

**ARTISTS' SOCIETY OF CANBERRA INCORPORATED A 00027**  
(an association incorporated under the *Associations Incorporation Act 1991*)

**RULES AND CONSTITUTION**

as amended up to and including 30 March 2014

**INDEX**

<b>Part 1.1 Preliminary</b>		<b>3</b>
1	Definitions	3
1A	Application of Legislation Act 2001	3
<b>Part 1.2 Title and Objects</b>		
2	Title	3
3	Object	3
<b>Part 1.3 Membership</b>		<b>4</b>
4	Categories of Membership	4
5	Membership qualifications	4
6	Nomination for ordinary, student or distant membership.	5
7	Membership entitlements not transferable	5
8	Cessation of membership	5
9	Resignation of membership	5
10	Fee, subscriptions etc	5
11	Members' liabilities	6
12	Disciplining of members	6
13	Right of appeal of disciplined member	7
<b>Part 1.4 Committee</b>		<b>8</b>
14	Powers of committee	8
15	Constitution and membership	8
16	Election of committee members	9
17	Secretary	9
18	Treasurer	9
19	Vacancies	10
20	Removal of committee members	10
21	Committee meetings and quorum	10
22	Delegation by committee to subcommittee	11
23	Voting and decisions	12
<b>Part 1.5 General meetings</b>		<b>12</b>
24	Annual general meetings – holding of	12
25	Annual general meetings - calling of and business at	12
26	General meetings—calling of	13
27	Notice	13
28	General meetings—procedure and quorum	14
29	Presiding member	14
30	Adjournment	15
31	Making of decisions	15
32	Voting	15
33	Appointment of proxies	16
<b>Part 1.6 Miscellaneous</b>		<b>16</b>
34	Funds—source	16
35	Funds—management	17
36	Financial Year	17
37	Alteration of objects and rules	17
38	Common seal	18
39	Custody of books	18
40	Inspection of books	18
41	Service of notice	18
42	Appointment of Auditor and Public Office	18

<b>43</b>	<b>Indemnity and insurance</b>	<b>19</b>
<b>44</b>	<b>Patrons</b>	<b>19</b>
<b>45</b>	<b>Surplus property</b>	<b>19</b>
<b>Appendix 1</b>	<b>Application for membership of Society</b>	<b>21</b>
<b>Appendix 2</b>	<b>Form of appointment of proxy</b>	<b>22</b>

## Part 1.1 Preliminary

### 1. Definitions

In these rules and constitution a definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

**financial year** means the year ending on 30 June.

**member** means a member, however described, of the Society.

**ordinary Committee member** means a member of the Committee who is not an office-bearer of the Society as mentioned in section 12 (1) (a).

**secretary** means the person holding office under these rules as secretary of the Society or, if no such person holds that office, the public officer of the Society.

**special resolution** means a special resolution defined in the Act

**the Act** means the *Associations Incorporation Act 1991*.

**the regulation** means the *Associations Incorporation Regulation 1991*.

### 1A. Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

## Part 1.2 Title and Objects

### 2. Title

The name of the Association is ARTISTS' SOCIETY OF CANBERRA INCORPORATED (hereinafter referred to as 'the Society').

### 3. Object

The object of the Society as a not-for profit organisation is to encourage in the Australian Capital Territory and the National Capital Region, as defined by the Committee from time to time, practice in and appreciation of the visual arts of painting, drawing and allied reproductive processes and of sculpture by:

- (a) holding exhibitions of works of arts executed by members of the Society,
- (b) arranging lectures, demonstrations or workshops on related subjects, and
- (c) performing any other function consistent with the above stated object.

## **Part 1.3 Membership**

### **4. Categories of Membership**

(1) There shall be five categories of members, namely:

- (a) ordinary members;
- (b) student members subject to being a full time student between the age of **18** and **25** years inclusive;
- (c) distant members
- (d) honorary life members

(2) Honorary Life Members shall be entitled to all the privileges of a financial Member of the Society without payment of any further subscriptions

### **5. Membership qualifications**

(1) A person is qualified to be an ordinary or student member if—

- (a) the person— :
  - (i) subscribes to the aims and objects of the Society and is at least 18 years of age
  - (ii) has been nominated for membership in accordance with section 6;
  - and
  - (iii) has been approved for membership of the Society by a simple majority of members of the Committee of the Society.

