

CENTRAL COAST ART SOCIETY INC. CONSTITUTION

PREAMBLE.

The CENTRAL COAST ART SOCIETY INCORPORATED is a not for profit organisation.

In this document, the word “society” refers to the Central Coast Art Society Inc.

The **OBJECTIVES** of the society are:-

- To bring together artists and people interested in art for lectures, demonstrations and discussions.
- To promote healthy group discussions and criticism of members’ paintings, drawings and other works.
- To form and maintain classes and workshops for the benefit and instruction of members.
- To raise the standard of local art.
- To provide an outlet for members’ work through regular exhibitions.
- To distribute a regular newsletter to all members with details of art activities, other social news, and information of interest to members.
- To arrange occasional excursions to galleries and other places of interest on the Central Coast or elsewhere.

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Part 1 Preliminary

1 Definitions

- (1) In these rules:

Commissioner means the Commissioner of the Department of Fair Trading.

ordinary member means a member of the committee who is not an office-bearer of the society, as referred to in rule 14(2).

secretary means:

- (a) the person holding office under these rules as secretary of the society, or
- (b) if no such person holds that office – the public officer of the society.

Special general meeting means a general meeting of the society other than an annual general meeting.

the Act means the *Societys Incorporation Act 1984*.

the regulation means the *Societys Incorporation Regulation 1999*.

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* 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 the Act.

Part 2 Membership

2 Membership qualifications

A person is qualified to be a member of the society if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the society at any time after incorporation of the society under the Act,
or

- (b) the person is a natural person:
 - (i) who has been nominated for membership of the society as provided by rule 3, and
 - (ii) who has been approved for membership of the society by the committee of the society.

3 Nomination for membership

- (1) A nomination of a person for membership of the society must be lodged with the secretary of the society.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (which ever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) the secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the society.

4 Cessation of membership

A person ceases to be a member of the society if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the society.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the society:

- (a) is not capable of being transferred or transmitted to another person, and

- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the society is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the society who has paid all amounts payable by the member to the society in respect of the member's membership may resign from membership of the society by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the society ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The public officer of the society must establish and maintain a register of members of the society specifying the name and address of each person who is a member of the society together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the society and must be open for inspection, free of charge, by any member of the society at any reasonable hour.

8 Fees and subscriptions

- (1) A member of the society must, on admission to membership, pay to the society a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the society must pay to the society an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

9 Members' liabilities

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 as required by rule 8.

10 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the society, and disputes between members and the society, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the society:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the society.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the society or suspend the member from membership of the society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the

committee for having taken that action and of the member's right of appeal under rule 12.

- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the society confirms the resolution under rule 12(5),whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the society in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the society convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The committee

13 Powers of the committee

The committee is to be called the committee of management of the society and, subject to the Act, the Regulation and these rules and to any resolution passed by the society in general meeting:

- (a) is to control and manage the affairs of the society, and
- (b) may exercise all such functions as may be exercised by the society, other than those functions that are required by these rules to be exercised by a general meeting of members of the society, and
- (c) has power to 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.

14 Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the society, and
 - (b) 3 ordinary members,
each of whom is to be elected at the annual general meeting of the society under rule 15.
 - (c) Any further number of ordinary members may also be elected at the A.G.M. as required by the committee elected in parts (a) and (b).
- (2) The office-bearers of the society are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15 Election of members

- (1) Nominations of candidates for election as office-bearers of the society or as ordinary members of the committee:
 - (a) must be made in writing, signed by 2 members of the society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16 Secretary

- (1) the Secretary of the society must, as soon as practicable after being appointed as secretary, lodge notice with the society of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 Treasurer

It is the duty of the treasurer of the society to ensure:

- (a) that all money due to the society is collected and received and that all payments authorised by the society are made,
and
- (b) that 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.

18 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the society, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

19 Removal of member

- (1) The society in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the society, the secretary or the president may send a copy of the representations to each member of the society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the society as the committee thinks fit) the exercise of such of the functions of the 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 committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains

unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

22

Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meeting

23

Annual general meetings – holding of

- (1) The end of the financial year for the society shall be at the end of December in each year.
- (2) The society must hold its annual general meeting in April of each year.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

24 Annual general meetings – calling of and business at

- (1) The annual general meeting of the society is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the society during the last preceding financial year,
 - (c) to elect office-bearers of the society and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the society.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the society.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members

who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the society for any expense so incurred.

26

Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (3) A member desiring to bring any business before a general meeting may give notice in writing 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.

27

Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,
and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

28 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the society.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29 Adjournment

- (1) The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (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 society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (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.

30 Making of decisions

- (1) A question arising at a general meeting of the society is to be determined 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 chairperson 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 society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the society, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A resolution of the society is a special resolution:

- (a) if it is passed by a majority which comprises two-thirds of the membership present - at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, and are entitled to vote in person under the rules of the society, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

32 Voting

- (1) On any question arising at a general meeting of the society a member has one vote only.
- (2) All votes must be given personally. .
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the society unless all money due and payable by the member or proxy to the society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Part 5 Miscellaneous

33 No profit by members

Any income and property of the society shall be applied solely towards the promotion of the objects of the society. This does not prevent the payment, in good faith, of remuneration to any officer or member of the society in return for expenses incurred for services rendered to the society.

Formatted

34 Insurance

The society may effect and maintain insurance.

35 Funds – source

- (1) The funds of the society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the society in general meeting, such other sources as the committee determines.
- (2) All money received by the society must be deposited as soon as practicable and without deduction to the credit of the society's bank account.
- (3) The society must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds – management

- (1) Subject to any resolution passed by the society in general meeting, the funds of the society are to be used in pursuance of the objects of the society in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the society, being members or employees authorised to do so by the committee.

37 Iteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the society.

38 Common seal

- (1) The common seal of the society must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

39 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the society.

40 Inspection of books

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

41 Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the

machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42 Surplus Assets not to be distributed

If upon the winding up or dissolution of the society there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall NOT be paid to, or distributed among, the members of the society but shall be given or transferred to some other authority having objects similar to the objects of the society, to be used to further Art Education and Appreciation.

END OF CONSTITUTION FOR THE CENTRAL COAST ART SOCIETY INC. – Revised July 2005.

Appendix 1

(Rule 3 (1))

FORM OF APPOINTMENT OF PROXY

I,of
(full name) *(address)*

being a member of
(name of incorporated society)

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated society, as my proxy to vote for me on my behalf at the general meeting of the society (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

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

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the society.