

# **Constitution**

## **Under the Associations Incorporation Act 2009**

### **Southern Tablelands Arts Inc.**

As endorsed by members at the Special General Meeting on 9 September 2014

Southern Tablelands Arts Inc.

STARTS, PO Box 1323, Goulburn NSW 2580

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# Part 1 - Preliminary

## 1. Definitions, objectives and powers

### (1) Definitions:

In this constitution

**association** means Southern Tablelands Arts Incorporated, also referred to as STARTS.

**board** means the board of management of the association elected under Part 3

**chair** means *presiding member*

**delegate/s** means the person/s who is/are the current appointed representative/s of an organisation that is a member or a local government body that is a partner of the Association

**Executive Officer** means the person appointed by the board pursuant to clause 39

**local government body** also referred to as LGB means a Council administering an area referred to as a local government area

**member** means an individual or organisation defined in Part 2

**organisation** means a body of person whether corporate or unincorporated

**region** means the STARTS geographical region comprising the local government areas of Boorowa, Goulburn Mulwaree, Upper Lachlan, Yass Valley, Queanbeyan City, Palerang, Wollondilly and Wingecarribee or as established by the Government of NSW from time to time

**partner** means a local government body that pays an agreed financial contribution established through a Memorandum of Understanding

**ordinary board member** means a member of the board who is not an office-bearer of the association

**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

**special general meeting** means a general meeting of the members of the association other than an annual general meeting

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

**the Regulation** means the *Associations Incorporation Regulation 2010*.

### (2) A reference to:

- a) a function includes a reference to a power, authority and duty, and
- b) 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.

(4) The name of the association is Southern Tablelands Arts Incorporated.

(5) The association shall also be known as STARTS.

### (6) Vision and objectives

The vision of the Association is:

*“To be an effective link between Councils, artists, arts-workers and communities in supporting the development of culture and the arts in the region”*

### (7) The Objectives of the association are:

- a) Advocate for and support the cultural environment of the communities of STARTS;
- b) Build stronger partnerships with our local government bodies;

- c) Focus on and provide opportunities for cultural engagement across the region through a strategic planning process;
- d) Assist in promoting cultural activity and opportunities within and outside the region; and
- e) Ensure that the organisation is professionally managed using good governance practices.

**(8) Powers**

- a) The association has the powers of an individual.
- b) The association may:
  - (i) Enter into contracts;
  - (ii) Acquire, hold, deal with and dispose of property;
  - (iii) Make charges for services and facilities it supplies;
  - (iv) Do other things necessary or convenient to be done in carrying out its affairs; and
- c) Make changes to this constitution by Special Resolution of members attending a special general meeting.

## **Part 2 Membership**

### ***2. Membership and rights of members***

- (1) A person is eligible to be a member of the association if the person is:
  - a) a natural person, and
  - b) resides or works in the region.
- (2) An organisation is eligible for membership if their charter is substantially involvement in activities related to the association's objectives and it is located within the association's region. An eligible organisation may nominate up to two delegates each year.
- (3) Each LGB partner may, in each year, nominate up to two delegates.
- (4) Individual members have the right to
  - a) Attend, speak and vote at the Annual General Meetings;
  - b) Be nominated and elected to the role of board member;
  - c) Ask the board members to call a Special General Meeting in accordance with clause 25; and
  - d) May request to look at the books and records of the association in accordance with the Government Information (Public Access) Act 2009.
- (5) Delegates of partners or organizations have the same responsibilities and rights as individual members.

### ***3. Application for membership***

- (1) Application for membership of the association:
  - a) must be made by in writing in the form set out in Appendix 1 to this constitution, and
  - b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving the application for membership, the secretary must refer the application to a sub-committee set up by the board to determine whether to approve or to reject the application.
- (3) As soon as practicable after the sub-committee makes that determination, the secretary must:
  - a) notify the nominee, in writing, that the board approved or rejected the application (whichever is applicable), and
  - b) if the board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution as

determined by the board from time to time, by a member as entrance fee and annual subscription.

