

# Constitution of

# **Narooma School of Arts and Soldiers’ War Memorial Hall Incorporated**

## **Contents**

### **Part 1 – Preliminary**

1	Name	3
2.	Objectives	3
3	Definitions	3

### **Part 2 - Membership**

4	Membership generally	3
5	Application for membership	4
6	Cessation of membership	4
7	Membership entitlements not transferable	4
8	Resignation of membership	4
9	Register of members	5
10	Fees and subscriptions	5
11	Members’ liabilities	5
12	Resolution of disputes	6
13	Disciplining of members	6
14	Right of appeal of disciplined member	6

### **Part 3 - The committee**

15	Powers and duty of the committee	7
16	Composition and membership of committee	7
17	Election of committee members	8
18	Secretary	8
19	Treasurer	8
20	Casual vacancies	9
21	Removal of committee members	9
22	Committee meetings and quorum	9
23	Use of technology at committee meetings	10
24	Delegation by committee to sub-committee	10
25	Voting and decisions of committee meetings	10

### **Part 4 - General meetings**

26	Annual general meetings - holding of	11
27	Annual general meetings - calling of and business at	11
28	Special general meetings - calling of	11
29	Notice	12
30	Quorum for general meetings	12
31	Presiding member	13
32	Adjournment	13
33	Making of decisions	13
34	Special resolutions	13
35	Voting	13
36	Proxy Votes	14
37	Postal ballots	14

### **Part 5 - Miscellaneous**

38	Insurance	14
39	Funds - source	14
40	Funds - management	14
41	Association is non-profit	14
42	Public Fund management	14
43	Change of name, objects and constitution	15
44	Custody of records	16
45	Inspection of books	16
46	Service of notices	16
47	Financial year	16
<b>Part 6 – Additional Rules</b>		
48	Payment and remuneration of Office-Bearers	17
49	Vacation of Office	17
50	Compliance with <i>Charitable Collections Act 2003</i>	17
51	Notification of Proposed Alteration of Rules	17
52	Association to act as Trustee	17
53	Leasing of SOA property	17
54.	Mortgage of School of Arts' property	17
55	Wind up of Association	18
<b>Appendix 1: Application for membership of Association</b>		<b>19</b>

## Part 1 - PRELIMINARY

### 1. Name

The name of the Association is the Narooma School of Arts & Soldiers' War Memorial Hall Inc.

### 2. Objectives

The principal purpose of Narooma School of Arts and Soldiers' War Memorial Hall Incorporated is to hold, manage and enhance School of Arts' land and facilities on behalf of the community for the cultivation of Literature, Sciences and the Creative and Performing Arts for its members and the wider community now and for the future.

### 3. Definitions

(1) In this constitution:

**ordinary committee member** means a member of the committee who is not an office-bearer of the Association.

**secretary** means:

- (a) The person holding office under this constitution as secretary of the Association, or
- (b) If no such person holds that office - the public officer of the Association.

**Association** means Narooma School of Arts & Soldiers' War Memorial Hall Incorporated.

**special general meeting** means a general meeting of the Association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (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 this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Part 2 - MEMBERSHIP

### 4. Membership generally

(1) A person is eligible to be a member of the Association if:

- (a) The person is a natural person, and
- (b) The person has applied and been approved for membership of the Association in accordance with clause 3.

(2) The address of that person will be deemed to be that given on his or her application form.

#### (3) Categories of Membership

**Membership can be sought under one of the following categories:**

- (a) **Ordinary Members with voting rights:** An adult person (18 or older) residing within 35 km by road of Narooma Post Office and possessing the qualifications set out in Clause 4 (1).

(b) **Junior Members:** A person under the age of 18 years possessing the qualifications set forth in Clause 4 (1).

(c) **Friends** of the Narooma School of Arts & Soldier's War Memorial Hall Incorporated possessing the qualifications set forth in Clause 4 (1) but living more than 35 km by road of Narooma Post Office

(4) Members in Categories Clause 4 (3) (b) and (c) will not have voting rights.

## **5. Application for membership**

(1) An application by a person for membership of the Association:

(a) must be made in writing in the form determined by the committee, and

(b) must be lodged with the secretary of the Association.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which is to determine whether to approve or to reject the application.

