

# THE WEST AUSTRALIAN SOCIETY OF ARTS (INCORPORATED) *known as WASA*

## CONSTITUTION (RULES)

**Guidance Note** – Information provided to the Commissioner under section 29(5) – This information is part of the rules of your Society and must be attached to the copy of the rules provided to members.

The information provided to the Commissioner should be inserted here:

1. The name of the Association is: The West Australian Society of Arts (Incorporated)
2. The main objective of the Society is to advance the pursuit of visual and creative arts for the benefit of the Society's current and prospective members. This is achieved through activities to hold meetings; exhibitions; art workshops; sharing information; and general arts related communication. The motto is "Encourage, Educate, and Exhibit".
3. Any 10% of members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
4. Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.
5. The Society's financial year will be the period of 12 months commencing on 1st July and ending of 30th June of each year.
6. Annual Fees will be paid on the Anniversary date of payment.

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## 1.0 Terms and Terminology

A section on terminology is included at the rear of the document in the Appendices and Bylaws.

## 2.0 Not-for-profit body

- (1) The property and income of the Society must be applied solely towards the promotion of the objects or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Society only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Society can be authorised if it is:
  - a. the payment in good faith to the member if approved as reasonable remuneration for any services (i.e., a demonstrator at a general meeting) provided to the Society, or for goods supplied to the Society, in the ordinary course of business; or
  - b. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society.

## 3.0 Membership

### 3.1 Eligibility for membership

- (1) Any person who supports the objectives or purposes of the Society is eligible to apply to become a member, particularly, if they have an association with the Arts community.

### 3.2 Application for membership

A person who wants to become a member must apply in writing to the Society. An application form may be downloaded from the web site and submitted after completion.

### 3.3 Dealing with membership applications

- (1) The committee may consider each application for membership of the Society and decide whether to accept or reject the application.
- (2) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

The committee will notify the applicant of the committee's decision

- (3) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

### 3.4 Classes of membership

- (1) The Society consists of ordinary members, life members, and other member classes as listed in the bylaws and as listed on the website.

- (2) The Society will have Life Members. Life membership may be offered to current members of the Society after nomination to, and agreement by, the Committee for:
  - (a) serving as a committee member for 10 years, and/or
  - (b) reward for effort and outstanding service to the Society over a long period.
  - (c) Life members are permitted free membership with no Annual fee and all other fees/stipends will be determined by the Committee.
  - (d) Life membership is subject to ratification by a quorum at a Special General Meeting or an Annual General Meeting.
- (3) All members have full voting rights.

### 3.5 When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies.
  - (b) the person resigns from the Society by written notice.
  - (c) the person is expelled from the Society under rule 9.4. Expulsion;
  - (d) the person ceases to be a member if fees are not paid by the required date.
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

### 3.6 Membership fees

- (1) The committee will determine the membership fees for each new operating year and seek ratification by members at the annual general meeting and be recorded in the bylaws.
- (2) The fees determined as per bylaws may be different for different classes of membership.
- (3) Membership fees are due from the anniversary date of the month of first payment.
- (4) If a member has not paid the annual membership fee within the period of 1 month after the due date, the membership ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired the committee may, at its discretion, accept that payment.

## 4.0 Disciplinary Action, Disputes and Mediation

### 4.1 Resolving disputes

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party. If the parties to a dispute are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - a. the parties to the dispute; and
  - b. the matters that are the subject of the dispute.

- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - a. when and where the committee meeting is to be held; and
  - b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
  - a. the dispute is between one or more members and the Society; and
  - b. any party to the dispute gives written notice to the secretary stating that the party —
    - i. does not agree to the dispute being determined by the committee; and
    - ii. requests the appointment of a mediator under rule 9.3 Mediation,the committee must not determine the dispute.

#### 4.2. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - b. give due consideration to any submissions so made; anddetermine the dispute. The Dispute and the determination must be confidential.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (2), give written notice to the secretary requesting the appointment of a mediator under rule 4.3.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

#### 4.3 Mediation

- (1) The person appointed as mediator by the committee shall be appointed by agreement between the parties and may be a member or former member of the Society but must not
  - a. have a personal interest in the matter that is the subject of the mediation; or
  - b. be biased in favour of or against any party to the mediation.
- (2) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation in a timely manner.