(2) A person is qualified to be a distant member if—

- (a) the person— :
  - (i) lives more than 150kms outside the Australian Capital Territory.
  - (ii) subscribes to the aims and objects of the Society and is at least 18 years of age and
  - (iii) has been nominated for membership in accordance with section 6 ;
  - and
  - (iv) has been approved for membership of the Society by a simple majority of the members of the Committee of the Society.

*(3) A person, subject to being member of at least ten years, is an honorary life member, if appointed an honorary life member at an Annual General Meeting by a three quarters majority of those present and being entitled to vote. The proposer of life membership must prepare a citation, specifying why honorary life membership is warranted, for distribution with the AGM notice.*

### **6. Nomination for ordinary, student or distant membership**

(1) A nomination of a person for ordinary, student or distant membership of the Society— :

- (a) must be made in writing in the form set out in appendix 1; and
- (b) must be lodged with the secretary of the Society together with sum payable under these rules as the entrance fee and the first year's annual subscription.

(2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the Committee which must decide whether to approve or to reject the nomination.

(3) If the Committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the member of the approval.

(4) The secretary must, 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

(5) The Committee is not required to give reasons for its decision to accept or reject an applicant to them.

(6) If the Committee decides not to approve the nomination, the secretary must as soon as practicable after that decision, notify the nominee of the rejection of the application for membership.

## **7. *Membership entitlements not transferable***

A right, privilege or obligation that a person has because of being a member of the Society—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

## **8. *Cessation of membership***

A person ceases to be a member of the Society if the person—

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the Society; or
- (c) is expelled from the Society; or
- (d) fails to renew membership of the Society.

## **9. *Resignation of membership***

(1) A member is not entitled to resign from membership of the Society except in accordance with this section.

(2) A member who has paid all amounts payable by the member to the Society may resign from membership of the Society by first giving notice (of not less than 1 month or, if the Committee 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.

(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.

## **10. *Fee, subscriptions etc***

(1) The entrance fee to the Society is \$1 or, if any other amount has been determined by resolution of the Committee, the other amount.

(2) The annual membership fee of the Society is \$2 or, if any other amount has been determined by resolution of the Committee, that other amount.

(3) The annual membership fee is payable—

- (a) except as provided by paragraph (b)—before 31 July in each calendar year but where appropriate the Committee may extend the time for payment. Or
- (b) if a person becomes a member on or after 1 July in any calendar year—before 31 July in each succeeding calendar year.

(4) No member shall be entitled to the privileges of the Society until any outstanding membership fee has been paid.

## **11. *Members' liabilities***

The liability of a member 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 relation to membership of the Society as required by section 10.

## **12. *Disciplining of members***

(1) If the Committee is of the opinion that a member—:

- (a) has persistently refused or neglected to comply with a provision of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society;

the Committee may, by resolution—:

- (c) expel the member from the Society; or
- (d) suspend the member from the rights and privileges of membership of the Society that the Committee may decide for a specified period.

(2) A resolution of the Committee under subsection (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

(3) If the Committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—

- (a) setting out the resolution of the Committee and the grounds on which it is based; and
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
  - (i) attend and speak at that meeting;
  - (ii) submit to the Committee at or before the date of that meeting written representations relating to the resolution.

(4) Subject to the Act, section 50, at a meeting of the Committee mentioned in subsection (2), the Committee must—

- (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the Committee by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the Committee made under subsection (1).

(5) If the Committee confirms a resolution under subsection (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 section 13.

(6) A resolution confirmed by the Committee under subsection (4) does not take effect—

- (a) 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
- (b) if within that period the member exercises the right of appeal— unless and until the Society confirms the resolution in accordance with section 13 (4).

### **13. *Right of appeal of disciplined member***

(1) A member may appeal to the Society in general meeting against a resolution of the Committee that is confirmed under section 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.

(2) On receipt of a notice under subsection (1), the secretary must notify the Committee which must call a general meeting of the Society to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act, section 50, at a general meeting of the Society called under subsection (2)—

- (a) no business other than the question of the appeal may be transacted; and
- (b) the Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (c) the members present must vote by secret ballot on the question of whether the resolution made under section 12 (4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 12 (4), that resolution is confirmed.

## **Part 1.4 Committee**

### **14. Powers of committee**

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the Society in general meeting—

- (a) controls and manages the affairs of the Society; and
- (b) may exercise all functions that may be exercised by the Society other than those functions that are required by these rules to be exercised by the Society in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society.

### **15. Constitution and membership**

(1) The committee consists of—

- (a) the office-bearers of the Society; and
- (b) a minimum of 3 and a maximum of 8 ordinary committee members; each of whom must be elected under section 16 or appointed in accordance with subsection (4).

