

VICTORIA PARK CENTRE FOR THE ARTS INC
ASSOCIATIONS INCORPORATION ACT 1987
RULES OF ASSOCIATION (Updated 2009)

1. **NAME OF ASSOCIATION**

The name of the Association is Victoria Park Centre for the Arts Inc.

2. **DEFINITIONS**

In these Rules, unless the contrary intention appears:

"The Act" means the Associations Incorporation Act 1987;

"the Association" means the Association referred to in Rule 1;

"committee meeting" means the meeting referred to in Rule 15;

"committee member" means any of the persons referred to in Rule 10;

"the Director " means the Director referred to in Rule 11;

"financial year" has the meaning given to it by s.3(1) of the Act;

"ordinary resolution" means any resolution other than a special resolution;

"the Secretary" means the Secretary referred to in Rule 12;

"special resolution" has the meaning given by s/24 of the Act being a resolution passed by seventy-five per cent (75%) of members entitled to vote who vote in person or by proxy;

"the Treasurer" means the Treasurer referred to in Rule 13.

Office bearers include Chairperson, Secretary and treasurer

3. **OBJECTS OF ASSOCIATION**

(1) The objects of the Association are to:

- (a) provide a venue for the display of cultural items and activities;
- (b) provide a range of cultural events and activities;
- (c) assist the professional development of artists in training in Victoria Park and surrounding suburbs;
- (d) assist community arts groups in Victoria Park and surrounding suburbs;

- (e) provide a cultural venue where local residents can meet;
 - (f) provide special events for children and where appropriate include them in general activities;
 - (g) maintain a high artistic standard in its exhibitions and foster new artistic expression;
 - (h) otherwise endeavour to be a public benevolent institution.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. **POWERS OF THE ASSOCIATION**

The powers conferred on the Association by s.13 of the Act are augmented by the following powers:

- (a) To gather, develop and disseminate information expertise and knowledge related to the above objects;
- (b) To provide support to members and other person doing or intending to carry out activities which are consistent with the above objects;
- (c) To join, affiliate or support any other person or group of persons or incorporated bodies for purposes which are consistent with the above objects;
- (d) Engage persons by contracts of service for remuneration to perform services for the Association to further the above mentioned objects;
- (e) To appoint agents to carry out activities consistent with the above objects where appropriate;
- (f) To do all such other things as the Association or its members may deem to be incidental or conducive to the attainment of the above objects and the exercise of the above powers.

5. **QUALIFICATIONS FOR MEMBERSHIP**

Membership of the Association is open to all persons and organisations whether incorporated or unincorporated, who are prepared to abide by the objects of this Association and maintain their status as financial members.

There shall be three types of membership:

- (a) financial members;
- (b) life members.
- (c) if requested free membership for volunteers who contribute on a regular basis .

6. **REGISTER OF MEMBERS OF ASSOCIATION**

- (1) The Director shall on behalf of the Association keep and maintain a Register of Members in accordance with s.27 of the Act and that Register shall be kept and maintained at the offices of the Association, and if there are no such offices, at the place of residence of the Co-ordinator.
- (2) The Director shall ensure that any member who dies or who ceases to be a financial member is deleted from the Register of Members referred to in sub-rule (1).

7. **SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

- (1) The members shall from time to time at an annual general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within three (3) months of the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the committee decides otherwise.
- (4) A member is a financial member for the purposes of these Rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within three (3) months thereafter.

8. **RESIGNATION OF MEMBERS OF ASSOCIATION**

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under sub-rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. **EXPULSION OF MEMBERS OF ASSOCIATION**

- (1) If the committee considers that a member should be expelled from membership of the Association because such member persists in behaviour which is not conducive to the implementation of the objects of this Association, the committee shall communicate, either orally or in writing to the member:
 - (a) notice of the proposed expulsion and of the time, date and place of the committee meeting at which the questions of that expulsion will be decided; and

- (b) particulars of that conduct, not less than fourteen (14) days before the date of the committee meeting referred to in paragraph (a).
- (2) At the committee meeting referred to in a notice communicated under sub-rule (1), the committee may, having given the member concerned reasonable opportunity to be heard at that meeting referred to in paragraph (a), or to make representations in writing to the committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.

