

## **THE WEST AUSTRALIAN SOCIETY OF ARTS INCORPORATED**

### **CONSTITUTION AND RULES**

- 1. That the name of the society is 'The West Australian Society of Arts Incorporated' (hereinafter referred to as 'the Society').**
- 2. That the principal object of the Society is the advancement of the fine arts and for that purpose**
  - a. To hold meetings at regular intervals throughout the year for the transaction of business, exhibitions of members' work, for lectures and for any purpose deemed by the Committee to be within the objects of the Society**
  - b. To have the power to operate bank accounts, to invest, enter into contracts, to borrow money and act as trustee**
  - c. To have the power to purchase, lease or otherwise acquire or obtain the use of, any real or personal property, to maintain and improve the same, alone or in conjunction with other persons or bodies**
  - d. To have the power to do all such other lawful things which are consistent with the objects of the Society.**
- 3. That the Society shall be managed by a Committee consisting of a President, two Vice Presidents, a Secretary, a Treasurer (the officers) and five other committee members. The Committee to be elected annually at the Annual General Meeting (hereinafter 'the AGM'). No person shall hold more than one office at a time. At its first meeting after the AGM the Committee shall assign other duties to Committee members as it thinks fit. That should any vacancy in the Committee occur, the Committee may appoint a new member to fill such vacancy from the membership of the Society.**
- 4. That the Society is a not for profit body and no payments shall be made to a member or former member save as reimbursement for reasonable expenses properly incurred on behalf of the Society.**
- 5. That at the meetings of the Committee five members of the Committee shall form a quorum for the transaction of business. Business shall be transacted by a simple majority save in the case of a tied vote the person presiding shall have a second vote. The President or in his/her absence a Vice President shall preside over proceedings. A member of the Committee shall declare to the meeting any material personal interest which he or she may have in the outcome of any matter before the Committee and shall be required to be absent during consideration of that matter and a record shall be made. At the next following General Meeting that interest shall be disclosed. The Secretary or other nominated person shall keep minutes of proceedings. The Committee may from time to time make such rules for the transaction of its business as it sees fit.**
- 6. That the Committee shall meet regularly at a convenient interval before or after every General Meeting and that the President may call a special committee meeting upon seven**

days' notice or less if an emergency requires it as he or she may see fit, and shall also do so upon the request of three committee members.

7. That the candidates for election to the Committee as officers or other members of the Committee shall be financial members of the Society and shall not be an undischarged bankrupt, nor have been convicted of an indictable offence in relation to the formation of a body corporate, an offence of fraud or dishonesty or of an offence under the Act of allowing an association to operate whilst insolvent, in each case within the preceding 5 years. Candidates shall give notice in writing to the Secretary of their intention to stand not less than 14 days prior to the AGM. In the case that there is more than one candidate for an office an election shall take place by secret ballot and the candidate receiving the most votes of the members present and entitled to vote shall be elected. In the event that there are more than five candidates for election as other committee members then a secret ballot shall be held and the five candidates receiving the most votes shall be elected. Each member present and entitled to vote may cast one vote in favour of each of five candidates.
8. A) That the Committee shall have the power to expel a member of the Society and likewise to dispense with or suspend a member of the Committee (including an office holder) on 21 days' prior notice in writing of which business shall have been given to the Committee members, by a vote of two thirds of those present if in its opinion that member has acted in a manner unbecoming or detrimental to the interests of the Society and/or as a member of the Committee has failed properly to attend to his/her duties. The member concerned shall be given 14 days' notice in writing of and afforded an opportunity to be heard or to make representations in writing to the meeting at which the matter is to be considered.  
B) A member may resign from membership of the Society upon giving 7 day's notice in writing to the Secretary and shall thereupon cease to be a member but shall remain liable to the Society for any fees incurred prior thereto.
9. That a person wishing to become a member of the Society shall complete the appropriate application form and pay the joining fee and annual subscription as fixed by the Committee from time to time, and shall become a member of the Society upon acceptance by the Committee. A person refused admission shall receive a refund of any fee paid.
10. That the Committee may from time to time recommend to the members at General Meeting that a member of the Society be granted the privileges of Life Membership of the Society due to service, longstanding membership or other meritorious reason. The recommendation shall be passed by a majority of not less than three fourths of those present and entitled to vote.
11. That the Secretary shall maintain a register of the names, addresses and category of membership of current members of the Society and the date of resignation of former members and maintain the minutes of Committee and General Meetings and in accordance with Section 53 of the Act, and shall have custody of the books and securities of the Society. The Treasurer shall maintain and have custody of the books and financial records of the Society. A member may request a copy of the register of members but if required shall provide a statutory declaration setting out the purpose for which the request is made.
12. That the Committee may expel a member of the Society if that member has failed to pay the annual subscription which becomes payable on 1<sup>st</sup> July by 30<sup>th</sup> September following. No member shall be entitled to vote or enjoy the privileges of membership until the subscription is paid. A member so expelled shall remain liable to the Society for any unpaid

subscription or other fee incurred. The Committee shall decide the amount of the annual subscription and other fees.

