

# The Constitution of Tuggeranong Community Arts Association

## Statement of Objects and Rules of Incorporation

ACT Associations Incorporation Act 1991

*Adopted by Members at General Meeting on 27 May, 2020.*

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## CONTENTS

<u>Statement of Objects</u>	<u>page 2</u>
<u>Rules</u>	<u>page 3</u>
<u>Part 1 Preliminary</u>	<u>page 3</u>
<u>Part 2 Membership</u>	<u>page 4</u>
<u>Part 3 Disciplinary Action</u>	<u>page 8</u>
<u>Part 4 Board</u>	<u>page 12</u>
<u>Division 1 Powers and duties of the Board</u>	<u>page 12</u>
<u>Division 2 Composition of the Board</u>	<u>page 15</u>
<u>Division 3 Election of the Board, Office Holders and Tenure</u>	<u>page 16</u>
<u>Division 4 Meetings of the Board</u>	<u>page 19</u>
<u>Part 5 General Meetings</u>	<u>page 21</u>
<u>Part 6 Chief Executive Officer</u>	<u>page 25</u>
<u>Part 7 Miscellaneous</u>	<u>page 25</u>

## Annexure

Annexure 1 Application for Membership

Annexure 2 Board Nomination Form

## **STATEMENT OF OBJECTS**

**Tuggeranong Community Arts Association Incorporated**

### **OUR VISION**

*A vibrant, connected and creative Tuggeranong community*

### **OUR MISSION:**

*To be a dynamic and innovative arts organisation that is essential to the Tuggeranong region*

### **OUR OBJECTIVES ARE TO:**

- *Develop the Association as a professional, sustainable, engaged and resilient ACT Key Arts Organisation*
- *Manage the Tuggeranong Community Arts Centre professionally and sustainably in a manner that welcomes all*
- *Grow and deepen relationships and partnerships with the Tuggeranong community and beyond; and*
- *Deliver relevant and inclusive arts programs of excellence.*

# TUGGERANONG COMMUNITY ARTS ASSOCIATION Incorporated

## RULES

### PART 1 – PRELIMINARY

#### 1 Name

- (1) The incorporated Association is called Tuggeranong Community Arts Association Incorporated and is a not for profit entity as described under the *Associations Incorporations Act 1991 (ACT)* and associated Regulation (the Act).
- (2) Application of the *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

#### 2 Definitions

- (1) In these rules:

**'Act'** means the *Associations Incorporation Act 1991 (ACT)*;

**'ACT'** means the Australian Capital Territory;

**'Arts'** includes community arts, public art, moveable cultural heritage, aboriginal arts, film and video production, digital and new media, visual arts and crafts, performing arts, music, literature, and any other creative forms of expression as they arise;

**'Association'** means Tuggeranong Community Arts Association Incorporated;

**'Board'** means the full Board of management of the Association elected under Rule 34 or in case of a casual vacancy such of them as remain;

**'Calendar Year'** means the year ending 31 December;

**'Cultural Activity'** includes the creative products produced by artists and designers as well as the creative products of communities;

**'Culture'** includes the principals of the ACT Community Cultural Inclusion Program;

**'Financial Year'** means the year ending on 31 December;

**'General Meeting'** means a general meeting of the Association other than the annual general meeting;

**'Liability'** means liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages, expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator;

**'Member'** means a person admitted as a member of the Association under Part 2;

**'Organisation'** means a body of persons whether incorporated, unincorporated as a group, or a registered business in any other form;

**'Person'** means a natural person;

**'Public Officer'** means the person allocated the position of Public Officer by the Board in accordance with these Rules;

**'Register'** means the register of members described in these Rules;

**'Regulation'** means the *Associations Incorporation Regulation 1991*;

**'Secretary'** means the person holding office under these rules as secretary of the Association, or if no such person holds that office, the public officer;

**'Tax Act'** means the Income Tax Assessment Act 1997 (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia; and

(2) In these rules:

- (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 Income and Property

- (1) The income and property of the Association, however derived shall be applied solely towards the promotion of the objects and purposes of the Association and no portion of the funds of the Association will be distributed directly or indirectly to any members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (2) The funds of the Association are to be derived from government agency grants, joining and annual membership fees, donations, fees for service, space rental, commissions on sales of goods and services and surplus funds derived from special projects, and subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

## PART 2 – MEMBERSHIP

### 4 Eligibility for Membership

Persons who are interested in and supportive of the objects of the Association (subject to Rule 5) may nominate for membership in accordance with Rule 6.