- (3) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (4) In conducting the mediation, the mediator must —
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (5) The mediator cannot determine the matter that is the subject of the mediation. This is determined by the parties.
- (6) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (7) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (8) If the Mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### 4.4 Expulsion

- (1) The committee may decide to expel a member from the Society if —
  - a. the member contravenes any of these rules; or
  - b. the member acts detrimentally to the interests of the Society.
- (2) The secretary must give the member written notice of the proposed expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
  - a. when and where the committee meeting is to be held; and
  - b. the grounds on which the proposed expulsion is based; and
  - c. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed expulsion;
- (4) At the committee meeting, the committee must —
  - a. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed expulsion; and
  - b. give due consideration to any submissions so made; and
  - c. decide whether or not to expel the member from the Society.
- (5) A decision of the committee to expel the member from the Society takes immediate effect.

- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member who is expelled from the Society may, within 14 days after receiving notice of the Committee's decision under sub rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 4.3 Mediation.
- (8) If notice is given under sub rule (7), the member who gives the notice and the committee are the parties to the mediation.

## 5.0 Committee Matters

### 5.1 Purpose and Responsibilities

- (1) The committee members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society. The committee must take all reasonable steps to ensure that the Society complies with the Act, these rules and the by-laws.
- (2) Subject to the Act, these rules, the bylaws, and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Society.

### 5.2 Committee Structure and Members

- (1) The committee members consist of —
  - (a) the office holders of the Society; and
  - (b) at least one AND UP TO Five (5) ordinary committee members.
- (2) The following are the office holders of the Society —
  - (a) the president (chairperson);
  - (b) one or two vice presidents (deputy chairpersons);
  - (c) the secretary.
  - (d) the treasurer.
- (3) Sub-Committees may be formed from time to time for specific purposes.

### 5.3 Committee Role Statements

#### 5.3.1 President

- (1) The President has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- (2) The maximum term in the role of President is defined in section 5.7 Time on Committee.
- (3) It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.



### 5.3.2 Vice Presidents

It is the duty of either one of the vice presidents to take on all duties of the chair including chairing a committee or general meeting, if required.

### 5.3.3 Secretary

The Secretary has the following duties —

- (a) dealing with the Society's correspondence.
- (b) consulting with the President regarding the business to be conducted at each committee meeting and general meeting.
- (c) preparing the notices required for meetings and for the business to be conducted at meetings.
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Society the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act.
- (e) maintaining on behalf of the Society an up-to-date copy of these rules, as required under section 35(1) of the Act.
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Society a record of committee members and other persons authorised to act on behalf of the Society, as required under section 58(2) of the Act.
- (g) ensuring the safe custody of the books of the Society for a period of 5 years, other than the financial records, financial statements and financial reports, as applicable to the Society.
- (h) maintaining full and accurate minutes of committee meetings and general meetings.
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

### 5.3.4 Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Society are collected and issuing receipts for those amounts in the Society's name which includes all online banking processes.
- (b) ensuring that any amounts paid to the Society are credited to the appropriate account of the Society, as directed by the committee.
- (c) ensuring that any payments to be made by the Society that have been authorised by the committee or at a general meeting are made on time. Such payments can be made online.
- (d) ensuring that the Society complies with the relevant requirements of Part 5 of the Act (Financial records, reporting and accountability);
- (e) ensuring the safe custody of the Society's financial records, financial statements and financial reports for a period of 7 years, as applicable to the Society including all online or 'soft copies' of documents.
- (f) the Society is a tier 1 Society, requiring the Treasurer to coordinate the preparation of the Society's financial statements before their submission to the Society's annual general meeting.
- (g) should an auditor be engaged, the treasurer will provide information and any assistance required by an auditor or reviewer conducting an audit or review of the Society's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty including ATO matters such as GST and BAS given to the treasurer under these rules or by the committee such as proper custody of all financial records and due diligence associated with maintaining all records in accordance with the Act.

## 5.4 Appointing committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under section 5.7.4 Filling Casual Vacancies. This appointment must be ratified by members at the next monthly meeting.

## 5.5 Nomination of committee members

- (1) Nominations for Committee membership must be called by the Secretary notifying members, at least 28 days prior to the annual general meeting, and nominations must be received 14 days prior to the AGM
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination, on the standard form available from the secretary or available on the website, to the secretary at least 14 days before the annual general meeting. A seconder for the nomination is required on the form.

