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Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Artist means a person who practices one or more of the visual arts.

Friend of the Society means a person who wishes to support the objectives of the Society and the promotion of the visual arts in the Forbes Region.

Commissioner means the Commissioner of the Office of Fair Trading.

Forbes Regional Art Gallery means that gallery run by the Forbes Art Society or Forbes Shire Council.

“Friends of the Gallery” is a support group open to artists and non artists who undertake such activities that will support the Aim of the Society.

Ordinary member means a member of the committee who is not an office-bearer of the Society, as referred to in clause 15(2).

Secretary means:

(a) the person holding office under these rules as secretary of the Society, or

(b) if no such person holds that office – the public officer of the Society.

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

The Act means the *Associations Incorporation Act 1984*.

The Regulation means the Associations Incorporation Regulation 2009.

Visual arts means those art forms which are visual eg painting, drawing, sculpting, ceramics, textile arts, computer art, leather and art work in wood.

(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 these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. Aim and Objectives

(1) Aim

'The aim of the Society is to foster the visual Arts and encourage their enjoyment in the communities of our Region'.

(2) Objectives

a. To develop and nurture a fellowship of artists

b. 'To develop and nurture the appreciation of the visual arts in the communities of our Region'.

c. To run classes, workshops and demonstrations for members, and the community of all age groups.

d. To provide and maintain a studio where the fellowship may meet and *where* the teaching and learning *in (c) above* may take place.

- e. To support the development, maintenance and operation of an Art Gallery.
- f. To run competitions and exhibitions to be displayed in the Gallery or other suitable locations.
- g. To seek appropriate funding including grants, sponsorships and the charging of fees.
- h. To exhibit our art for display and/or sale.
- i. To liaise and affiliate with any organisation supporting our objectives and to carry out other activities consistent with the Aim and objectives.
- j. To establish a the “Friends of the Gallery” a support group largely of non practicing artists to assist the Society implement its aim.

Part 2 – Membership

3. Membership qualifications

1. Membership is open to individuals and groups
2. A person is qualified to be a member of the Society if, but only if:
 - (a) the person is a natural person:
 - (i) who has been nominated and approved for membership of the Society as provided by clause 4, and
 - (ii) who has been approved for membership of the Society by the committee of the Society and
 - (iii) pays the set membership fees set out in Clause 9 (Fees and Subscriptions)
 - (b) A person is taken to be a member of the Society if the person was one of the individuals on whose behalf an application for registration of the Society under section 6 (1) (a) of the Act was made.
 - (b) A person who is interested in the practice of one of the visual arts and who wishes to take part in the activities of the Society.
- (1) A group is qualified to be a member of the Society if, but only if:
 - (a) the group is an established public entity:
 - (i) which has been nominated and approved for membership of the Society as provided by clause 4, and
 - (ii) which has been approved for membership of the Society by the committee of the Society.
 - (ii) pays the set membership fees set out in Clause 9 (Fees and Subscriptions)
 - (b) The group is
 - (i) interested in the practice of one of the visual arts and
 - (ii) wishes to take part in the activities of the Society
 - (iii) has objectives in sympathy with the societies aims and objectives and
 - (iv) has no conflict of interest with the Arts Society's activities
 - (c) the group once approved for membership will hold one membership vote in the Society
 - (d) Where the group is the only representation of a particular artform, the Committee may invite the group to represent that artform on the committee this must be done in accord with clause 15(7).
 - (e) If and when a support group known as the "Friends of the Gallery" is established this group will hold one membership vote in the Society and a position on the Committee.

4. Nomination for membership

- (1) A nomination of a person for membership of the Society:
 - (a) must be made by a member of the Society in writing in the form set out in Appendix 1 to these rules, and
 - (b) must be lodged with the Secretary of the Society.
- (2) A nomination of a group for membership of the Society:
 - (a) must be made by a member of the Society in writing in the form set out in Appendix 1 to these rules, and must clearly show the name of the Group and the address, email, and phone numbers of the secretary or senior office bearers of the group, and
 - (b) *must be lodged with the Secretary of the Society*

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

5. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Society.
- (d) fails to pay the annual membership fee under clause 9 (2) within 3 months after the fee is due.

6. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

7. Resignation of membership

- (1) A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society 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.

8. Register of members

- (1) The public officer of the Society must establish and maintain a Register of Members of the Society specifying the name and postal or residential address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Society, *or at the address of the treasurer, or*
 - (b) if the Society 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 Society at any reasonable hour.
- (4) A member of the Society 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 Society, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

9. Fees and subscriptions

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

10. Members' liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 9.

11. Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

12. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Society:
 - (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 Society.
- (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 Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.
- (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 Society confirms the resolution under clause 13, whichever is the later.