(3) As soon as practicable after the committee makes that determination, the secretary must:

(a) notify the applicant in writing (including by electronic means) that the committee approved or rejected the application (whichever is applicable), and

(b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a member of the Association.

## **6. Cessation of membership**

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

(a) dies, or

(b) resigns membership, or

(c) is expelled from the Association, or

(d) fails to pay the annual membership fee under clause 8 (2) within three months after the fee is due.

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

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

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

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

## **8. Resignation of membership**

(1) A member of the Association may resign from membership of the Association 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.

(2) If a member of the Association ceases to be a member under subclause (1), 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.

## 9. Register of members

- (1) The secretary of the Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential and email address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Association, or
  - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in sub clauses (2) and (3) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

## 10. Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association 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 subclause (1), a member of the Association must pay to the Association an annual membership fee of **whatever amount is determined by the committee**.
  - (a) except as provided by paragraph (b), before 1 January in each calendar year, or
  - (b) if the member becomes a member on or after 1 January in any calendar year - on becoming a member and before 1 January in each succeeding calendar year.
  - (c) If the member becomes a member on or after 1 January in any calendar year - on becoming a member and before 1 January in each succeeding calendar year, except if an application is made after 1 October, the membership continues for the next calendar year.

## 11. Members' liabilities

### (1) Personal liability of members:

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

### (2) Personal liability of committee members:

The Regulation provides committee members protection from personal liability wherever it can be shown they are acting in good faith while carrying out their role.

## **12. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within three months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **13. Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the Association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the 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.
- (4) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within seven 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 clause 12.
- (6) 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 Association confirms the resolution under clause 12, whichever is the later.

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

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 11, within seven 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 subclause (1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (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) The appeal is to be determined by a simple majority of votes cast by members of the Association.

## **Part 3 - THE COMMITTEE**

### **15. Powers and duty of the committee**

#### **(1) Powers:**

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in a general meeting, the management committee of the Association:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, 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 Association.

#### **(2) Duty of committee members:**

- (a) Committee members must disclose conflicts of interest and not use their position or any information they have obtained while committee members dishonestly.
- (b) Committee members cannot allow their Association to trade while insolvent.
- (c) Committee members are required to carry out their duties, as far as possible, with due care and diligence, and for the benefit of the Association.

### **16. Composition and membership of committee**

(1) The committee is to consist of:

- (a) the office-bearers of the Association, and
- (b) at least three ordinary committee members

each of whom is to be elected at the annual general meeting of the Association under clause 15.

(2) The total number of committee members is to be a minimum of seven and maximum of eight.

(3) The office-bearers of the Association are as follows:

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

(4) A committee member may hold up to two offices (other than both the president and vice-president offices).

(5) There is no maximum number of consecutive terms for which a committee member may hold office.

- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting following the date of the member's election, and is eligible for re-election.

## **17. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members:
  - (a) must be made in writing, signed by two members of the Association 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 Association at least seven 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 committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.

## **18. Secretary**

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, 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 chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3)

## **19. Treasurer**

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

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.



## **20. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) 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 Association, or
  - (c) is or 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 clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from three consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **21. Removal of committee members**

- (1) The Association 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 subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association 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.

## **22. Committee meetings and quorum**

- (1) The committee must meet at least six times in each period of 12 months at the place and time 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 subclause (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 three 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, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

### **23. Use of technology at committee meetings**

- (1) A committee meeting may be held at two or more venues using any technology approved by the committee that gives each of the committee members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee 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.

### **24. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association 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 clause 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 clause 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 clause, 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 clause 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 clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### **25. Voting and decisions at committee meetings**

- (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 clause 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 MEETINGS**

### **26. Annual general meetings – holding of**

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
  - (a) within six months after the close of the Association's financial year, or
  - (b) within such later time as may be allowed or prescribed under section 37 (2) (b) of the Act.

### **27. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 24 of this constitution, 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 Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **28. Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and

- (e) 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 one 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 three months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purpose of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodge, by electronic means.

## 29. Notice

- (1) **General resolutions:** Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, 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) **Special resolutions:** If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution. Note: A special resolution must be passed in accordance with Section 39 of the Act.
- (3) 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 clause 25 (2).
- (4) 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.

