

Flying Arts Alliance Inc.

Rules

an incorporated association

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# Rules

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# Rules

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## 1. Name

The name of the incorporated association is the Flying Arts Alliance Inc.

## 2. Definitions

### 2.1 Definitions

In these Rules, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1981 (Qld)*.

**Arts and Crafts** means arts, craft, design, theatre, music, dance, writing and new media.

**Association** means Flying Arts Alliance Inc.

**Committee** means the management committee of the Association.

**Deductible Contribution** means a deductible contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA for a fundraising event held for the principal objects of the Association.

**Financial Year** means the year ending on 31 December.

**General Meeting** means a general meeting of members convened in accordance with rule 16.

**Gifts** means gifts of money or property made or credited to the Public Fund as described in item 1 of the table in section 30-15 of the ITAA.

**ITAA** means the *Income Tax Assessment Act 1997 (Cth)*.

**Member** means a member of the Association.

**Ordinary Member of the Committee** means a member of the Committee who is not an officer of the Association under rule 25.

**Public Fund** means the public fund established under rule 38 of this constitution.

**Register of Cultural Organisations** means the Commonwealth Register of Cultural Organisations.

**Regulations** means regulations under the Act.

**Secretary** means:

- (a) if a person holds office under these Rules as Secretary of the Association, that person; and
- (b) in any other case, the public officer of the Association.

A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2.2 Interpretation

In these Rules, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meanings;
- (c) a reference to a rule, clause, paragraph, schedule or annexure is to a rule, clause or paragraph of, or schedule or annexure to, this these Rules, and a reference to these Rules includes any schedules and annexures;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is a reference to Australian currency;
- (f) a reference to time is to Brisbane, Queensland time;
- (g) a reference to a person includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (i) a word or expression defined in the Act has the meaning given to it in the Act;
- (j) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions;
- (k) if a day on or by which an obligation must be performed or an event must occur is not a Business Day, the obligation must be performed of the event must occur on or by the next Business Day;

## 2.3 Headings

Headings are for ease of reference only and do not affect interpretation.

## 3. Inconsistency

If there is any inconsistency between these Rules and the provisions of the Act, the provisions of the Act govern to the extent of the inconsistency.

## 4. Alteration of the rules

Subject to the Act, these Rules and the objects of the Association may be amended, repealed or added to by a special resolution carried at a general meeting. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## 5. Objects of the Association

5.1 The objects of the Association are to:

- (a) provide, organise and promote professional development and educational services in the Arts and Crafts in Queensland;

- (b) provide opportunity and, where required and feasible, venues, facilities, and resources for the teaching, practice and appreciation of the Arts and Crafts;
- (c) co-operate, co-ordinate and possibly to affiliate with organised bodies, and institutions, with objectives and/or interests similar to those of the Association;
- (d) respond to the diverse needs of regional and isolated artists and communities in Queensland;
- (e) foster and connect with artists within communities, and
- (f) to do all things and take all action, expedient, incidental and conducive to the achievement of the above objectives.

## 6. Powers of the Association

- (a) The Association has the powers of an individual.
- (b) The Association may, for example:
  - (i) enter into contracts;
  - (ii) acquire, hold, deal with and dispose of property;
  - (iii) make charges for services and facilities it supplies;
  - (iv) do other things necessary or convenient to be done in carrying out its affairs;
  - (v) promote and under take charitable and other forms of fundraising to support and achieve the objects of the Association; and
  - (vi) issue secured and unsecured notes, debentures and debenture stock for the Association.

## 7. Membership

7.1 A person who is not a member of the Association at the time of the incorporation of the Association must not be admitted to membership unless:

- (a) he or she applies for membership in accordance with rule 7.2;
- (b) they pay the entrance fee and membership fees; and
- (c) the admission as a Member is approved by the Committee.

7.2 An application for membership of the Association must be:

- (a) signed by the applicant;
- (b) supported and proposed by a Member and seconded by another Member;
- (c) made in writing in the form set out in **Annexure 1** as amended from time to time by the Committee; and
- (d) lodged with the Secretary.

