

**CONSTITUTION  
OF THE  
MUNDARING ARTS CENTRE INC**

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# CONSTITUTION OF THE MUNDARING ARTS CENTRE INC

## Clause 1 – Name

The name shall be the Mundaring Arts Centre Inc.

## Clause 2 – Definitions

In this constitution unless repugnant to the context or unless otherwise expressly stated the following words have the interpretation and meaning hereby attached to them respectively:

“Arts Centre” means the Mundaring Arts Centre Inc.

“Arts Centre Board” means the board of the Mundaring Arts Centre Inc.

“Shire” means the Mundaring Shire Council.

## Clause 3 – Objects

- (a) To stimulate and sustain public interest in the Arts Centre, to extend the influence of the Arts Centre throughout the community, and to enhance it’s cultural difference.
- (b) To assist and encourage the practice, study or appreciation of the Arts in the Community.
- (c) To provide courses and workshops in arts and crafts in response to community requests.
- (d) To affiliate with and take part in the activities of organizations whose objects are consistent with those of the Arts Centre.
- (e) To provide a Forum for all those interested in arts.
- (f) To act as a focus for activities, employment and a centre for resources that are related to arts in the community.
- (g) To assist in the development of arts policy both for the Arts Centre and for Local, State and Federal government bodies and agencies.
- (h) To gather, collate and disseminate statistics and information related to arts.
- (i) To act as an advocate on issues of concern to members of the Art Centre at Local, State and Federal level.
- (j) To provide information and assistance to members.

## Clause 4 – Powers

- (a) To promote, organise and conduct entertainments and other functions inclusive of raffles, and/or lotteries where legally permitted so to do for the raising of funds, for the purpose of gathering the aims and objects of the Arts Centre.
- (b) To invest the moneys of the Arts Centre not immediately required for any of its objects upon such securities and in such a manner as may from time to time be determined.
- (c) To borrow or raise money or secure the payment of money in such manner and on such terms as the Arts Centre shall think fit and in particular to execute mortgages bills of sale charges or other securities charged upon all or any of the Arts Centre’s property (present and future, or either) and to purchase redeem pay off or agree to a variation of all or any of such securities.
- (d) To purchase take on lease or in exchange hire or otherwise acquire or deal with for such consideration as may be thought fit any property or assets real or personal or any rights or privileges which may be considered of benefit to the Art Centre.

- (e) To provide gifts and prizes for such members of the Art Centre as the Arts Centre Board may determine.
- (f) To apply for and receive grants, from public or private sources.
- (g) To appoint, employ, pay, dismiss or suspend necessary staff officers.
- (h) To become affiliated with or subscribe to any other body whose objects are similar to those of the Arts Centre and to withdraw from any such organisation or body.
- (i) To do all such other acts matters and things as are incidental or conducive to the attainment of all or any of the above objects of the Arts Centre.
- (j) The Arts Centre Board, either by itself or by sub - committees, shall have the power to conduct and organise any entertainments or social functions as it shall deem necessary to conduct in the interests of the Arts Centre, provided always that all members shall be entitled to attend any such social function.

#### **Clause 5 – Arts Centre Income**

The income and property of the Arts Centre however derived shall be applied solely toward the promotion of the objects of the Arts Centre, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to persons who at any time are or have been members of the Arts Centre, or to any of them or to any other person claiming through any of them.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any member of the Arts Centre, or other person in return for any services actually rendered or value given to the Arts Centre, nor prevent the payment of interest at a rate not exceeding the maximum allowed from time to time under the Money Lenders Act 1912 as amended on money borrowed from any members of the Art Centre.

In event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the committee in accordance with their powers to an organisation which is exempt from income tax, and operating in the Shire of Mundaring, under Section 23 of the Income Tax Assessment Act.

#### **Clause 6 – Arts Centre Year**

The financial year of the Arts Centre shall commence on the 1<sup>st</sup> day of July in each year and end on the 30<sup>th</sup> day of June next following.

#### **Clause 7 – Membership**

- (a) Any person desiring to become a member of the Arts Centre shall complete and sign an application obtainable from the Arts Centre and be proposed by one member and seconded by another member and the pay the fee as set by the Board from time to time.
- (b) The completed application shall be lodged with the Director of the Arts Centre.
- (c) The names of persons proposed as members of the Arts Centre shall be processed by the Centre's Administration and ratified by the Board at the next meeting.
- (d) Arts Centre Director shall keep a record of the names and postal addresses of all members of the Arts Centre and this shall be called the Register of Members.
- (e) The Register of Members is presented by the Director at the Annual General Meeting.
- (f) There shall be seven categories of members

- Group Members. Specifically business, school and community groups. These shall be groups whose objects are consistent with the objects of the Art Centre. Each member group may appoint one delegate to represent their interests in the Arts Centre.
- Individual Members
- Pensioners
- Full-time students
- Family Membership. Each family group shall appoint one family member to be a delegate to represent their interests in the Arts Centre.
- Life Membership
- Honorary Life Membership

#### **Clause 8 – Obligations of Members and Visitors**

- (a) All applications accepted for membership shall be deemed to have subscribed to this constitution as from receipt by them of notice of their admission to membership of the Arts Centre. This notice shall be by way of a receipt for payment of a membership fee.
- (b) No person other than a member of the Arts Centre shall use the facilities of the Arts Centre except a person who is authorized by the Arts Director to use the facilities on that day.
- (c) The Arts Centre shall have power to offset any debts including subscriptions due to it by any member against any moneys due by the Arts Centre to that member.
- (d) The Arts Centre Board shall encourage membership through offering a range of benefits by way of discounts and activities.

#### **Clause 9 – Right to Vote**

All financial members shall be entitled to speak and vote at all general meetings of the Arts Centre. A financial member is a member who has paid the prescribed fee by the due date of renewal or whose membership has been ratified by the Board. No paid servant is entitled to vote or to speak to agenda items at general meetings regardless of holding Membership status. A paid servant may speak to an agenda item if invited by the Chair.

#### **Clause 10 – The Board**

The Board of the Arts Centre shall consist of a maximum of 9 elected financial members and 2 ex officio Members which are

- (a) Arts Centre Director ex officio and non voting
- (b) Shire's Council Delegate– ex officio and non voting

#### **Clause 11 – Election of the Board of the Arts Centre**

All Board members cease to hold office immediately after reports, minutes and business from the previous Annual General Meeting have been accepted. The Annual General Meeting shall be chaired by the Director or, in his/her absence by a Member elected from the floor by a show of hands of the majority of members present and voting.

- (a) Nomination for the positions of Board members of the Arts Centre shall be in writing, signed by the nominator and seconded by a member and lodged with the Director at least seven (7) clear days prior to the Annual General Meeting. Only in the event of less than nine members being nominated for election, nominations may, with the consent of a majority of those members present at the Annual Board Meeting, by show of hands, be accepted without notice.
- (b) All Board members shall be elected annually by the members at the Annual Board Meeting. In the event that a secret ballot is necessary the order of the candidates on the ballot paper shall be chosen by lot. The Chair of the Annual General Meeting shall appoint a Returning Officer in the event that a secret ballot is required.

- (c) The Board shall elect its office bearers, which are the Chairperson and Deputy Chairperson and Treasurer, from the elected members of the Board of Management at the first Board meeting.
- (d) All Board members shall hold office for twelve (12) months but should it be necessary to fill a vacancy during that period that vacancy shall be filled by a nomination from the Arts Centre Board.
- (e) Retiring officers shall be eligible for re-election.
- (f) A person filling a casual vacancy in any office shall continue in office for the balance of the term of the person whose position was filled. A casual vacancy occurs and becomes vacant if the Board member
  - dies
  - resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Deputy Chairperson.
  - is permanently incapacitated by mental or physical ill-health
  - is absent for more than three (3) consecutive meetings without first securing permission of the Board for a leave of absence.
  - ceases to be a member of the Association.
- (g) The Board can co-opt up to two additional ex officio members to the Board until the next Annual General Meeting.
- (h) No Board member shall hold specific office in the position to which he or she was elected save and accept for the position of Treasurer for a continuous period in excess of three (3) years.

## **Clause 12 – Duties of Officers**

### **(a) Chairperson and Deputy Chairperson**

- (i) The Chairperson shall preside at all General and Special Meetings of the Arts Centre except for the Annual General Meeting and see that business is conducted in a proper manner. In case the votes shall at any time be equal the Chairperson may exercise a casting vote in addition to the vote as a member of the Arts Centre. The Chairperson may call Board Meetings and generally shall ensure the well-being and objects of the Arts Centre. The Chairperson shall on a written requisition of ten (10) per cent of the members call a Special Meeting to discuss the business contained in such requisition. Such meeting shall be called within twenty eight (28) days from the date of receipt of requisition.
- (ii) The Chairperson shall attend all Arts Centre Board Meetings of the Arts Centre and vote as a member thereof and if necessary may exercise a casting as well as an ordinary vote.
- (iii) The Deputy Chairperson shall act as Chairperson in the Chairperson's absence.
- (iv) The Chairperson and the Director shall act as the liaison officers for the Arts Centre with the Shire, authorized by the Arts Centre Board to make requests to the Shire.

### **(b) Treasurer**

- (i) The Treasurer shall check that the receipt and payment of all moneys belonging to the Arts Centre are duly paid into such bank or banks as shall be approved by the Arts Centre Board in the name of the Arts Centre.
- (ii) The Treasurer shall check the balance of the books previous to the Annual Audit or when required by the Arts Centre Board and shall cause income and expenditure statements and the Auditor's Statement to be presented to the Annual General Meeting.

(iii) The Arts Centre at a Special General Meeting called for the purpose may remove the Treasurer for any good reason.

(iv) The Treasurer may not be a paid servant of the Arts Centre.

(v) The Treasurer shall perform such other duties as requested by the board.

**(c) Arts Centre Director**

The Arts Centre Director shall:

(i) The Director and the Chairperson shall act as the liaison officers for the Arts Centre with the Shire, authorized by the Arts Centre Board to make requests to the Shire.

(ii) Be responsible for the operations management in accordance with the Strategic Plan; including the appointment, supervision and dismissal of staff of the Arts Centre.

(iii) Authorise bookings for the use of the Arts Centre and keep a record of such applications provided at all times the Arts Centre Board shall have the power to reject an application or to accept on any conditions it might impose provided also that such conditions are not in contravention of the provisions of the Local Government Act 1960 as amended;

(iv) If the Arts Centre Director holds office as a paid servant of the Arts Centre the Arts Centre Director shall not be entitled to vote at a meeting of the Arts Centre Board or an Annual, General or Special Meeting, even though the Arts Director is a member of the Arts Centre.

**Clause 13 – Auditors**

An Auditor shall be appointed at the Annual General Meeting. They shall examine the books, accounts, receipts, vouchers etc. for the year following their appointment and compare the same with the statement of income and expenditure. They shall certify as to the correctness or otherwise of such statement of income and expenditure and furnish the Treasurer with a report. The Auditors finding any deficiency in monies or effects shall state the particulars in their report.

**Clause 14 – Arts Centre Board**

(a) The Arts Centre Board shall consist of the duly elected Board members as provided in clause 10 hereof.

(b) The Arts Centre Board shall meet at least once every three (3) months and minutes of all resolutions and proceedings of such meetings shall be entered in a file to be provided for that purpose.

(c) The elected members of the Arts Centre Board may be removed by a majority vote by a show of hands at a Special General Meeting. The Arts Centre Director shall then take the chair for the meeting and a new Arts Centre Board immediately elected until the next Annual General Meeting. This election shall be by way of a call for nominations from the floor and voting by way of a secret ballot. The process for the election of Arts Centre Board members follows the process of a normal Annual General Meeting which is that the outcome is decided by voting of the majority of members present and voting. The provisions in clause 11 (e) shall then apply.

(d) The Arts Centre Board shall control and manage the affairs concerns and property of the Arts Centre, in accordance with good business practices including: planning, financial affairs and operational management.

(e) It may appoint, supervise and dismiss the Arts Centre Director and no other employees or servants.

- (f) It shall at all times promote the interests of the Arts Centre.
- (g) It may appoint any sub-committee and may co-opt any members of the Arts Centre who may not be committee-persons for any purpose whatsoever connected with the affairs or purpose of the Arts Centre. It may frame By-Laws not inconsistent with this constitution and shall take active steps to ensure the compliance of such By-Laws.
- (h) A member of the Arts Centre Board shall declare his or her vested interest in any item that arises at a meeting of the Board or the Membership and no member of the Arts Centre Board shall vote on a motion in which he or she has a pecuniary interest.
- (i) The Arts Centre Board shall have the power to expel a member from the Arts Centre provided that such expelled member shall have the right of appealing to the next Annual general meeting of the Arts Centre for reinstatement. Such an appeal shall be exercisable by the expelled member delivering to the Director within twenty-eight (28) days of receipt by the member of the notice of expulsion, a request to the Director to place this matter on the agenda of the Annual General Meeting.

#### **Clause 15 – Arts Centre Board Meetings**

The Chairperson or in the Chairperson's absence the Deputy Chairperson shall have the power to call meetings of the Arts Centre Board whenever is deemed necessary, provided 7 days notice is given. In the absence of the Chairperson or Deputy Chairperson those present may elect one of their number to chair the meeting.

#### **Clause 16 – Annual General Meetings**

The Annual General Meeting of the Arts Centre shall be held on such a day and time and place as the Arts Centre Board may determine provided always that the Annual General Meeting shall be held within four months of the end of the financial year. Notice of the meeting shall be provided to the members at least twenty-eight (28) days before the meeting.

The business of the Annual General Meeting shall be the reception of the statement of income and expenditure, annual report and auditors report, the election of Board members, appointment of auditors and the transaction of any other business that has been placed on the agenda.

If a quorum is not present the meeting shall stand adjourned until such date as is determined at the meeting by the Chairperson.

#### **Clause 17 – Special General Meeting**

The Arts Centre Board may at any time call a Special General Meeting in the manner prescribed hereunder. A Special General Meeting shall be called on a requisition made by not less than ten (10) per cent of the members stating the proposed resolution in a notice. This notice shall be circulated to the membership by the Director not less than fourteen (14) days before the notice of the meeting. Only business of which notice has been given shall be dealt with.

#### **Clause 18 – Quorum and Voting**

At the Annual General Meeting and at all Special General Meeting ten percent of members eligible to vote shall be a quorum and this can be 5% of Members present or by proxy. The quorum at a meeting of the Arts Centre Board shall be fifty (50) percent of the elected members of the Arts Centre Board. Only financial members at the date of notice of meeting are eligible to vote at Annual General or Special General Meetings. Members are eligible to vote in person or by proxy. A member may vest their proxy vote in another member by sending written notice of their proxy to the Director at least 24 hours before a meeting is scheduled to commence.

### **Clause 19 – Notice of Meeting**

At least twenty-eight (28) days notice in writing of all Annual General Meetings shall be given to all members. At least fourteen (14) days notice in writing of all Special General Meetings shall be given to all members. At least seven (7) days notice of Arts Centre Board Meetings shall be given to each Board member.

### **Clause 20 – Subscriptions**

- (a) Subscriptions payable shall be determined by the Arts Centre Board.
- (b) In the event of a member joining the Arts Centre after the expiry of six (6) months in any one Arts Centre year, the subscription payable for that year shall be half the annual subscription.
- (c) Subject to the sub-clause (b) a member shall not be relieved of their subscription under any circumstances unless nominated by the Board to receive an Honorary Life membership.

### **Clause 21 – Payment of Fees**

- (a) Members' subscription shall be paid to the Arts Centre within thirty (30) days from the due date with or without notice. A member who has not paid their subscription by the due date shall be deemed to not be a member.
- (b) For the purpose of this section any notification shall be sufficient if posted by ordinary mail to the address of the member in the Register of Members.
- (c) A member resigning from the Arts Centre shall pay all debts due to the date of resignation. A member resigning from the Arts Centre is not eligible to receive any refund of fees.

### **Clause 22 – Payment of Other Debts**

All debts due to the Arts Centre other than subscriptions shall be payable as soon as the same are incurred.

### **Clause 23 – Resignation of Members**

A member wishing to resign from the Arts Centre shall do so only in writing addressed to the Director however, such resignation shall not be binding on the Arts Centre until such time as all debts due to the Arts Centre have been met in full. A member retiring from the Arts Centre or ceasing from any cause to be a member shall not be entitled to or have any claim upon any portion whatsoever of the property or usage or benefits of the Arts Centre.

### **Clause 24 – By-Laws**

The Board shall have the power to make such By-Laws from time to time as may be necessary to carry out the objects of the Arts Centre and to vary or rescind such By-Laws from time to time as it may consider necessary.

### **Clause 25 – Funds and Banking Systems**

- (a) All cheques or withdrawal forms drawn on the Bankers Accounts of the Arts Centre shall be signed by any of the two following: Arts Centre Director, Treasurer, Chairperson and Finance Administrator or in their absence or incapacity by Board members appointed by the Arts Centre Board to act in their stead.
- (b) Credit card facility, electronic funds transfers will be authorised by the Arts Centre Director and one other signatory.
- (c) It shall not be lawful for any meeting of members to vote a sum of money for any purpose other than those prescribed in this constitution.

- (d) The Art Centre's bankers shall only open close or vary signatories to the bank accounts in the Art Centre's name under the written authority of the Chairperson and the Arts Centre Director.

#### **Clause 26 - Interpretation of Constitution**

In case of any question arising not provided for in the Constitution or as to the interpretation of the Constitution, the majority decision of the Arts Centre Board shall be taken and acted upon.

#### **Clause 27 - Alteration and Repeal of Rules**

- (a) No repeal of any existing Rule and no new Rule shall be valid unless a motion thereof be assented to by three - fourth's of the members present at a Special or General Meeting of the Arts Centre held for this purpose and voting on such occasion
- (b) No motion to repeal, alter, amend or suspend any Rule shall be put before a meeting unless at least twenty-eight (28) days preceding such a meeting on which it is intended such motion shall come up for consideration notice of the proposed repeal, alteration, amendment or suspension be made in writing to members.
- (c) All resolutions passed at all meeting of the Arts Centre shall be conclusive and binding on all members provided that such meetings are held in conformity with the Rules of the Arts Centre then in force.
- (d) Within 1 month after the making of any amendment of alteration to the Rules of the Arts Centre, the Arts Centre Board shall send or deliver to the Commissioner for Fair Trading a certified copy of the amendment alteration and the required application form and application fee.

#### **Clause 28 - Common Seal**

- (a) The Arts Centre Board shall have power to provide a Common Seal for the purpose of the Arts Centre from time to time; and to destroy the same and substitute a new seal in lieu thereof.
- (b) The Common Seal shall be kept in the custody and power of the Chairperson.
- (c) The Common Seal shall be used only by the authority of a resolution of the Arts Centre Board and shall be affixed to all necessary deeds, instruments, agreements, contracts and documents in the presence of the Chairperson, with either the Deputy Chairperson or Treasurer present, who shall subscribe their names as witnesses. A true and correct record shall be kept of all such instruments, deeds, agreements, contracts and documents to which the seal is affixed, in a seal register maintained by the Director.

#### **Clause 29 - General**

- (a) No member shall without the prior approval of the Arts Centre Board use the Arts Centre name for any purpose whatsoever.
- (b) No member or committee - person shall have the power to remove, borrow or loan Arts Centre property without prior consent of the Arts Centre Director.

#### **Clause 30 - Dissolution**

The Arts Centre may be dissolved by a resolution passed at a Special General Meeting by a three fourths of members present and eligible to vote. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

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