13. Right of appeal of disciplined member

- (1) A member may appeal to the Society in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Society convened under 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) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The committee

14. Powers of the committee

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

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

15. Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the Society, and
 - (b) Four ordinary members, each of whom is to be elected at the annual general meeting of the Society under clause 16.
 - (c) If and when a “Friends of the Gallery” group is established they will be entitled to one place on the Committee.
 - (d) The committee must not exceed 12 people
- ((2) The office-bearers of the Society are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary.
- (3) Committee members elected under clause 16 shall be elected for a term of two years. Subject to provisions in this Constitution elected committee members shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (4) Half of the elected Committee members shall retire in each odd year and the remaining number of the elected committee members shall retire in each even year.
- (5) The sequence of retirements under **clause 15.4** to ensure rotational terms shall be determined by the Board. If the Board can not agree it will be determined by lot.
- (6) Each member of the committee is, subject to these rules, to hold office their designated retirement date, but is eligible for re-election.
- (7) Where a group is invited by the committee to be represented on the Committee (to represent a particular art form) their position is to be approved at the next general meeting and each alternate year.

16. Election of members

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee:
 - (a) must be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the

holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) 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

In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules

- (6) until the conclusion of the annual general meeting next following the date of the appointment

17. Secretary

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

18. Treasurer

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

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

19. Casual vacancies

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

- (a) dies, or
- (b) ceases to be a member of the Society, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 20, or

- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
- (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.

20. Removal of member

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

21. Meetings and quorum

- (1) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

22. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of

such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law
- (2) The Forbes Arts Society Public Fund subcommittee shall be established according to the rules set out in section 43 (c)
 - (3) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
 - (4) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (5) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
 - (6) 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.
 - (7) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
 - (8) A sub-committee may meet and adjourn, as it thinks proper.

23. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21(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.
- (5) If and when the “friends of the Gallery” support group is established this group will have one vote

Part 4 – General meeting

24. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- (2) The Society must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Society.

25. Annual general meetings – calling of and business at

- (1) The annual general meeting of the Society is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year,
 - (c) to elect office-bearers of the Society and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) There shall be at least three such meetings called each year.
- (3) The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the Society.
- (4) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by a member or members as referred to in clause (5) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

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, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (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 24(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.

28. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) is to constitute a quorum.

29. 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.

30. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

- (1) A question arising at a general meeting of the Society 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 Society, 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

32. Special resolution

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

33. Voting

- (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five proxies.
- (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 Society has been paid.
- (4) A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.

34. Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

35. Postal ballots

- (1) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation and as the Committee from time to time decides.
- (3) A Postal ballot may be in an electronic form.

Part 5 – Miscellaneous

36. Insurance

The Society may effect and maintain insurance.

37. Funds – source

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

(3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – management

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

39. Change of Name, of objects and constitution

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.

40. Custody of books

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

41. Inspection of books

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
 - (a) records, books and other financial documents of the Society,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the Society may obtain a copy of any of the documents referred to in clause (1) on payment of a fee of not more than \$1 for each page copied.

42. Income

- (1) Income and property of the Society shall be derived from such sources as the Board determines from time to time.
- (2) The income and property of the Society shall be applied solely towards the promotion of the Society's objectives.
- (3) Except as prescribed in the Act:
 - (a) no portion of the income or property of the Society or of the *Forbes Arts Society Public Fund* shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Society to any Member who holds any office of the Society.
 - (c) Payment in good faith of or to any Member can be made for:
 - (i) any services actually rendered to the Society whether as an employee, director or otherwise
 - (ii) goods supplied to the Society in the ordinary and usual course of operation
 - (iii) interest on money borrowed from any Member
 - (iv) rent for premises demised or let by any Member to the Society; or
 - (v) any out-of-pocket expenses incurred by a Member on behalf of the Society.

Nothing in clauses (2) or (3) preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

43. Public Fund

- (1) The Association will establish and maintain a public fund called the Forbes Arts Society Public fund.
- (2) Donations to the Society will be deposited into the public fund when it is 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 management committee or a subcommittee 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 Forbes Arts Society.
- (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 public fund must state:
 - (a) the name of the public fund and that the receipt is for a gift made to the public fund;
 - (b) the Australian Business Number of the company;
 - (c) the fact that the receipt is for a gift; and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

44. Winding Up

Subject to this Constitution the Society may be wound up in accordance with the Act.

The liability of the Members of the Society is limited.

45. Distribution of Property on Winding Up

If upon winding up or dissolution of the *Society and Forbes Arts Society Public Fund listed on the Register of Cultural Organisations* there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the

Society. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Society by this Constitution. Such Organisation(s) must 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.

The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

46. Service of notices

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

47. Financial year

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and
- (b) 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.

Appendix 1

(Clause 4 (1))

APPLICATION FOR MEMBERSHIP OF SOCIETY

Forbes Arts Society Incorporated

(incorporated under the *Associations Incorporation Act 1984*)

I,(full name of applicant)

of
(address)

.....

hereby apply to become a member of the above named incorporated Society as

In the event of my admission as a member, I agree to be bound by the rules of the Society for the time being in force.

.....
Signature of applicant and Date

I,.....
(full name)

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

.....
Signature of proposer

Date

Appendix 2

(Rule 34 (2))

FORM OF APPOINTMENT OF PROXY

Forbes Arts Society Incorporated

I,

(full name)

of

(address)

being a member of The Forbes Arts Society

hereby appoint

(full name of proxy)

of

(address)

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

(month and year)

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

* to be inserted if desired.

.....

Signature of member appointing proxy

Date

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

