



SOUTH WEST
ARTS

CONSTITUTION

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Part 1 – PRELIMINARY

1. Definitions

1.1 In these rules:

- *Act* means the Associations Incorporation Act 2009
- *Board* means the Board of Directors constituted in accordance with Rule 17 and has the same meaning as “committee” for the purposes of the Act and Regulation
- *Commissioner* means the Commissioner for Fair Trading or any other person appointed as Secretary under the Act
- *Member or ordinary member* means a member of the Association who is not an office-bearer of the Association, as referred to in rule 17(2)
- *Public Officer* means the Public Officer of the Association for the purposes of the Act
- *Regulation* means the Associations Incorporation Regulation 2022.
- *Special general meeting* means a general meeting of the Association other than an Annual General Meeting

1.2 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.

1.3 The provisions of the *Interpretation Act 1987* apply to these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 – OBJECTS OF THE ASSOCIATION

2. Objects

- 2.1 South West Arts seeks to consolidate its role as the peak body for arts and cultural development in the South West region of New South Wales.
- 2.2 South West Arts encourages and develops all art forms to increase the social and economic wellbeing of the South West Region of New South Wales. In pursuit of this objective, the Association is guided by the statement of Mission and Purpose set out in Appendix 1.

Part 3 – MEMBERSHIP

3. Membership qualifications

- 3.1 A person is qualified to be a member of the Association if, but only if the person is a natural person:
- (a) who has been nominated for membership of the Association as provided by rule 4, and
 - (b) who has been approved for membership of the Association by the Board of the Association.
- 3.2 In order to be considered for approval for membership by the Board, a person must either:
- (a) be the duly appointed representative of an organisation listed in Appendix 2; or
 - (b) be a person who, in the considered opinion of the Board, demonstrates their commitment to the Mission and Purpose of the Association as set out in Appendix 1; or
 - (c) be a person who, in the considered opinion of the Board, brings valuable skills and attributes which will assist the Association in the fulfilment of its Objects.

4. Nomination for membership

- 4.1 A nomination of a person for membership of the Association:
- (a) must be made by a member of the Association in writing in the form set out in Appendix 3 to these rules, and
 - (b) must be lodged with the Secretary of the Association.
- 4.2 The Board may determine that a nomination may be made or lodged by email or other electronic means.
- 4.3 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- 4.4 As soon as practicable after the Board makes that determination, the Secretary must:
- (a) notify the nominee in writing, or by email or other electronic means if so approved by the Board, that the Board approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- 4.5 The Secretary must, on payment by the nominee of the amounts referred to in Rule 6.3(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- 4.6 A person whose application for membership of the Association is rejected by the Board may appeal that decision, and the appeal shall be determined in like manner to the determination of an internal dispute as provided for in Rule 11.

5. Cessation of membership

5.1 A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns their membership, or
- (c) is expelled from the Association, or
- (d) in the opinion of the Board, has ceased to be qualified to be a member under Rule 3; or
- (e) fails to pay any annual subscription due and owing within 3 months of the due date.

6. Membership entitlements not transferable

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

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

7. Resignation of membership

7.1 A member of the Association is not entitled to resign that membership except in accordance with this rule.

7.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least 1 month (or such other period as the Board 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.

7.3 If a member of the Association ceases to be a member under Rule 7.2, and in every other case where a member ceases to hold membership, the Public Officer 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

8.1 The Public Officer must establish and maintain a register of members of the Association.

8.2 The register—

- (a) may be in written or electronic form, and
- (b) must include, for each member—
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member—the date on which the person ceased to be a member, and
- (c) if kept in electronic form, be capable of being converted to hard copy

- 8.3 The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 8.4 A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some lesser amount is determined by the Board, that other amount.
- 8.5 Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- 8.6 A member must not use information about a member obtained from the register to contact or send material to the member, unless—
- (a) the information is used to send the member—
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

9. Fees and subscriptions

- 9.1 Unless approved by the members as a Special Resolution, no annual subscription fees will be changed to members.

10. Members' liabilities

- 10.1 The liability of 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 is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 9.

