

CONSTITUTION

of

RANDWICK ART SOCIETY INC.

Incorporated 2009
ABN: 91 545 207 443

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of
RANDWICK ART SOCIETY Inc.

1. NAME

The name of the Society shall be 'Randwick Art Society Inc.' (hereinafter called The Society).

2. OBJECTIVES

The objectives of The Society shall be:

- a) To share companionship, teach and promote all mediums of Art among like-minded members of the community.
- b) To work for the recognition and appreciation of Art in the local community by members participating in Exhibitions.
- c) To raise funds to enable the above objectives to be realised.

3. MEMBERSHIP

- a) Original members shall be deemed to be those who attended the inaugural meeting of The Society.
- b) Application for Membership must be on official form and appropriate Fees must be fully paid on lodgement of this form.
- c) Will consist of Full, Pensioner, Student/Allowance and Associate.
- d) Fee structure will be approved by Committee Members at the Committee Meeting immediately prior to an Annual General Meeting.
- e) Membership fees must be paid by 28th February of each year.
- f) Any member who is unfinancial after three (3) months of due date to be paid, shall automatically cease to be a member of The Society.
- g) Associate members; viz, non-artists who support The Society and help with any necessary job; cannot vote at any meeting.
- h) The Society shall call upon any member of The Society to show cause why his/her membership should not be terminated. In the event of such explanation being unacceptable, membership shall be terminated.
- i) Membership of a member cannot be transferred to another person.
- j) Every member shall be supplied by the Secretary with a copy of The Society's Constitution.
- k) Payment for the current financial year shall entitle a member to vote at the next ensuing Annual General Meeting.
- l) The liability of a member of The Society to contribute towards the payment of the debts and liabilities of The Society or the costs, charges and expenses of the winding up of The Society is limited to the amount, if any, unpaid by the member in respect of membership of The Society.

4. LIFE MEMBERS

A Life Member is a member who has given long or outstanding service to The Society and may only be elected at an Annual General Meeting by 75% of financial members present.

If a member proposes to nominate another member for Life Membership, at least three (3) month's notice in writing must be given to the Secretary. The Secretary must then give at least one (1) month's written notice to all members of The Society before the Annual General Meeting.

5. PATRON

- a) A Patron is an honorary member appointed at an Annual General Meeting.
- b) Patrons cannot be nominated without their written consent.
- c) Appointment requires a 75% majority of financial members present.

6. COMMITTEE MEMBERS

- a) At each Annual General Meeting there shall be elected from and by the financial members of The Society, members to fill ten (10) Committee positions. Those elected shall constitute the Committee of The Society and shall hold office except if otherwise provided herein for the next ensuing twelve months.
- b) Executive Positions to be – President, Vice-President, Treasurer, Secretary, Assistant Secretary, Publicity Officer, Members' Secretary and Personnel Officer to be appointed from the remaining five (5) elected Committee Members.
- c) Each Committee Member to hold office until the conclusion of the following Annual General Meeting, and is eligible for re-election.
- d) Each Executive Position held by a Committee Member will be for a maximum of three (3) consecutive years.

7. ELECTION of COMMITTEE MEMBERS

- a) Nominations for candidates for election as Committee Members of The Society must be made in writing, signed by two (2) members of The Society and endorsed by the candidate.
- b) Duly endorsed nominations must be delivered to the Secretary of The Society at least seven (7) days prior to the date of the Annual General Meeting at which such elections are to take place.
- c) If the number of nominations received is equal to the number of vacancies to be filled on the Committee, the persons nominated are taken to be elected.
- d) If the number of nominations received exceeds the number of vacancies to be filled on the Committee, a ballot is to be held.

- e) The ballot for the election of Committee Members of The Society is to be conducted at the Annual General Meeting by a Returning Officer and Scrutineer appointed at such Annual General Meeting.
- f) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- g) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies which may be filled at a later General Meeting.
- h) A casual vacancy on the Committee of The Society may occur if the member—dies; ceases to be a member of The Society; becomes insolvent under administration within the meaning of the *Corporate Act 2001* of the Commonwealth; resigns office by notice in writing to the Secretary; is removed from office; becomes a mentally incapacitated person; or is absent without the consent of the Committee from all meetings of the Committee held during a period of six (6) months.

8. POWERS of the COMMITTEE

- a) Control and manage the affairs of The Society.
- b) Perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of The Society.
- c) All contracts involving expenditure by The Society of sums in excess of \$500 shall be made in writing in a form authorised by the Committee, dated and signed by any two conjointly of the President, Secretary and Treasurer with their title added to their signature.
- d) The Committee shall be empowered to authorise any capital expenditure up to \$1,000 for any one purpose. Contracts involving capital expenditure of more than \$1,000 for any particular project must be previously approved by a majority of financial members at a Committee Meeting.
- e) The Committee may elect sub-committees to handle displays, exhibitions, social evenings, etc.
- f) The Committee has final decision on interpretation of Rules and Regulations pertaining to Exhibitions.

