

**DRAFT CONSTITUTION OF  
WOODVILLE SCHOOL OF ARTS INCORPORATED**

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# DRAFT CONSTITUTION OF WOODVILLE SCHOOL OF ARTS INCORPORATED

## Part 1 - Preliminary

### 1.1 Name of Association

The name of the Association is the Woodville School of Arts Incorporated.

### 1.2 Definitions

(1) **In this Constitution:**

- (a) **Association** means the Woodville School of Arts Incorporated.
- (b) **Director-General** means the Director-General of the Department of Services, Technology and Administration.
- (c) **Membership** of the Association shall also be evidence of membership of the Woodville School of Arts
- (d) **ordinary Management Committee member** means a member of the Management Committee who is not an office-bearer of the Association.
- (e) **Secretary** means:
  - (i) the person holding office under this Constitution as Secretary of the Association, or
  - (ii) if no such person holds that office - the public officer of the Association.
- (f) **special general meeting** means a general meeting of the Association other than an annual general meeting.
- (g) **the Act** means the *Associations Incorporation Act 2009*.
- (h) **the Regulation** means the *Associations Incorporation Regulation 2010*.

(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.
- (c) 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.

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## **Part 2 - Objects and Activities**

### **2.1 Objects of the Association**

The Association shall only act as Trustee of the Woodville School of Arts and shall have no other purpose or activities.

The objects shall be in accordance with the original Trust Deed and the Trustees of School of Arts Enabling Act 1902, such that the Association conserves and promotes the historic and contemporary identity of the Woodville Community and its Hall, by;

- 1) Stewardship to maintain and improve the Woodville School of Arts Hall in a manner sympathetic to its origins;
- 2) Encouraging the local community and others to use the Hall and its facilities;
- 3) Raising funds in whatever manner is necessary to ensure the ongoing viability of the Hall;
- 4) Undertaking appropriate planning for the future of the Hall in the interests of the local community; and
- 5) Enhancing and curating the collections of historical documents and memorabilia pertaining to Woodville Community and the Hall.

### **2.2 Charitable purposes**

The Association, in its own right or as Trustee

- (1) Must pursue charitable purposes only and apply its income in promoting the objects as listed in this Constitution;
- (2) Must not make distributions directly or indirectly to Members; and
- (3) Must not pay fees to its Management Committee members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

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## **Part 3 Membership**

### **3.1. Membership generally**

- (1) Every member of the Association shall also be a member of the Woodville School of Arts.
- (2) A person is eligible to be a member of the Association if
  - (a) a nomination for membership of the Association has been received and approved in accordance with clause 3.2, and
  - (b) the person is a natural person.
- (3) There shall be three categories of membership;
  - (a) Single,
  - (b) Household, and
  - (c) Life.
- (4) Joint members shall have one membership and one vote.

### **3.2 Application for membership**

- (1) A nomination of a person for membership of the Association:
  - (a) must be made by a member in writing in the form set out in Appendix 1 to this Constitution,
  - (b) must be seconded by another member, and
  - (c) must be signed by the applicant; and
  - (d) must be lodged with the Secretary of the Association, together with any admission fee and membership fee.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Management Committee which is to determine whether to approve or to reject it.
- (3) As soon as practicable after the Management Committee makes that determination, the Secretary must notify the applicant, in writing, that the Management Committee approved or rejected the application (whichever is applicable), and
- (4) the Secretary must enter or cause to be entered any approved applicant's name in the register of members and, on the name being

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so entered, the applicant becomes a member of both the Association and the Woodville School of Arts.

## **3.3 Life Membership**

- (1) A person can be awarded Life Membership by the Management Committee in recognition of an outstanding ongoing contribution to the Association and/or the Woodville School of Arts.
- (2) Life membership confers permanent membership status to the person, with
  - a. no future payment of membership fees, and
  - b. full voting rights.

## **3.4 Cessation of membership**

A member ceases to be a member if:

- (1) the person dies, or
- (2) the member resigns membership, or
- (3) the member is expelled, or
- (4) the member fails to pay the annual membership fee under clause 3.8 within 3 months after the fee is due.

