

# **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 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 its members.**
- 4. 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.**
- 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. 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 at a convenient interval 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 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 give notice in writing to the Secretary of their intention to stand 14 days prior to the AGM. In the case that there is more than one candidates for an office an election shall take place by secret ballot and the candidates 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 shall cast one vote in favour of each of five candidates.

8. 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) 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.
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, provided that the Committee may exercise its power to refuse the application of any person for membership. 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.
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. The Committee shall decide the amount of the annual subscription and other fees.
13. That 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 May, subject to change of which members will be given not less than 30 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 shall 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 30 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 seven members; provided that the Committee may 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 30 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. Notice in writing of the proposed amendment shall be given in writing to the Secretary who shall give not less than 30 days' written notice thereof to members prior to the General Meeting at which the resolution is to be proposed.
18. That any resolution recorded in the minutes of a General Meeting may be amended or rescinded at any subsequent General Meeting, provided that notice of the proposed resolution to amend or rescind shall be given in writing to the Secretary who shall give not less than 30 days' written notice thereof to members prior to the General Meeting at which the resolution is to be proposed. Such resolution shall require a majority of not less than three fourths of those present and voting to be passed.
19. 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.
20. 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.
21. That the Society shall have a common seal which shall be affixed to a document by order of the Committee and shall be done in the presence of two members of the committee of whom one shall be the President, Secretary or Treasurer. The Society shall keep a register of the documents to which the seal has been affixed. The Secretary shall have custody of the seal.
22. That the Society shall keep safe and maintain records of its transactions, documents and securities at the homes of office bearers as maybe convenient. Such material shall be available to members for inspection at no charge at a convenient time upon giving the Secretary reasonable notice.
23. 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.

24. 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 30 days prior notice in writing shall have been given.
25. 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 1987 which has similar objects and which is not carried on for the purpose of profit or gain to its individual members and which association shall be determined by resolution of the members.
26. 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.

TS 18/7/13