## 5 Membership qualification

A person is qualified to be a member of the Association if, but only if:

- (1) they have an interest in the preservation, development and promotion of the arts/culture in Tuggeranong; and
- (2) they have been nominated for membership under rule 6 and have been approved for membership by the Board.

## 6 Nomination for membership

- (1) An application for membership must be in a form approved by the board together with:
  - (a) any other documents or evidence as to qualification for membership that the board requires; and
  - (b) any application fee and membership fee as required by the board from time to time.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board.
- (3) The board may in its absolute discretion accept or reject an application for membership.
- (4) The board need not give a reason for rejecting an application for membership.
- (5) If an application for membership is rejected, the secretary must:
  - (a) give written notice of the rejection to the applicant; and
  - (b) refund any application fee and membership fee paid by the applicant, as soon as reasonably possible.
- (6) If an application for membership is accepted, the secretary must as soon as practicable after that determination:
  - (a) give written notice of the acceptance to the applicant; and
  - (b) enter the member's name and details in the register of members.

## 7 Membership entitlements not transferable

Membership rights, privileges or obligations which an organisation has by reason of being a member of the Association, are not capable of being transferred or transmitted to another person and terminates on cessation of membership.

## 8 Cessation of membership

- (1) A member ceases to be a member if the member:
  - (a) no longer meets the qualification requirements
  - (b) resigns as a member by giving one months written notice in accordance with rule 9;

- (c) is terminated by the board under this Part; or
  - (d) are deceased; or
  - (e) has membership fees 3 months in arrears.
- (2) The board may terminate a member's membership if the member has conducted himself or herself in a way the board consider to be injurious or prejudicial to the character or interests of the Association.
  - (3) The board must give the member written notice under rule 17 of its intention to terminate the member's membership under rule 8(2) and the reason for the proposed termination.
  - (4) The rights or privileges of membership may be reinstated at the absolute discretion of the board.

## 9 Resignation of membership

- (1) A member, having paid all amounts payable in respect of that membership may resign from membership by first giving to the secretary written notice of at least 1 month of the member's intention to resign, and, on the expiration of the period of notice, the member ceases to be a member.
- (2) Where a member ceases to be a member under clause (1) and in every other case where a member ceases to hold membership, the secretary must make or cause to be made an appropriate entry in the register of members recording the date on which the membership ceased.

## 10 Register of members

- (1) The secretary shall maintain or cause to be established and maintained a register of members of the Association which records:
  - (a) the name and contact details of each member;
  - (b) the date on which the person became a member; and
  - (c) the date on which the person ceased to be a member.
- (2) The register of members must be kept at the principal place of administration of the Association.
- (3) A member of the Association may apply to the Board to restrict access to their personal information recorded in the register of members.
  - (a) An application to restrict access to personal information may seek to restrict access to only the public officer or members of the Board other than a stated member of the

Association or stated member(s) of the Board.

- (b) The Board must be satisfied that there are special circumstances which justify the request to agree to the request or otherwise refuse the request.
  - (c) If the Board refuses the request, it must notify the member who made the request, in writing, about the decision and provide reasons for the decision.
  - (d) If the Board refuses the request, the Board must not release the member's personal information without the consent of the person unless at least 28 days have passed since the Board gave notice to the member under subsection 10(3)(c).
- (4) A member of the association may apply to the Board to allow the member to inspect the register of members.
- (a) The Board must refuse any request made under Rule 10(4) to the extent that it would allow the member to access any personal information restricted under Rule 10(3).
  - (b) The Board may refuse the request if satisfied that the member sought inspection to use information on the register for a purpose that was;
    - (i) not directly related to the management or the purposes of the Association; or
    - (ii) prohibited by the Rules of the Association; or
    - (iii) improper.