## **3.5 Membership entitlements not transferable**

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

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

## **3.6. Resignation of membership**

- (1) A member may resign from membership by first giving to the Secretary written notice of at least one month (or such other period as the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the

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Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **3.7. Register of members**

- (1) The Secretary of the Association must establish and maintain a single register of members which shall be the Register of Members for both the Association and the Woodville School of Arts, specifying for each membership
  - (a) the name of the member,
  - (b) postal or residential address,
  - (c) preferred form of communication nominated,
  - (d) the date on which membership commenced, and
  - (e) whether the member has requested that any of this information, other than name, is not to be available for inspection.
- (2) The Register must
  - (a) specify the category of membership each member holds, and
  - (b) record the most recent Woodville School of Arts annual subscription and admission fee, if received, showing the date, receipt number and amount received.
- (3) The register of members must be kept in New South Wales at the principal place of administration of the Association, or at the Association's official address.
- (4) Subject to 3.7 (6) the register of members must be open for inspection, free of charge, by any member at any reasonable hour.
- (5) Subject to 3.7 (6) a member may obtain a copy of any part of the register on payment of a fee as specified by the Management Committee for each page copied.
- (6) 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.
- (7) 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 the Woodville School of Arts or other material relating to the Association or Woodville School of Arts, or



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- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **3.8 Fees and subscriptions**

- (1) The Association shall charge nil admission fees or membership fees.
- (2) A member must, on admission to membership, pay an admission fee as determined from time to time by the Management Committee, such fee to relate to the application to join the Woodville School of Arts.
- (3) In addition to any amount payable by the member under subclause (2), a member must pay the appropriate Woodville School of Arts annual membership as determined from time to time by the Management Committee:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

## **3.9 Members' liabilities**

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.

## **3.10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members), or a dispute between a member or members and the Association or the Woodville School of Arts, 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.

## **3.11 Disciplining of members**

- (1) A complaint may be made to the Management Committee by any person that a member:

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- (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 or the Woodville School of Arts.
- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the 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.
- (4) The Management Committee may, by resolution, expel the member or suspend the member from membership 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 Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 3.12.
- (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 3.12, whichever is the later.

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

- (1) A member may appeal to the Association in general meeting against a resolution of the Management Committee under clause 3.11, 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 subclause (1), the Secretary must notify the Management Committee which is then to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

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- (4) At a general meeting of the Association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the 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) The appeal is to be determined by a simple majority of votes cast by members of the Association.

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## **Part 4 - The Management Committee**

### **4.1 Powers of the Management Committee**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Management Committee:

- (1) is to control and manage the affairs of the Association, as Trustee of the Woodville School of Arts, and
- (2) 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
- (3) 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 Association.

### **4.2 Composition and Membership of Management Committee**

The Management Committee is to consist of:

- (1) the office-bearers of the Association, and
- (2) at least one additional and no more than three additional ordinary Management Committee members, each of whom is to be elected at the annual general meeting of the Association under clause 4.3.
- (3) The maximum number of Management Committee members is to be 7.
- (4) The office-bearers of the Association are as follows:
  - (a) the President,
  - (b) the vice-President,
  - (c) the Treasurer,
  - (d) the Secretary.
- (5) 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.

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## **4.3. Election of Management Committee members**

Nominations of candidates for election as office-bearers of the Association or as ordinary Management Committee members:

- (1) must be made in the required format set out in Appendix 2 to this Constitution, signed by 2 members of the Association and accompanied by the written consent of the candidate, and
- (2) must be delivered to the Secretary of the Association by the commencement of the annual general meeting at which the election is to take place.
- (3) Further nominations may be taken in the required format during the meeting.
- (4) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers and ordinary Management Committee members of the Management Committee is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary Management Committee member of the Association must be a member of the Association.

## **4.4 Secretary**

- (1) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Management Committee, and
  - (b) the names of members of the Management Committee present at a Management Committee meeting or members at a general meeting, and
  - (c) all proceedings at Management Committee meetings and general meetings, and
  - (d) all proceedings at meetings of the Woodville School of Arts.

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- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (3) It is the duty of the Secretary to maintain
  - (a) the Register of members, and
  - (b) the Register of Management Committee members, and
  - (c) the Register of disclosures of direct and indirect interests made by Management Committee members, and
  - (d) the Register of authorised signatories.
- (4) The Secretary shall be appointed the Public Officer.

### **4.5 Treasurer**

It is the duty of the Treasurer of the Association to ensure:

- (1) that all money due is collected and received and that all payments authorised are made, and
- (2) that correct books and accounts are kept showing the financial affairs of the Association and of the Woodville School of Arts, including full details of all receipts and expenditure connected with the activities of the Association, and
- (3) that reports reflecting the results of the financial affairs of the Association and of the Woodville School of Arts in these books and accounts are submitted regularly to the Management Committee.

### **4.6 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Association to fill the vacancy and the person 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 Management Committee occurs if the Management Committee member:
  - (a) dies, or
  - (b) ceases to be a member of the Association, or
  - (c) becomes an employee of the Association, or
  - (d) resigns office by notice in writing given to the Secretary, or

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- (e) is removed from office under clause 4.7, or
- (f) is absent without the consent of the Management Committee from 3 consecutive meetings of the Management Committee, or
- (g) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (h) becomes a mentally incapacitated person, or
- (i) 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
- (j) 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, or
- (k) ceases to hold the qualification by reason of which the person was qualified to be a director.

