

**CONSTITUTION AND RULES**

Approved 27 August 2017

**1. NAME**

The association shall be known as the Combined Art Societies of Sydney Incorporated. Herein after called the Combined.

**2. OBJECTS**

- a) to foster the visual arts.
- b) to encourage active co-operation between Art Societies and promote standards of excellence.
- c) To raise artistic standards and skills and encourage artists to extend their working experience and reach a wider audience.
- d) To work for the recognition of the importance of art in education, in the community life, in commerce and in industry and the appreciation of art by the authorities and the general public.
- e) Where possible, assist a nominated registered charity.

**3. INTERPRETATIONS**

- a) Words used importing the masculine gender shall include feminine. Words used importing the singular number shall include the plural and vice versa unless context shall otherwise require.
- b) A “financial member” shall mean a member society who has paid the subscription for the current year.
- c) For the purpose of these rules “The Act” means the Association Incorporation Act 1984. From time to time requirements for The Associations Act 2009 and any current model constitution shall be applied as determined and agreed by the committee and by agreement of a quorum of members.

**4. OPERATION OF CONSTITUTION**

The constitution and any alterations adopted shall come into force immediately at the conclusion of the Annual General Meeting.

**5. MEMBERSHIP**

The Combined shall consist of interested Art Societies within New South Wales. These Societies shall be known as “member societies”, and have similar interests to the Combined as mentioned in 2. Objects. Applications for membership shall be accompanied by a copy of the applicant Society’s Constitution and Rules.

Application for membership must be in writing on the letterhead of the nominating “member society”, signed by two of their senior executive committee and forwarded to the Secretary by post or electronic means.

As soon as possible after receiving the nomination the Combined shall determine whether to approve or reject the application. If approved the nominee's name shall be entered into the Register of "member societies".

A "member society" ceases to be a member of the Combined if that "member society"

- a) resigns their membership.
- b) is unfinancial three months after the date when subscriptions fall due.
- c) is expelled from the Combined.

### **5.1 LIFE MEMBERSHIP**

- a) Life members shall be those Societies who have been members of the Combined for a period of 10 consecutive years, and during that time, have been considered to have participated positively towards the objects of the Combined as laid down in paragraph 2.
- b) Such members shall be nominated co-jointly by the Treasurer and Secretary to the AGM, immediately following the achievement of the criteria as outlined in 5.1 (a). Election to this position will be confirmed only after a majority decision by members present, entitled to vote and voting, at the AGM.

### **5.2 MEMBERSHIP ENTITLEMENTS**

'Member Societies' are entitled to:

- a) Participate in an annual exhibition held by the Combined which may be supplemented by the holding of other exhibitions or events subject to the Committee's approval.
- b) Provide two of their individual members as Delegates to the Combined to participate in general meetings and each able to vote in Combined matters as representatives of their 'member societies'
- c) Discounted rental of the CASS Cottage as determined by the Committee
- d) Other entitlements as determined from time to time by the Committee
- e) To hold an annual exhibition which may be supplemented by the holding of other exhibitions subject to the Management Committee's approval.

### **6. REGISTER OF "MEMBER SOCIETIES"**

A register of "member societies" of the Combined shall be maintained specifying the name and address of each "member society" and the date on which it became a member.

### **7. SUBSCRIPTIONS**

- a) The joining - annual membership fee shall be determined by the committee.
- b) Membership fees fall due:
  - i) on admission to the Combined.
  - ii) prior to the AGM each year in advance

### **8. "MEMBER SOCIETIES" LIABILITIES**

The liability of a "member society" of the Combined to contribute towards the debts and liabilities of the Combined or the costs charges and expenses of the winding up of the Combined is limited

to the amount, if any, unpaid by the “member society” in respect of membership of the Combined required by Rule 7.