## 11 Fees and subscriptions

### (1) Application Fees

A member must, on application to membership, pay to the Association an application fee, if any, in such amount as is determined by the Board from time to time.

### (2) Membership Fees

In addition to any amount payable by a member under rule 11(1), all members must pay an annual membership fee in such amount as is determined by the Board from time to time.

## 12 Notice by members

Each member must promptly notify the secretary in writing of:

- (1) any change in their qualification to be a member of the Association; and
- (2) any change in their address or contact details.

### 13 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or to the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by these rules.

### 14 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; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under these rules; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

## Part 3 - Disciplinary Action

### 15 Disciplining of members

- (1) The Board may take disciplinary action against a member in accordance with this Part if the Board is of the opinion that a member;



- (a) has failed to comply with these rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has conducted himself or herself or itself (including the conduct of its Representative) in a way the board consider to be injurious or prejudicial to the character or interests of the Association.

## 16 Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee of no more than five but no less than 3 persons to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Board members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## 17 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under this Part.

- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 18 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 19 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Part 2 or Part 3 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote is communicated to the person.
- (3) If a person has given notice under subrule 19(2), a disciplinary appeal meeting, which is a meeting of all members, must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

- (a) specify the date, time and place of the meeting; and
- (b) state—
  - (i) the name of the person against whom the disciplinary action has been taken; and
  - (ii) the grounds for taking that action; and
  - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 20 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## 21 Grievance procedure application

- (1) The grievance procedure set out in this Part applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Board;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## 22 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## 23 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—

- (a) notify the Board of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—

- (i) if the dispute is between a member and another member—a person appointed by the Board; or

- (ii) if the dispute is between a member and the Board or the Association—a person appointed by Relationships Australia, or a member of the Institute of Arbitrators and Mediators Australia.

(3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

## 24 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (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 throughout the mediation process.

(2) The mediator must not determine the dispute.

## 25 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 – THE BOARD**

### **Division 1 – Powers and Duties of the Board**

#### 26 General Powers

- (1) The directors are responsible for managing the business of the Association and may exercise all powers and do all things that are within the Association's power and are not expressly required by the Act, Regulations or this constitution to be exercised by the Association in a general meeting.
- (2) The board may make regulations, by-laws and policies consistent with the constitution, which in the opinion of the board are necessary or desirable for the proper control, administration and management of the Association's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the members (including the terms of entry of members to the Association's premises and any event or function sponsored, promoted, facilitated or conducted by the Association) and amend or rescind any regulations and by-laws.
- (3) A regulation, policy or by-law of the Association made by the board may be disallowed by the Association in a later general meeting. A resolution or regulation made by the Association in general meeting cannot invalidate prior acts of the board which would have been valid if that resolution or regulation had not been passed or made.
- (1) A director is entitled to attend and speak at general meetings and at meetings of members.

#### 26A Conflicts of Interest

- (1) If a member of the Board has a material personal interest in a matter being considered at a Board meeting, the Board member must;
  - (a) as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the Board; and
  - (b) disclose the nature and extent of the interest at the next general meeting of the Association.

- (2) If a member of the Board has an interest in a contract or proposed contract;
  - (a) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member and the Association; and
  - (b) the member is not liable to account for profits derived from the contract.
- (3) Disclosure under Rule 26A(1) requires the member to provide details of;
  - (a) the nature and extent of their interest; and
  - (b) the relation of the interest to the activities of the Association.
- (4) The details in Rule 26A(3) must be recorded in the minutes of the Board meeting at which the disclosure was made.
- (5) A member who has a material personal interest in a matter being considered at a Board meeting must not;
  - (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter.

## 27 Powers of Appointment

The directors may:

- (1) appoint or employ any person as an officer, agent or attorney of the Association for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for any period and on any other conditions they decide;
- (2) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney;
- (3) remove or dismiss any officer, agent or attorney of the Association; and
- (4) establish subcommittees consisting of members with terms of reference it considers appropriate.

