



Associations Incorporation Reform Act 2012

**AMENDED RULES OF
INCORPORATION OF THE
BALLARAT SOCIETY OF ARTISTS (REG.NO. 000A9972V)**

RULES OF THE SOCIETY

1 Name

The name of the incorporated association is **BALLARAT SOCIETY OF ARTISTS INCORPORATED (REG. NO. 000A9972V)**.

2 Purposes

(1) The purposes of the incorporated association are:

- a. The nurture and encouragement of fellow visual artists;
- b. The encouragement of the production of, and interest in, the visual arts in Ballarat and District, and holding of exhibitions of visual art;
- c. To co-operate with similar Societies;
- d. The holding of periodical discussions, lectures and workshops; and
- e. To do all such other things as are conducive or incidental to the attainment of the above objectives.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31st December of each year.

4 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Association may—
 - (a) Acquire, hold and dispose of real or personal property;
 - (b) Open and operate accounts with financial institutions; and
 - (c) Invest its money in any security in which trust monies may lawfully be invested.

5 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association from paying a member—
 - (a) Reimbursement for expenses properly incurred by the member; or
 - (b) For goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

MEMBERSHIP AND DISPUTE RESOLUTION

Membership

6 Minimum number of members

The Association must have at least 20 members.

7 Who is eligible to be a member

Any visual artist who supports the purposes of the Association is eligible for membership.

8 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
 - (a) Wishes to become a member of the Association;
 - (b) Supports the purposes of the Association; and
 - (c) Agrees to comply with these Rules.
- (2) The application—
 - (a) Must be signed by the applicant;
 - (b) Must be accompanied by the joining fee;
 - (c) The application to be approved by the committee; and
 - (d) The committee has the right to refuse membership to an applicant without giving any reason for the refusal.

9. Life membership

A member of at least 5 years of membership and very special service to the Society may be made an Honorary Life Member by the decision of the Committee and shall retain all rights as a member but shall not pay any subscription.

10 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

- (b) To submit items of business for consideration at a general meeting;
- (c) To attend and be heard at general meetings;
- (d) To vote at a general meeting;
- (e) To have access to the minutes of general meetings and other documents of the Association as provided by these rules;
- (e) To inspect the register of members;
- (f) Apply to enter works of art in any art exhibition run by the Society subject to the rules of that exhibition; and
- (g) To be given a copy of these rules at no charge.

- (2) A member is entitled to vote if—
- (a) They are present in person (no voting by proxy);
 - (b) more than 10 business days have passed since he or she became a member of the Association;
 - (c) The member's membership rights are not suspended for any reason; and
 - (d) The member's fees are not in arrears.

11 Limitation of rights and liabilities of members

- (1) Except as otherwise provided by the Act, a member of the committee, the Secretary or a member of the association is not, merely because of being such a member or the secretary, liable to contribute towards the payment of—
- (a) The debts and liabilities of the association; or
 - (b) The costs, charges and expenses of the winding up of the association.
- (2) Unless expressly provided by the Act, membership of the association must not be taken to confer on a person any right, title or interest (whether legal or equitable) in the property of the association.

12 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death; and
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

13 Resigning as a member

- (1) A member may resign by notice in writing by post, by hand or by electronic means, given to the Association.

- (2) A member is taken to have resigned if the member's annual subscription is more than 5 months in arrears without valid reason communicated to and approved by the committee.

14 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) For each current member:
 - (i) The member's name;
 - (ii) The address for notice last given by the member;
 - (iii) The date of becoming a member; and
 - (iv) Any other information determined by the Committee.
 - (b) For each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

15 Disputes and mediation

- 1) The grievance procedure set out in this dispute clause applies to disputes under this Constitution between:
 - (a) A member and another member; or
 - (b) A member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 60 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement;

- (i) In the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - (ii) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
- (a) Give the parties to the mediation process every opportunity to be heard;
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties seek to resolve the dispute in accordance with the Act or otherwise at law.

GENERAL MEETINGS OF THE ASSOCIATION

16 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) To confirm the minutes of the previous annual general meeting; and
 - (b) To receive and consider—
 - (i) The annual reports of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) The financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) To elect the members of the Committee;

- (d) To confirm or vary the amounts of the annual subscription and joining fee for the following financial year.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

17 General meetings

- (1) The Committee will convene at least 5 general meetings each financial year.

18 Notice of annual general meetings and general meetings

- (1) The Secretary must give to each member of the Association—
 - (a) At least 21 days notice of an annual general meeting and a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 7 days notice of a general meeting in any other case.
- (2) The notice must—
 - (a) Specify the date, time and place of the meeting; and
 - (b) If a special resolution is to be proposed—
 - (i) State in full the proposed resolution; and
 - (ii) State the intention to propose the resolution as a special resolution.

19 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence physically, of 20 financial members or 1/3 of the membership, whichever is the lower.

20 Voting at general meetings

- (1) On any question arising at a general meeting—
 - (a) Subject to sub rule (3), each member who is entitled to vote has one vote; and
 - (b) Except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

21 Special resolutions.

- (1) A special resolution is passed if not less than 75% of the members of the association voting at the meeting, vote in favour of the resolution.