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

- 7.4 The Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Committee considers the person's application, the person is advised:
- (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance, the amount of the insurance.
- 7.5 The Committee must determine whether to approve or reject the application.
- 7.6 If the Committee approves an application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's membership fee.
- 7.7 The Secretary must, within 28 days after receipt of the amounts referred to in rule 7.5, enter the applicant's name in the register of Members.
- 7.8 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.
- 7.9 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7.10 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## 8. Classes of Membership

- 8.1 The Membership of the Association may consist of any of the following classes of Members;
- (a) standard members, which consists of the following sub-classes:
    - (i) individual members;
    - (ii) group members;
    - (iii) concessional members;
    - (iv) life members (which the Committee may approve);
    - (v) honorary members (which the Committee may approve);
    - (vi) corporate members; and
  - (b) accredited members;
- the criteria of which will be as determined by the Committee from time to time.
- 8.2 The number of Members is unlimited.



## 9. Register of members

- 9.1 The Secretary must keep and maintain a register of Members containing:
- (a) the name and address of each Member; and
  - (b) the date on which each Member's name was entered in the register.
- 9.2 The register is available for inspection free of charge by any Member upon request.
- 9.3 A Member may make a copy of entries in the register.

## 10. Ceasing membership

- 10.1 A Member of the Association who has paid all moneys 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.
- 10.2 Subject to and in addition to the suspension and membership termination procedures in rule 12, after the expiry of the period referred to in rule 10.1:
- (a) the Member ceases to be a Member; and
  - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

## 11. Membership and Entrance Fees

The membership and entrance fees:

- (a) will be the amount decided by the Members from time to time at a general meeting and may differ between each class of membership; and
- (b) are payable when, and in the way, the Committee decides.

## 12. Discipline, suspension and termination of membership

- 12.1 Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules including a failure to pay membership fees within two months of their due date, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:
- (a) suspend that Member from membership of the Association for a specified period; or
  - (b) immediately terminate the membership to the Association of a Member.
- 12.2 A resolution of the Committee under rule 12.1 does not take effect unless:
- (a) at a meeting held in accordance with rule 12.3, the Committee confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

- 12.3 A meeting of the Committee to confirm or revoke a resolution passed under rule 12.1 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 12.4.
- 12.4 For the purposes of giving notice in accordance with rule 12.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the Member, or his or her representative, may address the Committee 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;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the Member that he or she may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) informing the Member that, if at that meeting, the Committee 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.
- 12.5 At a meeting of the committee to confirm or revoke a resolution passed under rule 12.1, the Committee must:
- (a) give the Member, or his or her representative, an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 12.6 If at the meeting of the Committee, the Committee 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.
- 12.7 If the Secretary receives a notice under rule 12.6, he or she must notify the Committee and the Committee must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 12.8 At a General Meeting of the Association convened under rule 12.7:
- (a) no business other than the question of the appeal may be conducted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the Member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 12.9 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.

## 13. Disputes and mediation

- 13.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
  - (b) a Member and the Association.
- 13.2 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.
- 13.3 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.
- 13.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
    - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by a dispute resolution branch or centre of Queensland (Department of Justice and Attorney General).
- 13.5 A Member of the Association can be a mediator.
- 13.6 The mediator cannot be a Member who is a party to the dispute.
- 13.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 13.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 13.9 The mediator must not determine the dispute.
- 13.10 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.

## 14. Annual general meetings

- 14.1 The Committee may determine the date, time and place of the Annual General Meeting of the Association.
- 14.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 14.3 The ordinary business of the Annual General Meeting shall be to:
- (a) confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting;

- (b) receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year;
- (c) elect officers of the Association and the Ordinary Members of the Committee;
- (d) receive and consider the statement submitted by the Association in with Part 6 Division 2 of the Act; and
- (e) appoint an auditor.

14.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

14.5 An Annual General meeting must be held:

- (a) at least once each year; and
- (b) within six months after the end date of the Financial Year.

## 15. Special general meetings

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

15.2 All General Meetings other than the Annual General Meeting are special General Meetings.

15.3 The Committee may, whenever it thinks fit, convene a special General Meeting of the Association.

15.4 The Committee 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.

15.5 The request for a special General Meeting must:

- (a) state the objects of the meeting;
- (b) be signed by the Members requesting the meeting; and
- (c) be sent to the address of the Secretary.

15.6 If the Committee 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.

15.7 If a special General Meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Association to the persons incurring the expenses.

## 16. Notice of general meetings

16.1 The Secretary, at least 14 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.

- 16.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of Members; or
  - (b) if the Member requests, by facsimile transmission or electronic transmission.
- 16.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 16.4 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.