## 28 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.

- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

## 29 Public officer

- (1) In accordance with the Act, the Board shall appoint a Public Officer.
- (2) The Public Officer may be an employee of the Association and be so appointed by the Board.
- (3) It is the duty of the public officer to keep all records, books and other documents relating to the Association in his or her custody or under his or her control except as otherwise provided by these Rules.
- (4) The Board may remove the Public Officer from that office.
- (5) The Public Officer shall be deemed to have vacated the office if the Public Officer:
  - (a) dies;
  - (b) resigns the office;
  - (c) is removed from office;
  - (d) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit;
  - (e) is not physically or mentally fit to exercise the functions of the office; or
  - (f) ceases to be a resident in the ACT.
- (6) When at any time there is a vacancy in the office of the Public Officer, the Board must, within fourteen (14) days after the vacancy arises:
  - (a) give notice of the occurrence of the vacancy to the Registrar General's Office in an approved form accompanied by the prescribed fee; and
  - (b) appoint a person resident in the ACT who has attained the age of eighteen (18) years and is a member of the Board or is an individual member or employee of the Association to fill the vacancy

## Division 2 - Composition of Board

### 30 Directors

The board will consist of at least five and not more than ten directors consisting of:

- (1) a Chair elected under rule 34;
- (2) a Deputy-Chair elected under rule 34;
- (3) a Secretary elected under rule 34;

- (4) a Treasurer elected under rule 34;
- (5) up to three ordinary members elected under rule 34; and
- (6) up to three members appointed by the board for the term determined by the board, for their particular skills and experience.

### 31 Treasurer

The Treasurer shall ensure:

- (1) that all money due to the Association is collected and receipted and that all payments authorised by the Association are made;
- (2) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- (3) that the annual financial statement is prepared and audited in time to be laid before the annual general meeting of the Association.

### 32 Secretary

- (1) It is the duty of the Secretary to keep or cause to be kept, minutes of:
  - (a) all appointments of office-bearers and members of the Board;
  - (b) the names of members of the Board present at a Board meeting and a general meeting; and
  - (c) all proceedings at Board meetings and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the Chair of the meeting or by the Chair of the next succeeding meeting.
- (3) It is also the duty of the secretary to:
  - (a) ensure that the Association keep, enter up and maintain or cause to be kept, entered up and maintained the register of members;
  - (b) ensure that the Association effects and maintains with an approved insurer such insurance against liability of the Association for a cover of not less than the amount required by such an Association.
- (4) The Secretary may act as the Public Officer.

## **Division 3—Election of Board members, Office Holders and Tenure of Office**

### 33 Qualification for membership of the board



- (1) To be eligible for appointment as a director, a person must:
  - (a) be 18 years or over; and
  - (b) not be an employee of, or otherwise in a place of profit within, the Association;
  - (c) demonstrate skills and experience which would benefit the governance of the Association as determined by the board in its policy and procedures; and
  - (d) in the opinion of the board, be supportive of the objects of the Association.

### 33A Duties of Officers

- (1) An officer of the Association must exercise the officer's functions and discharge the officer's duties;
  - (a) with the degree of care and diligence that a reasonable person would exercise in the circumstances;
  - (b) in good faith in the best interests of the association;
- (2) An officer of the Association must not;
  - (a) improperly use their position, or information obtained because of their position, to gain an advantage for the officer or another person; or
  - (b) improperly use their position, or information obtained because of their position, to cause detriment to the association.

### 34 Election of directors

The election of directors will occur in accordance with the Association's Elections Regulations.

### 35 Resignation

A director may resign from the board by written notice delivered to the secretary or in the alternative the chair. The resignation takes effect when the notice is received by the secretary or chair, or on a later date specified in the notice.

### 36 Removal

- (1) A director may be removed from office by resolution of the members present and entitled to vote at a general meeting of the Association convened for that purpose. At the meeting the director must be given the opportunity to present his or her case orally or in writing.

- (2) A director removed under this Part retains office until the dissolution or adjournment of the general meeting at which he or she is removed.

### **37 Vacating office**

In addition to the circumstances prescribed by this constitution, the office of a director becomes vacant if the director:

- (1) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors;
- (2) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;
- (3) is absent from meetings of the directors during a period of three consecutive meetings without leave of absence from the directors where the directors have not, within 14 days of having been served by the secretary or chair with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (4) dies;
- (5) resigns office by written notice to the Association;
- (6) is removed from office under the Act;
- (7) is prohibited from being a director by reason of the operation of the Act; or
- (8) is convicted of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director.

