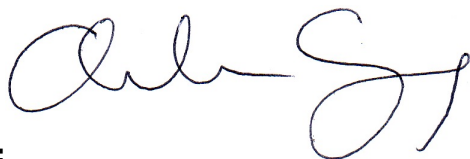


# **Constitution**

## **South East Arts (NSW) Inc – INC9877584**

**Adopted by Special Resolution at the Committee Meeting 27 July 2016**

A handwritten signature in black ink, appearing to read 'Andrew Gray', written in a cursive style.

**Signed:**

**Date** 27th July 2016

**Andrew Gray – Public Officer.**

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# Part 1 - Preliminary

## 1. Definitions

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(1) In this constitution:

**Act** means the Associations Incorporation Act 2009;

**arts** means a diversity of creative forms and practices that provide cultural expression including but not restricted to Aboriginal arts, community arts, visual arts and crafts, performing arts, literature, film, radio, television, video, design, new media and movable cultural heritage;

**Association** means South East Arts (NSW) Inc;

**Committee Member** means either a Council Committee Member or Co-opted Committee Member;

**Co-opted Member** means a person appointed by the Committee as a Member from time to time.

**Co-opted Committee Member** means a person appointed by the Committee to the Committee from time to time.

**Council Committee Member** means a representative of the Council Member nominated to the Committee in accordance with clause 15(1).

**Council Member** means a Local Government Council of one of the three Shires of Bega Valley, Eurobodalla and Snowy Monaro

**Arts and cultural services** means the programs, facilities and organisations which directly support and provide arts and cultural activity;

**Arts and cultural development** means the strategic planning and management of cultural services to meet cultural aspirations;

**Culture** means a wide range of elements that contribute to local identity, sense of place and quality of life;

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

**Member** means Council Member or a Co-opted Member;

**Regulation** means the Associations Incorporation Regulation 2010;

**Secretary** means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association, or
- (c) the Secretary of the Department of Finance, Services and Innovation (DFSI)

**Special general meeting** means a general meeting of the association other than an annual general meeting; and

**South East** means the region of NSW encompassing the three Councils of Bega Valley, Eurobodalla and Snowy Monaro.

(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. Mission, purposes, goals and objectives**

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### **(1) Mission**

The association aims to increase the social and economic wellbeing in the South East region of NSW Australia. The association provides leadership in the development of a distinctive culture in the South East region by supporting dynamic, creative activity through partnerships with the South East communities. The association seeks, provides and promotes opportunities for artists to explore contemporary arts practices, giving expression to the vital connections between us as individuals and communities in response to the world around us.

### **(2) Purposes**

The purposes of the association are:

- (a) to support the arts and cultural development of the South East;
- (b) to manage and develop audiences for a regional program of arts and arts and cultural development;
- (c) to provide a forum to address arts and cultural development issues for the South East;
- (d) to facilitate skills development and support for organisations, groups and individuals involved in the arts whilst recognising their autonomy;
- (e) to initiate strategic projects for regional arts and cultural development; and
- (f) to facilitate development of the arts and cultural industries within the South East.

### **(3) Goals**

The goals of the association are:

- (a) to establish and maintain a regional program that collectively provides for the arts and cultural development of the South East;
- (b) to encourage research, excellence and growth within the South East's arts and cultural industries;
- (c) to increase regional audiences and markets for arts and cultural activity that is stimulating, rewarding and relevant; and
- (d) to enhance the distinctive culture for the South East.

### **(4) Objectives**

The objectives of the association are:

- (a) to support effective networking among arts and cultural service providers;
- (b) to initiate and/or support arts and cultural development projects of strategic import;

- (c) to function as a key facilitator and broker of partnerships between governments, media, business, education and other regional service providers to increase support for arts and cultural development;
- (d) to facilitate research and development in new, expanded and diversified creative industries;
- (e) to build partnerships with local Aboriginal artists and communities in line with the NSW Aboriginal Arts and Cultural Strategy;
- (f) to raise, maintain and effectively manage sufficient funds and resources from private, philanthropic, corporate and government sources to achieve the goals of the Organisation;
- (g) to increase audiences for and participation in arts and cultural activities in the region;
- (h) To ensure good governance, management and financial viability of South East Arts (NSW) Inc.; and
- (i) To establish and administer a Public Fund for the sole purpose of providing funds for South East Arts (NSW) Inc. to use in the achievement of its Mission, Goals and Objectives.

### **3. Regional Arts NSW**

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- (a) The association is a member of Regional Arts NSW, the peak body for regional arts in NSW.
- (b) The South East Arts Chair represents the association at the annual meeting of the Regional Arts NSW Advisory Council.

