

Courthouse Arts

Associations Incorporation Act 1981

**Constitution of Courthouse Youth Arts Centre Inc.
Registration No. A00327072D**

incorporating amendments as at 6 December 2010

Constitution of Courthouse Youth Arts Centre Inc.

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PART I PRELIMINARY

1. Name

- 1.1. The incorporated association is Courthouse Youth Arts Centre Incorporated **(Association)**.
- 1.2. For day-to-day operations the Association may refer to itself as "Courthouse Arts".

2. Purpose

- 2.1. The purpose of the Association is to:
 - 2.1.1. Provide creative opportunities for young people in the Greater Geelong region to participate in a wide variety of art forms;
 - 2.1.2. Provide opportunities for young people to celebrate the arts;
 - 2.1.3. Facilitate the performance and observation of the arts, the exchange and development of ideas, the teaching and learning of performance skills;
 - 2.1.4. Develop the capacity of young people to criticize and appreciate a wide variety of art forms; and
 - 2.1.5. Encourage community acceptance of the value of the arts as an integral part of everyday living; and
 - 2.1.6. Provide an alcohol and drug free environment for these activities.
- 2.2. For the pursuance of these purposes, the Association will:
 - 2.2.1. Seek funding from any government, municipality or authority and from any private or corporate or other sources as the Board sees fit and proper for its purposes;
 - 2.2.2. Establish and maintain a public fund to be listed on the Register of Cultural Organisations maintained under the Tax Act.
 - 2.2.3. Work with other organisations in the fields of youth arts or welfare; and
 - 2.2.4. Enter into commercial agreements, employ people, and do any other lawful thing necessary or desirable to attain its object or which are intended to advance the interests of the Association.
- 2.3. **Not for profit**

The assets and income of the Association will be applied solely in furtherance of its purposes and no portion will be distributed directly or indirectly to the Members.
- 2.4. **Deductible gift recipient**

It is intended that the Association will retain endorsement by the Commissioner of Taxation as a deductible gift recipient under subdivision 30-BA of the Tax Act and as a charitable entity that is exempt from income tax under subdivision 50-B of the Tax Act.

3. Interpretation

3.1. Definitions

In this Constitution, unless the contrary intention appears:

Act means the Associations Incorporation Act 1981.

Artistic Director means the position described in rule 26.

Board means the board of management of the Association and has the same meaning as "committee" under the Act.

Chairperson has the meaning given in rule 17.

Constitution means the constitution of the Association for time being in force and has the same meaning as "rules" under the Act.

Department means the Commonwealth Government Department responsible for the administration of the Register of Cultural Organisations.

Financial Year means a year ending on 31 December.

General Manager of the Association means the position described in rule 25.

General Meeting means a general meeting of Members convened in accordance with rule 15.

Guidelines means the guidelines published by the Department from time to time for the Register of Cultural Organizations.

Member means a member of the Association.

Officer means a position described in rule 24

Ordinary Member of the Board means a member of the Board who is not:

- an Officer of the Association under rule 24;
- the General Manager of the Association under rule 25; or
- the Artistic Director under rule 26.

Public Fund means the fund established and maintained pursuant to rule 44.

Registrar has the meaning given in the Act.

Regulations mean regulations under the Act.

Relevant Documents means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of an incorporated association, including membership records, minutes of all meetings of the Association, Board or sub-committees, accounts, financial statements, accounting records and documents relating to transactions, dealings, business or property of the Association.

Responsible Person means a person who is assessed by the Department to be a "responsible person".

Tax Act means the Income Tax Assessment Act 1997 (Cth) or the Income Tax Assessment Act 1936 (Cth) as the case may be.

Young Member means a member who is under the age of 26 years.

3.2. Definitions - Statement of Purposes

In the Association's statement of purpose a reference to "young people" means a person who is under the age of 26 years.

3.3. Construction

In this Constitution, prior to the day Part 3 of the *Associations Incorporation Amendment Act* 2009 comes into operation, a reference to the Secretary of the Association is a reference to the Public Officer of the Association.

4. Alteration of the rules

This Constitution and the statement of purposes of the Association must not be altered except in accordance with the Act.

PART II MEMBERSHIP

5. Membership, entry fees and subscriptions

5.1. A person who applies and is approved for membership as provided in this Constitution is eligible to be a Member of the Association on payment of the entrance fee and annual subscription payable under this Constitution.