## 17. Quorum at general meetings

- 17.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 17.2 The number of current members of the Committee will constitute a quorum for the conduct of the business of a General Meeting.
- 17.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
  - (b) in any other case, the meeting shall 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.
- 17.4 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 6) shall be a quorum.

## 18. Presiding at general meetings

- 18.1 The President, or in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting of the Association.
- 18.2 If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as chairperson.

## 19. Adjournment of meetings

- 19.1 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.
- 19.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 19.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 16.

19.4 Except as provided in rule 19.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## 20. Voting at general meetings

20.1 Upon any question arising at a General Meeting of the Association, a Member has one vote only.

20.2 All votes must be given personally, authorised electronic poll or by proxy..

20.3 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.

20.4 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.

## 21. Poll at general meetings

21.1 If at a meeting a poll on any question is demanded by not less than 20% of the Members present, it must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

21.2 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.

## 22. Manner of determining whether resolution carried

22.1 If a question arising at a General Meeting of the Association is determined on a show of hands:

(a) a declaration by the chairperson that a resolution has been:

- (i) carried;
- (ii) carried unanimously;
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) 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.

## 23. Proxies

23.1 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.

23.2 The notice appointing the proxy must be in the form set out in **Annexure 2**.

## 24. Committee

24.1 The affairs of the Association shall be managed by the Committee.

24.2 The Committee:

- (a) shall control and manage the business, the income, property, funds and affairs of the Association;
- (b) may, subject to these Rules, 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 these Rules to be exercised by general meetings of the Members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association including:
  - (i) to borrow, raise or secure the payment of amounts in a way the Association members decide;
  - (ii) to secure the amounts mentioned in clause 24.2(c)(i) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
  - (iii) to purchase, redeem or pay off any securities issued;
  - (iv) to borrow amounts from members and pay interest on the amounts borrowed;
  - (v) to mortgage or charge the whole or part of its property;
  - (vi) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
  - (vii) to provide and pay off any securities issued; and
  - (viii) to invest in a way the Members of the Association may from time to time decide.

24.3 Subject to section 61 of the Act, the Committee shall consist of at least three Members of whom at least :

- (a) one will hold the office of President; and
- (b) one will hold the office of Treasurer,

each of whom shall be elected at the Annual General Meetings of the Association.

24.4 Members of the Committee must retire from office after three years of holding office, but may be eligible, on nomination, for re-election up to a maximum of two further terms.

24.5 Subject to the Act, the Association may by resolution passed at a General Meeting increase the number of Committee members or remove any Committee member.

## 25. Delegation of Committee powers

- 25.1 The Committee may delegate the whole or part of its powers to a subcommittee consisting of the Members considered appropriate by the Committee.
- 25.2 A subcommittee may only exercise delegated powers in the way the Committee decides.

## 26. Office holders

- 26.1 The officers of the Association shall be:
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- 26.2 The provisions of rule 28, 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 26.1.
- 26.3 Each officer of the Association shall hold office until he or she dies or until his or her office is vacated under rule 27.
- 26.4 In the event of a casual vacancy in any office referred to in rule 26.1, the Committee may appoint one of its Members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- 26.5 The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
  - (a) a Member of the Association elected by the Association as secretary; or
  - (b) any of the following persons appointed by the Committee;
    - (i) a Member of the Committee;
    - (ii) a Member of the Association; or
    - (iii) another person.
- 26.6 The Committee may appoint and remove the Secretary at any time.

## 27. Officers and Ordinary Members of the Committee

- 27.1 Subject to these Rules, each officer and Ordinary Member of the Committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.
- 27.2 In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Member to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.



## 28. Election of officers and Ordinary Committee Members

- 28.1 Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee must be:
- (a) 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
  - (b) delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the Annual General Meeting.
- 28.2 A candidate may only be nominated for an office and/or as an Ordinary Member of the Committee, prior to the Annual General Meeting.
- 28.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 28.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 28.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 28.6 The ballot for the election of officers and Ordinary Members of the Committee must be conducted at the Annual General Meeting in such manner as the Committee may direct.

## 29. Vacancies

- 29.1 The office of an officer of the Association, or of an Ordinary Member of the Committee, becomes vacant if the officer or Ordinary Member of the Committee:
- (a) ceases to be a Member of the Association;
  - (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
  - (c) resigns from office by notice in writing given to the Secretary; or
  - (d) is removed by resolution of Members at a General Meeting.