### **4.7 Removal of Management Committee members**

- (1) The Association 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 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.

### **4.8 Management Committee meetings and quorum**

- (1) The Management Committee must meet at least once in each period of 3 months at such place and time as the Management Committee may determine.
- (2) Meetings of the Management Committee may be convened by the President or by any member of the Management Committee.
- (3) Oral, electronic or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as

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may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.

- (4) Where appropriate, a similar notice will be provided to members of the Association that a Members' Consultative Meeting is to be held concurrently in accordance with clause 5.3.
- (5) Where a Management Committee meeting and a Members' Consultative meeting are held concurrently,
  - (a) the agenda for the Management Committee meeting may contain items not to be considered in the Members' Consultative meeting;
  - (b) only Management Committee members shall be entitled to vote on matters requiring a decision; and
  - (c) the minutes of the Management Committee meeting will record any issues considered appropriate.
- (6) Except if the membership of the Management Committee falls below five, a simple majority of Management Committee members constitute a quorum for the transaction of the business of a meeting of the Management Committee. Where there is an even number of Management Committee members, a majority plus one will be the quorum.
- (7) The Management Committee can not act when there are less than five Management Committee members, except to
  - (a) fill casual vacancies to enable a quorum to be possible, and
  - (b) to call a general members meeting.
- (8) 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, unless a quorum of Management Committee members agree in writing to a different time and/or place.
- (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.
- (10) At a meeting of the Management Committee:
  - (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 Management Committee as may be chosen by the Management Committee members present at the meeting is to preside.



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## **4.9 Transaction of business outside Management Committee meetings**

The Management Committee may transact any of its business

- (1) By a meeting at which Management Committee members (or some Management Committee members) participate by telephone, closed-circuit television or other means, but only if any Management Committee member who speaks on a matter before the meeting can be heard by the other members of the Management Committee.
- (2) By circulation of papers amongst the members of the Management Committee.
  - (a) A resolution in writing by a majority of those members is to be taken as a decision of the Management Committee.
  - (b) A document becomes a resolution of the Management Committee without any need for a meeting of the Management Committee when:
    - (i) the document sets out the terms of the resolution and states that the signatories are in favour of the resolution; and
    - (ii) a majority of those Management Committee Members who are entitled to vote on the resolution, authorise the document in person or electronically.
    - (iii) The document can be in separate parts, all identical, and signed by one or more Management Committee Members.
  - (c) The date the resolution is made is the date the document bears, or, if the document is in parts, the later or latest date a part bears.
  - (d) A resolution approved under this clause is to be recorded in the minutes of the meetings of the Management Committee.

## **4.10 Sub-committees**

- (1) The Management Committee may, by instrument in writing, create a sub-committee to consider a specific issue or to attend to an on-going issue.
- (2) The creation of a sub-committee does not involve the delegation of the power or responsibilities of the Management Committee. The sub-committee deliberations are to be presented to the Management Committee as recommendations.
- (3) It is the responsibility of the Management Committee to then determine appropriate action, whether in accordance of the sub-committee recommendations or not.

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- (4) The Management Committee may, by instrument in writing, revoke the creation of a sub-committee at any time.
- (5) A sub-committee may meet and adjourn as it thinks proper, but in accordance with the instructions of the Management Committee.

### **4.11 Voting and decisions**

- (1) Questions arising at a 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 clause 4.8 (6), 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 is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee.

### **4.12 Resignation of Management Committee member**

Within 14 days after vacating office, a former Management Committee member or public officer must ensure that all documents in his or her possession that belong to the Association are delivered to the current public officer for delivery to his or her successor.

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## **Part 5 - General meetings**

### **5.1 Annual general meetings - holding of**

The Association must hold its annual general meetings:

- (1) within 6 months after the close of the Association's financial year, or
- (2) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **5.2 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 5.1, to be convened on such date and at such place and time as the Management Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Management Committee reports on the activities of the Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and ordinary Management Committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act,
  - (e) To receive and consider financial statements or reports required to be submitted to members in relation to the Trusteeship of the Woodville School of Arts.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **5.3 Consultative members' meetings**

- (1) The purpose of Consultative members' meetings is to encourage and allow members to advise Management Committee members and to be involved in the activities of the Association.

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- (2) Consultative members' meetings are meetings of members called by the Management Committee to be held concurrently with Management Committee meetings.
- (3) The quorum for a Consultative members' meeting shall be those members present.
- (4) The same notice that has been given to Management Committee members of the Management Committee meeting shall be give to all members of the Association of the Consultative members' meeting to be held concurrently.
- (5) The agenda for the Consultative members' meeting may contain additional items to those on the agenda of the Management Committee meeting.
- (6) No matters under discussion at a Consultative members' meeting will require a vote by members that is binding on the Association.
- (7) The proceedings of the Consultative members' meeting will be minuted separately from the Management Committee meeting which is being run at the same time.