- (4) The secretary must, on payment by the applicant of the amounts referred to in sub-clause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

#### **4. Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - a) dies, or
  - b) resigns membership, or
  - c) is expelled from the association, or
  - d) fails to pay the annual membership fee under sub-clause 3(3)(b) within 3 months after the fee is due.

#### **5. Membership entitlements not transferable**

- (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.

#### **6. Resignation of membership**

- (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 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.
- (2) If a member of the association ceases to be a member under sub-clause (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.

#### **7. Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person 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 a person obtained from the register to contact or send material to the person, other than for:
  - a) the purposes of sending the person 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.

## **8. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee as determined by the board.
- (2) In addition to any amount payable by the member under sub-clause (1), a member of the association must pay to the association an annual membership fee as determined by the board:
  - a) except as provided by paragraph (b), before 1 January in each calendar year, or
  - b) if the member becomes a member on or after 1 January in any calendar year - on becoming a member and before 1 January in each succeeding calendar year.

## **9. Members' liabilities**

- (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 clause 8.

## **10. Resolution of disputes**

- (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 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A complaint may be made to the board 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 board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the board decides to deal with the complaint, the board:
  - 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 board in connection with the complaint, and
  - c) must take into consideration any submissions made by the member in connection with the complaint.
- (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 and the expulsion or suspension is warranted in the circumstances.
- (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 clause 12.
- (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.

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

- (1) A member may appeal to the association in general meeting against a resolution of the board under clause 11, 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 sub-clause (1), the secretary must notify the board 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 sub-clause (3):
  - 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.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 - The board**

### **13. Powers of the board**

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the board:
  - a) is to control and manage the affairs of the association,
  - 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, 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.

### **14. Composition and membership of the board**

- (1) The board is to consist of:
  - a) the office-bearers of the association, and
  - b) at least 3 ordinary board members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of board members is to be at least 7 and not exceeding 10.
- (3) The board may co-opt other persons in case of a casual vacancy who will have the same rights and responsibilities as elected ordinary members, subject to sub-clause (6) below.
- (4) The office-bearers of the association are as follows:
  - a) the president,
  - b) the vice-president,
  - c) the treasurer,
  - d) the secretary.
- (5) A board member may hold up to 2 offices (other than both the president and vice-president offices).
- (6) Each member of the board 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.
- (7) The expected duties of the office bearers are described in Appendix 2 of this constitution.



## **15. Election of board members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary board members:
  - a) must be made in writing, signed by 2 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 secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the board 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) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary board members of the board is to be conducted at the annual general meeting in such usual and proper manner as the board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary board member of the association must be a member of the association.

## **16. Secretary**

- (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 members of the board, and
  - 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 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.

## **17. Treasurer**

- (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.

## **18. Casual vacancies**

- (1) 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 this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) 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 clause 19, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the board from 3 consecutive meetings of the board, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 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.

## **19. Removal of board members**

- (1) The association in general meeting may by resolution remove any member of the board 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 board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president 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.

## **20. Board meetings and quorum**

- (1) The board must meet at least 3 times in each period of 12 months at such place and time as the board may determine.
- (2) Additional meetings of the board may be convened by the president or by any member of the board.
- (3) 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.
- (4) Notice of a meeting given under sub-clause (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 board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (6) 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.
- (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 board:
  - a) the president or, in the president's absence, the vice-president is to preside, or
  - b) if the president and the vice-president 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.

## **21. Delegation by board to sub-committee**

- (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.

- (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 board 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 board.
- (6) The board 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.

## **22. Voting and decisions**

- (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.
- (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.
- (3) Subject to clause 20 (5), the board may act despite any vacancy on the board.
- (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.
- (5) If a board member has a conflict of interest, they must tell the other board members at the relevant meeting of the board:
  - a) What the interest is; and
  - b) How it relates to the Association.
- (6) The conflict of interest must be recorded in the minutes of the meeting.
- (7) A board member who has a conflict of interest must not:
  - a) Be present at the meeting/s while the matter is being considered; and/or
  - b) Vote on the matter;
 Unless allowed to do so under the Act and/or the agreement of the other board members.
- (8) Board Members may not be paid, unless
  - a) they are employees of the Association, or
  - b) they have a contract to provide goods or services (so long as the board member has exercised any duty to disclose a conflict of interest and the board has voted on the matter).
- (9) The association may pay the board members' travelling and other expenses associated with attending meetings or to do other Association business as determined by the board from time to time.