22 Minutes of general meetings

- (1) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) The names of the members attending the meeting;
 - (b) The financial statements submitted to the members in accordance with rule 30(2),(3); and
 - (c) The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association.

COMMITTEE

Powers of committee

23 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) Establish subcommittees consisting of members with terms of reference it considers appropriate; and
 - (b) Promulgate By Laws governing the running of all Society affairs and may vary and interpret such By Laws.

24 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee any of its powers and functions other than—
 - (a) This power of delegation; or
 - (b) A duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Composition of committee and duties of members

25 Composition of Committee

The Committee consists of—

- (a) A President;
- (b) A Vice-President;
- (c) A second Vice-President;
- (d) A Secretary;
- (e) An Assistant Secretary;
- (f) A Treasurer; and
- (g) 1 - 5 ordinary members (if any) elected under rule 33.

26 General duties

- (1) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (2) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (3) Committee members must exercise their powers and discharge their duties—
 - (a) In good faith in the best interests of the Association; and
 - (b) For a proper purpose.
- (4) Committee members and former committee members must not make improper use of—
 - (a) Their position; or
 - (b) Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

27 President and Vice-President

- (1) Subject to sub rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be the 2nd vice-President.

28 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) Maintain the register of members in accordance with rule 18;
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 30(2), all books, documents and securities of the Association;
 - (c) Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) Perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

29 Secretary may hold other offices in the Association

- (1) The secretary of the association may hold any other office in the association.

30 Treasurer

- (1) The Treasurer must—
 - (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
 - (c) Make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) Ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
 - (a) Ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) Coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Election of Committee Members and tenure of office

31 Who is eligible to be a committee member.

A member is eligible to be elected or appointed as a committee member if the member—

- (a) Is 18 years or over; and
- (b) Is entitled to vote at a general meeting.

32 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) 2nd Vice-President
 - (d) Secretary;
 - (e) Assistant Secretary; and
 - (f) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 34.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

33 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 34.

34 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.

- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to each member present in person entitled to vote.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) The voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (b) The voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) Conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) With the agreement of those candidates, decide by lot which of them is to be elected.

35 Term of office

- (1) Subject to sub rule (3) and rule 36, a committee member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.
- (2) A committee member may be re-elected.
- (3) A General Meeting of the Association may—
 - (a) By special resolution remove a committee member from office; and
 - (b) Elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

36 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) Ceases to be a member of the Association; or
 - (b) Fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without good reason; or
 - (c) Otherwise ceases to be a committee member by operation of section 78 of the Act.

37 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - (a) Has become vacant under rule 36; or
 - (b) Was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 35 applies to any committee member appointed by the Committee under sub rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Meetings of Committee

38 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

39 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

40 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 39 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

41 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

42 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence of six members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting, the meeting lapses.

43 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

44 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—

- (a) Must not be present while the matter is being considered at the meeting; and
 - (b) Must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
- (a) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) That the member has in common with all, or a substantial proportion of, the members of the Association.

45 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) The names of the members in attendance at the meeting;
 - (b) The business considered at the meeting;
 - (c) Any resolution on which a vote is taken and the result of the vote; and
 - (d) Any material personal interest disclosed under rule 44.

46 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

FINANCIAL MATTERS

47 Source of funds

- (1) The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

48 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

49 Financial records

- (1) The Association must keep financial records that—
 - (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) The financial records for the current financial year; and
 - (b) Any other financial records as authorised by the Committee.

50 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule (1), those requirements include—
 - (a) The preparation of the financial statements;
 - (b) If required, the review or auditing of the financial statements;
 - (c) The certification of the financial statements by the Committee;
 - (d) The submission of the financial statements to the annual general meeting of the Association; and
 - (e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

GENERAL MATTERS

51 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) The name of the Association must appear in legible characters on the common seal;
 - (b) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members; and
 - (c) The common seal must be kept in the custody of the Secretary.

52 Registered address

- (1) The registered address of the Association is—
 - (a) The address determined from time to time by resolution of the Committee; or
 - (b) If the Committee has not determined an address to be the registered address—the postal address of the Secretary.

53 Notice requirements

- (1) Any notice required to be given to a member or a committee Member under these Rules may be given—
 - (a) By handing the notice to the member personally; or
 - (b) By sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) By email or facsimile transmission; or
 - (d) By general notification in the Society Newsletter.
- (2) Any notice required to be given to the Association or the Committee may be given—
 - (a) By handing the notice to a member of the Committee; or
 - (b) By sending the notice by post to the registered address; or
 - (c) By leaving the notice at the registered address; or
 - (d) If the Committee determines that it is appropriate in the circumstances—
 - (i) By email to the email address of the Association or the Secretary; or
 - (ii) By facsimile transmission to the facsimile number of the Association.

54 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) The register of members;
 - (b) The minutes of general meetings; and

- (c) Subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 14 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) Its membership records;
- (b) Its financial statements; and
- (c) Its financial records and documents relating to transactions, dealings, business or property of the Association.

55 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

56 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.