5.2. A person who is not a Member of the Association at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to membership unless:

5.2.1. he or she applies for membership in accordance with rule 5.3; and

5.2.2. the admission as a Member is approved by the Board.

5.3. An application of a person for membership of the Association must:

5.3.1. be made in writing in the application form approved from time to time by the Board and

5.3.2. be lodged with the Secretary of the Association.

5.4. As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

5.5. The Board must determine whether to approve or reject the application.

5.6. If the Board approves an application for membership, the Secretary must, as soon as practicable:

5.6.1. notify the applicant in writing of the approval for membership; and

5.6.2. request payment within 28 days after receipt of the notification of the sum payable under this Constitution as the entrance fee and the first year's annual subscription.

- 5.7. The Secretary must, within 28 days after receipt of the amounts referred to in rule 5.6, enter the applicant's name in the register of Members.
- 5.8. An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the register of Members.
- 5.9. If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.10. A right, privilege, or obligation of a person by reason of membership of the Association:
 - 5.10.1. is not capable of being transferred or transmitted to another person; and
 - 5.10.2. terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.11. The entrance fee is the relevant amount set out in annexure 3
- 5.12. The annual subscription is the relevant amount set out in annexure 3 and is payable in advance on or before the anniversary of the member's approval for membership.

6. Life members

- 6.1. The Board may from time to time and in their absolute discretion, appoint persons who have given memorable and significant service, in furtherance of the Association (other than by monetary donation) to be Life Members of the Association provided that the Board must not appoint more than three Life Members in any one year.
- 6.2. Every Life Member upon appointment will be recorded as such in the books of the Association and is entitled to a Certificate stating that their appointment.
- 6.3. Every Life Member is entitled to attend and vote at meetings of Members.
- 6.4. Every Life Member will have their name entered in the register of Members and is exempt from payment of the annual membership fee.

7. Members' liabilities

- 7.1. The liability of a Member to contribute to the payment of 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.

8. Register of Members

- 8.1. The Secretary must keep and maintain a register of Members containing:
 - 8.1.1. the name and address of each Member; and
 - 8.1.2. the date on which each Member's name was entered in the register.
- 8.2. The register is available for inspection free of charge by any Member upon request.
- 8.3. A Member may make a copy of entries in the register.

9. Ceasing membership

- 9.1. A Member of the Association who has paid all money due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 9.2. After the expiry of the period referred to in rule 9.1:
 - 9.2.1. the Member ceases to be a Member; and
 - 9.2.2. the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

10. Discipline, suspension and expulsion of Members

- 10.1. Subject to this Constitution, if the Board is of the opinion that a Member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Board may by resolution:
 - 10.1.1. suspend that Member from membership of the Association for a specified period; or
 - 10.1.2. expel that Member from the Association.
- 10.2. A resolution of the Board under rule 10.1 does not take effect unless:
 - 10.2.1. at a meeting held in accordance with rule 10.3, the Board confirms the resolution; and
 - 10.2.2. if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 10.3. A meeting of the Board to confirm or revoke a resolution passed under rule 10.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with rule 10.4.
- 10.4. For the purposes of giving notice in accordance with rule 10.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
 - 10.4.1. setting out the resolution of the Board and the grounds on which it is based; and
 - 10.4.2. stating that the Member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - 10.4.3. stating the date, place and time of that meeting; and
 - 10.4.4. Informing the Member that he or she may do one or both of the following:
 - 10.4.4.1. attend that meeting;
 - 10.4.4.2. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - 10.4.5. informing the Member that, if at that meeting, the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give

the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.

- 10.5. At a meeting of the Board to confirm or revoke a resolution passed under rule 10.1 , the Board must:
 - 10.5.1. give the Member, or his or her representative, an opportunity to be heard; and
 - 10.5.2. give due consideration to any written statement submitted by the Member; and
 - 10.5.3. determine by resolution whether to confirm or to revoke the resolution.
- 10.6. If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- 10.7. If the Secretary receives a notice under rule 10.6, he or she must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 10.8. At a General Meeting of the Association convened under rule 10.7:
 - 10.8.1. no business other than the question of the appeal may be conducted; and
 - 10.8.2. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 10.8.3. the Member, or his or her representative, must be given an opportunity to be heard; and
 - 10.8.4. the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.9. A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11. Disputes and mediation