## 5.6 Election of Committee Members

### 5.6.1 Election of Office holders

- (1) The election of office holders will be administered by an independent member of the Society as a temporary chairperson, which is pre-arranged.
- (2) All positions will be declared vacant at the AGM, and all incumbent office holders will be required to stand aside.
- (3) At the annual general meeting, a separate election must be held for each position of office holder of the Society.
- (4) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the members at the meeting.
- (5) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (6) If more than one member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position. The option for a secret ballot if there is more than one nomination, shall be used if requested by any member attending the meeting.
- (7) On the member's election, the new president of the Society may take over as the chairperson of the meeting.

### 5.6.2 Election of ordinary committee members

- (1) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
  - (a) must declare each of those members to be elected to the position; and
  - (b) may call for further nominations from the members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

- (2) A vote by show of hands or secret ballot shall be conducted if:
  - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
  - (b) the number of members nominating under sub rule (1)(b) is greater than the number of positions remaining unfilled.

## 5.7 Time on Committee

### 5.7.1 Term of office

- (1) All positions will be declared vacant at the annual general meeting.
- (2) The role of President can be filled for no more than 4 years consecutively, by the same person.
- (3) No office holder can hold more than 2 office roles for more than 12 consecutive months in any one financial year.

### 5.7.2 Resignation and removal from office

#### 5.7.2.a Resignation

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or president; or
  - (b) if a later time is stated in the notice, at the later time.

#### 5.7.2.b Removal

- (1) At a general meeting, the Society may by a special resolution remove a committee member from office.
- (2) A committee member who is the subject of a proposed special resolution under sub rule (1) may make written representations (of a reasonable length) to the secretary or President and may ask that the representations be provided to the members.
- (3) If requested in sub rule (2), the secretary or chairperson must give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### 5.7.3 Cessation

A person ceases to be a committee member if the person:

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 5.7.2 Resignation and removal from office; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member; or
- (e) fails to attend 3 consecutive Committee meetings, or 25% of all scheduled meetings in any financial year of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

#### 5.7.4 Filling Casual Vacancies

- (1) The committee may appoint a member who is eligible under rule 5.4 Appointing committee members to fill a position on the committee that has become vacant under rule 5.7.3 Cessation or was not filled.
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 5.8.1 Committee Meeting Procedures sub rule (5), the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under 5.8.1 Committee Meeting Procedures sub rule (5), the committee may act only for the purpose of —
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

#### 5.8 Committee meetings

- (1) The committee must meet at least 8 times in each year on the dates and at the times and places determined by the committee. The main focus of committee meetings is to manage the overall arrangements for the smooth running and due diligence of the Society such as planned competitions, demonstrations, events, exhibitions and workshops.
- (2) The date, time and place of all committee meetings must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Notice and agenda for each committee meeting should be issued at least 48 hours prior to the expected date and time.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.
- (5) Special committee meetings may be convened by the President or any two committee members.

#### 5.8.1 Committee Meeting Procedures

- (1) The president, or in their absence, a vice president must preside as chairperson of each committee meeting.
- (2) If the president or either vice president is absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) Quorum. Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.
- (4) Voting shall be by simple majority.

### 5.8.2 Guest Attendees

- (1) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (2) A person invited under sub rule (1) to attend a committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

### 5.9 Other Committee Management and Operations Matters

The following Principles should be considered and applied.

- (1) Committee members are to sign a Confidentiality and Code of Conduct. Matters which are sensitive should be treated with due confidentiality, according to the situation at hand. The committee and its members should operate in the interests of the Society and adopt fair, accurate and transparent practices.
- (2) Committee members do not receive payments, allowances or honorariums.
- (3) Subcommittee and subsidiary offices or roles can be established to reduce time required in the main committee. Sufficient definitions, supervision and reporting shall be agreed.
- (4) Delegation to subcommittees and holders of subsidiary offices, shall be clearly defined, especially regarding financial and external Public Relations matters.
- (5) A committee member must not publish, or cause to be published, any statement about the business conducted by the Society at a general meeting or committee meeting unless —
  - (a) the committee member has been authorised to do so at a committee meeting; and
  - (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

## 6.0 General Meetings of the Society

### 6.1 General meetings

- (1) At all general meetings, 10% of the membership of the Society entitled to vote shall constitute a quorum.
- (2) At all general meetings, voting shall be by simple majority, save as otherwise provided, of those present and entitled to vote. In the case of a tied vote the person presiding shall have a second vote. A secret ballot may be used if required.

