



SPRINGWOOD COMMUNITY ARTS CENTRE INC

CONSTITUTION

LOCATION

22 Ferguson Road, Springwood, NSW, 2777

OBJECTIVES

To provide people with the opportunity to join the Arts Centre and be given tuition in arts and crafts and associated subjects.

Amended March 2011 and issued July 2011
Amended April, 2016 and issued June 2016
Amended March 2021 and issued April 2021

AMENDMENTS

March 2011: Part 3, Clause 12.(1) a. Part 4 Clauses 20; & 21(d)
April 2016: Clause 1 Class & Workshop added. Clause 6 (1), (2) (4)
March 2021: Clause 33(3) renumbered 33(4). New clause 33(3) added;
Part 5 Miscellaneous, new clause 40 inserted

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PART 1 PRELIMINARY

1. Definitions

(1) In this Constitution:

“The Act” means the Associations Incorporation Act 1984

“The Regulations” means The Regulations made under the Act

“Arts Centre” means Springwood Community Arts Centre Inc

“Member” means a member whose membership fees are paid up to date

“Ordinary Member” means a member of the Management Committee who is not an office-bearer of the Arts Centre, as referred to in 11(1)

“Special General Meeting” means a general meeting of the Arts Centre other than an annual general meeting.

“Class” means a group of members who receive regular tuition as per timetable.

“Workshop” means a group of people engaged in a single event having a specific focus and intent.

(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 was an instrument made under the *Act*.

PART 2 MEMBERSHIP

2. Membership

Membership is available to any person aged 18 years and over upon completion of a membership/enrolment form and payment of the annual membership fee to cover the period 1 January to 31 December each year for people who join the Arts Centre between 1 January and 30 June. Half the annual membership fee shall be payable by people who join the Arts Centre between 1 July and 31 December.

3. Cessation of membership

A person ceases to be a member if the person dies, resigns membership, is expelled from the Arts Centre or does not pay the membership fee in any calendar year.

4. Register of members

(1) The Public Officer of the Arts Centre must establish and maintain a register of members of the Arts Centre specifying the name and address of each person who is a member of the Arts Centre together with the date on which the person became a member.

(2) The register of members must be kept at the principal place of administration of the Arts Centre and the contents of the register shall not be disclosed except for the purpose of rule 22(5), but Management Committee members may view the register when necessary.

- (3) Upon application to the Management Committee by a financial member, the Management Committee may furnish to the applicant such information from the Register of Members as seems proper to the Management Committee.

5. Membership fee

The annual membership fee shall be set by the Management Committee.

6. Tuition

- (1) Class and Workshop fees shall be set by the Management Committee.
- (2) Tuition shall be provided to members following the payment of the appropriate class fee or fees for the class, classes or workshops in which they seek to enrol, and subject to the availability of a position therein.
- (3) At its discretion the Management Committee may determine a scale of reduced fees for recipients of payments from the Department of Social Security and/or Seniors Cards, persons 18-25 studying full-time and the Management Committee shall have power to set concessionary fees for tuition provided to persons aged under 18 years.
- (4) Workshops are unrestricted and open to all members and non members. At its discretion, the Management Committee may determine differential workshop pricing (fee) for both members and non members.

7. Members' liabilities

The members of the Arts Centre shall have no liability to contribute towards the payments of debts and liabilities of the Arts Centre or the costs, charges and expenses of winding up the Arts Centre except to the amount of any unpaid membership fees.

8. Disciplining of members

- (1) A complaint may be made to the Management Committee by any person that a member of the Arts Centre:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Arts Centre
- (2) On receiving such a complaint, the Management 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 Management Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Management Committee may, by resolution, expel the member from the Arts Centre or suspend the member from membership of the Arts Centre 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.

- (4) If the Management Committee expels or suspends a member, the secretary must, within 7 (seven) 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 Management Committee for having taken that action and of the member's right of appeal under rule 9.

9. Right of appeal of disciplined member

- (1) A member may appeal to the Arts Centre in general meeting against a resolution of the Management Committee under rule 8, within 7 (seven) 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 clause (1), the Secretary must notify the Management Committee which is to convene a general meeting of the Arts Centre to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Arts Centre convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Management 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) If at the general meeting the Arts Centre passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 THE MANAGEMENT COMMITTEE

10. Powers of the committee

The Management Committee is elected by Members of the Springwood Community Arts Centre Inc at each Annual General Meeting and, subject to the *Act*, the Regulation and this constitution and to any resolutions passed by the Arts Centre in general meeting:

- (a) is to control and manage the affairs of the Arts Centre, and
- (b) may exercise all such functions as may be exercised by the Arts Centre, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Arts Centre, and has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Arts Centre.

11. Constitution and membership

- (1) The Management Committee shall consist of the following office bearers:
President
Vice-President

Secretary
Treasurer
Public Officer
and 5 (five) ordinary members

- (2) Each member of the Management Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Arts Centre to fill the vacancy and the member may hold office until the conclusion of the annual general meeting next following the date of the appointment.

12. Election of management committee members

- (1) Nominations of candidates for election as office-bearers of the Arts Centre or as ordinary members of the Management Committee must be made in writing on the Nominations Board in the Arts Centre signed by the proposer and seconder, and agreed to by the candidate at least 7 (seven) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (a) A person nominated for election as an office bearer or as an ordinary committee member of the Association must be a member of the association
- (2) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations may be made at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.

13. Secretary

- (1) The Secretary of the Arts Centre must, as soon as practicable after being appointed as secretary, lodge notice with the Arts Centre of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Management Committee,
 - (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting, and
 - (c) all proceedings at Management 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.