(2) The office-bearers of the Society are—

- (a) the president; and
- (b) the vice-president; and
- (c) the treasurer; and
- (d) the secretary.

(3) Subject to Section 63 of the Act:

- (a) any member of the Society, other than an employee, who has attained the age of 18 years, may be nominated for election or appointment to the Committee.
- (b) Office-bearers shall hold office for a two-year period, with the exception of the President and Treasurer whose term will be for a period of one year following the Annual General Meeting for 2009 and thereafter for a period of two years.
- (c) Ordinary committee members shall hold office for a two-year period, with the exception that, at the Annual General Meeting for 2009, three of those elected, to be determined by lot, will be elected for two years and the remainder for one year. Thereafter, all ordinary committee members shall be elected for a period of two years.

(4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.



## **16. Election of committee members**

(1) Nominations of candidates for election as office-bearers of the Society or as ordinary committee members—

- (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 nomination form); and
- (b) must be given to the secretary of the Society not less than 7 days before the date fixed for 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 may 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 vacancies.

(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.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

(7) A person is not eligible to simultaneously hold more than 1 position on the committee.

## **17. Secretary**

(1) The secretary of the Society must, as soon as practicable after being appointed as secretary, notify the Society of his or her address.

(2) The secretary must keep minutes of—

- (a) all elections and appointments of office-bearers and ordinary committee members; and
- (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 person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **18. Treasurer**

(1) The treasurer of the Society must—

- (a) collect and receive all amounts owing to the Society and make all payments authorised by the Society; and
- (b) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

## **19. Vacancies**

(1) For these rules, a vacancy in the office of a member of the committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the Society; or
- (c) resigns the office; or
- (d) is removed from office under section 20 (Removal of committee members); or
- (e) becomes an insolvent under administration within the meaning of the Corporations Act; or (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **20. Removal of committee members**

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

## **21. Committee meetings and quorum**

(1) Use of technology for Committee meetings:

- (a) A Committee meeting may be held using any means of audio or audio-visual communication by which each committee member participating can hear and be heard by each other committee member participating or in any other way permitted by section 248D of the *Corporations Act 2001(Cth)*
- (b) A committee meeting held solely or partly by technology is treated as held at the place at which the greatest number of the committee members present at the meeting is located or, if an equal number of committee members is located in each of 2 or more places, at the place where the chairman of the meeting is located.
- (c) A committee member may not leave a Committee meeting held solely or partly by technology by disconnecting his means of audio or audiovisual communication unless the committee member has previously obtained the express permission of the Chairperson of the meeting.
- (d) A committee member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during a committee meeting held solely or partly by technology unless the committee member has previously obtained the express permission of the Chairperson of the meeting to leave the meeting

(2) The committee must meet at least 6 times in each calendar year at the place and time that the committee may decide.

(3) Additional meetings of the committee may be called by any member of the committee.

(4) 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 any other period that may be unanimously agreed by the members of the committee) before the time appointed for the holding of the meeting.

(5) Notice of a meeting given under subsection (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 committee members present at the meeting unanimously agree to treat as general business.

(6) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(7) No business may be transacted by the committee 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.

(8) 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.

(9) At meetings of the committee—

- (a) the president or, in the absence of the president, the vice president presides; or
- (b) if the president and the vice-president are absent—1 of the remaining members of the committee may be chosen by the members present to preside.

(10) Circulating resolutions—

**Resolutions:** The Committee of ASOC may pass a resolution without a Committee meeting being held if all Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

**Copies:** Separate copies of a document may be used for signing by Committee Members if the wording of the resolution and statement is identical in each copy.

**Resolution passed:** The resolution is passed when the last Committee Member signs it.

## **22. Delegation by committee to subcommittee**

(1) The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the Society that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—

- (a) this power of delegation; and
- (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the Society in general meeting.

(2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

(3) A delegation under this section 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.

(4) Despite any delegation under this section, 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 section has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, in writing, revoke wholly or in part any delegation under this section.

(7) A subcommittee may meet and adjourn as it considers appropriate.

### **23. *Voting and decisions***

(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.

(2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (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.

## **Part 1.5 General Meetings**

### **24. *Annual general meetings—holding of***

(1) The Society must, at least once in each calendar year and within 5 months after the end of each financial year of the Society, call an annual general meeting of its members.