- 11.1. The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - 11.1.1. a Member and another Member; or
 - 11.1.2. a Member and the Association.
- 11.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 11.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4. The mediator must be:

- 11.4.1. a person chosen by agreement between the parties; or
- 11.4.2. in the absence of agreement:
 - 11.4.2.1. in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
 - 11.4.2.2. in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 11.5. A Member of the Association can be a mediator.
- 11.6. The mediator cannot be a Member who is a party to the dispute.
- 11.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8. The mediator, in conducting the mediation, must:
 - 11.8.1. give the parties to the mediation process every opportunity to be heard; and
 - 11.8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 11.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.9. The mediator must not determine the dispute.
- 11.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART III GENERAL MEETINGS

12. Annual General Meetings

- 12.1. The Association will convene an Annual General Meeting at least once in each calendar year.
- 12.2. The Board may determine the date, time and place of the Annual General Meeting of the Association.
- 12.3. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 12.4. The ordinary business of the Annual General Meeting will be:
 - 12.4.1. to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - 12.4.2. to receive from the Board reports upon the transactions of the Association during the last preceding Financial Year; and
 - 12.4.3. to elect the Ordinary Members of the Board; and

12.4.4. to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

12.5. The Annual General Meeting may conduct any special business of which notice has been given in accordance with this Constitution.

13. Special General Meetings

13.1. In addition to the Annual General Meeting, any other General Meeting may be held in the same year.

13.2. All General Meetings other than the Annual General Meeting are Special General Meetings.

13.3. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

13.4. If, but for this rule 13, more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.

13.5. The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a Special General Meeting of the Association.

13.6. The request for a Special General Meeting must:

13.6.1. state the objects of the meeting; and

13.6.2. be signed by the Members requesting the meeting; and

13.6.3. be sent to the address of the Secretary.

13.7. If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

13.8. If a Special General Meeting is convened by Members in accordance with this rule, it must be convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

14. Special business

14.1. All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under this Constitution as ordinary business of the Annual General Meeting, is deemed to be special business.

15. Notice of General Meetings

15.1. The Secretary of the Association, at least 14 days, or if a special resolution has been proposed, at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

15.2. Notice may be sent:

- 15.2.1. by prepaid post to the address appearing in the register of Members; or
- 15.2.2. if the Member requests, by facsimile transmission or electronic transmission.
- 15.3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 15.4. A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

16. Quorum at General Meetings

- 16.1. No item of business may be conducted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- 16.2. Five Members personally present (being Members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- 16.3. If, within half an hour after the appointment time for the commencement of a General Meeting, a quorum is not present:
 - 16.3.1. in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
 - 16.3.2. in any other case, the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 16.4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 3) will be a quorum.

17. Presiding at General Meetings

- 17.1. The Chair, or in the Chair's absence, the Deputy Chair, will reside as Chairperson at each General Meeting of the Association.
- 17.2. If the Chair and the Deputy Chair are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

18. Adjournment of meetings

- 18.1. The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 18.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 18.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 15.

- 18.4. Except as provided in rule 16, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. Voting at General Meetings

- 19.1. Upon any question arising at a General Meeting, a Member has one vote only.
- 19.2. All votes must be given personally or by proxy.
- 19.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.4. A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.

20. Poll at General Meetings

- 20.1. If at a meeting a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- 20.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

21. Manner of determining whether resolution carried

- 21.1. If a question arising at a general meeting of the Association is determined on a show of hands:
- 21.1.1. a declaration by the Chairperson that a resolution has been:
- 21.1.1.1. carried; or
- 21.1.1.2. carried unanimously; or
- 21.1.1.3. carried by a particular majority; or
- 21.1.1.4. lost; and
- 21.2. 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.

22. Proxies

- 22.1. Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 22.2. The notice appointing the proxy must be:
- 22.2.1. for a meeting of the Association convened under rule 10.7, in the form set out in annexure 1; or
- 22.2.2. in any other case, in the form set out in annexure 2.