### **5.4 Special general meetings - calling of**

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Management Committee must, on the requisition in writing of at least 10 per cent of the total number of 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, 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 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 Management Committee.

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## **5.5 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, or for meetings to be called under clause 5.3, 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 5.2 (2) or except in the case of meetings called in accordance with clause 5.3.
- (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.

## **5.6 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) Except as specified in clause 5.3, eight 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.

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- (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.

### **5.7 Presiding member**

- (1) Except in the case of a special general meeting called to remove one or more Management Committee members,
  - (a) The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Association.
  - (b) If the President and the vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.
- (2) In the case of a special general meeting called to remove one or more Management Committee members, the members present will vote to elect a Chairperson for the meeting. They may elect the President, one of their number or an independent person who agrees to chair the meeting.

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

### **5.9 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

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- (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—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.

### **5.10 Special resolutions**

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

### **5.11 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 member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association and the Woodville School of Arts has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

### **5.11 Proxy votes not permitted**

All votes shall be taken by members personally present and no proxies shall be accepted.

### **5.12 Postal ballots**

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 3.11).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

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## **Part 6 - Miscellaneous**

### **6.1 Insurance**

The Association may effect and maintain insurance.

### **6.2 Funds - source**

- (1) All funds collected and paid by the Association shall be in Trust for the Woodville School of Arts. Such funds are to be derived from admission fees and annual subscriptions of members, hiring fees, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Management Committee determines.
- (2) All money received must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **6.3 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 and the terms of the Trust in such manner as the Management Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised or signed by any 2 members of the Management Committee or employees of the Association, being members or employees authorised to do so by the Management Committee.

### **6.4 Change of name, objects and constitution**

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 Management Committee member.



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## **6.5 Custody of books etc**

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## **6.6 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member at any reasonable hour:
  - (a) records, books and other financial documents,
  - (b) this Constitution,
  - (c) minutes of all Management Committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee as specified by the Management Committee for each page copied.

## **6.7 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, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by text, email, facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by 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 machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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## **6.8 Financial year**

The financial year of the Association is each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

## **6.9 Winding up**

If the Association is wound up,

- (1) any assets of the Association (not the Woodville School of Arts) remaining after the payment of the Association's liabilities shall be transferred to an organisation or organisations:
  - (a) which has objects similar to those of the Association; and
  - (b) whose constitution prohibits the distribution of its property among its members; or
- (2) which organisation or organisations have been chosen by the members of the Association at or before the time of dissolution or in default thereof, as directed by such Court as may have or acquire jurisdiction in the matter.

**Appendix 1 Membership application form**

**WOODVILLE SCHOOL OF ARTS INCORPORATED**

**Applicant:**

I,

.....

*[full name of applicant]*

hereby apply to become a member of the Woodville School of Arts Incorporated and in the event of admission as a member agree to be bound by the Constitution of the Association for the time being in force.

.....

*[Signature]*

.....

*[Date]*

**Contact details:** Circle Preferred method – phone/text/email/postal

.....

*[postal address]*

.....

*[email]*

.....

*[telephone]*

.....

*[telephone]*

**Do you wish all information, other than your name, to remain private? YES/NO**

**Nomination:**

We, .....and .....

*[full names]*

members of the Association, nominate the abovenamed applicant for membership.

.....

*[Nominator Signature]*

.....

*[Date]*

.....

*[Secunder Signature]*

.....

*[Date]*

Note: Acceptance of this application will also result in membership of the unincorporated Woodville School of Arts, for which you are asked to attach your annual fee of Single \$20/ Household \$30 (circle the appropriate membership category)

**Appendix 2 Management Committee member nomination form**

**WOODVILLE SCHOOL OF ARTS INCORPORATED**

NOMINATOR

I .....of .....  
(Name) (Address)

being a financial member of the Woodville School of Arts Incorporated do hereby nominate  
..... to the position of

President/Deputy President/Secretary/Treasurer/Management Committee Member  
(Cross out whichever is not applicable)

for the financial year .....  
(Signed) (Dated)

SECONDER

I .....of .....  
(Name) (Address)

being a financial member of the Woodville School of Arts Incorporated do hereby second this nomination.

.....  
(Signed) (Dated)

ACCEPTANCE

I .....of .....  
(Name) (Address)

hereby accept nomination.

.....  
(Signed) (Dated)

**NOTE:** NOMINATIONS WILL NOT BE ACCEPTED BY THE RETURNING OFFICER UNLESS ACCEPTED IN WRITING BY THE NOMINEE.

Certified that the nominator, seconder and nominee are financial members.

.....  
Treasurer