

Part 1 - Preliminary

Name

The name of the association shall be MACQUARIE TOWNS ARTS SOCIETY INCORPORATED (referred to in this Constitution as "The Society").

Objectives

The objectives of the Society shall be:

To promote and encourage the advancement of the arts and crafts in the Hawkesbury region and support any project that has as its aim the furtherance of this ideal.

To encourage an open mind to all forms of artistic expression with no precedence ever being given to any one school of thought.

Principal Activities

The activities of the Society shall be:

- (a.) to promote and co-ordinate demonstrations, workshops and field painting days with members and invited guests.
- (b.) to encourage children's art classes.
- (c.) to hold exhibitions.
- (d.) to arrange social functions.
- (e.) Any other means the Society considers advisable

Public Officer

1. The committee shall ensure that a person is appointed as Public Officer.
2. The first Public Officer shall be the person who completed the application for Incorporation for the Society.
3. The committee may at any time remove the Public Officer and appoint a new Public Officer, provided the person appointed is 18 years of age or older and a resident of New South Wales.
4. The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - (a) Death
 - (b) Resignation
 - (c) Removal by the committee or at a general meeting
 - (d) Bankruptcy or financial insolvency
 - (e) Mental illness
 - (f) Residency outside New South Wales.
5. When a vacancy occurs in the position of the Public Officer the committee shall, within 28 days, notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
6. The Public Officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the committee.
7. The public officer must act as official contact for the Society, including taking delivery of documents served on the Society and bringing them to the attention of the committee as soon as possible.
8. The public officer must notify NSW Fair Trading of any change in the Society's official address within 28 days.
9. The public officer is automatically one of the authorised signatories for the association. However, the public officer is not automatically a signatory to the association's bank account.

1. Definitions

1. In this constitution:

ordinary committee member means a member of the committee who is not an executive member of the Society.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

Part 2 - Membership

2. Membership generally

1. Membership of the Society shall be open to all.
2. Honorary life membership shall be granted to any member having served ten years on the committee or for any other reason deemed sufficiently meritorious.
3. Application for membership shall be made in writing on the form provided by the Society. The Society shall not be required to give any reason for the rejection of an application.
4. A register of members containing names and contact details of each member of the Society shall be kept by the Secretary.
5. Membership of the Society ceases:
 - (a) If the person dies.
 - (b) Resigns that membership.
 - (c) Is an unfinancial member three months after the date when the annual fees are due.
 - (d) Is expelled from the Society

3. Nomination for membership

1. A person may self-nominate for membership to the Society by completion of the membership application form to be forwarded to the Society along with the annual Membership fee.
2. The process for granting membership will be as follows:
 - (a) At the next Committee meeting, a determination will be made whether to approve or reject the nomination.
 - (b) The Membership Officer will then enter the nominee's name in the register of members of the Society.

4. Cessation of membership

1. Membership of the Society ceases:
 - (a) if the person dies, or
 - (b) resigns that membership, or
 - (c) is an unfinancial member three months after the date when the annual fees are due, or
 - (d) is expelled from the Society

5. Membership entitlements not transferable

1. Membership is not transferable

6. Resignation of membership

1. Refer to Part 2 Item 2.5

7. Register of members

1. The Membership Officer will establish and maintain a register of members specifying the name and contact details of each member and the date on which the person became a member of the Society.
2. The register of members must be open for inspection, free of charge, by any member of the Society by arrangement with the Membership Officer.
3. 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.
4. 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 Society or other material relating to the Society, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

1. The annual membership fee shall be decided at a general meeting.
2. Membership fees are payable:
 - (a) on admission to membership
 - (b) on 1st July each year in advance.
3. For new members joining in the last 3 months of the Society's financial year, one initial membership fee will be payable to cover the following 15 months.
4. Attendance fee for Demonstrations, Art Classes and Workshops shall be determined by the management Committee.

9. Members' Liabilities

The liability of a member to contribute towards the payment of the debts and liabilities, or the cost, charges and expenses of winding up of the Society is limited to the amount of the annual membership fee.

10. Resolution of disputes

1. A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, is to be resolved as soon as possible with mutually acceptable mediation arranged by the Committee.
2. Disputes still unresolved after implementation of item 1, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
3. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
4. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining of members

1. All members of the Society are deemed to agree to all clauses of the Constitution.
2. Any member refusing or neglecting to comply with any provision of the Constitution may be disciplined by the Committee and subsequently membership may be withdrawn.
3. A member may also be disciplined or have membership withdrawn for wilfully acting in a manner prejudicial to the interests of the Society.
4. The decision to discipline a member or withdraw membership shall be made by the Committee.

12. Right of appeal of disciplined member

1. A member may appeal to the Society against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a special general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.
4. At a special general meeting of the Society 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 Society.

Part 3 - The committee

13. Powers of the committee

1. The Society shall have its affairs controlled by a management Committee as defined in items 14 to 22.

14. Composition and membership of committee

1. The Society shall have its affairs controlled and managed by the Committee consisting of the following officers:

President, Vice President, Secretary, Treasurer, Assistant Treasurer, Assistant Secretary, Publicity Officer, Membership Officer, Functions Officer and Children's Art Classes Co-ordinator.

2. Any two of the above Committee positions (apart from President/Vice President) may be combined at the discretion of the Committee.

3. The Committee has the power to co-opt members of the Society for various roles as necessary.

4. The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.

5. A member of the Committee shall cease to hold office upon resignation in writing, or as the result of removal as a member of the Society, or if the member fails, without reasonable excuse, to attend three consecutive meetings of the Committee.