## 30. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution 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 three) are to constitute a quorum.

### **31. 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 Association.
- (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.

### **32. 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 Association 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 subclauses (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.

### **33. Making decisions**

- (1) A question arising at a general meeting of the Association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot — a written ballot.
- (2) If the question is to be determined by a show of hands, 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 Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **34. Special resolutions**

A special resolution may only be passed by the Association in accordance with Section 39 of the Act which states:

- (a) Notice is to be given to members no later than 21 days before the date on which the meeting is held.*
- (b) At least 75% of the votes cast by members, who under the Association's constitution, are entitled to vote on the proposed resolution, are required to support the special resolution.*

### **35. Voting**

- (1) On any question arising at a general meeting of the Association an eligible member has only one vote.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

### **36. Proxy votes**

Proxy votes must not be undertaken at or in respect of a general meeting.

### **37. Postal ballots**

Postal votes are not allowed under this constitution

## **Part 5 - MISCELLANEOUS**

### **38. Insurance**

The Association must effect and maintain at least building and public liability insurance.

### **39. Funds - source**

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

### **40. Funds - management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association 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 two members of the committee authorised to do so by the committee.

### **41. Association is non-profit**

The assets and income of the Association shall be applied solely in furtherance of its above mentioned objectives, and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

### **42. Public Fund – management**

- (1) The Association will establish and maintain a public fund.
- (2) 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 Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (3) The fund will be administered by a subcommittee of the management committee, the majority of who, 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 Association.
- (4) No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

- (5) 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.
- (6) Receipts for gifts to the School of Arts 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*.

### **Winding-up of Public Fund clause**

If upon the 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. Instead they 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 or their 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.

## **43. Change of name, objects and constitution**

- (1) An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.
- (2) Any application made in accordance with section 10 of the Act may only be made after two special resolutions are passed by the Association in accordance with the following procedure.
- (a) Fourteen days' notice by advertisement must be given in two separate issues of a newspaper circulating in the Narooma district of a meeting of the members of the Association for the special purpose of considering the desirability of such a change
  - (b) Members must be given at least 21 days' notice in writing of the meeting, as per Clause 32 of this Constitution.
  - (c) If at such meeting a resolution to the effect that it is desirable to change the name, objects or other aspects of the constitution of the Association is duly passed, it must be carried by a majority of not less than 75% of such members present at that meeting.
  - (d) The committee will give 14 days' notice in writing of a further meeting of the members for the special purpose of confirming such resolution.
  - (e) Such second meeting shall be held not less than one month from the date of the first meeting.
  - (f) At such second meeting such resolution must be confirmed by a resolution duly passed and carried by a majority of not less than 75% of such members present at such second meeting.

## **44. Custody of records**

Except as otherwise provided by this constitution, all records relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the committee determines), or
- (b) if the Association has no premises at the Association's official address, in the custody of the public officer.

## **45. Inspection of records**

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
  - (a) records, books and other financial documents of the Association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

## **46. Service of notices**

- (1) For the purpose of this constitution, 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 some form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, 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 some 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.

## **47. Financial year**

The financial year of the Association is:

- (1) the period of time commencing on the date of incorporation of the Association and ending on the following 30 December, and
- (2) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 30 December.



## Part 6 - ADDITIONAL RULES

### 48. Payment and remuneration of Committee Members

Office bearers and committee members shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee except repayment of out of pocket expenses.

### 49. Vacation of Office

Without limiting the operation of clause 20, the office of a member of the committee shall become vacant if:

- (a) the member holds an office of profit in the Association;
- (b) the member has directly or indirectly interest in any contract or proposed contract with the Association.

### 50. Compliance with Charitable Collections Act 2003

If fundraising is undertaken, the Association shall comply with such of the provisions of the *Charitable Collection Act 2003* and the regulations thereunder as are applicable to it.

### 51. Notification of Proposed Alteration of Rules

A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering *the Charitable Collections Act 2003*, in the manner required by the regulations there under.

### 52. Association to act as Trustee

- (a) The Association holds and manages all land and other property owned by the Association as a Trustee under and subject to the provisions of the *Trustees Act 1925* for use by and for the benefit of the members and the local community.
- (b) The Association must comply with all applicable provisions of the *Trustees Act 1925* and the regulations thereunder.

