

**MOSMAN ART SOCIETY INCORPORATED
RULES ADOPTED AT
SPECIAL GENERAL MEETING ON SUNDAY 28TH NOVEMBER 1999**

PART 1 DEFINITIONS

1.(1) In these rules, except where the context otherwise requires-

“ordinary member” means a committee member who is not an office bearer under rule 14 (2);

“secretary” means the person appointed secretary under these rules, or where there is no such person, then the public officer;

“special general meeting” means a general meeting of the Society other than the annual general meeting;

“the Act” means the Associations Incorporation Act 1984;

“the Regulation” means the Associations Incorporation Regulation 1985;

“the Society” means the association incorporated under the Act and named “Mosman Art Society Incorporated”.

(2)The Interpretation Act 1987 applies to these rules as if they were an instrument made under that Act.

PART 11 MEMBERSHIP

2. Any natural person may be a member of the Society if nominated under rule 3 and approved for membership by the committee.
3. (1) Any nomination for membership must be in the form of appendix 1; and must be given to the secretary.
(2) The secretary must refer the nomination to the committee which must either approve or reject it.
(3) When approved, the secretary must notify the nominee and request payment of any entrance fee and subscription.
(4) Upon payment of any entrance fee and subscription, the nominee’s name shall be entered in the register of members. Upon entry, the nominee becomes a member.
4. A person ceases to be a member if that person
 - (a) dies;
 - (b) resigns; or
 - (c) is expelled.
5. Membership is personal to the member and cannot be transferred.

6. A member may resign by written notice to the secretary, provided that all moneys payable by the member are fully paid. Upon receipt of such notice, the secretary must make an entry of such resignation in the register and, upon such entry being made, membership will cease.

REGISTER OF MEMBERS

7. The public officer must arrange to maintain a register of members including the name, address and date of commencement as a member. This register must be open for inspection to any member at any reasonable hour.

FEES AND SUBSCRIPTIONS

- 8.. (1) Upon admission, a member must pay any entrance fee determined by the committee.
(2) Also, any member must pay any annual subscription determined by the committee.

MEMBERS' LIABILITY

9. A member's liability to pay any debt or liability of the Society or any winding up cost is no more than any unpaid moneys payable under rule 8.

RESOLUTION OF INTERNAL DISPUTES

10. Any disputes between members in their capacity as members and between a member and the Society must be referred for mediation under the Community Justices Centres Act 1983.

DISCIPLINE

11. Where the committee considers that a member has persistently refused or neglected to comply with any of these rules or has acted in a manner prejudicial to the interests of the Society, then the procedure to be followed shall be as set out in rule 10, headed "Disciplining of Members" of the model rules set out in Schedule 1 to the Regulation.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

12. The procedure to be followed in relation to a member's right of appeal shall be as set out in rule 11 headed "Right of Appeal of Disciplined Member" of the model rules referred to in rule 11 above. .

PART 111 THE COMMITTEE

POWERS OF THE COMMITTEE.

13. Subject to the Act, the Regulation, these rules and to any resolution of the Society, the committee:
- (a) must control and manage the Society; and
 - (b) may do anything that can be done by the Society, except anything required to be done by a general meeting, and

- (c) may do anything which the committee considers to be in the interests of the Society.

CONSTITUTION AND MEMBERSHIP

14.(1) The committee consists of :

- (a) the office bearers; and (b) 5 ordinary members, each of whom is elected at the annual general meeting.
- (2) The office-bearers are:
 - (a) the president;
 - (b) the vice-president; (c) the treasurer; and (d) the secretary.
- (3) Each member of the committee, subject to these rules, holds office until the end of the annual general meeting following election, but may be re-elected.
- (4) If there is a casual vacancy, the committee may fill the vacancy with a member of the association who then holds office, subject to these rules, until the end of the annual general meeting following appointment, but may be then elected.

ELECTION OF COMMITTEE

15. (1) Nominations for election as office bearers or as ordinary members must be received in writing by the secretary before the commencement of the meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies, those nominated are taken to be elected and further nominations may be received at the meeting.
 - (3) If insufficient further nominations are received, any remaining vacant positions shall be treated as casual vacancies.
 - (4) If the nominations received equal the vacancies , those nominated are to be taken as elected.
 - (5) If the nominations received exceed the vacancies to be filled, a ballot must be held.
 - (6) Any ballot must be conducted in such manner as the committee may direct.

SECRETARY

16. (1) When appointed, the secretary must lodge notice of his or her address with the Society.
- (2) The secretary must keep minutes of :
 - (a) all appointments of office bearers and members of the committee;
 - (b) the names of those attending a committee or general meeting; and (c) the proceedings at committee and general meetings.
 - (3) Minutes must be signed by the chairperson of the meeting or the chairperson of the next succeeding meeting.