(2). Subsections (1) has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

### **25. *Annual general meetings—calling of and business at***

(1) The annual general meeting of the Society must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.

(2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—

- (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the committee reports on the activities of the Society during the last financial year; and
- (c) to elect members of the committee, including office-bearers; and

- (d) 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).

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

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

## **26. General meetings—calling of**

(1) The committee may, whenever it considers appropriate, call a general meeting of the Society.

(2) The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the Society.

(3) A requisition of members for a 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 1 or more of the members making the requisition.

(4) If the committee 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.

(5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

## **27. 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, send, in accordance with Part 1.6, Section 41 (Service of Notice), a notice 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, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

(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 section 26 (2).

(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.

## **28. General meetings—procedure and quorum**

(1) Use of technology for general meeting.

A general meeting may be held using any means of audio or audio-visual communication by which each member participating can hear and be heard by each other member participating. A general meeting held solely or partly by technology is treated as held at the place at which the greatest number of the members present at the meeting is located or, if an equal number of members is located in each of 2 or more places, at the place where the chairman of the meeting is located.

A Member may not leave a general meeting held solely or partly by technology by disconnecting his means of audio or audio visual communication unless the member has previously obtained the express permission of the Chairperson of the meeting. A member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during a general meeting held solely or partly by technology unless the member has previously obtained the express permission of the Chairperson of the meeting to leave the meeting.

(2) No item of business may 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.

(3) **Twenty** members (who are entitled under these rules and constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. Members may be present either in person or by the use of technology.

(4) If within 30 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.

(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 7) constitute a quorum.

## **29. Presiding member**

(1) The president, or in the absence of the president, the vice-president, presides at each general meeting of the Society.

(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

### **30. Adjournment**

(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.

(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 subsections (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.

### **31. Making of decisions**

(1) A question arising at a general meeting of the Society 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 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 person presiding or by not less than 3 members present in person or by proxy at the meeting.

(3) If the poll is demanded at a general meeting, the poll must be taken—

- (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) 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.

### **32. Voting**

(1) Subject to subsection (3), on any question arising at a general meeting of the Society a member has 1 vote only.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies, except the chairperson of the meeting who must exercise all written proxies in favour of the chairperson in accordance with the voting instruction on the written proxy form.

(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.

(4) A member or proxy 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 for the then current year.

### **33. *Appointment of proxies***

(1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

(2) The notice appointing the proxy must be in the form set out in appendix 2.

## **Part 1.6 Miscellaneous**

### **34. *Funds—source***

(1) The funds of the Society must be derived from entrance fees and annual subscriptions of members, donations, fees for any lecture, demonstration, or workshop, or other sources appropriate to the object of the Society such as Government grants and, subject to any resolution passed by the Society in general meeting and subject to the Act, section 114, any other sources that the committee decides.

(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.

(4) The Society will establish and maintain a public fund known as the "Artists Development Fund". The objects of the fund are to attract tax-deductible donations to enable the Society to provide affordable development opportunities for artists, for example, through: the provision of regular expert-led workshops across all visual art media; the provision of art training courses, the annual Summer Art Experience – a one week intensive series including up to 10 independent tutors; a scholarship program for young and emerging artists to participate in the Society's artists development events; provision of opportunities for artists participating in the Society's tutored sessions to exhibit and sell their completed work; and encouraging excellence in art through the provision of art prizes.

(5) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Society and will only be used to further the principal purpose of the Society as outlined in the objects of the fund. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

(6) The fund will be administered by the management committee or a sub-committee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Artists Society of Canberra Inc.



(7) No monies/assets in this fund will be distributed to members or office bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

(8) The Society will comply with the Guidelines of the Register of Cultural Organisations. The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.

(9) Receipts for gifts to the public fund must state: the name of the public fund and that the receipt is for a gift made to the public fund; the Australian Business Number of the company; the fact that the receipt is for a gift; and any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*. In accordance with Taxation Ruling TR95/27 the Society will provide six-monthly statistical reports of the donations to the fund.

(10) If upon winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

### **35. Funds—management**

(1) Subject to any resolution passed by the Society in general meeting, the funds of the Society must be used for the objects of the Society in the way that the committee decides.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 office bearers of the Society and, where practicable shall include the signature of the treasurer.

### **36. Financial Year**

The financial year of the Society shall end on the 30th June of each year.

### **37. Alteration of objects and rules**

Neither the objects of the Society nor these rules may be altered except by special resolution passed at a General Meeting of the Society, being a meeting at which at least twenty one days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members of the Society in accordance with the Act.

