

Nannup Arts Council Inc.

Annexure 'A'

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NANNUP ARTS COUNCIL INC.

CONSTITUTION

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This is the annexure of 12 pages marked "A" referred to in the Form 5

Signed by me and dated.../.../...

Nannup Arts Council Inc.

RULES OF ASSOCIATION

1.. Name of Association

The name of the Association is Nannup Arts Council Inc.

2.. Definitions

The following definitions apply:

"The Act" means the Associations Incorporation Act, ²⁰¹⁶~~1987~~ (Western Australia);

"The Committee" means the management committee of the association;

"General meeting" means a meeting which is open to all members of the association;

"AGM" means an Annual General Meeting of the association;

"Member" means any ordinary member or organizational member;

"Ordinary Resolution" means resolution other than a special resolution;

"Poll" means voting conducted in written form (as opposed to a show of hands);

"Special General Meeting" means a general meeting other than the Annual

3.. Objects

The objects of the Association are

3.1 To organise, encourage and sponsor artistic and cultural events to enhance the quality of life within the broad community of Nannup.

3.2 To support the development of artistic and cultural activities in the Nannup community.

4.. Powers of Association

The Association may do all things necessary or convenient for carrying out its object and purposes and in particular may have the power to:

4.1 Undertake any activity which may be considered advantageous to the object of the Association.

4.2 Purchase, take on, lease, exchange, maintain, hire or otherwise legally acquire or dispose of any real or personal property and any rights and privileges in relation thereto.

4.3 Raise money by registration fees, subscriptions, borrowings and levies, and by any such other method as from time to time the Management Committee shall see fit.

Mission Statement: To engage the Nannup community and its visitors in the creative arts by providing opportunities for diverse artists throughout the Southwest Region to exhibit their art and interact with the community through activities such as exhibitions, workshops, and festivals.

4.4 Invest and deal with the monies of the Association (not immediately required for the purpose of the Association) in such manner as may from time to time be determined.

4.5 Appoint and remove employees and/or contractors and to determine the remuneration and the terms and conditions of such appointments.

4.6 Effect insurance against risk of all kinds.

4.7 Establish and support any Association or other Unincorporated Body having objects altogether or in part similar to those of the Association.

4.8 Erect, maintain and improve or make alteration to any land or buildings or other property in the care, control, custody or ownership of the Association.

4.9 Undertake all such things as the Association or its members may deem to be necessary to attain the above objects.

5.. Non-Profit Clause

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed to members, except in good faith in the promotion of those objects.

6.. Membership

6.1 Qualifications for membership

Membership of the Association shall be open to any person or organization:

- (a) as described on the application for membership form which may be altered from time to time;
- (b) who is in agreement with the objects of the Association;
- (c) who has satisfied the procedure for membership specified below.
- (d) any group with objectives similar to Nannup Arts Council may apply for group membership
- (e) all members of affiliated groups must also take out single membership of the Nannup Arts Council

6.2 Procedure for membership

A person or organization who wishes to become a member must -

- (a) apply in writing on a membership form approved by the committee;
- (b) pay an annual membership fee as prescribed by the committee.

6.3 Membership Fees

- (a) the committee shall determine the amount of membership fee;
- (b) the committee may vary the fee for membership;
- (c) membership fees are payable annually at the expiry date of the current membership. Members may pay their fees up until the start of the next AGM. Memberships not renewed by this time will cease and members will have to reapply for membership as specified above.

6.4 Register of Members of Association

- (a) the secretary shall ensure that a register of members showing the name of the member, the address, the contact person in the case of an organizational member, date membership commenced and the date the membership expires is maintained.
- (b) the secretary shall ensure the name of any person who dies or who ceases to be a member of the association is deleted from the register of members.
- (c) upon the request of a member of the Association, the secretary shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (d) the register must be so kept and maintained at the secretary's place of residence, or at such other place as the members at a general meeting decide.

6.5 Register of Members of the Management Committee

The secretary shall keep and maintain a register of members of the committee showing the name, address, position held, the date membership of the committee commenced and the date membership ceased.