6. The quorum for the meeting of the Committee shall be three.

7. Meetings of the Committee shall be held monthly, January excepted.

8. The Committee shall formulate the rules for the conduct of meetings, workshops, classes, demonstrations etc.

9. Committee decisions are to be circulated to all members in the newsletter.

10. Any contracts can only be signed by the President and one other executive.

Executive Committee Members

(a) President

The function of the president shall be to:

1. Oversee the operation of Macquarie Towns Arts Society.
2. Preside as Chairperson for all general meetings, Committee meetings and special meetings.
3. Exercise a President's casting vote in the event of an equality of votes on any question to be decided at a meeting.
4. Sign the record of minutes of each meeting when minutes are confirmed at the next succeeding meeting.
5. Sign official documents including all contracts entered into by the Society along with one other member of the executive.

(b) Vice President

The function of the Vice President shall be as follows:

1. Undertake the role of President when the President is unavailable.
2. Co-sign any contracts entered into by the Society as required.
3. Provide advice to the Society in relation to management procedures.
4. Act as support person to help in any management role.

(c) Secretary As per section 16

(d) Treasurer

It is the duty of the treasurer of the Society to ensure that:

1. all money due to the association is collected and received and that all payments authorised by the association are made, and
2. 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.

15. Election of committee members

1. Candidates for election as Office-bearers of the Society or as Ordinary Committee Members are to be nominated and seconded at the AGM with the consent of the candidate.
2. Nomination in absentia can be accepted with the consent of the candidate.
3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
5. 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 such usual and proper manner as the committee may direct.
6. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a member of the Society.
7. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

16. Secretary

1. It is the duty of the secretary to keep minutes 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.
2. It is also the responsibility of the Secretary to ensure that minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the treasurer of the Society to:

1. ensure that all money due to the Society is collected and received and that all payments authorised by the Society are made.
Note: Bills of an urgent nature should be paid at the discretion of the treasurer.
2. ensure that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.
3. maintain custody of accounting and bank books.
4. bank all monies received and attend to all banking matters without delay.
5. present financial statements to Committee meetings, Annual General meetings and any Special General meeting where required.

18. Casual vacancies

1. The committee has the power to co-opt members of the Society as necessary.
2. 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 conclusion of the annual general meeting next following the date of the appointment.
3. A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Society, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 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 3 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.

19. Removal of committee members

1. A member of the committee shall cease to hold office upon resignation in writing, or as the result of removal as a member of the Society, or if the member fails, without reasonable excuse, to attend three consecutive meetings of the committee.

20. Committee meetings and quorum

1. Meetings of the committee shall be held monthly, January excepted.
2. Additional meetings of the committee may be convened by the president or by any member of the committee.
3. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
4. At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by committee to sub-committee

1. The Committee will establish sub-committees as required

22. Voting and decisions

1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Part 4 - General meetings

23. Annual general meetings - holding of

1. The Society must hold its annual general meetings:
 - (a) within 6 months after the close of the Society's financial year, or
 - (b) within such later time as may be allowed by the Director-General of the Department of Services, Technology and Administration, or as prescribed by the Regulation.

24. Annual general meetings - calling of and business at

1. The annual general meeting of the Society is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit
2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year,
 - (c) to elect office-bearers of the 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. Convening of the Annual General meeting shall be advertised to all members.

25. Special general meetings - calling of

1. The committee may, whenever it thinks fit, convene a special general meeting of the Society.
2. The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Society.
3. A requisition of members for a special general meeting must state the purpose or purposes of the meeting.

26. Notice

1. If the nature of the business proposed to be dealt with at a general meeting require 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 the intention to propose the resolution as a special resolution.
2. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member

27. Quorum for general meetings

1. Ten 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.

28. Presiding member

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

29. Adjournment

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in 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.

30. Making of 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 5 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.
4. In case of an equality of votes, the chairperson shall have a casting (second) vote to decide the issue. See also Item 32.2 on Voting

31. Special resolutions

1. A special resolution may only be passed by the Society in accordance with section 39 of the Act.

32. Voting

1. On any question arising at a general meeting of the Society a member has one vote only.
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 Society unless all money due and payable by the member to the association has been paid.
4. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

33. Proxy votes not permitted

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

34. Postal ballots

1. The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
2. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

35. Insurance

1. The Society will effect and maintain insurance.

36. Funds source

1. The funds of the association are to be derived from membership fees, donations, demonstration and workshop fees, art classes, exhibitions, sales commissions and bank interest and subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.

37. Funds management

1. Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the committee determines.
2. No portion of income or property of the Society shall be paid or transferred directly or indirectly by way of profit to members of the Society, provided that nothing therein shall prevent the payment in good faith of remuneration to any members for services actually rendered.
3. Accounts shall be operated in the name of the Society at any bank which the committee decides upon and the accounts shall be operated with the signatures of any two of four members of the committee, two of whom must be executive. All cheques must be signed by an executive committee member.
4. Account books are to be examined by a qualified accountant annually.

38. Change of name, objects and constitution

1. An application to the Director-General for registration of a change in the Society'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.

39. Custody of books etc.

1. The secretary has custody of correspondence and minute books.
2. The treasurer has custody of accounting and bank books.
3. The Membership Officer has custody of the members register.
4. Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

40. Inspection of books etc.

1. The following documents must be open to inspection, free of charge, by a member of the Society at a mutually agreeable time
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Society.
2. A member of the Society 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.

41. 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 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 electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

1. The financial year of the Society is each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

43. Dissolution

1. The Society shall be dissolved upon the vote of a three-fourths majority of the members present to consider a special resolution on such a question.
2. If upon winding up or dissolution of the Society, there remains after the satisfaction of all its expenses and liabilities any property whatsoever, the same shall be handed over to an association with similar objectives to Macquarie Towns Arts Society.