## **Part 2 - Membership**

### **4. Membership Generally**

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- (1) The total number of Members of the association is no more than ten.
- (2) The membership is made up of:
  - (a) three Council Members; and
  - (b) up to seven Co-opted Members.
- (3) A person is eligible to be a Co-opted Member if the person is appointed by the Committee as a Co-opted Committee Member under clause 15(5).

### **5. Cessation of membership**

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An entity or person ceases to be a Member of the association if the entity or person:

- (a) resigns membership, or
- (b) is expelled from the association.

### **6. Membership entitlements not transferable**

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A right, privilege or obligation which an entity or person has by reason of being a Member of the association:

- (a) is not capable of being transferred or transmitted to another entity or person, and

- (b) terminates on cessation of the entity or person's membership or in the case of Co-opted Member, on the retirement or cessation of the Co-opted Committee Member's position on the Committee. .

## **7. Resignation of membership**

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- (1) A Member of the association may resign from membership of the association 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 association 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.

## **8. Register of members**

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- (1) The public officer of the association must establish and maintain a register of Members of the association specifying the name and postal address of each entity who is a Member of the association together with the date on which the entity became a Member.
- (2) The register of Members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of Members must be open for inspection, free of charge, by any Member of the association at any reasonable hour.
- (4) A Member of the association 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 an entity obtained from the register to contact or send material to the entity, other than for:
  - (a) the purposes of sending the entity a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **9. Fees and subscriptions-**

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There is no subscription fee payable for membership of the association.

## **10. Members' liabilities**

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There is no liability for a Member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

## **11. Resolution of disputes**

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- (1) A dispute between a Member and another Member (in their capacity as Members) of the association, or a dispute between a Member or Members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

## **12. Disciplining of members**

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- (1) A complaint may be made to the Committee by any person that a Member of the association:
  - (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 association.
- (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 association or suspend the Member from membership of the association 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 13.
- (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 association confirms the resolution under clause 12, whichever is the later.

## **13. Right of appeal of disciplined member**

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- (1) A Member may appeal to the association in general meeting against a resolution of the Committee under clause 12, 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 association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association 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 association.

## **Part 3 - The Committee**

### **14. Powers of the Committee**

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of Members of the association,
- (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 association; and
- (d) has power to delegate to its employees the exercise of such of the functions of the Committee, other than this power of delegation and a function which is a duty imposed on the Committee by the Act or by any other law.

### **15. Composition and membership of the Committee**

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- (1) The Committee is to consist of no more than 10 Committee Members which fall into the following two categories:
  - (a) three Council Committee Members nominated by the three Council Members; and
  - (b) up to seven Co-opted Committee Members nominated on the basis of criteria and according to procedures determined by the Committee from time to time.

## **16. Committee Members**

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- (1) Each Council Member must appoint a Council Committee Member to represent that Council Member. The Council Member has discretion to select the best person to represent their shire in consultation with the Committee, taking into consideration the need for continuity and succession planning.
- (2) The Council Member has a right to remove or replace that Council Committee Member as they see fit or in the event that the Council Committee Member resigns.
- (3) A Committee Member may resign office by notice in writing given to the secretary.
- (4) The Committee may appoint Co-opted Committee Members as required.
- (5) Committee Members are appointed for two-year terms and are eligible for reappointment for two further terms of two years each. Committee Members can serve on the Committee for a maximum of six years in total.

## **17. Office bearers**

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- (1) The office bearers of the association are as follows:
  - (a) the chairperson
  - (b) the vice-chairperson
  - (c) the treasurer, and
  - (d) the secretary.
- (2) A person nominated as a candidate for election as an office bearer must be a Committee Member.
- (3) A Committee Member may hold only one office at any given time.
- (4) Each office holder of the association is, subject to this constitution, to hold that office for a period of one year following the date of the Committee Member's election, but is eligible for re-election with the exception that a Committee Member is limited to holding the office of chairperson for a maximum of 6 consecutive years.
- (5) The Committee may nominate and appoint office bearers as required.
- (6) The ballot for the election of office bearers is to be conducted at a Committee meeting in such usual and proper manner as the Committee may direct.

## **18. Secretary**

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- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office bearers and Committee Members; 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.

## **19. Treasurer**

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It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) 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.

## **20. Casual vacancies**

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- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may co-opt a new member 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 initial appointment.
- (2) A casual vacancy in the office of a Committee Member occurs if the Committee Member:
  - (a) dies, or
  - (b) ceases to be a Committee Member of the association, 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 three 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 three 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.