### **38 Directors who are unable to fulfil their duties due to illness or incapacity**

A director may be removed from office by the board if the board resolves that the director is unable to fulfil their duties due to physical or mental illness or other incapacity.

### **39 Casual vacancies**

In addition to its power to appoint directors under rule, the Board may appoint any qualified ordinary member or any current office bearer to fill a casual vacancy among the board including casual vacancies of office bearers.

#### 40 Directors who are employees of the Association

A director who becomes an employee of the Association or any of its subsidiaries, must cease to be a director of the Association. However, upon the director ceasing to be employed (so that they are no longer employed by the Association or any subsidiary of the Association) the person concerned is eligible for reappointment or re-election as a director of the Association.

#### 41 Remuneration of directors

- (1) The directors may be remunerated for their services as directors as determined by the directors from time to time.
- (2) The directors are entitled to be reimbursed for expenses incurred in performing their role as directors as determined by the board from time to time.

#### 42 Tenure

The term of office for all office bearers and the committee expires at the AGM following their election. All retiring office bearers and committee members are eligible for re-election, but office bearers may hold the same office for no more than 5 years consecutively.

### **Division 4 – Meetings of the Board**

#### 43 Meetings of directors

- (1) Subject to these Rules, the directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (2) The Board shall meet not less than six (6) times in each financial year at such a place as the Board may determine from time to time.

#### 44 Quorum at meetings of directors

- (1) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (2) More than half of the directors constitute a quorum.

#### 45 Calling meetings of directors

- (1) A director may, whenever the director thinks fit, call a meeting of the directors.
- (2) A secretary must, if requested by a director, call a meeting of the directors.

#### 46 Notice of meetings of directors

- (1) Notice of a meeting of directors must be given to each person who is, at the time the

notice is given a director, except a director on leave of absence approved by the directors.

- (2) A notice of a meeting of directors:
  - (a) must specify the time and place of the meeting;
  - (b) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business;
  - (c) should be given at the previous Board meeting and must be given at least 48 hours (or other such time as unanimously agreed upon by the Board) before the meeting; and
  - (d) may be given in writing by hand or by post or by telephone, fax or other electronic means.
- (3) Failure to give a director notice of a meeting of directors does not invalidate anything done or any resolution passed at the meeting if:
  - (a) the failure occurred by accident or inadvertent error; or
  - (b) the director attended the meeting.
- (4) A person who attends a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.

#### **47 Meetings convened by telephone or other electronic means**

- (1) The contemporaneous linking together by telephone or other electronic means of a sufficient number of directors to constitute a quorum, constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (2) A meeting by telephone or other electronic means is to be taken to be held at the place where the Chair of the meeting is or at any other place the Chair of the meeting decides on, if at least one of the directors involved was at that place for the duration of the meeting.
- (3) A director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (4) If, before or during the meeting, any technical difficulty occurs where one or more directors cease to participate, the Chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

#### **48 Chair and deputy Chair of directors**

- (1) The Chair of directors is entitled (if present and willing to act) to preside as Chair at a meeting of directors.
- (2) If at a meeting of directors:
  - (a) there is no Chair of directors;
  - (b) the Chair of directors is not present within ten minutes after the time appointed for the holding of the meeting; or
  - (c) the Chair of directors is present within that time but is not willing or declines to

act as Chair of the meeting,

- (d) the deputy Chair if any, if then present and willing to act, is entitled to be Chair of the meeting or if the deputy Chair is not present or is unwilling or declines to act as Chair of the meeting, the directors present must elect one of themselves to chair the meeting.

## 49 Decisions of directors

The directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the directors under this constitution.

- (1) Questions arising at a meeting of directors will be decided by consensus in the first instance and where this is not satisfactory, by a majority of the votes of the members of the Board or sub-committee present at the meeting.
- (2) Subject to sub-rule 47(4), if the votes are equal on a proposed resolution, the Chair of the meeting has a casting vote, in addition to his or her deliberative vote.
- (3) Where only two directors are present or entitled to vote at a meeting of directors and the votes are equal on a proposed resolution:
  - (a) the Chair of the meeting does not have a second or casting vote; and
  - (b) the proposed resolution is taken as lost.

