17.8 Subject to clause 17.2, the term of the president will be until the second annual general meeting following election.
- 17.9 The president is eligible for re-election at the end of each term.

Term of Office Bearers other than the President

- 17.10 The term of appointment of office-bearers appointed by the Board in accordance with this clause 17 will be:

17.10.1 until the commencement of the Board meeting referred to in clause 17.4.2; or

17.10.2 a period equal to the remainder of the person's term of appointment as Board member,

whichever is the shorter. If a person vacates his or her office as a Board Member, he or she vacates their officer-bearer position at the same time.

Eligible for re-appointment

- 17.11 Each office-bearer appointed by the Board is eligible for re-appointment at the expiry of each term of appointment as an office-bearer.

18. CASUAL VACANCIES

Casual Vacancies

- 18.1 In this Constitution, a casual vacancy in the office of a member of the Board happens if the member:
- 18.1.1 dies; or
- 18.1.2 ceases to be a member of the association; or
- 18.1.3 resigns the office; or
- 18.1.4 is removed from office under clause 21 (Removal of Board members); or
- 18.1.5 becomes bankrupt or personally insolvent; or
- 18.1.6 suffers from mental or physical incapacity; or
- 18.1.7 is disqualified from office under the Act, section 63 (1); or
- 18.1.8 is subject to a disqualification order under the Act, section 63A; or
- 18.1.9 is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

Filling of Casual Vacancies

- 18.2 Subject to clause 17.2, the Board may, on consultation with such Members as the Board consider appropriate, appoint any person qualified to be a Board member to fill a casual vacancy. In appointing a person to fill a casual vacancy the continuing Board members must select a person that enables the Board to have the combination of expertise and experience set out in clause 16.2.

Term of Replacement Board member

- 18.3 Any Board member appointed under clause 18.2 holds office for the remainder of the term of the Board member replaced.

Actions of the Board

- 18.4 In the event of a vacancy or vacancies in the Board, the remaining Board members may act, but if the number of remaining Board members is not sufficient to constitute a quorum at a meeting of the Board, they may act for the purpose of convening a general meeting of the association.

19. SECRETARY

- 19.1 The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- 19.2 The secretary must keep minutes of:
- 19.2.1 all appointments of office-bearers and Board members; and
 - 19.2.2 the names of members of the Board present at a Board meeting or a general meeting; and
 - 19.2.3 all proceedings at Board meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

20. TREASURER

- 20.1 The treasurer of the association is responsible for:
- 20.1.1 the collection and receipt of all amounts owing to the association and the making of all payments authorised by the association; and
 - 20.1.2 keeping correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.
- 20.2 The treasurer may authorise other persons to assist the treasurer in the performance of their functions.

21. REMOVAL OF BOARD MEMBERS

- 21.1 The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office of member of the Board before the end of the member's term of office.

22. BOARD MEETINGS AND QUORUM

Board Meetings

- 22.1 The Board must meet at least 3 times in each calendar year at the place and time that the Board may decide.
- 22.2 Any member of the Board may call additional meetings of the Board.
- 22.3 Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 22.4 Notice of a meeting given under clause 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board members present at the meeting unanimously agree to treat as urgent business.

Quorum

- 22.5 Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 22.6 The Board may transact no business unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 22.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

Presiding Member

- 22.8 At meetings of the Board:
 - 22.8.1 the president or, in the absence of the president, the vice-president presides; or
 - 22.8.2 if the president and the vice-president are absent — 1 of the remaining members of the Board may be chosen by the members present to preside.

23. DELEGATION BY BOARD TO SUBCOMMITTEE

Board May Delegate

- 23.1 The Board may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than:
 - 23.1.1 this power of delegation; and

- 23.1.2 a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the association in general meeting.
- 23.2 A function, the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 23.3 A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.

Board May Exercise Delegated Function

- 23.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 23.5 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

Revocation of Delegation

- 23.6 The Board may, in writing, revoke wholly or in part any delegation under this clause.

Subcommittee Meetings

- 23.7 A subcommittee may meet and adjourn as it considers appropriate.

24. VOTING AND DECISIONS

- 24.1 Questions arising at a meeting of the Board or of any subcommittee appointed by the Board are decided by a majority of the votes of members of the Board or subcommittee present at the meeting.
- 24.2 Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

25. ANNUAL GENERAL MEETINGS—HOLDING OF

- 25.1 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- 25.2 The association must hold its first annual general meeting:
- 25.2.1 within 18 months after its incorporation under the Act; and
- 25.2.2 within 5 months after the end of the first financial year of the association.

25.3 Clauses 25.1 and 25.2 have effect subject to the powers of the registrar-general under the [Act](#), section 120 in relation to extensions of time.

26. ANNUAL GENERAL MEETINGS—CALLING OF AND BUSINESS AT

Calling

26.1 The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.

Business

26.2 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:

26.2.1 to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and

26.2.2 to receive from the Board reports on the activities of the association during the last financial year; and

26.2.3 to appoint members of the Board; and

26.2.4 to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).

Notice of General Meeting

26.3 An annual general meeting must be specified as such in the notice calling it in accordance with clause 28 (Notice).

26.4 An annual general meeting must be conducted in accordance with the provisions of this part.

27. GENERAL MEETINGS—CALLING OF

Board May Call

27.1 The Board may, whenever it considers appropriate, call a general meeting of the association.

Members Requisition

27.2 The Board must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.

27.3 A requisition of members for a general meeting:

27.3.1 must state the purpose or purposes of the meeting; and

27.3.2 must be signed by the members making the requisition; and

27.3.3 must be lodged with the secretary; and

- 27.3.4 may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

Calling of Meeting following Requisition by Members

- 27.4 If the Board fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- 27.5 A general meeting called by a member or members mentioned in clause 27.4 must be called as nearly as is practicable in the same way as general meetings are called by the Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

28. NOTICE

General Meeting

- 28.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by email to each member at the member's email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

Special Resolutions

- 28.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in clause 28.1 specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.