10. Board

- (1) The affairs of the Association shall be managed by the The Board consisting of:
 - a) Chairperson;
 - b) Secretary
 - c) Treasurer;
 - d) Director – non voting member
 - e) Ordinary Committee Member - not less than 4 other members, and no more than eight members, all of whom shall be members of the Association elected to membership of the Board at an annual general meeting or appointed under sub-rule (5);
- (2) A person who is eligible for election or re-election may
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (3). The Director shall seek nominations for all board vacancies by notice to members a minimum of three weeks prior to the date of the Annual General Meeting. Nominations close one week prior to the AGM.
- (4). If the number of persons nominated for election to membership of the board does not exceed the number of vacancies in that membership to be filled:
 - (a) the Secretary shall report accordingly to; and
 - (b) the outgoing Chairperson shall declare those persons to be duly elected as members of the board at the annual general meeting concerned.
 - (c) election of office bearers by default if number of vacancies exceeds nominations.
- (5) If the number of persons nominated for election to membership of the Board exceeds the number of vacancies in that membership to be filled:

- a) the secretary shall report accordingly
 - b) the director shall arrange an election at the Annual General Meeting
 - c) where the office subject to election is that of ordinary board member the election shall be by secret ballot
- (6) If vacancies remain on the Committee after the declaration under sub-rule 6), additional nominations of Committee members may be accepted from the floor of the annual general meeting.
- (a) If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee.
 - (b) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (7) When a casual vacancy with the meaning of Rule 14 occurs in the membership of the committee:
- (a) the matter shall be referred to the committee who may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule shall:
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to a membership of the committee at,

the next annual general meeting.

11a) **CHAIRPERSON**

The chairperson shall:

- (a) Preside at committee meetings and other meetings as necessary.
- (b) Facilitate the strategic direction of the Centre.

11b) Director

The Director shall :

- (a) Be a paid position

| (b) Work with the Chairperson and committee on the strategic direction of the Centre

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12. **SECRETARY**

The Secretary shall:

- (a) coordinate the correspondence of the Association
- (b) keep full and correct minutes of the proceedings of the committee meetings of the Association;
- (c) comply on behalf of the Association with:
 - (i) s.28 of the Act in respect of the Rules of the Association; and
 - (ii) s.29 of the Act in respect of the record of the office holders and any trustees of the Association;
- d) have responsibility for all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by Rule 13 to be kept and maintained by the Treasurer
- (e) perform such other duties as are imposed by these Rules and exercise such powers, where appropriate, as are delegated to the Secretary by the committee.

13 **TREASURER**

The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of the committee in line with the budget and in so doing ensure that all cheques are authorised by the Treasurer and paid by Nulsen Haven who have responsibility for payments and bookkeeping. Payments outside of the budget shall be approved by the committee
- (d) comply on behalf of the Associations sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) submit to the committee a financial report comprising a balance sheet and profit and loss statement so as to regularly inform the committee of the financial situation of the centre.
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and

- (g) perform such other duties as are imposed by these Rules on the Treasurer and exercise such powers, where appropriate, as may be delegated to the Treasurer by the committee

14. **CASUAL VACANCIES IN MEMBERSHIP OF THE ASSOCIATION AND COMMITTEE**

A casual vacancy occurs in the office of a committee member and that office becomes vacant if the committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Coordinator;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is absent from more than three (3) committee meetings in the same financial year of which he or she has received notice without tendering an apology to the person presiding at each of those committee meetings; or
- (f) ceases to be a member of the Association.