PART IV THE BOARD

23. Board

- 23.1. The affairs of the Association will be managed by the Board.
- 23.2. The Board:
- 23.2.1. controls and manages the business and affairs of the Association; and
 - 23.2.2. may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by general meetings of the Members of the Association; and
 - 23.2.3. subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association and may delegate its powers to any one or more sub-committees, General Manager of the Association, Artistic Director or staff of the Association.
- 23.3. Subject to section 23 of the Act, the Board will consist of:
- 23.3.1. not less than 6 and not more than 14 members who must be Members and preferably:
 - 23.3.1.1. have experience in one of the fields of Arts, Finance, Education, Health, Welfare, Commerce, Administration, Marketing or Legal: or
 - 23.3.1.2. be employed by or a councilor of the Greater Geelong City Council;
 - 23.3.1.3. a Young Member.
 - 23.3.2. the General Manager of the Association (non-voting position); and
 - 23.3.3. the Artistic Director (non-voting position).
- 23.4. Subject to the availability of sufficient candidates, it is desirable that the ratio of board members who satisfy the criteria in clause 23.3.1.1 or 23.3.1.2 to board members meeting criteria 23.3.1.3 is one to one.
- 23.5. The General Manager of the Association and the Artistic Director are non-elected members of the Board who do not have voting rights on the Board or any of the Board's sub-committees.
- 23.6. All members of the Board (except the General Manager of the Association and Artistic Director) will have full voting rights.
- 23.7. No employee of the Association will have voting rights on the Board or any of the Board's sub-committees.

24. Officers

- 24.1. The Officers of the Association will be:

- 24.1.1. a Chair; and
 - 24.1.2. a Deputy Chair, who must be a Young Member; and
 - 24.1.3. a Treasurer; and
 - 24.1.4. a Secretary (who will also act as Public Officer of the Association).
- 24.2. The Board will meet as soon as practicable after each annual general meeting for the purpose of electing the Officers of the Association.
- 24.3. The provisions of rule 32, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in rule 24.1 with the exception of the Secretary who is appointed under rule 29.
- 24.4. Subject to this Constitution, the Chair, Deputy Chair and Treasurer will hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- 24.5. In the event of a casual vacancy in any office referred to in rule 24.1, the Board may appoint one of its members to the vacant office and the member appointed may continue in office, subject to this Constitution, up to and including the conclusion of the Annual General Meeting next following the date of the appointment, or in the case of the Secretary, the appointment of a General Manager of the Association.

25. General Manager of the Association

- 25.1. The role of the General Manager of the Association includes:
- 25.1.1. jointly (with the Artistic Director) leading the Association in the achievement of its mission, vision and objectives;
 - 25.1.2. overseeing all operational aspects of the Association, including financial and funding, communication and stakeholder liaison, staffing, administration and operational aspects of the Association; and
 - 25.1.3. supporting the Artistic Director to achieve the objectives of his or her role.

26. Artistic Director

- 26.1. The role of the Artistic Director includes:
- 26.1.1. jointly (with the General Manager of the Association) leading the Association in the achievement of its mission, vision and objectives;
 - 26.1.2. facilitating the design and delivery of artistic programs that encourage young people to engage with the arts, nurture a culture of contemporary ideas, and support and mentor the artistic endeavours of young Australian artists;
 - 26.1.3. taking responsibility for the creation and delivery of the festival(s) presented by the Association and associated events; and
 - 26.1.4. supporting the General Manager of the Association to achieve the objectives of his or her role.

27. Chair

27.1. The role of the Chair includes:

27.1.1. assisting the Board in its duties where appropriate;

27.1.2. chairing and facilitating Board meetings and General Meetings of the Association; and

27.1.3. monitoring decisions and actions made by the Board and helping ensure such decisions and actions are accomplished.

28. Deputy Chair

28.1. The role of the Deputy Chair includes:

28.1.1. acting as Chair during the absence or incapacity of the Chair; and

28.1.2. carrying out such functions as the Chair will delegate from time to time.

29. Secretary

29.1. The General Manager of the Association must assume the role of Secretary.

29.2. The role of the Secretary includes:

29.2.1. preparing and retaining accurate minutes of the resolutions and proceedings of each General Meeting, each Board meeting and each sub-committee meeting, together with a record of the names of persons present at Board meetings;

29.2.2. notifying the Registrar of appointment as Secretary or a change of the Secretary's address within 14 days of the change;

29.2.3. notifying the Registrar of a change of the Association's registered address within 14 days of the change;

29.2.4. within one month after the annual general meeting, lodging with the Registrar an *Annual Statement by Public Officer* and other required financial documents with the prescribed fee;

29.2.5. applying to the Registrar for approval to alter the statement of purposes or Constitution within 28 days after the alteration was passed by special resolution;

29.2.6. applying to the Registrar for approval of a change of name within one month after passing a special resolution to change the Association's name; and

29.2.7. notifying the Registrar of any special resolution relating to the winding up and distribution of the assets of the Association within 28 days of passing the resolution.