## 9. THE COMMITTEE

- (a) The committee shall be made up of members from the “member societies”, with two from each “member society” to have voting rights. The committee shall manage and control the affairs of the Combined.
- i) Exhibition Selection Committee may be elected prior to an exhibition each year.
  - ii) Any dispute occurring between members on matters affecting the Combined shall be settled by the Committee unless it arises at the Annual General Meeting. The decision of the committee or Annual General Meeting as the case may be, shall be final and binding on all members concerned.
  - iii) The President shall be the final authority for the interpretation of these rules and any by-laws here-in-under.
  - iv) The Committee may elect sub-committees to handle displays, exhibitions and social evenings etc.
  - v) The Committee shall meet when summoned by the Secretary at the request of the President or Vice President. The Committee shall meet at least quarterly. Committee meetings may be held at any venue decided upon by the Committee.
  - vi) No business shall be transacted at a Committee Meeting unless a quorum of 5 committee members are present, within 30 minutes of the time appointed for the meeting.
  - vii) If there be no quorum present, the meeting shall lapse.
  - viii) Unless decided by members at an Annual General Meeting, the Committee shall make such arrangements as it thinks fit for conducting exhibitions
- (b) The Executive Officers of the Combined shall be:
- President
  - Vice President
  - Secretary
  - General Committee Member
  - Treasurer
  - General Committee Member
  - Exhibition Manager
  - Finance Resource Officer
  - Publicity Officer
- c) Executive meetings - five (5) to form a quorum
- d) There is no maximum number of consecutive terms for which a committee member may hold office

## 10. ELECTION OF EXECUTIVE OFFICERS

- a) At each Annual General Meeting there shall be elected members, from and by financial “member societies” of the Combined to fill at least six (6) and not more than ten (10) executive officer positions.
- b) Those elected shall constitute the Executive Committee of the Combined and shall hold office, except if otherwise provided hereinafter, for the next 12 months.
- c) Nominations for the office bearers shall be made in writing to the Secretary, duly seconded, seven (7) days prior to the Annual General Meeting.
- d) The names of all candidates and the office for which they are nominated shall be announced by the chairman before the election takes place.
- e) If there are more nominations than required, the election of the respective officers shall be by ballot. It shall be conducted in the usual way by a returning officer and two (2) scrutineers appointed by the Chairman - they shall not be candidates for the election. The President shall announce the names of the officers elected.
- f) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the election, but is eligible for re-election.
- g) In the event of a casual vacancy occurring in the executive members of the Committee, the Committee may appoint a member of a “member society” to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- h) All members of the Committee shall act in an honorary capacity.

#### **11. DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS**

- a) The President (or in his absence the Vice President) shall preside as Chairman at a meeting of the Combined or of the Committee. If after 30 minutes of the time fixed for the beginning of the meeting, neither of them is present, the Secretary or Treasurer or any other committee member shall take the chair. The President shall be the Combined’s official voice and its social representative, but he shall not enter into any public controversy as representative of the Combined without the Committee’s consent and approval.
- b) The Vice President shall act as deputy for the President when necessary. The Secretary shall act for the Vice President when necessary.
- c) The Secretary shall manage the Combined general business within the limitations imposed by these rules. He shall deal with correspondence, the minutes and the general arrangements for meetings and keep all minutes.
- d) The Treasurer shall keep the Combined's financial books and give receipts for all moneys received and pay such into a bank account. At each Committee meeting he shall present a financial statement showing receipts and expenditure and cash in hand for the preceding period. He shall prepare all the relevant books at the end of the financial year and have them audited for the Annual General Meeting.
- e) The Exhibition Manager, who having been fully informed of the requirements by the Committee, and with their full authority, shall use his best endeavours to see that these requirements are carried out.

- f) The Finance Resource Officer shall seek avenues of income raising and generally oversee fund raising activities.
- g) The Publicity Officer shall use his best endeavours to raise public awareness of the Combined through all avenues and any further activity as directed by the Committee.