11. Resolution of internal disputes

- 11.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 11.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 11.3 If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- 11.4 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

12. Disciplining of members

- 12.1 A complaint may be made to the Board by any member that another member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2 The Board may refuse to deal with a complaint if the Board considers the complaint is trivial or vexatious
- 12.3 If the Board decides to deal with the complaint, the Board must:
- (a) cause notice of the complaint to be served on the member concerned, and
 - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) take into consideration any submissions made by the member in connection with the complaint.
- 12.4 The Board 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.
- 12.5 If the Board 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 Board for having taken that action and of the member's right of appeal under rule 13.
- 12.6 The expulsion or suspension does not take effect:
- (a) until the day after 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 rule 15(5), whichever is the later.

13. Right of appeal of disciplined member

- 13.1 A member may appeal to the Association in general meeting against a resolution of the Board under Rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 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.
- 13.3 On receipt of a notice from a member under) Rule 13.1, the Secretary must notify the Board which is to convene a Special General Meeting of the Association in accordance with Rule 31, to be held within 28 days after the date on which the Secretary received the notice.

- 13.4 At a Special General Meeting of the Association convened to consider the notice of appeal:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board 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.
- 13.5 The appeal is to be determined by a simple majority of votes cast by the members voting at the general meeting convened for that purpose

Part 3 – THE BOARD

14. Powers of the Board

14.1 The Board is to be called the Board of Directors of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

- (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 these rules to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

15. Membership of the Board

15.1 The Board is to consist of:

- (a) the office-bearers of the Association, and
- (b) ordinary members, each of whom is to be elected at the Annual General Meeting of the Association in accordance with Rule 16, such that total membership comprises no more than nine (9) persons including office-bearers.
- (c) up to two (2) persons other than ordinary members may be co-opted as additional members of the Board by a resolution of the Annual General Meeting of the Association.

15.2 The office-bearers of the Association are to be:

- (a) the Chairperson
- (b) the Deputy Chairperson
- (c) the Treasurer
- (d) the Secretary

15.3 Office bearers of the Association shall be elected annually at the Annual General Meeting.

15.4 Except in the case of casual vacancies, each member of the Board shall be elected for a two year term

15.5 Each member of the Board may not serve more than three consecutive terms

15.6 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

16. Election of the Board

- 16.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Board:
- (a) must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Public Officer of the Association at least 21 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 16.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected, and any vacant positions remaining on the Board are taken to be casual vacancies.
- 16.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 16.5 Subject to Rule 38.6, the ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

17. Public Officer

- 17.1 It is the duty of the Public Officer to keep 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 or a general meeting, and
 - (c) all proceedings at Board meetings and special general meetings.

18. Chairperson

- 18.1 The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor).

19. Deputy Chairperson

- 19.1 The deputy chairperson is entitled to chair general meetings when
- (a) there is no elected chairperson, or
 - (b) the elected chairperson is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the elected chairperson is present but says they do not wish to act as chairperson of the meeting.

20. Treasurer

- 20.1 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, and
 - (c) that the Financial Statements of the Association are prepared and kept in compliance with the Regulation

21. Secretary

- 21.1 The Secretary of the Association must, as soon as practicable, lodge notice with the Association of their residential, postal and email address
- 21.2 It is the duty of the Secretary to keep the register of a members of the Association and keep minutes of all general meetings, special meetings and Annual General Meetings of the Association
- 21.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. Casual vacancies

- 22.1 For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:
- (a) dies, or
 - (b) ceases to be a 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 Rule 25, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

23. Removal of Board member

- 23.1 The Association in general meeting may by resolution remove any member of the Board 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.
- 23.2 If a member of the Board to whom a proposed resolution referred to in Rule 23.1 relates makes representations in writing to the chairperson (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the chairperson or Secretary may send a copy of the representations to each member of the Association 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.

24 Meetings and quorum

- 24.1 The Board must meet at least three times in each period of 12 months at such place and time as the Board may determine via face-to-face, electronic or teleconference meetings.
- 24.2 Board members are required to attend a minimum of three meetings per year. If a Board member fails to attend the minimum required number of meetings (without the consent of the Board), the Board may by a simple majority resolve to recommend the removal of that member in accordance with Rule 23.
- 24.4 Additional meetings of the Board may be convened by the chairperson.
- 24.5 Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 24.6 Notice of a meeting convened under Rule 24.4 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.
- 24.7 A quorum for the transaction of the business of a meeting of the Board shall be a majority of the members of the Board as at that date.
- 24.8 No business is to be transacted by the Board 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.
- 24.9 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.
- 24.10 At a meeting of the Board:
- (a) the chairperson or, in the chairperson's absence, the deputy chairperson is to preside, or
 - (b) if the chairperson and the deputy chairperson are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

25 Delegation by Board to sub-committee

- 25.1 The Board may, by instrument in writing, delegate to one or more sub- committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 25.2 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.