6.6 Cessation of membership of the Association

- (a) a member can resign from the Association by giving notice in writing to a member of the committee. Their membership ceases on the delivery of the notice.
- (b) expulsion of members
 - (i) a member can be expelled if the committee considers their conduct is detrimental to the Association.
 - (ii) to expel a member, the committee must give the member at least 7 days notice in writing of the committee meeting at which the expulsion will be discussed. The notice must state why the member is being considered for expulsion. The member and his/her representative is entitled to attend this meeting to address the committee, however, the member and their representative can be required to leave the meeting while the committee deliberated the expulsion.

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- (iii) the committee must advise the member in writing of their decision and the reasons for it. The expulsion of a member takes effect immediately they receive notice of expulsion.
- (iv) the member can appeal against their expulsion to the next committee meeting.

7.. Management of the Association

7.1 Management Committee

The association will be managed by a Committee of Management consisting of:

- (a) a chairperson
- (b) a vice-chairperson
- (c) a secretary
- (d) a treasurer; and
- (e) at least 2 and up to 5 other committee members
- (f) plus one member of any affiliated group

7.2 The management committee shall be responsible for:

- (a) upholding and advancing the objects of the association and the proper exercise of the powers of the association
- (b) meeting the requirements of the Associations Incorporation Act, 1987
- (c) establishing policy and procedures, which will ensure effective management and administration of the Association, and its staff, assets and any services it provides
- (d) establishing terms of reference for and managing sub-committees
- (e) maintaining a record of membership and of any community support for the Association.

7.3 Committee Meetings

- (a) the management committee will meet at least once every 3 months or as often as is required to complete the business of the association.
- (b) meetings may be conducted in person or by telephone or electronic means.
- (c) the chairperson or two members of the committee shall have the power to call a meeting of the committee.

Mission Statement: To engage the Nannup community and its visitors in the creative arts by providing opportunities for diverse artists throughout the Southwest Region to exhibit their art and interact with the community through activities such as exhibitions, workshops, and festivals.

(d) members of the Management Committee shall attend at least one meeting out of any three consecutive meetings. Failure to do so, or obtain leave of absence, will result in forfeiture of the position and the vacancy shall be filled as per rule 7.8(a).

7.4 Quorum for Management Committee Meetings

The quorum for a meeting shall be 4 members or 50% of the committee.

7.5 Election of Management Committee Members

(a) committee members shall be elected at the Annual General Meeting (AGM) of the association for a term of one year.

(b) nominations for committee positions

(i) only financial members of the association can nominate for election.

(ii) retiring committee members may nominate for re-election

(iii) nominations for vacant positions on the committee may be received in writing prior to the AGM and must be in a form approved by the committee; seconded by another member

(iv) nominations may be received at the Annual General Meeting

(v) if any committee positions are not filled at the Annual General Meeting the committee shall endeavour to fill the positions as soon as possible from the membership of the Association for the period up until the next AGM.

7.6 Term of Office of Management Committee Members

(a) the term of office of an elected member of the management committee ends at the Annual General Meeting after the person's election to the committee

(b) retiring members can nominate for committee positions.

7.7 Cessation of Office of Management Committee Members

(a) a member of the committee shall cease to hold office if:

(i) they resign in writing as a committee member

(ii) they resign, are suspended or expelled as a member of the Association

(iii) a majority of the committee vote to expel a person from the committee.

(b) expulsion from Management Committee

(i) a member can be expelled as a member of the committee if the committee considers the member's conduct is detrimental to the interests of the Association or the member is not performing their duties of office fully

(ii) to expel a member from the management committee the committee must give the member notice in writing (including by electronic means) of the committee meeting at which the expulsion will be discussed. The notice must state why the member is being considered for expulsion. The member is entitled to attend this meeting to address the committee; however, they can be required to leave the meeting while the committee deliberates the expulsion

(iii) the committee must advise the member in writing of their decision, and the expulsion of a member takes effect immediately they receive notice of expulsion.

(c) absence from Meetings

Absence from three consecutive committee meetings without notification or acceptable excuse is grounds for removal from office of a committee member.