30. Treasurer

30.1. The role of the Treasurer includes:

30.1.1. overseeing the collection and receipt of all moneys due to the Association and all payments authorised by the Association; and

- 30.1.2. overseeing the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

31. Ordinary Members of the Board

- 31.1. The provisions of rule 32, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons as Ordinary Members of the Board.
- 31.2. Subject to this Constitution, each Ordinary Member of the Board will hold office until the second Annual General Meeting after the date of election but is eligible for re-election.
- 31.3. In the event of a casual vacancy occurring in the office of an Ordinary Member of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member appointed will hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

32. Election of Ordinary Members of the Board

- 32.1. Nominations of candidates for election as Ordinary Members of the Board must be:
 - 32.1.1. made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 32.1.2. delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 32.2. A candidate may only be nominated as an Ordinary Member of the Board, prior to the Annual General Meeting.
- 32.3. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 32.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 32.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 32.6. The ballot for the election of Ordinary Members of the Board must be conducted at the Annual General Meeting in such manner as the Board may direct.

33. Vacancies

- 33.1. The office of an Officer of the Association, or of an Ordinary Member of the Board, becomes vacant if the Officer or the Ordinary Member of the Board
 - 33.1.1. ceases to be a Member of the Association; or
 - 33.1.2. becomes an insolvent under administration within the meaning of the Corporations Act; or
 - 33.1.3. resigns from office by notice in writing given to the Secretary; or

- 33.1.4. is absent from Board meetings for a continuous period of 6 months without leave of absence from the Board and the Board resolves that the Director's office should be vacated.

34. Meetings of the Board

- 34.1. The Board must meet at least 5 times in each year at such place and such times as the Board may determine.
- 34.2. Special meetings of the Board may be convened by the Chair or by any 4 members of the Board.
- 34.3. A Board meeting may be convened or held using any technology consented to by all members of the Board. The consent may be a standing one. A member of the Board may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.
- 34.4. If a number of members of the Board equal to the quorum is able to hear or to see and to hear each other member of the Board contemporaneously using any technology consented to by all members of the Board, there is a meeting and that meeting is quorate. The rules relating to Board meetings apply to each such meeting as determined by the chair of the meeting.
- 34.5. A member of the Board participating at a meeting using technology consented to by all members of the Board is treated as being present in person at the meeting.
- 34.6. A meeting using technology consented to by all members of the Board is to be taken to be held at the place determined by the chair of the meeting.

35. Notice of Board meetings

- 35.1. Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 35.2. Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

36. Quorum for Board meetings

- 36.1. Any 5 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 36.2. No business may be conducted unless a quorum is present.
- 36.3. If within half of hour of the time appointed for the meeting a quorum is not present:
- 36.3.1. in the case of a special meeting, the meeting lapses:
- 36.3.2. in any other case, the meeting will stand adjourned to the same place and the same time and day in the following week.
- 36.4. The Board may act notwithstanding any vacancy on the Board.

37. Presiding at Board meetings

- 37.1. At meetings of the Board:
- 37.1.1. the Chair or, in the Chair's absence, the Deputy Chair presides; or

- 37.1.2. if the Chair and the Deputy Chair are absent, or are unable to preside, the members present must choose one of their number to preside.