## 50 Delegation to Sub-Committees

- (1) The directors may, by instruction in writing delegate their powers to a sub-committee other than;
  - (a) this power of delegation; and
  - (b) a function which is imposed upon the Board by the Act, by any other law of the ACT, or by resolution of the Association in General Meeting.
- (2) The committee must exercise the powers delegated in accordance with any instruction of the directors.
- (3) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a sub-committee.
- (4) The Board may, in writing, revoke wholly or in part any delegation under this rule, remove members of the sub-committee and terminate an sub-committee at any time.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) Subject to the conditions or limitations of the delegation, a sub-committee may meet and adjourn as it thinks proper.

## 51 Validity of acts

All acts done at any meeting of the Board are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them were disqualified or had vacated office.

## **PART 5 – GENERAL MEETINGS**

### **52 Annual general meetings – holding of**

- (1) The Association must, at least once in each calendar year and within the period of five months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) Clause (1) as effect subject to any extension or permission granted by the Registrar General, Officer of Regulatory Services.
- (3) The annual general meeting of the Association is, subject to the Act and these Rules, to be convened on such date and at such a place and time as the Board thinks fit.

### **53 Business to be transacted at an Annual General Meeting**

The following business must be transacted at every annual general meeting:

- (1) receiving from the Board reports on the activities of the Association during the preceding financial year;
- (2) election of the members of the Board
- (3) presentation of the financial statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year by the Treasurer;
- (4) receiving of the auditor's report; and
- (5) appointment of the auditor.

### **54 Notice of General Meeting**

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (2) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address or email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided this rule at clause (2) specifying, in addition to the matter required under this rule at clause (2), the intention to propose the resolution as a special resolution.

- (4) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 51.
- (5) A member or individual member of the Board desiring to bring any business before the 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.
- (6) The Board must on the requisition in writing of not less than twenty (20) per cent of the total number of members or individual members of the Board, convene a general meeting of the Association.
- (7) A requisition of members for a general meeting:
  - (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the member or individual Board member making the requisition;
  - (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.
- (8) If the Board fails to convene a general meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members or individual Board members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.
- (9) A general meeting convened by a member or individual Board member as referred to in this rule must be convened as early as is practicable in the same manner as general meetings are convened by the Board.

## 55 Procedure and quorum at General meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present in person during the time the meeting is considering that item.
- (2) Twenty (20) per cent of members present in person (being members entitled under these rules 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 commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members is 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 members present (being at least six (6)) is to constitute a quorum.

## 56 Presiding member

- (1) The chair or, in the chair's absence, the vice-chair, will preside as Chair at each general meeting.
- (2) If the chair and the vice-chair are absent or unwilling to act and, in any event, during the election of the chair or vice-chair as the case may be, the members present in person must elect one of their number to preside as Chair at the meeting.

## 57 Adjournment

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of the majority of members present in person, 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 fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member 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 clauses (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.

## 58 Making of decisions

- (1) A question arising at a general meeting, except for the election of the Board, is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair 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 Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting, a poll may be demanded by the Chair or by at least three (3) members present.



(3) If a poll is demanded at a general meeting, the poll will be taken:

- (a) immediately in the case of a poll which relates to the question of an adjournment;  
or
- (b) in any other case, in such manner and at such time before the close of the meeting as the Chair directs; and
- (c) the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 59 Special resolution

(1) A resolution is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members as being entitled under these rules to do so in person at a general meeting of which at least twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is shown to the ACT Registrar General, or the person holding the equivalent position at the time, that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Registrar General.

## 60 Voting

- (1) On any question arising at a general meeting, a member has one (1) vote only.
- (2) In the case of an equality of votes on a question at a general meeting, exception in the election of the Board, the Chair of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable to the Association by the member has been paid.

## Part 6 – Chief Executive Officer

### 61 Role of the Chief Executive Officer

- (1) There shall be a Chief Executive Officer of the Association who shall be appointed by the Board for such terms, at such remuneration and upon such conditions as it may think fit.
- (2) The board shall have the power to suspend or remove the Chief Executive Officer.