### 53. Leasing of the Association's property

The committee of the Association has the authority to lease parts of the School of Arts property provided the use meets the purpose, aims and objectives of this Association. See *Trustees Act 1925* Clause 36.

### 54. Mortgage of the Association's property

The Association may mortgage its property only after two special resolutions are passed by the Association in accordance with the following procedure.

- (a) Fourteen days' notice by advertisement must be given in two separate issues of a newspaper circulating in the Narooma district of a special general meeting of the members of the Association for the special purpose of considering the desirability of such mortgage.
- (b) Members must be given at least 21 days' notice in writing of the meeting, as per Clause 32 of this Constitution.
- (c) If at such meeting a resolution to the effect that it is desirable to mortgage such lands is duly passed, it must be carried by a majority of not less than 75% of such members present at that meeting.

- (d) The committee will give 14 days' notice in writing of a further meeting of the members for the special purpose of confirming such resolution.
- (e) Such second meeting shall be held not less than one month from the date of the first meeting.
- (f) At such second meeting such resolution must be confirmed by a resolution duly passed and carried by a majority of not less than 75% of such members present at such second meeting.
- f) The Association is to issue a media release signaling its intentions before both the first and the second special general meetings.

## **55. Wind up of Association**

Should the Association no longer be able to manage the School of Arts property on behalf of our community:

(1) The Association may be dissolved only after two special resolutions are passed by the Association in accordance with the following procedure.

- (a) Fourteen days' notice is to be given by advertisement in two separate issues of a newspaper circulating in the Narooma district of a special general meeting of the members of the Association to convene for the special purpose of considering winding up the Association
- (b) (Members must be given at least 21 days' notice in writing of the meeting, as per Clause 32 of this Constitution
- (c) If at the first special general meeting a resolution to the effect that it is desirable to dissolve the Association is duly passed, it must be carried by a majority of not less than 75% of such members present at that meeting.
- (d) The committee will, give 14 days' notice in writing of a further meeting of the members for the special purpose of confirming such resolution.
- (e) Such second meeting shall be held not less than one month from the date of the first meeting.
- (f) At such second meeting such resolution must be confirmed by a resolution duly passed and carried by a majority of not less than 75% of such members present at that second meeting.
- (g) The Association is to issue a media release signaling its intentions before both the first and the second special general meetings.

(2) On the dissolution of the Association, School of Arts' property and assets are to be ceded to Eurobodalla Shire Council provided they will continue to be managed on behalf of the Narooma community for the cultivation of Literature, Sciences and the Creative and Performing Arts.

**Appendix I**

# **Narooma School of Arts & Soldiers' War Memorial Hall Incorporated**

info@naroomaschoolofarts.com.au

PO Box 379, Narooma NSW 2546

## **MEMBERSHIP RENEWAL / APPLICATION**

Received: \_ \_ / \_ \_ / \_ \_

I would like to **renew my membership/apply to become a member** (please cross out what is not applicable) of Narooma School of Arts & Soldiers' War Memorial Hall Incorporated.

NAME: -----

ADDRESS: -----

EMAIL ADDRESS: -----

PHONE: -----

SIGNED: -----

**RENEWALS: MEMBERSHIP FEE \$xx p.a**  
**NEW MEMBERS: TOTAL \$xx** (\$1 joining fee plus \$xx annual membership fee)

**PAYMENT: Cheque / cash/ OR**  
*Deposit directly into Narooma School of Arts account*  
*State name and 'membership'* **BSB: 641 800 Acc: 200827792**

### **FOR NEW MEMBERS**

**Please tick membership category:**

- Full** reside within 35km Narooma PO (voting rights)
- Friend** (reside > 35km Narooma PO)  **Youth** (<18yrs)

Nomination accepted at Narooma School of Arts & Soldiers' War Memorial Hall Incorporated meeting of \_ \_ / \_ \_ / \_ \_

Signed: \_\_\_\_\_ (Secretary)

*Please forward to The Secretary, Narooma School of Arts, PO Box 379, Narooma NSW 2546 or email to info@naroomaschoolofarts.com.au*