7.8 Casual Vacancies in Membership of Committee

(a) when a position on the committee becomes vacant, the committee will second a member of the association to fill the vacant position until the next AGM of the association

(b) if a representative of an organizational member holds the position on the committee the organization may select a representative to take their place. If the organization elects not to select another representative the committee will second a member as per clause 7.8 (a).

8.. Duties of Office Bearers

Unless otherwise determined by the committee. The duties of the members of the committee (collectively called the office bearers) shall include the following:

8.1 Duties of Chairperson

(a) ensure with other members of the committee, that the legal responsibilities of the Association, including compliance with the Associations Incorporation Act, 1987, and funding agreements are met

(b) ensure regular committee meetings are held and that all committee members are advised of the meetings

(c) draw up an agenda for the meetings with the assistance of the secretary

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- (d) manage and facilitate the meetings of the association
- (e) be a member of sub committees if required
- (f) act as a spokesperson for the association.

8.2 Duties of the Vice Chairperson

- (a) the vice-chairperson shall assist the chairperson in his/her duties and, in the event the chairperson is absent from a meeting, perform the duties of the chair
- (b) act as a spokesperson for the Association when required
- (c) perform other duties as imposed by these rules of the Association.

8.3 In the absence of the chairperson and vice-chairperson at a committee meeting a member elected by a majority vote of the committee shall undertake the duties of the chairperson.

8.4 Duties of the Secretary

The Secretary shall, under the direction of the Chairperson:

- (a) call meetings in accordance with the rules
- (b) co-ordinate the correspondence of the association
- (c) ensure that accurate minutes are taken of committee meetings and any other meetings of the association and maintaining a dedicated Minute Book
- (d) receive and submit to the committee for consideration all applications for membership to the association
- (e) keep and maintain an up-to-date record of the rules of the association and make these available for inspection on request by a member of the association
- (f) ensure a register of members and committee is maintained.
- (g) be responsible for the Common Seal of the Association and ensure that it is only used on proper authority
- (h) ensure a procedures manual detailing all policies and procedures of the association is maintained
- (i) perform such other duties as imposed by these rules of the Association.

8.5 In the absence of the secretary at a committee meeting another member shall be elected to ensure proper minutes are taken.

8.6 Duties of the Treasurer

- (a) ensure proper books of account, which correctly record and explain the financial transactions of the association are kept
- (b) ensure the safekeeping of all books and documents of a financial nature, including securities
- (c) ensure that funds are not being mismanaged
- (d) ensure the financial requirements of funding bodies are being met
- (e) ensure quarterly financial reports are produced and presented to the committee meetings and to members at general meetings
- (f) ensure an audit of the books is prepared each year and that the accounts of the association, showing the financial position at the end of the preceding financial year are submitted to members at the Annual General Meeting
- (g) ensure an annual budget is prepared at the beginning of each financial year
- (h) perform such other duties as imposed by the rules of the association

8.7 Duties of other Management Committee Members

Other committee members shall assist the Chairperson, Secretary or Treasurer in undertaking their duties.

9.. General Meetings

9.1 Annual General Meetings

- (a) the Annual General Meeting shall be held within three (3) months of the end of the association's financial year on a day to be determined by the committee
- (b) not less than fourteen days written notice (including by electronic means) shall be given of the annual general meeting and shall specify the place, date and hour and general nature of the business expected to be transacted. Notices shall be given to all members
- (c) the business of the Annual General Meeting shall be:
 - (i) the receipt of the chairperson's report for the previous financial year
 - (ii) the receipt of the treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the next or current financial year
 - (iii) the election of committee members

- (iv) the appointment of an Auditor for the following financial year
- (v) any other business placed on the agenda prior to the commencement of the meeting

9.2 Special General Meeting

(a) the secretary shall call a special general meeting of the association within twenty one (21) days of receiving a direct from the committee, or the request of three (3) committee members, or six (6) members, or one half of the members, whichever is less. The request must specify the business to be carried out at that meeting

(b) not less than fourteen (14) days notice shall be given to the members, of any special general meeting. The notice shall specify the place, date and time of the special general meeting and the nature of the business to be carried out at that meeting

(c) if a special general meeting is not convened within 30 days the members who made the request may themselves convene a special general meeting as if they were the committee. In such a circumstance the member or members convening the special general meeting shall be supplied with the names and addresses of all members and be refunded by the association for any reasonable expenses of convening and holding the special general meeting. The meeting must comply with the rules of the association.