## **Part 4 - General meetings**

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

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - a) within 6 months after the close of the association's financial year, or
  - b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

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

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the board 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 board reports on the activities of the association during the last preceding financial year,
  - c) to elect office-bearers of the association and ordinary board members,
  - d) to receive and consider any 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.

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

- (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the requisition in writing of at least eight (8) members, 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,
  - b) must be signed by the members making the requisition,
  - c) must be lodged with the secretary, and
  - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (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.
- (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 board.

## **26. Notice**

- (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 24 (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.

## **27. Quorum for general meetings**

- (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) Five members present (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:
  - 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.
- (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) are to constitute a quorum.

## **28. Presiding member**

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

## **29. 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 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 sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. 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 5 or more members present at the meeting decide that the question should be determined by 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.

## **31. Special resolutions**

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

## **32. Voting**

- (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.

- (3) A person not on the register of members in accordance with clause (3) is not entitled to vote at any general meeting of the association.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **33. Proxy votes not permitted**

- (1) Proxy voting will not be allowed at or in respect of a general meeting or a special general meeting.

### **34. Postal ballots**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **35. Insurance**

- (1) The association may effect and maintain insurance.

### **36. Funds - source**

- (1) The funds of the Association are to be derived from membership fees, grants from government and non-government agencies, fee for service, donations and ticket/door sales and, subject to any resolution passed by the association in general meeting, such other sources as the board determines.

### **37. Funds - management**

- (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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by members of the board or employees of the association, being members or employees as determined and authorised to do so by the board.

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

- (1) An application to the Director-General 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 board member.

### **39. Executive Officer**

- (1) The board shall make arrangements for the employment of an executive officer.
- (2) The executive officer's duties shall be set out in detail in a contract of employment between the association and the executive officer and shall contain at least the following elements:
  - a) The association's day to day operations;
  - b) Encouragement of and advocacy for cultural and artistic endeavour within the region;
  - c) The association's efficient financial administration;
  - d) Employment and management of other staff and consultants as approved by the board;
  - e) Provision of reports to the board on the association's operations and attendance at all board meetings;
  - f) Liaison with all stakeholders; and
  - g) Participation in an annual review.

### **40. The Public Officer**

- (1) The Public Officer is the official point of contact for the association, they can also be one of the authorised signatories.

- (2) The Public Officer may remain until such time as a new Public Officer is appointed.
- (3) A board member or an ordinary member or a person outside of the association may hold the position of Public Officer.
- (4) Must be over eighteen (18) years of age and reside in New South Wales.
- (5) The board will appoint the Public Officer when a vacancy occurs.
- (6) A Public Officer will vacate the position if they:
  - a) Die;
  - b) Resign in writing to the board;
  - c) Are removed from office by the passing of a resolution at a SGM;
  - d) Becomes a mentally incapacitated person;
  - e) Cease to be a resident of New South Wales; or
  - f) Do not meet any circumstances as provided in this constitution.
- (7) Once the position becomes vacant, the board must fill the position within twenty-eight (28) days.
- (8) The new Public Officer must notify NSW Fair Trading within twenty-eight (28) days of the new appointment. Notification must be on the approved form (Notice of appointment of public officer and notice of change of association address Form A9).
- (9) The Public Officer is responsible for:
  - a) Notifying the NSW Fair Trading of any change in the association's official address within twenty-eight (28) days;
  - b) Collecting all association documents from former board members and delivering the documents to the new board member;
  - c) Returning all the Association documents, within their possession, to a board member within fourteen (14) days, upon their vacating office;
  - d) Lodging an annual summary of financial affairs, with the prescribed fee, within one (1) month of the association's AGM;
  - e) Acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the board as soon as possible; and
  - f) Custody of any documents as required by this constitution.