- (3) The Board may vest in the Chief Executive Officer such powers and authorities as it may from time to time determine and the Chief Executive Officer may exercise all such powers and authorities subject at all times to the control of the Board.
- (4) The Chief Executive Officer shall not be a member of the Board, but shall attend all meetings thereof and may be heard on any matter, except those involving any complaint about the Chief Executive Officer, but shall not be entitled to vote.
- (5) The Chief Executive Officer may be the Public Officer of the Association.

## **PART 7 - MISCELLANEOUS**

### **62 Insurance**

- (1) The Association must effect and maintain insurances to protect its members, staff, board, property and volunteers.
- (2) Subject to and so far as permitted by the Act and other applicable laws:
  - (a) the Association shall to the extent that the person is not otherwise indemnified, indemnify a member of the Board against a liability incurred by the member of the Board in their capacity as such unless the liability arises out of conduct involving a lack of good faith or dishonesty; and
  - (b) the Board may make a payment (by way of loan advance or otherwise) in respect of legal costs incurred by a member of the Board in defending an action for liability incurred as such or in resisting or responding to actions taken by a government agency or a liquidator.
- (3) The indemnity in this clause is a continuing indemnity.
- (4) Subject to the Act and any other applicable law, the Association may, without limiting a person's rights under this clause, enter into an agreement with a person who is or has been a member of the Board to give effect to the rights of the person under this clause on any terms and conditions that the Board thinks fit.

### **63 Accounts**

- (1) The accounts and books of the Association are to be available for inspection by financial members.
- (2) Such accounts and books must be open for inspection during normal business hours at the Association's regular place of business to any financial member upon request to the Secretary.

- (3) The Board shall in accordance with the provisions of the Act and this Constitution cause to be prepared and laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as we required thereby.

## 64 Custody of books

Subject to the Act, the Regulation and these rules, the secretary or delegated person must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## 65 Management of Funds

- (1) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (2) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) persons authorised to do so by the Board, being members of the Board or employees of the Association. The exception to this rule is made by delegated authority as stated in clause 43(4)
- (4) Delegated authority with specified limits to transactions may be made to selected Board executive members and staff as approved by the full Board.

## 66 Public Fund

- (1) Donations will be deposited into a separate account known as a public fund to be listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the Association's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Tax Office.
- (2) The fund will be administered by the Board or a sub-committee of the management, a majority of who, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Tuggeranong Community Arts Association Incorporated.
- (3) No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (4) Any proposed amendments or alterations to provisions for the public fund will be notified to the ACT Government Department or Agency responsible for the

administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

## **67 Auditor**

In accordance with the provisions of the Act and these Rules, one or more Auditors of the Association shall be appointed.

## **68 Common Seal**

- (1) There may be a common seal of the Association which shall contain the words "Tuggeranong Community Arts Association Incorporated"
- (2) The common seal of the Association is to be kept at the office of the Association and the Board shall provide for its safe custody.
- (3) The common seal will be used on contracts, any instrument appointing a person as agent or attorney of the Association to execute deeds on its behalf and transactions relating to the acquisition, charging or disposal of any real or personal property of the Association
- (4) The common seal shall not be affixed to a document except with the authority of the Board and must be attested by the signatures of two members of the Board.

## **69 Alteration of objects and rules**

- (1) Subject to the Act, the Association may, only by special resolution, alter, rescind or add to the Statement of Objects and Rules in whole or in part.
- (2) If the Association has resolved to alter the Statement of Objects or the Rules, the Association must, not later than 1 month after the resolution was passed, lodge with the Registrar-General a notice setting out the particulars of the alteration, and including a declaration by at least 2 Board Members to the effect that a special resolution referred to in Rule 69(1) was duly passed by the Association.

## **70 By-Laws**

- (1) The Board shall have the power from time to time to make such by-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Associations affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such by-laws.
- (2) A by-law shall:
  - (a) Be subject to these Rules;
  - (b) Be not inconsistent with any provision contained in these Rules; and
  - (c) When in force, shall be binding on all members and shall have the same effect as these Rules.