9.3 Quorum for Annual General Meeting and Special Meetings

The quorum for a general meeting is ten per cent (10%) of the membership, or six (6) members, whichever is the greater, present in person or by proxy. If there is no quorum within thirty (30) minutes of the advertised starting time for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than thirty (30) days. The quorum for adjourned meeting shall be the number of members present 30 minutes after the advertised starting time.

9.4 Voting at General Meetings

(a) Proxy

- (i) a member may appoint in writing (including by electronic means) another member to be their proxy and to attend, and vote on their behalf at any general meeting
- (ii) a member may not be a proxy for more than one (1) other member

(b) each member, present in person or by proxy, at a general meeting is entitled to one vote

(c) a secret ballot shall be held if a request is made by a financial member present. The chairperson shall determine the manner in which the secret ballot will be conducted, and the result as declared by the chairperson, shall be deemed to be the resolution of the meeting concerned

10.. Disputes

If any dispute arises between the association and any of its members that cannot be amicably settled by the management committee, the matter should be referred to a general meeting of the association. If the dispute cannot be resolved at the general meeting the management committee shall arrange for an arbiter to hear the dispute. The arbiter may be a qualified mediator, a legal practitioner, a local government representative, a representative from the local Regional Development Commission or from the Department of Commerce and Trade or another person agreed to by all parties involved in the dispute.

11.. Service of Notices

For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post or by electronic means to the member's address shown in the register of members.

12.. Sub Committees

12.1 The committee may establish sub-committees and may wind-up, direct or overturn any decisions of the sub-committee as they see fit

12.2 Any sub-committee must include at least one (1) member of the management committee and shall be chaired by a member of the management committee. The chairperson of a sub-committee shall report on the operation of the sub-committee to management committee meetings

(a) the existence of sub-committees will be reviewed on a regular basis by the management committee

(b) sub-committees will be responsible to the management committee

(c) sub-committees will not incur debts or make contracts without prior approval of the management committee.

13.. Finance

13.1 all funds shall be deposited to the credit of the association at such bank or building society as may be approved by the committee from time to time.

13.2 three (3) office bearers shall be signatories to the bank accounts of the association, with two (2) to sign all cheques.

13.3 the association's financial and membership year shall run from July 1 of the year to June 30 of the following year.

14.. Audited Accounts and Records

14.1 at least once in each year, the accounts of the association shall be examined by the auditor, who shall also certify as to the correctness of the accounts. A written report shall be submitted to the Association members.

14.2 the auditor may be a member of the association, but not an office bearer. The auditor may be paid for his/her services such sum as the association may from time to time determine.

14.3 the auditor shall be appointed by the association at its Annual General Meeting, and the audited accounts shall be likewise submitted to the Annual General Meeting.

15.. Common Seal

The common seal of the association shall be kept in the custody of the association Secretary and can only be used after approval by resolution of the committee. Two members of the association shall countersign the fixation of the Common Seal and the association Secretary shall keep a record of all documents to which the Common Seal shall be affixed.

16.. Dissolution

A Special General Meeting called for that purpose may, by a 75% majority of the member's present and voting, resolve to dissolve the Association. If, on the winding up of the association, any property remains after satisfaction of the debts and liabilities, and the costs, charges and expenses of the winding up, then that remaining property shall be distributed;

- (a) to another Incorporated Association within the Shire, having objectives similar to those of the Nannup Arts Council Inc.; or
- (b) for charitable or benevolent purposes.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE AND CORRECT COPY OF THE CONSTITUTION OF THE NANNUP ARTS COUNCIL INC.

Signed.....

The Common Seal:

Dated.....

Chairperson