



CONSTITUTION

OF THE

LIVERPOOL

ART SOCIETY

INC.

2015

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THE CONSTITUTION OF

LIVERPOOL ART SOCIETY INCORPORATED

ADOPTED ON THE 3rd DAY OF DECEMBER 2015

PART 1

PRELIMINARY

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the Society.

secretary means:

(a) the person holding office under this constitution as secretary of the Society, or

(b) if no such person holds that office - the public officer of the Society.

special general meeting means a general meeting of the Society other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

financial member – shall mean a member who has paid his/her subscription for the current financial year.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Name

The name of the society shall be the Liverpool Art Society. (hereinafter called the Society)

3. Objectives

The objectives of the Society shall be :

(1) To foster, teach and promote mediums of the visual arts.

(2) To encourage and facilitate the practice of art forms by people within the community.

(3) To work for the recognition of the importance of art in education, in community life, in commerce and in industry, and the appreciation of art by the authorities and the general public.

(4) Renting, letting, buying or mortgaging land, rooms, or buildings, erecting and furnishing its own building or sharing a room or building with other societies or organizations.

(5) To further the objects hereinbefore mentioned by discussion and display, lectures and constructive criticism by members and invited guests; holding, within the Shire of Liverpool, at least once a year an exhibition of works of members and others; co-operating with kindred bodies; encouraging and facilitating the participation of members in other art exhibitions; establishing and building up a special fund for the purpose of management of the Society; and social functions and any other means the Society considers advisable.

(6) The assets and income of the Society shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

PART 2

MEMBERSHIP

4. Membership Generally.

- (1) The Society shall consist of members, active within, and interested in the objects of the Society.
- (2) Original members shall be deemed to be those who joined the Society at the inaugural meeting of the Society in 1997.
- (3) A person is eligible to be a member of the Society if:
 - (a) the person is a natural person, and
 - (b) the person has been approved for membership of the Society in accordance with clause 5.
 - (c) the person is over the age of 17 (for full adult membership), or 17 years and under for junior/youth membership.
- (4) Persons may be admitted subject to approval of their application by the committee
- (5) Honorary Life Membership may be bestowed by the committee of the Society at its discretion
- (6) Upon request, members shall be supplied by the secretary with a copy of the Society's constitution.

5. Application for Membership.

- (1) An application by a person for membership of the Society:
 - (a) must be made in writing on the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the Society.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant that the committee has approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and/or annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in this constitution, as soon as practicable enter or cause to be entered the nominees name in the register of members and, on the name being so entered, the applicant becomes a member of the Society.

6. Cessation of Membership.

- (1) A person ceases to be a member of the Society if the person:
 - (a) dies, or
 - (b) resigns membership, (see clause 8), or
 - (c) is expelled from the Society, or
 - (d) fails to pay the annual membership fee under clause 10 (1) by the 1 st of June of each year
- (2) A person whose membership has ceased under clause (1)(d) and who wishes to renew their membership, must complete a new Application for Membership form and pay a new appropriate membership fee.

7. Membership Entitlements not Transferable.

A right, privilege or obligation, which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8. Resignation of Membership.

- (1) A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of Members.

- (1) The public officer of the Society must establish and maintain a register of members of the Society specifying the name and postal or residential address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Society, or
 - (b) if the Society has no premises, at the address of the Society's Public Officer.
- (3) The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (4) A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Fees and Subscriptions.

The membership year of the Society shall be April 1 of one year to March 31 of the following year ; and
1 (a) The annual subscription fees shall be determined at each Annual General Meeting or at a Special General Meeting called to consider this matter.

(b) The subscription fee shall be due and payable by the 1 st of April of each year, except for Life Members.

(c) Each new member to the Society shall pay a nominal application fee as determined at an Annual General Meeting or Special General Meeting, along with an annual membership subscription fee as set in sub-clause (a) above.

(2) Payment for the current financial year shall entitle an adult member (18 years or older) to vote at the then next ensuing Annual General Meeting.

11. Members' Liabilities.

(1) The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 10.