### 6.2 Annual General Meeting

- (1) The annual general meeting shall be held within two (2) months of the end of the Society's financial year. All members shall be notified by the secretary in writing or by email at least 28 days before the date, day, time and place of the meeting.

- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Society's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - 3.a to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed.
  - 3.b to receive and consider —
    - i. the committee's annual report on the Society's activities during the preceding financial year; and
    - ii. the financial statements of the Society for the preceding financial year as required by the Associations Incorporations Act 2015.
  - 3.c to elect the office holders of the Society and other committee members.
  - 3.d if applicable, to appoint an Auditor or receive an Auditor's report if required.
  - 3.e to confirm or vary the fees, paid by members.
  - 3.f to confirm or vary the payment levels made for financial delegations. See Bylaws table.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### 6.3 Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 15% of the members require a special general meeting to be convened. The Committee may refuse to act upon such a request if in its opinion the cause or reason is frivolous or detrimental to the interests of the society, but the matter must be tabled at the next regular Monthly General Meeting.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub rule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28-day period, the members making the requirement may convene the special general meeting.
- (6) A special general meeting convened by members under sub rule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Society must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

## 6.4 Monthly general meetings

- (1) The Society shall hold regular Monthly general meetings (excepting January and the month of the Annual Exhibition). Members will be given not less than 14 days' notice of changes to the schedule. Formal notice of routine business conducted is not required.
- (2) The president, or in the president's absence, a vice president must preside as chairperson of each general meeting. If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) If the question is whether to confirm the minutes of a previous general meeting, only members who were present at that previous meeting may vote.
- (4) The minutes of each general meeting must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. In addition, the minutes of each annual general meeting must record the names of the ordinary members attending the meeting, and the financial statements or financial report presented at the meeting.
- (5) The chairperson or president must ensure that the minutes of a general meeting are reviewed and signed as correct.

## 7.0 Special resolutions

- (1) A special resolution is one requiring a resolution to be passed by not less than 75% of members present including pre-polling votes entitled to vote at a general meeting, and such other business which the committee shall consider to be of importance. Members should be given not less than 21 days' notice in writing prior to the meeting at which the resolution is to be considered.
- (2) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Society with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

## 8.0 Financial Matters

### 8.1 Source of Funds

The funds of the Society may be derived from annual subscriptions, entrance fees, sales, commissions, donations, fund-raising activities, competitions, grants, interest and any other sources approved by the committee.

### 8.2 Expenditure

- (1) The Society shall pay all authorised expenses, by one of the following methods:
  - (a) payment to the supplier based on a legal tax invoice, being the preferred method for significant amounts; or
  - (b) reimbursements to a committee or ordinary member of the Society upon production of a tax invoice for costs incurred. Such authorised expenses may be incurred in the

discharge of committee duties on behalf of the Society and as oversighted by the Committee.

- (2) Receipts and invoices for all expenses and payments shall be provided to the Treasurer for payment, recording, and filing to support Society records and warranty claims.

#### 8.2.1 Payments to members

The society may make payments to members where that member has been engaged and approved to conduct a workshop, presentation, or similar educational service to the Society. Such payments will be pre-approved, be no more than market rate, and will be recorded in a transparent manner.

### 8.3 Financial Delegations

The financial delegations specify the authorisations by the Society for the expenditure of funds for costs and expenses incurred. The delegation amounts are nominated as a bylaw in the Appendices and are approved annually in advance at the annual general meeting. Refer to 11.1.

### 8.4 Control of funds

- (1) The Society must open and maintain bank accounts in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited. These may be conducted online, with transactions reported retrospectively in reports to the monthly committee meetings.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Society according to the financial delegations table in section 8.3 Financial Delegations.
- (3) All cheques, bank drafts, bills of exchange, promissory notes and other negotiable financial instruments of the Society must be signed by —
  - (a) 2 committee members; or
  - (b) one committee member and a person authorised by the committee.
- (4) All funds of the Society must be deposited into the Society's account within 10 working days after their receipt.