- 25.3 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.
- 25.4 Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- 25.5 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.
- 25.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 25.7 A sub-committee may meet and adjourn, as it thinks proper.

26 Voting and decisions

- 26.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 26.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (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.
- 26.3 Subject to rule 24.7 the Board may act despite any vacancy on the Board.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

27 Transaction of business outside meetings or by telephone or other means

- 27.1 The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.
- 27.2 If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board members, is taken to be a decision of the Board made at a meeting of the Board.
- 27.3 The Board may transact its business at a meeting at which one or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by all other members.
- 27.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Board.
- 27.5 A resolution approved under Rule 27.2 must be recorded in the minutes of the following meeting of the Board.

Part 4 –GENERAL MEETINGS

28 Annual General Meetings

- 28.1 The Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members at such place and time as the Board thinks fit.
- 28.2 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 Board reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary members of the Board,
 - (d) to receive and consider the financial statements of the Association for the preceding year and the auditor's report
 - (e) to appoint the auditor for the next following year.
- 28.3 An Annual General Meeting must be specified as such in the notice convening it.

29 Special General Meetings

- 29.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 29.2 The Board must, on the requisition in writing of at least 5 members, convene a special general meeting of the Association.
- 29.3 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.
- 29.4 If the Board 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.
- 29.5 A special general meeting convened by a member or members as referred to in Rule 29.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

30 Notice

- 30.1 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.
- 30.2 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 Rule 30.1, the intention to propose the resolution as a special resolution.
- 30.3 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 28.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31 Procedure

- 31.1 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 during the time the meeting is considering that item.
- 31.2 A quorum for the transaction of the business of a general meeting shall be either:
(i) half the number of members, plus 1, or
(ii) 7 members
whichever is the lesser.
- 31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and
(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 31.4 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 five) is to constitute a quorum.

32 Presiding member

- 32.1 The chairperson or, in the chairperson's absence, the deputy chairperson is to preside as chairperson at each general meeting of the Association.
- 32.2 If the chairperson and the deputy-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33 Adjournment

- 33.1 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.
- 33.2 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.
- 33.3 Except as provided in Rules 35.1 and 35.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34 Making of decisions

- 34.1 A question arising at a general meeting of the Association 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, 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.
- 34.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting
- 34.3 If 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.

35 Special resolution

- 35.1 A resolution of the Association is a special resolution:
- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, 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.

36 Voting

- 36.1 On any question arising at a general meeting of the Association a member has one vote only.
- 36.2 All votes must be given personally or by proxy but no member may hold more than five proxies.
- 36.3 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.
- 36.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

37 Appointment of proxies

- 37.1 Each member is to be entitled to appoint another member as proxy by notice given to the Public Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 37.2 The notice appointing the proxy is to be in the form set out in Appendix 4.

38 Transaction of business outside meetings or by telephone or other means

- 38.1 The Association may transact its business by the circulation of papers, including by electronic means, among all members of the Association.
- 38.2 If the Association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Association made at a general meeting.
- 38.3 The Association may transact its business at a general meeting at which one or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 38.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of—
 - (a) the approval of a resolution under Rule 38.2, or
 - (b) a meeting held in accordance with Rule 38.3.
- 38.5 A resolution approved under Rule 38.2 must be recorded in the minutes of the meetings of the Association.
- 38.6 If the Board determines that it is impracticable to convene a general meeting for the purposes of conducting a ballot, then subject to any relevant requirements of the Act it may resolve to conduct a postal or electronic ballot. Any such ballot must be conducted in accordance with Schedule 2 of the Regulation

Part 5 – MISCELLANEOUS

39 Insurance

39.1 The Association may effect and maintain insurance.

40 Funds – source

40.1 The funds of the Association are to be derived from grants, project fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

40.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

40.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41 Funds – management

41.1 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 Board determines.