#### **40. Inspection of books etc**

- (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 board 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 sub-clause (1) on payment of a fee of not more than \$1 for each page copied.

#### **41. Service of notices**

- (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,
  - b) by sending it by pre-paid post to the address of the person, or
  - c) by sending it by some 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,
- 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, or
- c) in the case of a notice sent by some 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.

## **42. Financial management and management of the association**

- (1) The financial year of the Association is a calendar twelve (12) months, commencing January 1st to December 31st.
- (2) The Association's accounts must be audited as soon as practicable after the end of the financial year by:
  - a) A person appointed as such at the proceeding AGM who shall hold office until the next AGM but is eligible for re-appointment; and
  - b) A qualified auditor as such and may not be a member of the board.
- (3) The board must fill a vacancy occurring in the office of auditor during the year as a casual vacancy and such appointee shall hold office until the next AGM but is eligible for reappointment.
- (4) The income and property of the association from whatever source derived shall be applied solely towards the promotion of the objectives of the association as set forth in this constitution and any terms and conditions that may be set out in the relevant contract or memorandum of understanding or the guidelines under which it was received. Any funds may only be expended as approved by the board.
- (5) The association must keep accurate records of all accounts and transactions accounts as determined by the board.
- (6) All monies received by the association must be deposited within twenty-four (24) hours and without reduction to the credit of the association's account.
- (7) The Association must, as soon as practical after receiving any monies issue an appropriate receipt.
- (8) The Association may operate a petty cash fund. The board shall determine the limit to be held in the account at any one time and the purpose for the use of the fund.
- (9) The Executive Officer may use internet banking facilities for transactions in lieu of payment by cheques as determined and approved by the board.
- (10) The board may authorise the executive officer to expend funds to a maximum limit and purpose as set out by the board

## **43. Winding up of the association**

- (1) If upon the winding-up or dissolution of the association, 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 shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the association.



# Appendix 1 Application for Membership of STARTS

(Clause 3 (1))

I, \_\_\_\_\_

[full name of applicant, please print]

of \_\_\_\_\_

\_\_\_\_\_ [address]

\_\_\_\_\_ [occupation]

hereby apply to become a member of the STARTS.

In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

Signature of applicant \_\_\_\_\_ Date

I, \_\_\_\_\_

[full name, please print]

a member of the association, endorse the applicant for membership of the association.

Signature of proposer \_\_\_\_\_ Date

I, \_\_\_\_\_

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

Signature of seconder \_\_\_\_\_ Date

## **Appendix 2**

### ***The duties of the President***

The duties include

- (a) Ensure that Board Members understand their jobs and are able to fulfill those expectations;
- (b) Chair meetings of the Association, unless agreed by the Board that it shall be another Board Member;
- (c) Help recruit new Members and develop succession plans for Board Presidents;
- (d) Provide structure so that the work of the Board and Association can be accomplished;
- (e) Ensure that management tools are developed and implemented;
- (f) Work with Sub-committees. The President may serve as an ex officio member of the board's various Sub-committees;
- (g) Serve as a link to the broader community. The President must be prepared to act as the public face of the Association: addressing issues with the media, lobbying and promoting the Association to prospective funding bodies and donors;
- (h) Report to Members at the AGM.

### ***The duties of the Vice-President***

The duties include:

- (a) Perform the President's responsibilities when the President is not available;
- (b) Work closely with the President;
- (c) Participates closely with the President to develop and implement officer transition plans; and
- (d) Perform other responsibilities as assigned by the board.

### ***The duties of the Treasurer***

The duties include

- (a) Ensure that all monies due to the Association are collected and received and that all payments authorised by the Association are made;
- (b) 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;
- (c) Present a financial statement at each GM;
- (d) Report to the Members at the AGM.

### ***The duties of the Secretary***

The duties include

- (a) To keep records of:
  - All appointments of office-bearers and members of the board; and
  - The names of members of the board present at GMs; and
  - The names of all present at AGMs and SGMs; and
  - All proceedings at all meetings; and
- (b) Have the Register of Members available at the AGM; and
- (c) Deal with all correspondence of the Association, and disseminate it as appropriate.