### 8.5 Financial Reporting

- (1) Statements and reports for each financial year, the committee must ensure that the requirements imposed on the Society under Part 5 of the Act relating to the financial statements or financial report of the Society are met.
- (2) Without limiting sub rule (1), these requirements include —
  - (a) as the West Australian Society of Arts is a tier 1 Society, the preparation and presentation to the annual general meeting of the financial statements, a balance sheet and a profit and loss report (listing the receipts and expenditure) for the financial year, both with comparison to the previous year.
  - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (c) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.



- (3) Financial records and reports shall be retained for 7 years or in accordance with current legislation.

## 9.0 General Matters

### 9.1 Bylaws

The Society may, by resolution at a general meeting, make, amend, or revoke bylaws in alignment with legislation.

### 9.2 Executing documents and common seal

- (1) The Society may execute a document without using a common seal if the document is signed by —
  - (a) 2 committee members; or
  - (b) one committee member and a person authorised by the committee.
- (2) The Society has a common seal, therefore —
  - (a) the name of the Society must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of —
    - (i) 2 committee members; or
    - (ii) one committee member and a person authorised by the committee,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
  - (1) The common seal must be kept in the custody of the secretary, or another committee member authorised by the committee.

### 9.3 Giving notices to members

A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- (a) sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member.

### 9.4 Access to records and documents

- (1) Sub rule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Society, under section 58(3) of the Act; or
  - (c) any other record or document of the Society.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about

minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

- (5) The member may make a copy of or take an extract from a record or document referred to in sub rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member making a request for inspection under rule 9.4 Access to records and documents sub rule (1) must make it in writing and is to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Society. The statutory declaration is to be in the format of the Sample Form “Statutory Declaration” in the document titled INC: A Guide for Incorporated Society’s in Western Australia.
- (7) The member must not use or disclose information in a record or document referred to in sub rule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Society; or
  - (b) that is related to complying with a requirement of the Act.

#### 9.5 Distribution of surplus property on cancellation of Incorporation or winding up

On the cancellation of the incorporation or the winding up of the Society, its surplus property must be distributed to an organisation of similar interests as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

#### 9.6 Alteration of rules

If the Society wants to alter or rescind any of these rules, or to make additional rules, the Society may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act. This may be part of the Annual General Meeting procedures.

#### 9.7 Appointment of Patron(s)

- (1) The Committee may appoint one or more patrons for the Society who will provide value-added attributes.
- (2) The appointment can be for a specific period or open ended depending on the needs of the Society and the patron.
- (3) The arrangement will be formalised in writing.
- (4) The patrons’ duties may include any or all of the following after prior agreement between the Society and the patron;
  - a) allow the Society to use the patrons name and photo in association with the Society’s publicity, on any letterhead and for any day-to-day business.
  - b) open any annual general meeting, exhibition, or other event.
  - c) use of the patrons’ name when fundraising; or
  - d) any other situation agreed between the Society and the patron.

## 9.8 Voting Methods

- (1) Voting may be a show of hands, rising or standing up, ballot, poll, pre-poll absentee voting with the president /chairperson casting a deciding vote in the event of votes being equal.
- (2) Absentee, Postal voting and or proxy voting are considered suitable for WASA given proper administration and management processes being in place.
- (3) Members voting by postal or proxy must do so in advance of the meeting, based on the material put forward in advance rather than the arguments put forward in the meeting.
- (4) If a proxy vote is allowed a proxy form must be used and only one member may be nominated to act as a proxy for each member being absent. Proxy forms must be sent out with the meeting notice and the agenda.
- (5) If postal voting is allowed, then the member casts their own vote rather than relying on a proxy. Registered mail to validate the vote must be used when postal or proxy voting forms are submitted to the Secretary.
- (6) Postal voting should be directed to one or more specific resolutions such as changing the rules. More members may cast their votes to those who actually attend the AGM.
- (7) Should postal votes be allowed and email is used then a formal ballot paper must be used. A voter must clearly indicate their intention and a deadline date must be set for receipt of votes.
- (8) Postal votes must be carefully checked to ensure they are valid and cast only by current fully paid members of the society.