TREASURER

17.The treasurer must ensure that:

(a) all moneys due are collected and received and that all authorised payments are made; and (b) correct accounting records are kept, including full details of receipts and expenditure.

CASUAL VACANCIES

18. A casual vacancy occurs if the committee member:

- (a) dies; or
- (b) ceases to be a member of the Society; or
- (c) resigns office by written notice to the secretary; or
- (d) is removed from office; or
- (e) becomes a mentally incapacitated person; or
- (f) is absent without consent from all meetings held within a continuous period of 6 months.

REMOVAL OF MEMBER

19. Any member of the committee may be removed from by resolution of a general meeting, and another person may be appointed in his or her place who will retain office until expiration of the period of office of the one removed.

MEETINGS AND QUORUM

20. (1) The committee must meet at least twice in each period of 12 months at such place and time as the committee decides.
- (2) Additional meetings may be convened by the president or any member of the committee.
- (3) Notice must be given by the secretary to each member of the committee at least 48 hours before the appointed time for the meeting, or such shorter time as agreed by all committee members.
- (4) A quorum shall be 3 members.
- (5) If a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting must be adjourned to the same place and at the same hour of the same day in the following week.
- (6) If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting must be dissolved.
- (7) At any committee meeting:
- (a) the president, or in the president's absence, the vice president must preside; or
 - (b) if they are both absent, or unwilling to act, the committee may choose any member to preside.

APPOINTMENT OF SUB-COMMITTEES

21. The committee may appoint any sub-committees upon such terms as it may determine and may revoke any such appointment.

VOTING AND DECISIONS

22. (1) Questions are to be decided by a majority of those present at a meeting.
- (2) Each person present, including the chairperson, has one vote, but in the event of an equality of votes the chairperson may exercise a second casting vote.
- (3) Subject to rule 20(4), the committee may act notwithstanding a vacancy in any position.
- (4) Anything done by the committee is valid despite any defect in the appointment or election of any member.

PART IV GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

23. (1) Subject to section 26(3) of the Act, the Society must, at least once in each calendar year, and within 6 months after the expiry of each financial year of the Society, convene an annual general meeting.

ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

24. (1) The annual meeting must be convened at such place and time as the committee determines. The meeting must be specified as such in any notice convening it.
- (2) In addition to any other business that may be transacted, the business of an annual general meeting must include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and any special general meeting held since that meeting;
 - (b) to receive the committee report on the activities of the preceding year;
 - (c) to elect office bearers and ordinary members of the committee;
 - (d) to receive and consider the statement required by section 26(6) of the Act.

SPECIAL GENERAL MEETINGS – CALLING OF

25. (1) The committee may convene a special general meeting whenever it thinks fit.
- (2) The committee must convene a special general meeting on the written request of at least 5% of the total membership.
- (3) Any request for a special general meeting:
- (a) must state the purpose of the meeting;
 - (b) must be signed by those making the request;
 - (c) must be delivered to the secretary; and
 - (d) may consist of several documents each signed by one or more members.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a request is lodged with the secretary, any one or more of the signatories may convene a special general meeting to be held not later than 3 months after that date.

- (5) Any special general meeting convened under clause (4) must be convened as nearly as practicable in the same manner as general meetings convened by the committee, and any member who incurs consequential expense is entitled to be reimbursed by the Society.

NOTICE

26. (1) Except in the case of a special resolution, the secretary must cause to be sent to each member at least 14 days notice by prepaid post of the place, date, and time of the meeting and the nature of the proposed business.
- (2) In the case of a special resolution, at least 21 days notice is required, and the notice must specify that a special resolution is proposed, otherwise clause (1) applies.
- (3) Other than business which may be transacted under rule 24(2) at an annual general meeting, no business other than that specified in the notice may be transacted at a general meeting.
- (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.

PROCEDURE

- 27.(1) No item of business may be transacted in the absence of a quorum.
- (2) A quorum for a general meeting is 5 members present in person.
- (3) If a quorum is not present within 30 minutes of the time appointed for the general meeting, the meeting must be adjourned to the same place (or a different place nominated by the president), and at the same hour of the same day in the following week, provided that, in the case of a general meeting convened at the request of a member or members, the meeting is to be dissolved. .
- (4) If at the adjourned meeting, a quorum is not present within 30 minutes of the time appointed for the meeting, the members present, being at least 3, is to constitute a quorum.

PRESIDING MEMBER

28. (1) The president or in the president's absence or unwillingness to act, the vice-president, must chair any general meeting.
- (2) If the president and the vice-president are absent or unwilling to act, the members present may elect one of their number as chairperson.

ADJOURNMENT

29. A general meeting may be adjourned from time to time and place to place, but only unfinished business may be dealt with at any adjourned meeting.