38. Voting at Board meetings

- 38.1. Questions arising at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board, will be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 38.2. Each member present at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 38.3. The Board may pass a resolution without a Board meeting being held if all the members of the Board entitled to vote on the resolution sign a document containing a statement that they are each in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document, with each document to be identical to each other document.
- 38.4. A member of the Board who has any direct or indirect pecuniary or non-pecuniary interest in a contract, or proposed contract, with the Association:
- 38.4.1. must, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board; and
- 38.4.2. in the case of a pecuniary interest, must disclose the nature and extent of his or her interest in the contract in the statement submitted under section 30(3) of the Act by the Association to its Members at the next Annual General Meeting of the Association.
- 38.5. Sub-rule 38.4 does not apply in respect of a pecuniary interest that exists only by virtue of the fact:
- 38.5.1. that the member of the Board is an employee of the Association; or
- 38.5.2. that the member of the Board is a member of a class of persons for whose benefit the Association is established; or
- 38.5.3. that the member of the Board has the pecuniary interest in common with all or a substantial proportion of the Members of the Association.
- 38.6. If a member of the Board discloses a pecuniary or non-pecuniary interest in a contract, or proposed contract, in accordance with this rule, or his or her interest is not such as need be disclosed under this rule:
- 38.6.1. the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member and the Association; and
- 38.6.2. the member is not liable to account for profits derived from the contract.
- 38.7. A member of the Board who has any direct or indirect pecuniary or non-pecuniary interest in a contract, or proposed contract, with the Association must not take part in any decision of the Board with respect to that contract but may, subject to the Act, take part in any deliberations with respect to that contract.

39. Removal of members of the Board

- 39.1. Subject to this Constitution, if the Association in General Meeting is of the opinion that a member of the Board:
- 39.1.1. has refused or neglected to comply with this Constitution; or
 - 39.1.2. has been guilty of conduct:
 - 39.1.2.1. unbecoming a member of the Board; or
 - 39.1.2.2. prejudicial to the interests of the Association,
 - 39.1.2.3. the Association in General Meeting may, by special resolution, being at least three quarters of those Members present at the General Meeting at which the special resolution is considered, remove that member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
 - 39.1.3. A member who is the subject of a proposed resolution referred to in rule 39 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
 - 39.1.4. The Secretary or the Chair may give a copy of the representations to each Member of the Association or, if they are not so given, the member may require that they be read out at the meeting convened in accordance with rule 39.1.

40. Sub-committees

- 40.1. The Board may establish one or more standing or ad hoc sub-committees to further the work of the Association and may designate the field of interest with which each Committee will be primarily concerned and may dissolve such Sub-committees.
- 40.2. The members of those sub-committees, as established by the Board, can appoint co-opted Members to be members of the standing or ad hoc sub-committee.
- 40.3. Chairpersons of standing and ad hoc sub-committees are appointed from time to time by the Board and must report back to the Board at each convened meeting of Board.

PART V MISCELLANEOUS

41. Indemnity

- 41.1. Every member of the Board must be indemnified out of the property of the Association against any liability incurred by that person in that capacity in defending any proceedings:
- 41.1.1. in which judgment is given in favour of that person; or
 - 41.1.2. in which the person is acquitted; or

- 41.1.3. in connection with any application in relation to any such proceedings, in which relief is granted to that person.

42. Minutes of meetings

- 42.1. The Secretary of the Association must prepare and retain accurate minutes of the resolutions and proceedings of each General Meeting, each Board meeting and each sub-committee meeting, together with a record of the names of persons present at Board meetings.

43. Audit

- 43.1. An auditor will be elected at the Annual General Meeting of Members in each year.
- 43.2. Such auditor must be a registered company auditor within the meaning of section 9 of the Corporations Act 2001.
- 43.3. The auditor must have access to the books and accounts of the Association at all times and report any irregularities found to the Board.

44. Public Fund

44.1. Establishment

The Association will establish and maintain a Public Fund to be called the "Courthouse Arts Public Fund" for the main purposes of the Association.

44.2. Money and property received

The Public Fund is to operate on a non-profit basis. All donations of money and property and any income derived from such money, property or other investments arising out of such donations will be paid into or credited to the Public Fund. The Public Fund must not receive any other money or property into its accounts and must comply with subdivision 30-F of the Tax Act.

44.3. Bank account

A separate bank account will be opened and maintained for the Public Fund and all donations and income derived from such donations or the investment of such donations will be kept separate from the other funds of the Association. The members of the sub-committee referred to in rule 44.4 are to be the only signatories to the account.

44.4. Administration

44.4.1. A sub-committee of no fewer than three persons will be appointed by the Board to administer the Public Fund. The Board has the power to remove members of the sub-committee.

44.4.2. A majority of the members of the sub committee are required to be Responsible Persons.

44.4.3. Subject to rule 44.7.1.1, the Board may specify:

44.4.3.1. the manner in which proceedings of the sub-committee are to be conducted;

44.4.3.2. the matters which the sub-committee must have regard to in carrying out its functions; and

44.4.3.3. any other matters concerning the sub-committee or its functions that the Board decides.