## 30. Meetings of the Committee

- 30.1 The Committee must meet at least once in every four calendar months, at such place and such times as the Committee may determine.
- 30.2 Special meetings of the Committee may be convened by the President or Secretary if requested in writing by not less than one third of the Committee. Such request must clearly state why such special meeting is being convened and the nature of business of the meeting.

## 31. Notice of Committee meetings

- 31.1 Written notice of each Committee meeting must be given to each member of the Committee at least 2 business days before the date of the meeting.

- 31.2 Written notice must be given to members of the Committee 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.
- 31.3 The Committee may decide the way in which the notice must be given, including by electronic means.

## 32. Quorum for Committee meetings

- 32.1 A simple majority of members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- 32.2 No business may be conducted unless a quorum is present.
- 32.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting, the meeting lapses; and
  - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 32.4 The Committee may act notwithstanding any vacancy on the Committee.

## 33. Presiding at Committee meetings

- 33.1 At meetings of the Committee:
- (a) the President or, in the President's absence, the Vice-President presides; or
  - (b) if the President and the Vice-President are absent, or are unable to preside, the Members present must choose one of their number to preside.

## 34. Voting at Committee meetings

- 34.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall 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.
- 34.2 Each Member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (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.

## 35. Resignation and Removal of Committee member

- 35.1 A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary.
- 35.2 The resignation takes effect on:
- (a) the day and at the time the notice is received by the Secretary; or
  - (b) if a later day is stated in the notice, the later day.

- 35.3 The Association in General Meeting may, by resolution, remove any member of the Committee 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.
- 35.4 A member who is the subject of a proposed resolution referred to in rule 35.3 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 35.5 The Secretary or the President 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.

## 36. Minutes of meetings

- (a) The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.
- (b) To ensure the accuracy of the minutes:
- (i) the minutes of each Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Committee meeting, verifying their accuracy;
  - (ii) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (iii) the minutes of each Annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or Annual general meeting, verifying their accuracy.

## 37. Funds

- 37.1 The Treasurer of the Association must:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association;
  - (b) keep 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; and
  - (c) as soon as practicable after the end of each financial year, prepare a statement containing details of:
    - (i) the income and expenditure for the financial year just ended; and
    - (ii) the assets and liabilities and all charges and encumbrances affecting the property and assets of the Association at the close of the financial year just ended.

- 37.2 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Committee. All amounts received by the Association must be deposited in the financial institution account as soon as practicable after receipt.
- 37.3 Subject to rule 37.4, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
- 37.4 All cheques must be marked '*not negotiable*' except those in payment of wages, allowance or petty cash reimbursements which may be open.

## 38. Public fund

### When does this rule apply

- 38.1 This rule 38 applies only to the extent that the Association is registered with the Commonwealth Register of Cultural Organisations or its lawful successor.

### Establishing and maintaining a Public Fund

- 38.2 The Association must establish and maintain a separate account, to be called 'Art for Life Giving Fund' (**Public Fund**):
- (a) to which a gift of money or property as described in item 1 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth) (**ITAA**) (**Gifts**) are made or credited;
  - (b) to which a deductible contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA for a fundraising event held for the principal objects of the Association (**Deductible Contributions**) are made or credited;
  - (c) to which any money received because of those Gifts and Deductible Contributions (including the income from the investment of all or part of the Public Fund) are credited;
  - (d) that does not receive any other money or property; and
  - (e) complies with subdivision 30-F of the ITAA.
- 38.3 The Association must establish and maintain clear accounting procedures for the Public Fund. Management and administration of the Public Fund.
- 38.4 The Public Fund must be managed and administered by the Committee or a subcommittee of the Committee. The majority of that Committee or subcommittee must at all times be persons who have an underlying responsibility to the community as a whole including a person who:
- (a) performs a public function;
  - (b) belongs to a professional body which has a professional code of ethics and rules of conduct;
  - (c) has received formal recognition from the government for their services to the community;  
or
  - (d) falls within the description of the term of responsible person approved by the Commissioner of Taxation or other relevant Commonwealth authority.
- 38.5 The Public Fund must be used solely for the principal objects set out in rule 5.