41.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

42 Alteration of objects and rules

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

42.2 Any amendment to Appendix 1 or Appendix 2 must be approved by a general meeting of the Association before taking effect.

43 Common seal

43.1 The common seal of the Association must be kept in the custody of the Public Officer.

43.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer or Secretary.

44 Custody of books

44.1 Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

45 Inspection of books

45.1 The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

46 Service of notices

46.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.

46.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by electronic transmission, on the date it was sent, or if the computer from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47 Financial Year

47.1 The financial year of the Association is from 1 January to the following 31 December in any calendar year.

48 Winding Up

48.1 The Association may be wound up voluntarily if the members so resolve by a special resolution passed at a general meeting convened for that purpose.

48.2 In the event of the Association being wound up, either voluntarily or otherwise pursuant to sections 61A or 63 of the Act, then the assets of the Association must be distributed in accordance with section 65 of the Act.

Appendix 1

VISION, MISSION AND PURPOSE OF SOUTH WEST ARTS

Our Vision

Grounded in principles of connection to place and in partnership with our diverse communities, we imbed arts, culture and creativity into every aspect of our communities. We will capture the full potential of our regions youth and creative practitioners and apply our collective knowledge, skills and creative thinking to integrate these into the way we manage every-day opportunities, challenges and change.

Together we lead the South West Region towards a transformative creative future where impossible things become possible.

Our Mission

We work on a regional level to cultivate an environment that encourages creativity and enables arts and cultural organisations and individuals to leverage resources, develop innovative solutions, and build strong networked connections to develop and grow the skills, capabilities and resources of the creative sector and provide creative career and educational opportunities for our regional youth.

Our Purpose

Our Purpose is to:

Lead arts and cultural development across the South West region of NSW by:

- a) Advocating for the arts and cultural development needs of the region
- b) Facilitating and brokering partnerships between governments, media, business, education and other regional service providers to increase arts and cultural development outcomes
- c) Building partnerships with local Aboriginal artists and communities
- d) Partnering with local government to support community cultural development aspirations
- e) Facilitating skills development, networking and funding opportunities for organisations, groups and individuals involved in the creative sector
- f) Initiating strategic projects in all forms that achieve the organisations vision and mission
- g) Stimulating, challenging, empowering and inspiring South West regional audiences in a wide variety of arts forms
- h) Ensuring South West Arts Inc. is equitable, transparent, accountable and financially responsible.

Appendix 2

MEMBER ORGANISATIONS

Rule 3.2(a) South West Arts Constitution

Balranald Shire Council

Berrigan Shire Council

Carrathool Shire Council

Edward River Council

Hay Shire Council

Murray River Council

Appendix 3

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Rule 4.1(a) South West Arts Constitution

South West Arts Incorporated (incorporated under the Associations Incorporation Act 2009)

I,

(Full name of applicant)

Of

(Address)

Email:

Ph:

.....
(Occupation)

Hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association.

.....
(Signature of applicant)

(Date)

I,a member of the Association,
(Full name)

Nominate the applicant, who is personally known to me, for membership of the Association.

I,

(Signature of proposer)

.....
(Date)

All completed forms must be forwarded to the Public Officer for presentation at the next South West Arts Board meeting. The nominee will be advised of the acceptance/ rejection of this application as soon as practicable after that determination. PO BOX 378, Deniliquin, NSW, 2710 Ph. 03 5881 7749 Email. eo@southwestarts.com.au

Appendix 4

APPOINTMENT OF PROXY

South West Arts Inc.

Rule 37.2 South West Arts Constitution

I.....of.....

.....

being an eligible voting Member of South West Arts Inc. as defined by the Rules, hereby

appoint.....of.....

.....

or failing him/her the Chairperson for the time being of the meeting as my proxy to attend and vote on my behalf at the general meeting of South West Arts Inc (Annual General Meeting or Special General Meeting, as the case may be) to

be held on the.....day of.....and at any adjournment thereof.

My proxy is authorized to vote in favour of / against (delete as appropriate) the resolution/s:

a.

b.

c.

Signed this.....day of.....20

.....

(Signature)