## 12. MEETINGS

### a) GENERAL MEETINGS.

The Combined, comprising Committee members, delegates from member societies and individual members of member societies shall meet as required for the purpose of conducting business and social activities. Only Committee members and delegates from member societies may vote on Combined matters

### b) THE ANNUAL GENERAL MEETING.

Shall be held in June of each year or within six (6) months after the end of the trading year. The Agenda for the Annual General Meeting shall be determined by the Committee and “member societies” shall be notified at least fourteen (14) days in advance, for election of officers, presentation of Annual Report and Balance Sheet and confirmation of the Minutes of the last preceding Annual General Meeting.

### c) SPECIAL GENERAL MEETINGS ... calling of

- i) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Combined.
- ii) A requisition of, at least three, members for a Special General Meeting:
  - i) shall state the purpose or purposes of the meeting
  - ii) shall be signed by the members making the requisitions
  - iii) shall be lodged with the Secretary, and may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- iii) If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of members for a meeting is lodged with the Secretary, one or more of the members who made the requisition may convene a Special General Meeting to be held no later than three (3) months after that date.

### d) NOTICE

- i) Where the nature of the business proposed to be dealt with at a Special General Meeting requires a special resolution of the Combined the Secretary shall, at least 21 days before the date fixed for the holding of the Special General Meeting, cause notice to be sent to each “member society’s” address by pre-paid post to the “member society’s” address appearing in the Register of Members, specifying the intention to propose a special resolution and stating the date, time and place.
- ii) No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting except in the case of an Annual General Meeting, business which may be transacted pursuant to rule 12 (b).

- iii) A member desiring to bring any business before a Special General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a Special General Meeting given after receipt of the notice from the member.

e) QUORUM

- i) A quorum for all meetings shall be five (5) members.
- ii) If there be no quorum present, an ordinary meeting shall lapse. An Annual General Meeting shall be adjourned for one month.
- iii) If there be no quorum at the adjourned meeting, then the financial members present, being not less than three shall be empowered to transact business before the meeting.

f) PROCEDURE AT MEETINGS

- i) Financial member - pursuant to clause 9 (a) - only permitted to vote personally. Members are not entitled to vote by proxy.
- ii) Every motion must be moved and seconded.
- iii) The chairman may rule any motion out of order and state his reason for rejection. The Chairman's ruling may be dissented from if a properly moved and seconded motion to that effect is carried, in which case the rejected motion shall stand and be open for discussion.
- iv) Voting shall be by show of hands, but a ballot may be held if a motion to that effect seconded by two financial "member societies" is carried.
- v) Decision shall be made by simple majority vote except as otherwise provided for herein. In the case of the equality of votes for and against a motion, the Chairman shall have a second vote which shall decide the issue.

g) POSTAL OR ELECTRONIC BALLOTS

- (i) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (ii) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

h) USE OF TECHNOLOGY AT MEETINGS

- (i) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (ii) A member of an association who participates in a general 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.

### 13. FUNDS

- a) The funds of the Society shall be derived from annual subscriptions by members, entry fees, donations, and subject to any resolution passed by the Combined in general meetings, such other sources as the Committee determines.
- b) All monies received by the Combined shall be deposited as soon as practicable and without deduction to the credit of the Combined's bank account at a Trading Bank chosen by the Committee.
- c) Subject to any resolution passed by the Combined in General Meeting the funds of the Combined shall be used in pursuance of the objects of the Combined, in such manner as the Committee determines.
- d) All withdrawals from the bank account, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the President, the Secretary and the Treasurer conjointly or any two of them.
- e) The Combined shall effect and maintain Insurance pursuant to section 44 of the Act.

#### **14. ALTERATION OF THE CONSTITUTION**

No addition or alteration of the provisions of this Constitution shall be made without a properly formed motion forwarded to the Secretary, who shall give at least twenty one (21) days written notice of the proposed amendment. Such a motion shall require a majority of at least three quarters of the members present, entitled to vote and voting, in order to be carried at an Annual General Meeting or a Special Meeting of members summoned for that purpose.