15. **PROCEEDINGS OF COMMITTEE**

- (1) The committee shall meet together for the dispatch of business not less than bimonthly and the Chairperson may at any time convene a meeting for the committee as needed
- (2) Each committee member has a deliberative vote. However consensus shall be the primary decision making process. If consensus cannot be reached then a vote may occur. A simple majority is needed to carry a decision except when a decision is reversed within 12 months it must be 2/3.
- (3) Quorum shall be 50% plus one of the total committee or board members and include at least one office bearer.
- (4) Subject to these Rules the procedure and order of business to be followed at a committee meeting shall be determined by the committee members present at the committee meeting.
- (5) A committee member having any direct or indirect pecuniary interest referred to in ss.21 or 22 of the Act shall comply with the relevant section.

16. **ORDINARY MEETINGS**

- (1) The Association comprises all members and shall convene annual general meetings within the time limits provided for holding of annual general meetings set out in s.23 of the Act.
- (2) The Secretary shall give to all members not less than fourteen (14) days' notice of an annual general meeting or other general meeting.

- (3) A notice given under the preceding sub-rule shall specify when and where the meeting is to be held and give a general indication of the particulars of business to be transacted at the meeting. If a special resolution is proposed, the notice must set out the terms of the proposed resolution.
- (4) The Secretary may give notice to members of annual general meetings and general meetings (other than where special resolutions are proposed) by:
 - (a) serving written notice on a member personally;
 - (b) sending written notice by post or facsimile to a member at the address of the member set out in the Register of Members kept and maintained under s.27 of the Act; or
 - (c) speaking to the member personally by telephone.
- (5) In the event that a special resolution is proposed, notice of special resolutions must be made in writing and served personally or by post within the period of notice proposed.
- (6) Where a notice is sent by post, service shall be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17. **QUORUM IN GENERAL MEETINGS**

- (1) At a general meeting (including an annual general meeting) 10% of the financial members
- (2) If within thirty (30) minutes after the times specified for the holding of a general meeting a quorum is not present, the general meeting lapses.
- (3) The Chairperson may, with the consent of members present at a general meeting, adjourn that meeting to the same time and place a week thereafter.
- (4) At a general meeting:
 - (a) ordinary resolutions put to the vote shall be decided by a 2/3 majority of votes cast by members on a show of hands; and
 - (b) a special resolution put to the vote shall be decided by members in accordance with s.24 of the Act.
- (5) A declaration by the Chairperson (or such other person as presides at the meeting) that a resolution has been passed whether as an ordinary resolution or as a special resolution shall be evidence of the fact.

18. **MINUTES OF MEETINGS OF ASSOCIATION**

- (1) The Secretary shall cause proper minutes of all meetings of both the committee and general meetings to be taken and then to be entered within fourteen (14) days after the holding of such meeting in a minute file kept for that purpose.

- (2) The Secretary shall ensure that the minutes taken of all meetings under sub-rule (1) are checked and signed as correct by the person presiding at the meeting to which the minutes relate following the next succeeding committee meeting or general meeting as the case requires, where such minutes are confirmed.
- (3) When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:
 - (a) the committee meeting or general meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at such meeting did in fact take place; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19. **ALTERATION OF RULES OF THE ASSOCIATION**

- (1) The Association may alter or rescind these Rules or make additional rules in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These Rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

20. **COMMON SEAL OF ASSOCIATION**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the committee and every use of that common seal shall be recorded in the appropriate minute book.
- (3) The affixing of the common seal of the Association shall be witnessed by any two (2) of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or such other person as the committee from time to time decides.

21. **INSPECTION OF RECORDS ETC. OF ASSOCIATION**

A member or associate may at any reasonable time inspect without charge the books, documents, records and securities of the Association, however no documents may be removed from the custody of the relevant committee member. Handwritten extracts or copies are permitted and photocopies of documents will be made available only with the consent of the committee.

22. **DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If on the winding up of the Association any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to the Community Arts Network W.A. Inc.; or
- (b) to such other association having objects similar to those of the Association or the Community Arts Network W.A. Inc.

in accordance with s.33 of the Act.