14. Treasurer

It is the duty of the treasurer of the Arts Centre to ensure:

- (a) that all money due to the Arts Centre is collected and received and that all payments authorised by the Arts Centre are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Arts Centre, including full details of all receipts and expenditure connected with the activities of the Arts Centre.

15. Casual vacancies

For the purpose of this constitution, a casual vacancy in the office of a member of the Management Committee occurs if a member:

- (a) dies, or
- (b) ceases to be a member of the Arts Centre, or
- (c) resigns office by notice in writing given to the Secretary, or
- (d) is removed from office, or
- (e) becomes a mentally incapacitated person, or
- (f) fails without the consent of the Management Committee to attend its meetings for 3 (three) consecutive months.

16. Removal of committee member

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

17. Management committee meetings and quorum

- (1) Meetings of the Management Committee shall be held each month at a place and time to be determined by the Management Committee.
- (2) Additional meetings of the Management Committee may be convened by the President or by any member of the Management Committee.
- (3) Any 5 (five) members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (4) No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- (5) If at the adjourned Management Committee meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (6) At a meeting of the Management Committee the President, Vice-President or one of the other members of the Management Committee may preside over the meeting.

18. Delegation by committee to sub-committee

- (1) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Arts Centre as the Management Committee thinks fit including a member of the Management Committee) the exercise of such of the functions of the Management 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 Management 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 rule 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 section 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 rule, the Management 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 rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

19. Voting and decisions

- (1) Questions arising at the meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management 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 rule 17(3) the Management Committee may act despite any vacancy on the Management Committee.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

PART 4 GENERAL MEETINGS

20. Annual general meeting—holding of

With the exception of the first annual general meeting of the Arts Centre, the Annual General Meeting of members must be held within 6 months after the close of the Association's financial year.

21. Annual general meeting—calling of and business at

- (1) An annual general meeting must be specified as such in the notice convening it.
- (2) In addition to any other business which may be transacted at the Annual General Meeting, the business of the Annual General Meeting is to include the following:
 - (a) 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 Management Committee reports on the activities of the Arts Centre during the last calendar year
 - (c) to elect office-bearers of the Arts Centre and ordinary members of the Management Committee
 - (d) to receive and any financial statement or report which is required to be submitted to members under the *Act*.

22. Special general meetings—calling of

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Arts Centre.
- (2) The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Arts Centre.
- (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 Management Committee fails to convene a special general meeting to be held within 1 (one) 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 (three) months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.

23. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Arts Centre, 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 Arts Centre, 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 clause (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 rule 21(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.

24. Procedure

- (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 them.
- (2) Five (5) members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members is to be dissolved; and, in any other case, is to stand adjourned to the same day in the following week at the same time and 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 3) is to constitute a quorum.

25. Presiding member

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

26. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting,

adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Arts Centre 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 is not required to be given.

27. Making of decisions

- (1) A question arising at a general meeting of the Arts Centre 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 chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (2) At a general meeting of the Arts Centre, a poll may be demanded by the Chairperson or by at least three (3) members present in person.
- (3) Where a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or 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 chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

28. Special resolution

A resolution of the Arts Centre is a special resolution:

- (a) if it is passed by a majority of two-thirds of the members present to vote in person, or by proxy, at a general meeting of which at least 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 made to appear to the Commissioner 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 Commissioner.

29. Voting

- (1) On any question arising at a general meeting of the Arts Centre a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 (five) proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member, or proxy, is not entitled to vote at any general meeting of the Arts Centre unless the membership fee has been paid for the current year.
- (5)

30. Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary before the scheduled starting time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1 to this constitution.

PART 5 MISCELLANEOUS

31. Insurance

The Arts Centre may effect and maintain insurance.

32. Funds—source

- (1) The funds of the Arts Centre shall be derived from membership fees, class fees, donations and, subject to any resolution passed by the Arts Centre in general meeting, such other sources as the Management Committee determines.
- (2) All money received by the Arts Centre must be deposited as soon as practicable and without deduction to the credit of the Arts Centre's bank account.
- (3) The Arts Centre must, as soon as practicable after receiving any money, issue an appropriate receipt.

33. Funds—management

- (1) Subject to any resolution passed by the Arts Centre 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 Management Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 (two) members of the Management Committee of the Arts Centre, being members authorised to do so by the Management Committee.
- (3) Electronic/Internet online funds management may be undertaken at the discretion of the Management Committee over any platform (banking, direct debit/credit, PayPal etc) across any electronic device (computer, smartphone, tablet etc) in compliance with the service provider.
- (4) Accounts shall be audited by a qualified accountant who shall not be a member of the Management Committee.

34. Alteration of objects and this constitution

The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Arts Centre.

35. Common seal

- (1) The common seal of the Arts Centre must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal must be attested by the signatures either of 2 (two) members of the Management Committee or of 1 (one) member of the Management Committee and of the public officer or secretary.

36. Custody of books

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 Arts Centre.

37. Inspection of books

All records, except the Register of Members of the Arts Centre may be open to inspection, free of charge, by a member of the Arts Centre at any reasonable hour.

38. Service of notices

- (1) For the purpose of this constitution a notice may be served on or given to a person by delivering it to the person personally, OR by sending it by prepaid post to the address of the person.
- (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, or
 - (b) in the case of notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post.

39. Life membership

Life membership of the Arts Centre may be conferred upon a member at the Annual General Meeting, at the instigation of no less than 5 (five) members having given notice of their intention to do so to the Secretary 28 days before the meeting.

40. E-Business

- (1) The Art Centre at the discretion of the Management Committee may implement E-Business activities by selling products and services online via its website and undertake E-Procurement of goods and services via the internet.
- (2) The Arts Centre may utilise social media platforms and/or its website to disseminate and market information to its membership.