44.4.4. The sub-committee must authorise the release of money from the Public Fund, manage the investment of the Public Fund, and authorise the sale of its assets.

44.5. **Promotion of the Public Fund**

The Board must ensure that the public is invited to make donations to the Public fund for the principal purposes of the Association.

44.6. **Receipts**

Receipts for donations to the Public Fund must state:

44.6.1. the name of the Public Fund and that the receipt is for a donation made to the Public Fund;

44.6.2. the Australian Business Number of the Association;

44.6.3. the fact that the receipt is for a donation; and

44.6.4. any other matter required to be included on the receipt pursuant to the requirements of the Tax Act.

44.7. **Register of Cultural Organisations**

44.7.1. The Association must;

44.7.1.1. comply with any rules that the Treasurer for the Commonwealth of Australia and the Minister with the responsibility for the Arts may make to ensure that donations made to the Public Fund are only used for its principal purpose; and

44.7.1.2. notify the Department of any proposed amendments or alterations to the provisions for the Public Fund and membership of the sub-committee referred to in rule 44.4, to assess the effect of any amendments on the Public Funds continuing deductible gift recipient status.

44.7.2. The General Manager of the Association must prepare and provide to the Department all information it requires on deductible donations received by the Public Fund.

44.8. **Winding up of the Public Fund**

If upon the winding up or dissolution of the Public Fund, the remains after there satisfaction of all its debts and liabilities, any property or funds, the property or funds will not be paid to or distributed amongst the Members, but will be given or transferred to some other fund, authority or institution having objects similar to the objects of this Public Fund, and whose rules 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 Tax Act and listed on the Register of Cultural Organisations maintained under the Tax Act.

45. Funds

45.1. Subject to rule 45.2, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two people to whom the Board has delegated authority.

45.2. At each Board meeting, the Treasurer must:

45.2.1. present an account of the Association's expenditure since the previous Board meeting; and

45.2.2. the Board must review and endorse that account.

45.3. The funds of the Association will be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

46. Seal

46.1. The common seal of the Association must be kept in the custody of the General Manager of the Association.

46.2. The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board (one of whom must be a voting member of the Board).

47. Notice to Members

47.1. Except for the requirement in rule 15, any notice that is required to be given to a Member, by or on behalf of the Association, under this Constitution may be given by:

47.1.1. delivering the notice to the Member personally; or

47.1.2. sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or

47.1.3. facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or

47.1.4. electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

48. Insurance

48.1. The Association will effect and maintain:

48.1.1. insurance in respect of the members of the Board acting in their capacity as members of the Board; and

48.1.2. any other insurance required by the Board.

49. Winding up

49.1. If the Association is wound up, any property that remains (after satisfaction of all debts and liabilities of the Association, the payment of the costs, charges and expenses of winding up and any adjustment of the rights of the contributories among Members) must not be paid or distributed to Members but must be given or transferred to some other organisation in Australia which is a charity, authority, or institution having similar objects to the Association as determined by the Association at the time of winding up.

50. Custody and inspection of books and records

50.1. Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all Relevant Documents of the Association.

50.2. All Relevant Documents of the Association must be available for inspection free of charge by any Member upon request.

- 50.3. A Member may make a copy of any Relevant Documents of the Association (but must keep such copies confidential).

ANNEXURE 1 – PROXY FOR A MEETING TO CONSIDER SUSPENSION OR EXPULSION OF A MEMBER

Form of appointment of proxy for meeting of Association convened under rule 10.5

I,

(name)

of

(address)

being a member of Courthouse Youth Arts Centre Inc appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 10.5, to be held on:

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 10.1).

Signed
Date

ANNEXURE 2 – GENERAL FORM OF PROXY

Form of appointment of proxy

I,

(name)

of,

(address)

being a member of Courthouse Youth Arts Centre Inc appoint

(name of proxy holder)

of

(address of proxy holder)

Being a member of that Incorporated Association, as my proxy vote for me on my behalf at the annual/special* general meeting of the Association to be held on:

(date of meeting)

And at any adjournment of that meeting.

My proxy is authorized to vote in favor or/against* the following resolution (insert details of resolution).

Signed

Date

*Delete if not applicable

ANNEXURE 3 – FEES

Fee	Amount
Entrance fee	As determined by the board.
Annual subscription fee – Young Member	As determined by the board.
Annual subscription fee	As determined by the board.