## 71 Service of notices

- (1) A notice may be served by or on behalf of the Association upon any member personally by hand, by email or by sending it by pre-paid post to the member at their address shown in the register of members notified to the Association by the member in writing from time-to time.
- (2) If a document is sent to a person in accordance with clause 49(1) the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person 2 days after the time at which the notice was sent.

## 72 Winding up and distribution of surplus property

- (1) In accordance with the Act, the Association may only be wound up (dissolved) by a special resolution duly passed at a general meeting.
- (2) On the winding up of the Association, or the Association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA, section 30-100 of the Tax Act (or equivalent legislation in force at the relevant time), any surplus funds remaining following all satisfaction of all debts and liabilities of the Association will not be paid to or distributed among members, but will be given or transferred to another body endorsed as a deductible gift recipient under Subdivision 30-BA, section 30-100 of the Tax Act (or equivalent legislation in force at the relevant time), such body to be determined by the members and in default, by application to the Supreme Court of the ACT for determination.
- (3) In the event of the Association being dissolved, the accumulated assets held in the Association's Public Fund, will be distributed or transferred to an organisation with similar aims and objectives whose rules shall prohibit the distribution of its or their income among its or their members. Such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Tax Act (or equivalent legislation in force at the relevant time) and listed on the Register of Cultural Organisations maintained under the Act. Such distribution to be made under the following conditions;
  - (a) after all creditors and obligations have been satisfied;
  - (b) such organisation or agency must fulfil the requirements of the Act and the terms of its Licence and Deed of Grant with the ACT;
  - (c) assets may not be distributed among directors or members of the Association or those with pecuniary interests in other organisations that are likely to benefit from distribution of the surplus.
- (4) All the fixtures, furniture, fittings and equipment and other assets purchased to replace or update equipment belonging to the premises will remain with the premises and ownership of such fixtures, furniture, fittings and equipment with vest in the ACT Government.

## 73 Rules

- (1) Subject to the Act, the Association may, by special resolution, alter the Rules in whole or in part.
  
- (2) If the Association has resolved to alter the Rules, the Association must, not later than 1 month after the resolution was passed, lodge with the Registrar-General a notice setting out the particulars of the alteration, and including a declaration by at least 2 Board Members to the effect that a special resolution referred to in Rule 73(1) was duly passed by the Association.

## Annexure 1 Membership Application



### Tuggeranong Community Arts Association Inc Application for Membership

I, \_\_\_\_\_  
(Full name of applicant)

Of \_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Email) \_\_\_\_\_ (Phone)

\_\_\_\_\_  
(Occupation)

Hereby apply to become a Member of the Tuggeranong Community Arts Association Incorporated. In the event of my admission as a member, I agree to be bound by the Constitution of the Association for the time being in force.

\_\_\_\_\_  
(Signature of applicant)

Dated \_\_\_\_ / \_\_\_\_ / \_\_\_\_

I, \_\_\_\_\_  
(Full name of proposer)

A member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

\_\_\_\_\_  
(Signature of proposer)

Dated \_\_\_\_ / \_\_\_\_ / \_\_\_\_

I, \_\_\_\_\_  
(Full name of seconder)

A member of the Association, second the applicant, who is personally known to me, for membership of the Association.

\_\_\_\_\_  
(Signature of seconder)

Dated \_\_\_\_ / \_\_\_\_ / \_\_\_\_

Completed applications can be returned to:

Email: [info@tuggeranongarts.com](mailto:info@tuggeranongarts.com)  
Post: PO Box 1143, Tuggeranong ACT 2901

Person: 137 Reed Street, Greenway ACT 2901

Annexure 2  
Board Nomination Form



**Tuggeranong Community Arts Association Inc  
Nomination for Committee**

I,  
.....  
(full name)

of  
.....  
(address)

hereby nominate for the position of President, Vice-President, Treasurer, Secretary or Ordinary Committee Member (circle as appropriate) of the Tuggeranong Community Arts Association Incorporated.

Seconded by  
.....  
(full name)

Of  
.....  
(address)

I accept this nomination.

.....  
(signature of nominee)

Dated .....