## 10.0 Appendices

### 10.1 Document History and Control

Version	Date	Author/s	Reason for modification
2022.1	May 2022	A Kinnear S. Swain A. Pickering J. Halloran (external)	Updated revision drafted April 2022, to replace previous 2019 version. Drafted by independent review group.
	June 2022	R. Reading M. Sonder-Sorensen J. Duffy P. Margaria S. Lawson T. Izzard J. Holfreter G. Galli-Roberts	Reviewed 12.05.2022. Final Draft issued to all members on 23 <sup>rd</sup> June for a members to vote on the Special Resolution at the AGM on 21 <sup>st</sup> July 2022.

### 10.2 Terminology

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*.

**Association** means the incorporated Society to which these rules apply; - In these Rules the West Australian Society of Arts (Incorporated) is abbreviated to WASA.

**books**, of the Society, includes the following —

- (a) a register.
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored.
- (c) a document.
- (d) any other record of information.

**bylaws** means bylaws made by the Society under rule 9.1 Bylaws;

**chairperson** means the Committee member holding office as the chairperson (also called the President see below) of the Society.

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act.

**committee** means the office holders and management committee of the Society.

**committee meeting** means a meeting of the office holders and committee, or of a subcommittee

**committee member** means an office holder and/or member of the committee, or a subcommittee.

**common seal** is the official stamp or 'signature' of the Society

**constitution and rules** the terms “constitution” and “rules” have the same meaning throughout this document

**financial records** include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; online banking and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements.

**financial report**, of a tier 2 Society or a tier 3 Society, has the meaning given in section 63 of the Act.

**financial statements** mean the financial statements including online statements in relation to the Society required under Part 5 Division 3 of the Act.

**financial year**, of the Society, has the meaning given in the guidance note (foreword).

**general meeting**, of the Society, means a meeting of the Society that all members are entitled to receive notice of and to attend.

**grievance procedure** means the procedures set out in the Resolving Disputes Division

**life member** means an ordinary member who through their service to the Society over a long period has been offered and accepted this special level of membership in accordance with Rule 3.4 Classes of membership.

**member** means a person who is an ordinary, life or other member of the Society.

**member** under Disciplinary Action, Disputes and Mediation means a member who is expelled from the Society, and/or includes a former member.

**monthly general meeting** means a regular meeting which provides an opportunity for members and their friends to gather together socially, to listen to an update on the Society’s activities from the president, to offer suggestions to the committee, to attend to the general business of the Society such as exhibition rosters, membership applications, payment of fees etc and to enjoy watching an art demonstration or art talk given by a guest presenter.

**minute book** means any form of suitable electronic or physical means of archiving recording and storing important records including the use of third-party software system online in accordance with the Act.

**non-delegable duty** means a duty imposed on the committee by the Act or another written law under the Delegation to subcommittees and holders of subsidiary offices.

**ordinary committee member** means a committee member who is not an office holder of the Society under rule 5.2 Committee Structure and Members;

**ordinary member** means a member with the rights referred to in rule 3.4 Classes of membership;

**party to a dispute** includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

**patron** means someone other than any type of Society member who agrees to lend their name to be used by the Society as a way of supporting the ideals, aims, prestige and credibility of the Society and is appointed under Rule 9.7 Appointment of Patron(s).

**patron's agreement letter** means a letter written from the Society to a patron setting out the agreed duties and expectations of the patron regarding the patron's relationship with the Society under Rule 9.7 Appointment of Patron(s).

**poll** means the process of voting in relation to a matter that is conducted in writing determining whether a resolution is carried.

**Postal and/or proxy voting** is available to eligible voters upon request. Only fully paid members are eligible. If used, a standard form will be used for proxy (see 11.3) that can be completed online or by Post. A postal vote and or a proxy vote must be received by no later than the stated time and day announced. The form submitted must show details of the member, the vote and the correct contact details. Any postal votes received outside the stated deadline will be invalid. Applications for postal votes must be made in writing to the Secretary.

**pre-poll** means processing of voting either by absentee, postal or proxy method that is conducted in writing to determine whether a resolution is carried.

**president** means the Committee member holding office as the chairperson of the Society in Rule 5.3.1 President;

**recorded** means recorded in the register of members under Giving notices to members.

**register of members** means the register of members referred to in section 53 of the Act.

**rules** mean these rules of the Society, as in force for the time being.

**secretary** means the committee member holding office as the secretary of the Society.

**signature** means any physical or electronic signature approved by audit.

**special general meeting** means a general meeting of the Society other than the annual general meeting or members monthly general meeting

**special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

**subcommittee** means a subcommittee appointed by the committee under rule 5.9 Other Committee Management and Operations Matters);

**surplus property**, in relation to the Society, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Society; and

(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Society,  
but does not include books relating to the management of the Society.