### **38. Common seal**

(1) The common seal of the Society must be kept in the custody of the secretary.

(2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching 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 secretary.

### **39. Custody of books**

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Society except those financial records held under the control by the treasurer.

### **40. Inspection of books**

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

### **41. Service of notice**

(1) For the purpose of these rules, a Notice may be served by or on behalf of the Society upon any Member either personally, sending by post to the relevant address shown in the register of members or to the private email address of the Member.

(2) Where a document is sent to a person by properly emailing or addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the email or a letter would have been delivered in the ordinary course of post or by electronic system.

*Note: For how documents may be served, see the Legislation Act, pt 19.5*

### **42. Appointment of Auditor and Public Officer**

(1) An Auditor and a Public Officer shall be appointed in accordance with the requirements of the Act.

(2) **Auditor:** In accordance with Part V of the Act and Regulation 13 the Committee shall appoint one or more persons as auditors of the Society and, subject to any decision of the Society in general meeting, may renew such appointments from time to time.

(3) **Public Officer:** In accordance with the Act the committee shall appoint a person who is at least 18 years of age and who resides in the ACT to be the Society's Public Officer, and may vary or renew such appointment from time to time. The Public Officer may in addition to that office hold any other office of the Society.

### **43. Indemnity and insurance**

(1) Committee members and officers: Subject to the Law, the Committee may indemnify any President, Secretary or executive officer of ASOC:

- (a) against all liabilities incurred by the committee members or officers, acting in that capacity, to a person other than ASOC or a related body corporate where the liability does not arise out of lack of good faith; and/or
- (b) for the costs and expenses incurred by the committee member or officer:
- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the President, Secretary or executive officer or in which he or she is acquitted; and/or
- (d) in connection with an application, in relation to such proceedings, in which the court grants relief to the President, Secretary or executive officer under the Law.

(2) Employees: Every employee of ASOC who is not a President, Secretary or executive officer may be indemnified out of the property of ASOC:

- (a) against a liability incurred by the employee acting in that capacity; and/or
- (b) for the costs and expenses incurred by an employee:
- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; and/or
- (d) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Law.

(3) Payment of insurance premiums: Subject to the Law, ASOC may pay any insurance premiums in respect of insurance affected for the benefit of a committee member, officer or employee acting in that capacity against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to ASOC or a breach of the provisions of the Law dealing with improper use of inside information or position.

### **44. Patrons**

The Society may appoint a patron or patrons. A patron's appointment shall continue until the appointee resigns or the appointment is rescinded.

### **45. Surplus property**

On the dissolution or the completion of the winding up of the Society, if any surplus moneys or property of any kind remains such surplus shall vest in an institution in the ACT region that has similar objects to the Society or, if there is no such institution, in such other associations or institutions that satisfy the requirements of section 92 of the Act and which have been nominated by special resolution of the Society in general meeting. Where such a resolution has been made on or before

the winding up or dissolution of the Society, the Board shall cause to be lodged with the Registrar-General a notice in writing, signed by at least two members of the Board, certifying that the special resolution was duly passed.

# Appendix 1

## Application for membership of Society

THE ARTISTS' SOCIETY OF CANBERRA INCORPORATED  
(Incorporated under the *Associations Incorporation Act 1991*)

I, ..... (full  
*name of applicant*)

of .....  
(address)

.....  
(occupation)

apply to become a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the Society for the time being in force.

..... (*Signature of applicant*)

Date .....

I, .....  
(full *name*)

a member of the Society, nominate the applicant, who is personally known to me, for the membership of the Society.

.....  
(*Signature of proposer*)

Date .....

I, .....  
(full *name*)

a member of the Society, second the nomination of the applicant, who is personally known to me, for membership of the Society.

.....  
(*Signature of seconder*)

Date .....

## Appendix 2

### Form of appointment of proxy

THE ARTISTS' SOCIETY OF CANBERRA INCORPORATED  
(Incorporated under the *Associations Incorporation Act 1991*)

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

a member of THE ARTISTS' SOCIETY OF CANBERRA INCORPORATED

appoint

.....  
(full name of proxy)

of .....  
(address)

a member of that incorporated Society, as my proxy to vote for me on my behalf at  
the general meeting of the Society to be held

on.....

and

at any adjournment of that meeting.

**I instruct my proxy to vote as follows (tick box):**

In favour

Against

Resolution (1)

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Resolution (2)

Resolution (3)

Resolution (4)

.....  
(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.