(2) Every member of the Committee, Auditor, Secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against liability arising out of the execution of the duties of his office which is incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the act in which relief is granted by the court in respect of any negligence, default, breach of duty or breach of trust.

12. Resolution of Disputes.

(1) Any dispute occurring between members on matters affecting the Society shall be settled by the Committee, unless it arises at the Annual General Meeting.

(2) If the committee cannot resolve a dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, then the matter is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

(3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. Disciplining of Members.

(1) A complaint may be made to the committee by any person that a member of the Society:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has wilfully acted in a manner prejudicial to the interests of the Society.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.

(6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under clause 14, whichever is the later.

14. Right of Appeal of Disciplined Member.

- (1) A member may appeal to the Society in general meeting against a resolution of the committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Society convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Society.

PART 3

THE COMMITTEE.

15. Powers of the Committee.

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Society in general meeting, the committee:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.
- (d) The Committee shall be the sole authority for the interpretation of these rules.
- (e) In the intervals between Committee Meetings, an Inner Executive, consisting of the President (or in his/her absence, the Vice President), the Secretary, and the Treasurer shall be empowered to deal with any urgent business

16. Composition and Membership of the Committee.

- (1) No one shall be eligible for office unless he/she has been a financial member for at least three months immediately prior to the date of the election, and has been duly proposed and seconded by one financial member respectively. This rule may be suspended at the discretion of the Annual General Meeting if necessary.
- (2) The committee is to consist of:
 - (a) the office-bearers of the Society, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Society under clause 17.
- (3) The total number of committee members is to be not more than 15.
- (4) The office-bearers of the Society are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (5) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (6) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (7) All Committee Members shall act in an honorary capacity, but an Honorarium may be voted, at an Annual General Meeting, to one or more Committee Members for work involving much more time and/or for expenses connected with the Society on production of vouchers

17. Election of Committee Members.

- (1) Nominations of all Officers shall be made in writing on the prescribed form not later than twelve noon, fifteen days prior to the date fixed for holding the Annual General Meeting. Such nominations must be signed by the proposer and seconder and also by the person nominated.

- (2) If nominations are equal to or less than the number of positions to be filled, the nominees shall be declared elected. In the event of insufficient nominations for committee the vacant positions shall be filled by the taking of nominations from the floor.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a member of the Society.

18. President.

Subject to Clause 15, The Powers of the Committee, sub-clause (a)

The President of the Society is to :

- (a) Oversee the organization of meetings, activities and affairs of the Society.
- (b) Facilitate the implementation of Committee, A.G.M., S.G.M. or General Meeting decisions.

19. Secretary.

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20. Treasurer.

- (1) It is the duty of the treasurer of the Society to ensure:
 - (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.
- (2) At each General Meeting, the treasurer shall present a Financial Statement showing Receipts and Expenditure for the proceeding period, and cash in hand. He/she shall prepare an Income and Expenditure Account and Balance Sheet at the end of the financial year and have them audited in time for the Annual General Meeting.

21. Casual Vacancies.

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Society, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 21, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22. Removal of Committee Members.

- (1) The Society in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Committee Meetings and Quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary, or by the committee member convening the meeting, to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting. Other general business may be raised as necessary.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (j) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

24. Delegation by Committee to Sub-committee.

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated, to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25. Voting and Decisions.

- (1) Every motion shall be properly moved and seconded.
- (2) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (3) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (4) Subject to clause 22 (5), the committee may act despite any vacancy on the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4

GENERAL MEETINGS.

26. Annual General Meetings - holding of.

The Annual General Meeting shall be held in August each year. The Agenda for the Annual General Meeting shall be fixed by the Committee.

27. Annual General Meetings - Calling off and Business at.

- (1) The annual general meeting of the Society is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year,
 - (c) to elect office-bearers of the Society and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28. General Meetings.

The Society shall meet at least three times per year for the purpose of conducting business.

29. Special General Meetings - calling of.

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The committee must, on the requisition in writing of at least 11 financial members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) No business shall be transacted at the Special Meeting other than that stated in the notice convening it.