MAKING OF DECISIONS

30. (1) At general meetings, any question is to be determined on a show of hands, and unless a poll is demanded, a declaration by the chairperson or entry in the minute book, is evidence of the determination. (2) A poll may be demanded at any general meeting by the chairperson or by at least 3 members present in person or by proxy. (3) If demanded, the poll must be taken:
- (a) immediately if the poll relates to the election of a chairperson or to an adjournment; or
 - (b) otherwise, as the chairperson directs and the resolution of the poll is to be the resolution of the meeting.

SPECIAL RESOLUTION

31. A resolution is a special resolution:
- (a) if passed by a majority of at least three quarters of the members of the Society entitled to vote and voting in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the special resolution was given in accordance with these rules; or
 - (b) where it is made to appear to the Commissioner that it is not practicable to pass the resolution in the manner specified in paragraph (a), if passed in the manner specified by the Commissioner.

VOTING

- 32.(1) Each member has one vote.
- (2) Votes may be given in person or by proxy.
 - (3) The chairperson may exercise a second or casting vote on an equality of votes.
 - (4) Members or proxies may not vote unless they have paid their current annual subscription.

APPOINTMENT OF PROXIES

33. Any member may appoint another as proxy by giving notice in the form set out in appendix 2, to the secretary before the respective meeting.

PART V MISCELLANEOUS

INSURANCE

34. The Society must effect and maintain insurance under section 44 of the Act.

FUNDS –SOURCE

35. (1) The funds of the Society are derived from subscriptions, entrance fees, donations and, subject to any resolution by a general meeting, from any other source as the committee determines.
- (2) All money received must be deposited to the credit of the Society's bank account.
 - (3) The Society must issue a receipt for any money received.

FUNDS – MANAGEMENT

36. (1) Subject to any resolution in general meeting, funds must be used pursuant to the objects of the Society as the committee decides.

(2) All cheques and negotiable instruments must be signed by any 2 members of the committee.

ALTERATION OF OBJECTS AND RULES

37. The statement of objects and these rules may only be altered, rescinded or added to by special resolution.

COMMON SEAL

38. (1) The common seal must be kept under the control of the public officer.

(2) The common seal may only be affixed with the authority of the committee and with the signatures of 2 committee members or of one committee member and of the public officer or secretary.

CUSTODY OF BOOKS

39. Except as provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents of the Society.

INSPECTION

40. The records, books and other documents of the Society must be open to inspection free of charge by any member at any reasonable time.

SERVICE OF NOTICES

41. (1) Any notice may be served on any member, either personally or by prepaid post, to the member's address as shown in the members' register.

(2) Any notice, if posted in accordance with these rules is deemed, unless the contrary is proved, to have been delivered in the time in which it would be delivered in the ordinary course of post.

COMPLAINTS

42. An independent arbiter must be appointed by the committee to resolve complaints made by members of the public and grievances from any employees.

PART VI ADDITIONAL RULES APPLICABLE TO CHARITIES

APPLICATION OF PART

43. This Part applies where the Society is authorised under the Charitable Fundraising Act 1991.

PAYMENT OF OFFICE BEARERS AND MEMBERS

44. A committee member must not be appointed to any salaried office of the Society, or any office of the Society paid by fees, and no remuneration or other benefit in money or money's worth shall be given to any committee member ,except for

- (a) repayment of out of pocket expenses; and
- (b) reasonable and proper rent or licence fees for premises used by the Society.

VACATION OF OFFICE

45. Without limiting the operation of rule 18, the office of a committee member becomes vacant if:

- (a) the member holds any office of profit in the Society; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Society.

NOTIFICATION OF PROPOSED ALTERATION OF RULES

46. Any proposed alteration of these rules or the objects of the Society must be notified to the Minister administering the Charitable Fundraising Act 1991 or any replacement legislation, in the manner required by that act.

COMPLIANCE WITH THE CHARITABLE FUNDRAISING ACT 1991

47. The Society must comply with Charitable Fundraising Act 1991 or any replacement legislation which applies to its affairs.

DISSOLUTION OF THE SOCIETY

48. In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

APPENDIX 1 (RULE 3) MEMBERSHIP APPLICATION

I

of.....

apply to be a member of MOSMAN ART SOCIETY INCORPORATED. Upon my admission, I agree to be bound by the rules of the Society.

.....

Signature of Applicant

We the undersigned members of the Society nominate and second the applicant for membership.

signature of nominator Name of

nominator (please print).....

Signature of seconder.....

Name of seconder (please print).....

Date:

APPENDIX 2 (RULE 33) PROXY

I,.....of.....
.....being a member
of Mosman Art Society Incorporated, hereby appoint
.....also a
member of the Society , as my proxy to vote on my behalf at the annual / special general meeting of the
Society to be held on and at any adjournment of that meeting.

**My proxy is authorised to vote in favour of /against the resolution (insert details) *to
be inserted if desired.*

.....

Signature of member appointing proxy

Date:

