



**BRAIDWOOD REGIONAL ARTS GROUP INC. (BRAG)**

## **CONSTITUTION**

*Under the Associations Incorporation Act 2009*

**Date of effect: 27 April 2017**  
**As registered with NSW Fair Trading**  
**(Ref. N5101986)**

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## Part 1 – Preliminary

### 1. Definitions

(1) In this constitution:

**Association** means the Braidwood Regional Arts Group Incorporated

**BRAG** means the Braidwood Regional Arts Group Incorporated

**Ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**Secretary means:**

The person holding office under this constitution as secretary of the association, or

If no such person holds that office - the public officer of the association.

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**The Act** means the *Associations Incorporation Act 2009*.

**The Regulation** means the Associations Incorporation Regulations 2016

(2) In this constitution:

(a) A reference to a function includes a reference to a power, authority and duty, and

(b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

### 2. Our Vision

**To promote and develop artistic endeavor as a vital part of the Braidwood community**

#### Our Aims

1. To provide high quality membership services to promote and support vibrant grassroots artistic opportunities for our members.

2. To build on the existing program of BRAG events to ensure high quality, to encourage their development and increase participation of our community in the Arts.

3. To manage effectively the Braidwood Community Arts Centre.

4. To implement responsible financial management of all aspects of the organisation to ensure long-term financial stability.

5. To deliver good practice governance capacity and capability in order to promote and develop artistic practice in the Braidwood community.

## Part 2 - Membership

### 1. Membership generally

(1) A person is eligible to be a member of the association if:

(a) The person is a natural person, and

(b) The person is in sympathy with the aims and objectives of the association.

(2) A person is taken to be a member of the association if:

- (a) The person is a natural person, and
- (b) The person has paid the relevant membership fee and had their application approved by the association's committee

## **2. Type of Memberships:**

- (1) There are three types of membership of Braidwood Regional Arts Group Inc.
  - (a) Financial membership
  - (b) Life membership. Life member status is awarded by decision of the BRAG committee to an individual who has by their actions significantly helped the association or in other ways distinguished themselves and retains the right to vote.
  - (c) Honorary Membership. Is awarded to significant community members and leaders who have contributed to the furtherance of the Arts. Honorary Members do not have voting rights.
- (2) Definitions for the various categories of financial membership are given in Addendum 1 to this Constitution.

## **3. Membership Entitlements and Rights**

- (1) Financial Membership has an associated fee and entitles members:
  - (a) To receive the association's various communication either by post or email
  - (b) To have the association's support, guidance and auspicing for their funding applications and the administration of successful grants.
  - (c) Eligibility to nominate for the Association's Committee
  - (d) To attend, speak and vote at the Annual General Meeting, General Meetings and Special General Meetings of the association
  - (e) To participate in the various activities, exhibitions and events of the association.
  - (f) To be made a Committee member if elected.
  - (g) To ask the Committee to call a General or a Special Meeting as under Part 4 below.
  - (h) To if authorised by the BRAG committee, look at the books and records of the Association in accordance with the *Government Information (Public Access) Act 2009*.
- (2) Life Members pay no fee and may vote. They may also, if they wish, participate in the various association activities as under (e) above
- (3) Honorary members pay no fee. They may if they wish attend meetings but cannot vote. They may also, if they wish, participate in the various association activities as under (e) above.

## **4. Membership responsibilities**

- (1) Financial members must:
  - (a) Be in sympathy with the association's mission and aims as set out in the Preamble above.
  - (b) Follow the Rules as set out in this constitution and associated Appendices and Addenda
  - (c) Treat other Members with respect.
  - (d) Notify the Secretary of any change to their contact details.

## **5. Applying for membership and membership renewal**

- (1) An application by a person for membership of the association.
  - (a) Must be made either in writing or electronically in the form determined by the committee from time to time
  - (b) In the case of an individual under 18 years of age the application must be verifiably supported by a parent or guardian
  - (c) The form must subsequently be lodged with the secretary of the association together with the appropriate fee
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the nomination to the sub-committee established pursuant to clause 23 which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) Notify the applicant that the committee approved or rejected the application (whichever is applicable).
- (4) If the committee reject the application, the applicant must be notified in writing of the decision and paid fee must be returned to the unsuccessful applicant as soon as practicable but always within 28 days
- (5) The secretary must, on acceptance of the application by the committee, 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.
- (6) Membership is considered as continuous if payment is received in accordance with clause 10(2) and requires no application under clause 5(1).

## **6. Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies,
  - (b) resigns membership,
  - (c) is expelled from the association, or
  - (d) fails to pay the annual membership fee. The membership year is determined as being twelve months from the date of receipt of the member's initial fee and is payable each twelve months thereafter, to retain membership.

## **7. 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

## **8. 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 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.

If a member of the association ceases to be a member under subclause (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.

## **9. Register of members**

- (1) The association's secretary is responsible for maintaining the register of members. The association register may also include the email address of an association members. The register can be kept in written or electronic form. If kept in electronic form, a hard copy has to be made available for any member to inspect at the association's main premises which is the official address.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association being 45 Wallace Street, Braidwood 2622
- (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 \$1.00 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.

## **10. Fees and subscriptions**

- (1) A scale of fees, reflecting the Membership type and status, is to be set by the Committee and reviewed on an annual basis at the Annual General Meeting.
- (2) A member of the association must, on admission to membership or upon renewal, pay to the association the annual membership fee determined by the committee for that membership year.
- (3) Unless otherwise determined by the committee, the membership year is determined as being twelve months from the date of receipt of the member's fee. Renewal of membership must be made each twelve months thereafter to maintain continuation of membership

## **11. 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 11 above.

## **12. 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 and 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.

### **13. Disciplining of members**

- (1) A written complaint may be made to the committee 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 committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the 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 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 committee 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 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 committee for having taken that action and of the member's right of appeal under clause 15.
- (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 15, whichever is the later.

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

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14, 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 must 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 committee 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 subclause (3):
  - (a) no business other than the question of the appeal is to be transacted,
  - (b) the 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.



## **Part 3 - The committee**

### **15. Powers of the committee**

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:
  - (a) is to control and manage the affairs of the association in accordance with its Aims and Objectives
  - (b) may carry out all such functions as stipulated in (a), 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 committee to be necessary or desirable for the proper management of the affairs of the association.
- (2) Details of the duties of Office Bearers of the committee is set out in NSW Fair Trading Guidelines as amended from time to time. The guidelines outlining general duties and responsibilities, current as at 16 February 2017, are at Addendum 2.

### **16. Composition and membership of committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 18 and one of whom is to be designated as the Arts Centre Manager with functions, powers and responsibilities as determined by the committee.
- (2) The total number of committee members is to be a maximum of 9.
- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the 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.
- (6) There is no limit on the number of consecutive terms of office of any office-bearers on the committee.

### **17. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee 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 committee, 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 committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) 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 committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

## **18. 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 in written or electronic form of:
  - (a) all appointments of office-bearers and members of the committee,
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting, in written or electronic form.

## **19. 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.

## **20. Casual vacancies**

- (2) In the event of a casual vacancy occurring in the membership of the committee, the committee 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.
- (3) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies,
  - (b) ceases to be a member of the association,
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth,

- (d) resigns office by notice in writing given to the secretary,
- (e) is removed from office under clause 22,
- (f) becomes a mentally incapacitated person,
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee,
- (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.

## **21. Removal of committee members**

- (1) The association in general meeting may by resolution remove any member of the 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 committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president 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.

## **22. Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral, written or electronic notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (5) Notice of a meeting given under subclause (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 committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee but must include 1 Office Bearer.
- (7) If the number of committee members is less than the number required to make a quorum (i.e. less than 3), then the existing committee members may appoint sufficient number of members of the association as committee members to enable the quorum to be constituted provided
  - (a) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
  - (b) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

- (8) No business is to be transacted by the 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 next agreed meeting date
- (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 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 committee as may be chosen by the members present at the meeting is to preside.

### **23. Delegation by BRAG committee to sub-committee**

- (1) The BRAG committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit, but must include at least one BRAG committee member), the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this 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 committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The BRAG committee 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, should keep formal minutes of meetings and report as necessary to the BRAG committee.

### **24. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the 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 23 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 - General meetings**

### **25. 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 *Associations Incorporation Regulation 2010*.

### **26. 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 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 committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary committee 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.

### **27. Special general meetings - calling of and business at**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting may be made in writing or electronically:
  - (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 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 committee.

## **28. Notice of General Meeting and calling of.**

- (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 27 (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.

## **29. 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) plus all or any members of the Committee 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.

## **30. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson 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 numbers to preside as chairperson at the meeting.

## **31. 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.

### **32. 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 other meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
  - (c) 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.

### **33. Special resolutions**

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

### **34. 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 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.

### **35. Proxy votes are not permitted**

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

### **36. Postal or electronic ballots**

- (1) The association may hold either a postal ballot or an electronic ballot to determine any issue or proposal (other than an appeal under clause 14).
- (2) A ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **37. Use of technology at general meetings**

- (1) General meetings can be held at 2 or more venues using any technology that the committee approves. Whatever technology is used it must give each association member a reasonable opportunity to participate.

- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 5 – Management of Assets**

### **38. The Braidwood Community Arts Centre, 45 Wallace Street, Braidwood**

- (1) The Property known as The Braidwood Community Arts Centre, its buildings and contents form the Association's assets.

### **39. Association is non-profit**

An association must apply for its funds and assets so as to be consistent with its objectives. An association is prohibited from providing pecuniary gain for any of its members, as defined in Section 5 of the Act.

### **40. The Braidwood Regional Arts Group Public Fund**

- (1) The name of the fund is The Braidwood Regional Arts Group Inc. Public Fund
- (2) All donations to BRAG or to the operation and maintenance of the Braidwood Community Arts Centre are deposited into the public fund. These monies are kept separate from other funds of the Association and can only be used to further the principal purpose of the Association. Any investment of monies from this fund must be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

### **41. Administration of the Public Fund**

- (1) The fund is administered by a five person Board.
- (2) The Board includes three persons who have professional and/or local community standing as distinct from obligations solely in regard to the cultural objectives of Braidwood Regional Arts Group Inc.
- (3) The remaining two places on the Board are held by the President and Treasurer of Braidwood Regional Arts Group Inc.
- (4) The President of Braidwood Regional Arts Group Inc. acts as Chair of the Board.
- (5) The President has a casting vote.
- (6) The Secretary of Braidwood Regional Arts Group Inc. acts as Secretary to the Board. The Secretary does not act as a member of the Board nor have the right to vote.
- (7) The Board is an official sub-committee of the Management Committee of Braidwood Regional Arts Group Inc.
- (8) No monies/assets in this fund can be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

### **42. Registration as a Cultural Organisation.**

- (1) Registration provides eligibility for Deductible Gift Recipient Status. Application to the responsible Department is made through the Board of the Braidwood Regional Arts Group Public Fund.
- (2) This Department will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.



### **43. Issuing Receipts for Public Fund Gifts and Donations**

- (1) Receipts for gifts to the public fund must state:
  - (a) The name of the public fund and that the receipt is for a gift made to the public fund;
  - (b) Australian Business Number of the donor if applicable
  - (c) The fact that the receipt is for a gift; and
  - (d) Any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

### **44. Winding-up Notification**

- (1) Should the Board of the Braidwood Regional Arts Group Public Fund consider the Fund should be wound-up they must notify the Management Committee of Braidwood Regional Arts Group.
- (2) Following discussion with the Board the Committee may decide to –
  - (a) Recommend that the Fund be wound-up
  - (b) Take such steps as are required to continue the Fund including possible dissolution of the Board.

### **45. Winding-up Clause for the Braidwood Regional Arts Group Public Fund**

- (1) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, 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 Braidwood Regional Arts Group Inc. or some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

## **Part 6 - Miscellaneous**

### **46. Insurance**

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

### **47. Funds - source**

- (1) The funds of the association are to be derived from hire fees, sales commissions and annual subscriptions of members, all general donations and all donations to the Public Fund and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **48. 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 committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) Of these any two (2) may sign at any one time as required by the Bank
- (4) All cash monies received by the Association must be deposited as soon as practicable but preferably within twenty-four (24) hours or next banking day
- (5) The Association must, as soon as practical after receiving any cash monies or money for membership issue an appropriate receipt.
- (6) The Association may operate a petty cash fund.
- (7) The Committee shall determine whether any additional accounts are required to be opened or closed
- (8) The committee shall determine the limit to be held in the general account at any one time.
- (9) Subject to the requirements of the association's Bank, internet banking facilities may be used for financial transactions as agreed by the committee.

## **49. Record Keeping**

- (1) The Association must keep the:
  - (a) Minutes of all meetings (in writing or as an audio or video recording);
  - (b) Copies of the Constitution;
  - (c) A register of Members and Financial Members including former Members;
  - (d) A Register of Committee Members including the Public Officer and of any Sub-committees. This should contain;
    - (i) The full names and addresses of all Committee Members and former Committee Members;
    - (ii) The date when the names were put on the Register;
    - (iii) For former Committee Members, the date when they stopped being a Committee Member;
    - (iv) Details about any termination or reinstatement of members to the Committee and any Sub-Committees;
  - (e) Financial records (including documents needed to explain why payments are made for example, quotes, acceptance, invoices and payment approvals);
  - (f) Records of all gifts, deductible contributions and any money received in respect of such gifts and ensure all contributions are only used for the principal purpose of the fund, authority or institution.
- (2) The Association must maintain these records for at least five (5) years after the completion of the transactions or the length of time as determined by the Acts to which they relate.
- (3) The records must be kept at the Associations document access address.
- (4) The records, books and other documents of the Association must be open to inspection, free of charge, by a Member of the Association at any reasonable hour, with the authorisation of the Committee.

## **50. Custody of books**

- (1) Except as otherwise provided by this constitution, the public officer must keep under his or her control all records, books and other documents relating to the association.

## **51. Inspection of books**

- (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 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 of not more than \$1.00 for each page copied.
- (3) The committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances.

## **52. 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 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,
  - (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 facsimile transmission or some other 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.

## **53. Financial year**

- (1) The financial year of the association is:
  - (a) The period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
  - (b) 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.

## **54. Winding up of Braidwood Regional Arts Group Inc.**

- (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.

## ADDENDUM 1.

### **CATEGORIES AND TYPES OF BRAG MEMBERSHIP**

- (1) **Individual Membership** consists of one person who may cast one vote.
- (2) **Life Membership** consists of one person who may cast a vote
- (3) **Honorary Membership** consists of one person who may not cast a vote
- (4) **Family Financial Membership:** may consist of several persons within a family group of parents and children. Each family may only cast one vote
- (5) **BRAG Y:** There are three types of memberships
  - (a) As a Partnership between a local school and BRAG.
  - (b) Individual young persons upon leaving school may, if they wish, continue to be members of BRAG Y in their individual capacity and pay the relevant membership fee. Such individuals have one vote only.
  - (c) Individual young persons receiving home schooling whose membership is verifiably supported by parent or guardian. Such young persons have one vote only.
- (6) **Business or Working Partnership:** may consist of several persons but have one vote only.
- (7) **Larger Organisations** if their charter is substantially involved in activities related to the associations objectives and are located within the associations region. Such organisations, who are financial members, shall each year nominate two delegates to represent the organisation in relation to the affairs of the association.
  - (a) The delegates, on behalf of the organisation they represent, have the same responsibilities and rights as individual financial members.
- (8) Individuals who are members of organisations that are financial members of the association, but are not the organisations' nominated delegates or members of the association in their own right, do not have financial membership rights.

## ADDENDUM 2

### **Guidelines for Office Holders of the Association**

These guidelines are not intended, in any way, to limit any of the provisions, requirements, duties and responsibilities under the *Associations Incorporation Act 2009* and the *Associations Incorporation Regulations 2016*.

### ***Duty of care and responsibilities of the committee members***

- (1) In general, the committee is responsible for:
  - (a) ensuring all documents in their possession, belonging to the association, are delivered to the public officer within 14 days after vacating office
  - (b) ensuring the required particulars are provided for inclusion in the register of committee members
  - (c) disclosing an interest in a matter that conflicts with the performance of their duties
  - (d) ensuring information obtained as a committee member is not used dishonestly
  - (e) ensuring their position as a committee member is not used dishonestly
  - (f) appointing a public officer and ensuring that any vacancy is filled within 28 days
  - (g) appointing additional authorised signatories and removing such appointments

- (h) ensuring that annual general meetings are held within 6 months after the close of the association's financial year
  - (i) ensuring proper financial records are kept and financial statements prepared in accordance with requirements for a Tier 2 association
  - (j) lodging an annual summary of financial affairs with the prescribed fee within one month of the association's annual general meeting
  - (k) ensuring that the association's full name appears on all official documents and publications.
- (2) Duties of the Committee
- (a) A duty of care and diligence;
  - (b) A duty of good faith;
  - (c) A duty to disclose a conflict of interest
  - (d) A duty not to improperly use their position or information;
  - (e) Recruit new Members; and
  - (f) A duty to not trade while insolvent.

### ***Responsibilities of the President***

- (1) Ensure that committee members understand their responsibilities and are able to fulfil them;
- (2) Chair meetings of the association, unless agreed by the committee that it shall be another committee member;
- (3) Help recruit new members and develop succession plans for committee presidents;
- (4) Provide structure so that the work of the committee and association can be accomplished;
- (5) Ensure that management tools are developed and implemented; and
- (6) Work with sub-committees. The president may serve as an ex officio member of the any various sub-committees;
- (7) 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; and
- (8) Report to members at the AGM.

### ***Responsibilities of the Vice President***

- (1) Perform the president's responsibilities when the president cannot be available in accordance with the president's duties;
- (2) Work closely with the president;
- (3) Participates closely with the president to develop and implement officer transition plans; and
- (4) Perform other responsibilities as assigned by the committee.

### ***Responsibilities of the Treasurer***

- (1) To ensure that all monies due to the association are collected and received and that all payments authorised by the association are made; and
- (2) That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the Association; and
- (3) Present a financial statement at each GM: and
- (4) Report to the Members at the AGM.

## ***Responsibilities of the Secretary***

- (1) To keep records of:
  - (a) All appointments of office-bearers and members of the committee;
  - (b) The names of members of the committee present at GMs;
  - (c) The names of all present at AGMs and SGMs;
  - (d) All proceedings at all meetings;
  - (e) Have the register of members available at the AGM;
  - (f) Deal with all correspondence of the association, and disseminate it as appropriate.

## ***Responsibilities of 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 committee member or an ordinary Member or a person outside of the association may hold the position of Public Officer.
- (4) They must be over eighteen (18) years of age and reside in New South Wales.
- (5) The committee will appoint the Public Officer when a vacancy occurs.
- (6) Public Officer will vacate the position if they:
  - (a) Die;
  - (b) Resign in writing to the committee;
  - (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) Meet any circumstances as provided in this constitution.
- (7) Once the position becomes vacant, the Committee 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 committee members and delivering the documents to the new committee member;
  - (c) Returning all the association documents, within their possession, to a committee 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 committee as soon as possible; and
  - (f) Custody of any documents as required by this constitution.