30. Notice.

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except business which the meeting agrees is urgent and should be considered, or, in the case of an annual general meeting, business which may be transacted under clause 26(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Quorum for General Meetings.

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

32. Presiding Member.

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Society.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. Adjournment.

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions.

- (1) Every motion shall be properly moved and seconded.
- (2) A question arising at a general meeting of the Society is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (3) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Special Resolutions.

A special resolution may only be passed by the Society in accordance with section 39 of the Act.

36. Voting.

- (1) Only adult members (over 18 years old) are permitted to vote.
- (2) On any question arising at a general meeting of the Society a member has one vote only.

- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.
- (5) The President may rule any motion out of order, and state his/her reasons for rejecting it. The President's ruling may be dissented from, if a properly moved and seconded motion to that effect is carried, in which case the rejected motion shall stand and be open for discussion.

37. Proxy Votes Not Permitted.

Proxy voting must not be undertaken at or in respect of a general meeting.

38. Postal Ballots.

- (1) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5

MISCELLANEOUS.

39. Insurance.

The Society may effect and maintain insurance.

40. Funds – Source.

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds – Management.

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, must be signed by any 2 members of the committee or employees of the Society, being members or employees authorised to do so by the committee.
- (3) Accounts over \$25 (twenty five dollars) must be paid by cheque
- (4) The sum of \$50 (fifty dollars) shall be placed at the disposal of the Secretary and the Treasurer for current office and occasional expenses. The allowances shall be replenished when necessary. These Officers shall each keep a petty cash book.
- (5) All contracts involving the expenditure by the Society of sums in excess of \$500 shall be made in writing in a form authorised by the Committee; they shall be dated and signed by the President, Secretary and Treasurer, and any two of them conjointly, with their title added to the signature.
- (6) The Committee shall be empowered to authorise any capital expenditure up to \$1000 for any one purpose. Contracts involving the capital expenditure of more than \$1000 – 00 for any particular project, must be previously approved, by a majority at a Special General Meeting.

42. Audit.

The Society shall cause its books and vouchers to be audited at least once a year immediately before the Annual General Meeting by an accredited auditor who shall not be related to any financial member of the Society. The auditor's report shall be attached to the Annual Balance Sheet. The books are to be closed at the 30th of June in each year to allow the same to be audited

43. Exhibitions.

- (1) Unless settled by an Annual General Meeting, the Committee shall make such arrangements as it shall think fit for conducting Exhibitions.
- (2) Any member exhibiting at an Exhibition restricted to members only must be financial at the time of the Exhibition.
- (3) The Committee reserves the right to dispose, at its discretion, of any works of art which are uncollected from its exhibition after a period of fourteen days.

44. Change of Name, Objects and Constitution.

- (1) No addition to or alteration of the provisions of this Constitution shall be made, unless it is proposed by the Committee or by at least six financial Members and forwarded in writing to the Secretary, who shall then promptly give at least twenty one days notice of the proposed amendment. Such a motion shall require a majority of at least two-thirds of the Members present entitled to vote, in order to be carried.
- (2) An application to the Director-General for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

45. Custody of Books etc.

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control, all records, books and other documents relating to the Society.

46. Inspection of Books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
 - (a) records, books and other financial documents of the Society,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Society.
- (2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

47. Service of Notices.

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48. Financial Year.

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

49. Dissolution of the Society.

(a) The Society shall be dissolved by the Committee (or the remnants of it) if the membership falls below fifteen, or if a Special General Meeting convened for the purpose of discussing a dissolution, shall be decided by a majority vote of those present and entitled to vote to dissolve it.

(b) If upon dissolution of the Society, and after payment of all its liabilities, including the expenses properly incurred in winding up the Society's affairs, there shall be any funds remaining in hand or in the Bank or Building Society, the same shall be donated to such charity operating within the Shire of Liverpool, as shall be determined at the meeting at which the resolution for the dissolution of the Society was carried.

(c) The Society in the General Meeting shall have the power to appoint three Trustees who shall hold and be responsible for the property of the Society, the handling of any legal matters, and all matters relevant to the winding up of the Society. The Trustees are empowered to sue, and accept service of writs and claims on behalf of the Society.