## **21. Removal of Committee members**

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- (1) The association in general meeting may by special resolution remove any Committee Members from the office of Committee Member before the expiration of the Committee 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 Committee Member so removed.
- (2) The Committee may also at any time request that a Council Member reconsider its appointment of its Council Committee Member if in the opinion of Committee, the Council Committee Member has not carried out their duties. Such a request by the Committee will only be made after reasonable consultation with the Council Committee Member.
- (3) If a Committee Member to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the Members of the association, the secretary or the chairperson may send a copy of the representations to

each Member of the association or, if the representations are not so sent, the Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22. Committee meetings and quorum**

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- (1) The Committee must meet at least four 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 chairperson or by the chairperson's appointee.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each Committee Member at least 48 hours (or such other period as may be unanimously agreed on by the Committee Members) 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 and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (5) Half the number of current members plus one constitutes 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 nearest place, time and date as is practicable. A member of the Committee is considered to be present at a meeting if they are able to participate fully in the business of the meeting via electronic means.
- (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 chairperson or, in the chairperson's absence, the vice-chairperson is to preside, or
  - (b) if the chairperson and the vice-chairperson are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the Committee Members present at the meeting is to preside.

## **23. Delegation by Committee**

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- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (to such persons as the Committee thinks fit in the Committee's complete discretion provided that at least one Committee Member is a member of the sub-committee) 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.

## **24. Voting and decisions**

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- (1) 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 Committee Members or sub-committee present at the meeting.
- (2) Each Committee 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.
- (3) Subject to clause 21(5), the Committee may act despite any vacancy on the Committee.
- (4) 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**

### **25. Annual general meetings - holding of**

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The association must hold its annual general meetings:

- (a) within six months after the close of the association's financial year, or
- (b) within such later time as may be allowed by the Secretary of Department of Finance, Services and Innovation or prescribed by the Regulation.

### **26. Annual general meetings - calling of and business at**

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- (1) The annual general meeting of the association is, subject to the Act and to clause 24, 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 and the Executive Officer reports on the activities of the association during the last preceding financial year; and
  - (c) to receive and consider the audited annual 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.

## **27. Special general meetings - calling of**

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- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Committee must, on the requisition in writing of at least three Members of the association - convene a special general meeting of the association.
- (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.

## **28. Notice**

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- (1) Except 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 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 association, 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, 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.

## **29. Quorum for general meetings**

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- (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) Half of the Members plus one (being members entitled under this constitution to vote at a general meeting) or the Member's representative 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 is to stand adjourned to another suitable date, time and place

## **30. Presiding member**

---

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

## **31. Adjournment**

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- (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 association 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.

## **32. Making of decisions**

---

- (1) A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if a majority of Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (3) 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.

### **33. Special resolutions**

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

### **34. Voting**

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- (1) On any question arising at a general meeting of the association a Member has one vote only.
- (2) 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.

### **35. Proxy votes are permitted**

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Proxy voting is permitted under this constitution to determine any issue (other than an appeal under clause 12) in any manner determined by the Committee.

## **Part 5 - Miscellaneous**

### **36. Insurance**

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The association may effect and maintain insurance.

### **37. Funds - source**

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

### **38. Funds - management**

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- (1) The association must not pay any of its profits or financial surplus, or give any of its property, to its Members.
- (2) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Committee determines.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Committee Members or employees of the association, being Committee Members or employees authorised to do so by the Committee.

### **39. Funds Disbursement**

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The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be



distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

#### **40. Change of name, objects and constitution**

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An application to the Secretary for registration of a change in the association'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.

#### **41. Custody of books etc**

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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 association at the main premises of the association or any premise resolved by the Committee.

#### **42. Inspection of books etc**

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- (1) The following documents must be open to inspection, free of charge, by a Member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all Committee meetings and general meetings of the association.
- (2) A Member of the association 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.

#### **43. Service of notices**

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- (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 prepaid post to the address of the person, or
  - (c) by sending it by email 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 prepaid 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 email 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.

#### **44. Financial year**

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The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

#### **45. Public Fund**

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- (1) The association shall establish and maintain a Public Fund.
- (2) The object of the Public Fund is to solicit and receive gifts from the public solely for the purpose of supporting Arts and Cultural Development Projects initiated by the association.
- (3) Donations will be deposited into the Public Fund 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 principal purpose of the association. Investment of monies in this fund will be made in accordance with guidelines for Public Funds as specified by the Australian Taxation Office.
- (4) The Public Fund will be administered by a management committee or a sub-committee of the management committee, the majority of whom have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the association.
- (5) The Public Fund shall operate on a non-profit basis. No monies/ assets in the Public Fund will be distributed to the management committee or a sub-committee of the management committee of the Public Fund, 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.
- (6) Receipts for gifts to the Public Fund must state:
  - (a) the name of the Public Fund and that the receipt is for a gift made to the Public Fund;
  - (b) the Australian Business Number of the association;
  - (c) the fact that the receipt is for a gift; and
  - (d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- (7) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to the provisions for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.
- (8) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its Members, but will be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules will 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 Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

#### **46. Winding up**

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In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.