- 13 The financial year of the Society shall commence upon the 1<sup>st</sup> July in every year. The AGM shall be held in July of each year for the purpose of receiving reports and balance sheet, for electing officers and members of the Committee, the appointment of an auditor if required, for the transaction of any other business subject to the provisions herein. The Society shall hold regular monthly General Meetings save in January and in the month in which the Annual Exhibition takes place, subject to change of which members will be given not less than 14 days' notice. Save as otherwise provided for special business no formal notice of such meetings or of routine business shall be required to be given.
- 14 That at General Meetings including the AGM 10% of the membership of the Society entitled to vote shall constitute a quorum. The President or in his/her absence a Vice President or failing that a person appointed by the meeting shall preside at the meeting. Voting shall be by simple majority, save as otherwise provided, of those present and entitled to vote, save that in the case of a tied vote the person presiding shall have a second vote. The Secretary or other nominated person shall keep minutes of proceedings. The procedure at a General Meeting shall, subject to any standing rules for the transaction of business as may have been previously adopted, be in the discretion of the person presiding.
- 15 That special business is business requiring a resolution to be passed by not less than three fourths of members present and entitled to vote at a General Meeting and such other business which the Secretary shall consider to be of such importance or unusualness that members should be given not less than 21 days' notice thereof in writing prior to the meeting at which it is proposed to be considered.
- 16 That a special General Meeting of the Society may be called at any time by the Committee and shall be called by the Secretary on receipt of a requisition signed by 15% of members; provided that the Secretary may at the direction of the Committee refuse to act upon such requisition if in its opinion the cause or reason is frivolous or detrimental to the interests of the Society or may conveniently be dealt with at the next regular General Meeting of the Society. The Secretary shall give members not less than 21 days' notice in writing of a special General Meeting.
- 17 The Constitution of the Society may be amended by a resolution passed at a General Meeting by a majority of not less than three fourths of those present and entitled to vote. The Secretary shall at the direction of the Committee or upon notice in writing signed by 15% of members (subject to the proviso in Clause 16) give not less than 21 days' written notice thereof to members prior to a General Meeting at which the resolution is to be proposed.
- 18 That the Society shall maintain such bank accounts in the name of the Society as the Committee shall see fit, to be operated by the signatures of two of the following; the President, the Secretary, the Treasurer, the Vice Presidents. The Society's accounts shall be operated only for the purposes of the Society as the Committee directs. The Treasurer shall keep and maintain all proper accounts and records of the Society's financial transactions.
- 19 That the property and income of the Society shall be applied solely towards the promotion of its objects and no part thereof shall be paid or otherwise distributed directly or indirectly to members except in good faith in the promotion of those objects.

- 20 That the Society shall keep safe and maintain records of its transactions, documents and securities at the homes of office bearers as maybe convenient.
- 21 A) The Committee shall hear all disputes and complaints between members, and between members and the Society in so far as such matters relate to the business and interests of the Society and shall be empowered to determine the same.
- B) In furtherance of this power the Committee may require the disputants to meet and attempt to resolve their differences within 14 days.
- C) In the event that the dispute is not so resolved a Mediator shall be appointed to conduct a mediation. The Mediator shall be appointed by agreement between the parties and may be a member of the Society. The parties shall be afforded an opportunity to present their arguments orally or in writing and be given a reasonable opportunity to respond to any written statement. The Mediation shall be conducted in accordance with the rules of natural justice. The Mediator shall not determine the dispute. The proceedings shall be confidential and without prejudice.
- D) If the mediation shall fail to resolve the dispute or shall not take place within a reasonable period then the Committee or an officer of the Society may be appointed to determine the issues between the disputants, provided that the Committee may at its discretion require the disputants to pursue their remedies under the Act or at law, and shall do so in the case where the Society is a party to such dispute.
- 22 That the Committee shall have the power to make by-laws (provided that these are consistent with the spirit of the Constitution) and standing rules for the transaction of business at General Meetings and Committee Meetings and may amend or rescind the same from time to time. Members shall be entitled to a copy of such rules at no charge upon application to the Secretary.
- 23 That the Society may be wound up by a resolution to that effect passed by a majority of three fourths of those present and entitled to vote of which not less than 21 days prior notice in writing shall have been given.
- 24 That if upon the winding up or dissolution of the Society there remains after satisfaction of all debts and liabilities any surplus property the same shall not be paid to members or former members of the Society. The surplus property must be given or transferred to another body incorporated under the Associations Incorporation Act or a company limited by guarantee under the Corporations Act 2001 or an organisation currently licensed under the Charitable Collections Act 1946 or Co-operatives Act 2009 which has similar objects and which is not carried on for the purpose of profit or gain to its individual members and which body shall be determined by resolution of the members.
- 25 That where notice is required to be given in writing to members it is sufficient to send it by ordinary post to the address shown in the register of members. Such notice shall be deemed to have been given to the member the day after posting. Where a member has supplied an email address to the Society it shall be sufficient to send notice in writing by email to that member at the email address shown in the register of members, and such notice and any attachments shall be deemed to have been given with immediate effect as shall any email communications given by members to the Secretary.
- 26 References herein to The Act refers to the Associations Incorporation Act 2015 or any legislative amendment or re-enactment thereof.