#### **15. DISCIPLINING OF MEMBERS**

- a) Where the Committee is of the opinion that a member of the Combined:
  - i) has persistently refused or neglected to comply with a provision or provisions of these rules : or ..
  - ii) has persistently and wilfully acted in a manner prejudicial to the interest of the Combined  
the Committee may by resolution:
  - iii) expel the member from the Combined - or
  - iv) suspend the member from the Combined for a specified period.
- b) A resolution of the Committee under Clause (a) has no effect unless the Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of notice on the member of a notice under Clause (c) confirms the resolution in accordance with this rule.
- c) Where the Committee passes a resolution under Clause (a) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member,
  - i) setting out the resolution of the committee and the grounds on which it is based
  - ii) stating that the member may address the committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice.

- iii) Stating the date, place and time of that meeting, and
- iv) informing the member that the member may do either or both of the following:
  - a) attend and speak to that meeting
  - b) submit to the Committee at or prior to that meeting written representation relating to the resolution.
- d) At a meeting of the committee held as referred to in Clause (c), the Committee shall:
  - i) give to the member the opportunity to make oral representations.
  - ii) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting and
  - iii) by resolution determine whether to confirm or revoke the resolution.
- e) Where the Committee confirms a resolution under Clause (d), the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the fact of the member's right of appeal under Rule 17.
- f) A resolution confirmed by the Committee under Clause (d) does not take effect
  - i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or
  - ii) where within that period the member exercises the right of appeal, unless and until the Combined confirms the resolution to rule 17 (d)

## **16. RIGHTS OF APPEAL OF A DISCIPLINED MEMBER**

- a) A member may appeal to the Combined in a general meeting against a resolution of the Committee which is confirmed under Rule 15 (d), within seven (7) days after the notice of the resolution is served on the member, by lodging with the Secretary a note to that effect.
- b) Upon receipt of a notice from a member under Clause (a), a Secretary shall notify the Committee, which shall convene a general meeting of the Combined to be held within twenty one (21) days after the date on which the Secretary received the notice.
- c) At a General meeting of the Combined convened under Clause (b):
  - i) no business other than the question of the appeal shall be transacted.
  - ii) The Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and,
  - iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- d) If at the General Meeting the Combined passes a special resolution in favour of the confirmation of the resolution the resolution is confirmed.

## **17. DISSOLUTION OF THE SOCIETY**



- a) The Combined may be wound up and dissolved by a resolution to be passed by no less than three quarters of financial members present - entitled to vote and voting - at a Committee Meeting of “member societies” having given twenty one (21) days written notice of motion to dissolve or a Special Meeting of Members summoned for that purpose.
- b) In the winding up or dissolution of the Combined there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to any former member society, former Life Member Society, former individual member, or individual member of each Society, but the same shall be paid equally to current and active financial ‘member societies’, and active Life Member Societies, whose Constitutions, at the time of the dissolution, prohibits the distribution of property to its members. In the event an active member society does not directly address Dissolution in their constitution, the default ruling in the current Model Constitution will be taken to apply. In the event of any dispute, the matter shall be referred to NSW Fair Trading.
- (c) Active – a member society that currently participates in the Combined Art Societies’ activities.
- (d) Financial – a member society that has paid the annual membership fee required and is paid up to date at the time of the dissolution.

## **18. CUSTODY OF BOOKS AND RECORDS**

Except as otherwise provided by these rules, the Secretary shall keep in his custody or under his control all records, books and other documents relating to the Combined including the Common Seal.

## **19. INSPECTION OF BOOKS**

The records, books and other documents of the Combined shall be open to inspection, free of charge, by a “member society” of the Combined at any reasonable time.

## **20. AUDITOR**

An auditor shall be appointed, to examine the books of the Combined and furnish a record on the Balance Sheet and Statement of Receipts and Expenditure to the Annual General Meeting.

## **21. PATRONS**

Patron/s may be appointed annually at the Annual General Meeting as a consequence of a Committee meeting resolution to invite suitable persons.

## **22 FINANCIAL YEAR**

The financial year of the Combined is each period of 12 months, or any other period (whether longer or shorter than 12 months) not exceeding 18 months that the Combined resolves, commencing at the expiration of the previous financial year of the Combined.

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