- 38.6 A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and Gifts to it are to be kept separate from other funds of the Association.
- 38.7 No monies or assets may be distributed from the Public Fund to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the public fund or proper remuneration for administrative services.
- 38.8 The Association must use the following only for Public Fund purposes:
- (a) Gifts made to the Public Fund; and
  - (b) any money received because of those Gifts (including the income from the investment of all or part of the Public Fund).
- 38.9 Any allocation of funds or property to other persons or organisations will be made in accordance with the objects of the Association and will not be influenced by the preference of the donor.

### **Receipts**

- 38.10 Receipts for Gifts and Deductible Contributions 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) the Australian Business Number of the Association; and
  - (c) any other matter required to be included on the receipt pursuant to the requirements of section 30 of the ITAA.

### **Winding up**

- 38.11 At the first occurrence of:
- (a) the winding up of the Association;
  - (b) the winding up of the Public Fund; or
  - (c) the Association ceasing to be endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA,
- any surplus assets of the Public Fund must be transferred to one or more charitable fund, authority or institution:
- (d) with similar to, or inclusive of, the charitable objects of the Association;
  - (e) whose rules prohibit the distribution of its income and assets to its members; and
  - (f) to which Gifts and Deductible Contributions are deductible under division 30-B, section 30-100 of the ITAA; and
  - (g) which is listed on the Register of Cultural Organisations.

### **Agreement to abide by Ministerial Rules**

- 38.12 The Association agrees to comply with any rules that the relevant Commonwealth Minister responsible for the arts and Commonwealth Treasurer impose and ensure that Gifts and Deductible Contributions made to the Public Fund are used only for its principal objects.

## **Invitation to donate to the Public Fund**

38.13 The Association must invite the public to make Gifts and Deductible Contributions to the Public Fund.

## **Public Fund forms part of the Association**

38.14 To avoid any doubt, it is declared that the Public Fund forms part of the Association and is bound by the Association's rules.

## **Department to be notified of changes**

38.15 The Commonwealth Department that is responsible for the administration of the Register of Cultural Organisations is to be notified of any proposed amendments or alterations to the rules for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing deductible gift recipient status.

## **39. Seal**

39.1 The common seal of the Association must be kept in the custody of the Secretary.

39.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Association.

## **40. Notice to members**

40.1 Except for the requirement in rule 16, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the Member personally;
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
- (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

## **41. Winding up**

41.1 Subject to rule 40.2 and any specific requirements involving the Public Fund established under rule 38, in the event of the winding up or the cancellation of the incorporation of the Association or its revocation as a deductible gift recipient, the surplus assets of the Association must be disposed of in accordance with the provisions of the Act and otherwise in accordance with a special resolution relating to the distribution of the surplus assets of the Association passed by the Members in accordance with these rules, all surplus assets shall, subject to any trust affecting the same, be disposed of in the manner so resolved..

41.2 This rule applies if the Association:

- (a) is wound-up under part 10 of the Act; and

(b) has surplus assets.

41.3 The surplus assets must not be distributed among the Members of the Association.

41.4 The surplus Assets must be given to another entity:

(a) having objects similar to the Association's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

41.5 In this rule surplus assets see section 92(3) of the Act.

## 42. Custody and inspection of books and records

42.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

42.2 All accounts, books, securities and any other documents of the Association must be available for inspection free of charge by any Member upon request.

42.3 A Member may make a copy of any accounts, books, securities and any other documents of the Association.

## 43. By-laws

43.1 The Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.

43.2 A by-law may be set aside by a vote of Members at a General Meeting of the Association.

# Annexure 1 - Application for Membership of Flying Arts Alliance Inc

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I, (*name and occupation*), of (*address*) desire to become a member of Flying Arts Alliance Inc

In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force.

Signature of Applicant

Date

I, (*name*), a Member of the Association, nominate the applicant, who is personally known to me, for Membership of the Association.

Signature of Proposer

Date

I, (*name*), a Member of the Association, second the nomination of the applicant, who is personally known to me, for Membership of the Association.

Signature of Secunder

Date



# Annexure 2 - Form of appointment of proxy

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I,

*(name)*

of

*(address)*

being a member of Flying Arts Alliance Inc

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the Association, as my proxy to 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 authorised to vote in favour of/against\* the following resolution:

(insert details of resolution).

Signed

Date

\*Delete if not applicable