Notification of Business

- 28.3 No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under clause 26.2.
- 28.4 A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. GENERAL MEETINGS—PROCEDURE AND QUORUM

- 29.1 No item of business may be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

- 29.2 Ten members present in person or half the total membership plus 1, whichever shall be the lesser, (who are entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 29.3 If within 60 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 29.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

30. PRESIDING MEMBER

- 30.1 The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.
- 30.2 If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

31. ADJOURNMENT

- 31.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. MAKING OF DECISIONS

Voting by Show of Hands

- 32.1 A question arising at a general meeting of the association is to be decided 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 person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Poll

- 32.2 At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- 32.3 If the poll is demanded at a general meeting, the poll must be taken:
- 32.3.1 immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - 32.3.2 in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33. VOTING

Members have 1 vote

- 33.1 Subject to clause 33.3, on any question arising at a general meeting of the association a member has 1 vote only.

Votes by proxy

- 33.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.

Casting Vote

- 33.3 If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

Voting Rights when money owed

- 33.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

34. APPOINTMENT OF PROXIES

- 34.1 Each member is entitled to appoint another member as proxy by notice given to the secretary before the time of the meeting for which the proxy is appointed.
- 34.2 The notice appointing the proxy must be in the form set out in appendix 1.

35. FUNDS—SOURCE

- 35.1 The funds of the association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the [Act](#), section 114, any other sources that the Board decides.

35.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

35.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. FUNDS—MANAGEMENT

36.1 Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the Board decides.

36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members of the Board or employees authorised to do so by the Board.

37. ALTERATION OF OBJECTS AND CONSTITUTION

37.1 Neither the objects of the association mentioned in the Act, section 29 nor this Constitution may be altered except in accordance with the Act.

38. COMMON SEAL

38.1 The common seal of the association must be kept in the custody of the secretary.

38.2 The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the secretary.

39. CUSTODY OF BOOKS

39.1 Subject to the Act, the regulation and this Constitution, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

40. INSPECTION OF BOOKS

40.1 The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

41. SERVICE OF NOTICE

41.1 In this Constitution, the association may serve a notice on a member by sending it by email to the member at the member's email address shown in the register of members.

42. GIFT FUND REQUIREMENTS

Association to maintain a Public Fund

- 42.1 The association must maintain a Public Fund in accordance with this clause 42 for so long as it seeks or has been entered on the Register and endorsed by the Australian Taxation Office as a DGR.

Rules applying to the Public Fund

- 42.2 The following rules apply to any Public Fund established and maintained by the association:
- 42.2.1 the Public Fund must have a name;
 - 42.2.2 the association must maintain sufficient documents to provide evidence of the Public Fund's purpose and operations;
 - 42.2.3 the association must maintain a separate bank account for the Public Fund;
 - 42.2.4 the following must be credited to the Public Fund:
 - (a) all gifts of money or property to the association for the Principal Purpose; and
 - (b) all money or property received by the association because of those gifts;
 - 42.2.5 no other money or property may be credited to the Public Fund; and
 - 42.2.6 the association must use any gifts, money or property of the kind referred to in clause 42.2.4 only for the Principal Purpose.

Winding up of Public Fund

- 42.3 Despite clause 43, if the Public Fund is wound up or the association ceases to be a DGR for any reason, any surplus assets of the Public Fund remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution to which income tax deductible gifts can be made. For the avoidance of doubt, if a Public Fund operated by the association is wound up but the association remains a DGR and operates any other gift fund in accordance with this clause 42, any surplus assets of the Public Fund that is being wound up may be transferred to any other gift fund operated by the association.

Definitions

- 42.4 In this clause 42 the following definitions apply:

"DGR" means a "deductible gift recipient" within the meaning of section 30–227 of ITAA 97;

"ITAA 97" means *Income Tax Assessment Act 1997* (Cth); and

"Principal Purpose" means the purposes of the association as reflected in the objects of the association specified in clause 2;

"Public Fund" means a fund that is maintained for the Principal Purpose;

"Register" means the Australian Government's Register of Cultural Organisations established under subdivision 30-F of the ITAA 97.

43. SURPLUS PROPERTY

43.1 The members may wind up the association voluntarily by special resolution.

43.2 The association may pass a special resolution nominating:

43.2.1 another association for the Act, section 92 (1) (a); or

43.2.2 a fund, authority or institution for the Act, section 92 (1) (b);

in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

43.3 In the event of the dissolution or winding up of the association, any surplus property is to:

43.3.1 vest in the association, fund, authority or institution nominated under clause 43.2; or

43.3.2 if no special resolution has been made under clause 43.2, be disposed of in accordance with the requirements of the Act and vested in an organisation (or organisations) that has:

(a) similar objects to those set out in clause 2; and

(b) is prohibited by its Constitution from distributing assets and income to its members.

43.4 An association nominated under clause 43.3 must:

43.4.1 fulfil the requirements specified in the Act, section 92 (2); and

43.4.2 have similar objects to those of the association that are out in clause 2.

APPENDIX 1: PROXY APPOINTMENT FORM

Form of appointment of proxy

I,
(full name)

of
(address)

a member of
(name of incorporated association)

appoint
(full name of proxy)

of
(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....
(Signature of member
appointing proxy)

(*To be inserted if desired.)

Date

Note A proxy vote may not be given to a person who is not a member of the association.