**tier 1 Society** means an incorporated Society to which section 64(1) of the Act applies, and the tier that WASA has determined itself to be, based on size and financial turnover.

**tier 2 Society** means an incorporated Society to which section 64(2) of the Act applies.

**tier 3 Society** means an incorporated Society to which section 64(3) of the Act applies.

**treasurer** means the committee member holding office as the treasurer of the Society.

**vice president** means the Committee member holding office as the deputy chairperson of the Society in Rule 5.3.2 Vice Presidents.

**visual creative arts** mean those visual creative art works which are to be appreciated primarily or solely for their imaginative, aesthetic or intellectual content. These may include painting, drawing, sculpture, pottery, print-making, conceptual art, digital imaging and any other media approved by the Society.

**WASA** means The West Australian Society of Arts (Incorporated)

## 11.0 Bylaws for the West Australian Society of Arts (WASA)

The constitution of the Society also includes related external documents as bylaws.

These bylaws provide the current detail for matters which are identified in the constitution of the West Australian Society of Arts. The values are listed here once approved by the membership. This approach is used so that regular or annual updates to the main constitution document are not needed.

Financial and Expenditure Delegations Table	Appendix 11.1
Membership Fees (Annual)	Appendix 11.2
Template for the Appointment of a Single Proxy	Appendix 11.3

### 11.1 Financial and Expenditure Delegations Table

#### The Western Australian Society of Arts – Financial and Expenditure Delegations Table

Expenditure type	Amount	Approved Payment Mechanisms
<b>Operational</b>		
Operational minor expense	Up to \$250 (Amount A)	Reimbursement Approved by Treasurer and one other signatory Paid in arrears from receipt
Operational significant expenses	From \$250 to \$1000 (Amounts A to B)	Payment on invoice Single valid estimate Approved by Treasurer and one other signatory
Operational major expenses	Over \$1000 (Amount B)	Payment on invoice Three valid quotations Approved by President and Treasurer
<b>Investment or Capital</b>		
Investment significant expense (one-off)	Over \$1000 (Amount C)	Payment on invoice Three valid quotations Consult with Committee members Approved by President and Treasurer
Investment major expenses (one-off)	Over \$5000 (Amount D)	Payment on invoice three valid quotations Approved by members at a general meeting with notice period and briefing paper

The pre-set amounts to be reviewed annually and changed subject to CPI  
Approved as at DD/MM/YYYY by the membership at “Event Name”



## 11.2 Membership Fees (Reviewed Annually)

### The Western Australian Society of Arts – Annual Membership Fees

Membership Type	Annual Fees	Notation
Ordinary Member (All ages)	\$100	Membership year is the anniversary date from the first payment of annual fees.
Life Member	Free	Life members approved by members at a special resolution at a general meeting.
Other members <ul style="list-style-type: none"> <li>• Country</li> <li>• Disability</li> <li>• Associate</li> <li>• Senior (over 75)</li> </ul>	\$50 \$50 \$50 Free	Senior - Requires 5 or more years of continuous membership. Fees waived upon application.

Annual membership fees to be reviewed annually and subject to CPI

## 11.3 Template for the Appointment of a Single Member Proxy

A person is taken to cast a vote at a general meeting as mentioned in subsection (1) of the Incorporations Associations Act 2015 if the person has a right under the rules of the association to vote on the resolution and — (a) votes in person at the meeting; or (b) where proxies or postal votes are allowed by the rules of the association, votes on the resolution by proxy or postal vote.

The template for the use of Proxy Voting is as follows:

<p>I (name in full) .....</p> <p>of (address).....</p> <p>WASA membership number .....</p> <p>being a full paid member of The West Australian Society of Arts (Incorporated)</p> <p>hereby appoint (full name and member number).....</p> <p>of (address).....</p> <p>as my proxy to vote on my behalf at a meeting of the Society to be held on (insert date) .....</p> <p>and at any adjournment of that meeting.</p> <p>Signed..... Date.....</p>
--

Lodgement Options:

- Complete this document, scan and email to the Secretary, and/or
- Complete this document and mail to the Secretary using only Register Post.

End of Document