9. DUTIES of the PRESIDENT

- a) Shall preside at all meetings of The Society.
- b) Shall be The Society's official voice and it's Social Representative, but shall not enter into any public controversy without the Committee's consent and directive.

10. DUTIES of the VICE-PRESIDENT

- a) Shall act as deputy for the President, when necessary.
- b) Shall preside at meetings in the absence of the President.
- c) Generally assist President in various duties on behalf of The Society.

11. DUTIES of the TREASURER

- a) Ensure that all moneys due to The Society is collected and received.
- b) Ensure that all payments authorised by The Society are made.
- c) Ensure correct books and accounts are kept showing the financial affairs of The Society, including full details of all receipts and expenditure connected with the activities of The Society.
- d) No audited financial statements now required.
- e) End of financial year shall be 31st December.

12. DUTIES of the SECRETARY

- a) Produce Minutes of every meeting held by The Society.
- b) Maintain an attendance register of members present at all meetings of The Society.
- c) Deal with correspondence relating to The Society.
- d) Ensure Minutes of each meeting are duly signed at the following meeting by the President / Vice President presiding.
- e) Advise each Committee Member orally or in writing at least ten (1) days before the time and date appointed for holding of next Committee Meeting.

13. DUTIES of the ASSISTANT SECRETARY

- a) In absence of Secretary, produce Minutes of meetings held by The Society.
- b) Generally assist Secretary in various duties on behalf of The Society.

14. DUTIES of PUBLICITY OFFICER

- a) Responsible for the advertising of events in local press and other Art Societies.
- b) Ensure fliers are displayed at various local shopping centres.
- c) Publish quarterly Newsletter to be distributed to financial members at General Meetings.

15. DUTIES of MEMBERS' SECRETARY

- a) Maintain a register of full particulars of all members of The Society.
- b) Advise Committee Members of cessation of membership of a non-financial member.
- c) Report on number of financial members at each meeting of The Society.

16. DUTIES of PERSONNEL OFFICER

- a) To be member contact in instances of family events; viz, births, deaths and marriages.

17. DUTIES of PUBLIC OFFICER

- a) The Committee shall ensure that a person is appointed Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of The Society.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) When a vacancy occurs in the position of Public Officer, the Committee shall within fourteen (14) days notify Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- e) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances-
 - i) appointment (within 14 days);
 - ii) change of residential address (within 14 days);
 - iii) change to the Constitution of The Society (within 2 months);
 - iv) change in the membership of the Committee (within 14 days);
 - v) The Society's financial affairs (within 1 month of an Annual General Meeting).
 - vi) Change in name of The Society (within 1 month).
- f) The Public Officer may be an Office Bearer, Committee Member, or any other person regarded as suitable for the position by the Committee.

18. DUTIES of all COMMITTEE MEMBERS

- a) Attend Committee Meetings of The Society at least eight (8) times in each period of twelve (12) months at such time and place as determined by the Committee.
- b) Any Committee Member absenting him/herself without leave of absence for three (3) consecutive Committee or General Meetings shall forfeit this seat on the Committee. The vacancy shall be filled at the next General Meeting.
- c) Lead by example to all members of The Society.
- d) Be available to assist other Committee Members of The Society when required.
- e) Be involved in election of sub-committees to organise displays, exhibitions, etc., as deemed necessary for the successful operation of The Society.

19. FUNDS

- a) The Society's funds shall be used exclusively for the furtherance of The Society's objectives.
- b) The current account of The Society shall be kept with a Trading Bank or Credit Union chosen by the Committee. Surplus funds of The Society may be invested in authorised Trustee investments as decided by the Committee from time to time.
- c) Signatories for withdrawals from The Society's account shall be President, Secretary and Treasurer, any two to sign.
- d) Accounts over \$25 (twentyfive dollars) to be paid by cheque.
- e) Petty Cash—an amount of \$50 (fifty dollars) each shall be allocated to the Secretary and Treasurer for current office and occasional expenses. Such allowance to be replenished when necessary. Secretary and Treasurer to each keep a complete record of such expenses.

20. MEETINGS

- a) Committee Meetings will be held monthly.
- b) General Meetings will be held quarterly.
- c) Annual General Meetings to be held on 4th Monday in February.
- d) Extra-ordinary Meetings may be called at the Committee's discretion or when it is requested in writing to do so by no less than eleven (11) financial members. Secretary to advise financial members fourteen (14) days prior to date, stating the purpose for which the Extra-ordinary Meeting is called. No business shall be transacted at such Extra-ordinary Meeting other than that stated in the notification.
- e) A Committee Meeting or a General Meeting may be held at 2 or more venues using any technology approved by the committee that gives each member a reasonable opportunity to participate. A member who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

21. QUORUM

- a) Any four (4) Committee Members constitute a quorum for the transaction of business at a Committee Meeting of The Society.
- b) Quorum for a General Meeting shall be eight (8) financial members of The Society as at that date.
- c) No business is to be transacted at any Meeting unless a quorum is present. If no quorum within half an hour of the time appointed, the meeting is to stand adjourned to the same place and the same time of the same day in the following week.
- d) If no quorum at the adjourned meeting within half an hour of the time appointed, a quorum will be formed of three (3) for Committee Meetings or eight (8) financial members for General Meetings.

22. VOTING

- a) Every motion shall be properly moved and seconded.
- b) Each financial member of The Society present has one vote.
- c) The President may rule a motion 'out of order' and state reason/s why. Should a properly moved and seconded motion of dissent to the President's ruling be carried, the rejected motion shall stand and be open for discussion.
- d) Voting shall be by a show of hands of financial members of The Society present.
- e) Decisions shall be by majority of votes. In case of an equal number of votes for or against a motion, the President shall have a second deciding vote.

23. INTERNAL DISPUTES

- a) Any dispute occurring between financial members on matters affecting The Society shall be settled by the Committee, unless it arises at an Annual General Meeting. The decision of the Committee or Annual General Meeting, as the case may be, shall be final and binding on all.

24. DISCIPLINING of MEMBERS

- a) Any financial member violating the constitutional rules of The Society, or acting contrary to the general policy of The Society, may be suspended for a period to be determined, or expelled, by a majority of 75% of financial members present at an Extra-ordinary Meeting convened for that purpose.
- b) At least fourteen (14) days prior to such Extra-ordinary Meeting, the Secretary to notify the member concerned in writing by certified mail of the intention of The Society to consider the matter and request such member to be present at the Extra-ordinary Meeting.
- c) Before any resolution is moved at the Extra-ordinary Meeting, the member concerned will have the opportunity of giving in writing or orally any explanation or defence thought fit.
- d) If the member concerned fails to attend at the time and place specified without a reasonable excuse, the matter will be heard and dealt with and The Society will decide on the evidence regardless of the member's absence.
- e) Voting at such Extra-ordinary Meeting shall be by secret ballot.
- f) An expelled member forfeits all claims to the property of The Society and ceases to be a member.
- g) The Secretary must cause written notice to be given to the expelled member within seven (7) days after the action is taken advising of the reasons for such expulsion.

25. RIGHT of APPEAL

- a) The expelled member may appeal to The Society against such a resolution within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b) This notice may, but need not, be accompanied by a statement of the grounds on which the member concerned intends to appeal.
- c) Upon receipt of such a notice, the Secretary must notify Committee Members and an Extra-ordinary Meeting of The Society must be convened to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- d) No other business may be conducted at such Extra-ordinary Meeting.
- e) Committee and member concerned must be given the opportunity to state their respective cases orally and/or in writing.
- f) Voting to be by secret ballot on the question of whether the resolution should be confirmed or revoked.
- g) Should a special resolution in favour of the confirmation of the resolution be passed, the resolution is confirmed.

26. AUDITOR

Randwick Art Society Inc. is classified as a Tier 2 Association and is not required to appoint an Auditor.

27. INSURANCE

The Committee shall effect and maintain adequate Insurance for all aspects of The Society's operation.

28. INDEMNITY

Every Committee Member and Auditor of the Society for the time being shall be indemnified out of the assets of The Society against liability arising out of the execution of the duties of office which is incurred in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in acquittal or in connection with any application under the act in which relief is granted by the court in respect of any default, negligence, breach of duty or breach of trust.

29. DISSOLUTION

- a) The Society shall not be dissolved except at a General Meeting of The Society especially convened for that purpose, and by a resolution carried by a majority vote of 75% of financial members present.
- b) Should there remain any money or property after satisfaction of all debts and liabilities upon the winding up or dissolution of The Society, this will not be paid or distributed among financial members of The Society; but will be given or transferred to some other institution/s having objectives similar to The Society and which also prohibits the distribution of their property among their members. Such institution/s shall be determined by financial members of The Society at or before the time of dissolution or in default thereof, by the Chief Judge of such court as may have or acquire jurisdiction in such matter.

30. AMENDMENTS

- a) No addition to or alteration of the provisions of this Constitution shall be made, unless it is proposed by the Committee or by at least six (6) financial members and forwarded in writing to the Secretary at least thirty (30) days prior to an Annual General Meeting.
- b) Voting on such addition or alteration shall only be held at an Annual General Meeting.
A majority of 75% of financial members present necessary to pass such addition or alteration.