

IMPORTANT

The Standard ADFAS Society Constitutions were drawn up to ensure Societies are adequately covered by the Association of ADFAS Insurance Policies.

Do not change the Constitution in any way as this could jeopardize your insurance cover.

If you have any queries concerning constitutional matters or if you wish to change the constitution in any way **you must first contact** the Executive Committee of the Association.

CONSTITUTION

Australian Decorative & Fine Arts Society
ADFAS Gold Coast Inc.

Date: December 2012

Constitution

Australian Decorative & Fine Arts Society Gold Coast Inc.

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PART 1 – Preliminary

1. Society Name

The name of the incorporated association is the Australian Decorative & Fine Arts Society Gold Coast Inc.

2. Interpretation

- (1) In this constitution except in so far as the context or subject matter otherwise indicates or requires:

"the Act" means the *Associations Incorporation Act 1981*.

"the Association" means the Association of Decorative & Fine Arts Societies Inc.

"Committee" means the committee of management of the Society.

"Financial year" means the period specified as the financial year in the Constitution.

"Member Society" means a society incorporated under the Associations Incorporation Act of any State or Territory which is a member of the Association.

"Ordinary member" means a member of the Committee who is not an office bearer of the Society.

"present" means participation in committee and general meetings using any technology that reasonably allows the member to hear and take part in discussions as they happen.

"the Regulation" means the *Associations Incorporation Regulation 1999*.

"the Relevant Authority" means the officer responsible for administering the Act, however he or she is described under the Act.

"Secretary" means: the person holding office under this constitution as Honorary Secretary of the Society who is also the Public Officer of the Society.

"the Society" means the Australian Decorative & Fine Arts Society Gold Coast Inc.

"Special General Meeting" means a general meeting of the Society other than the annual general meeting.

- (2) In this constitution a reference to a function includes:

- (a) A reference to a power, authority and duty; and
- (b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Acts Interpretation Act 1954* apply to and in respect of this constitution in the same manner as those provisions would apply if this constitution were an instrument under the Act.

PART 2 – Statement of Objects

3. Objects

As a Member Society of the Association, the Society shall have for its primary objects:

- (1) the promotion and advancement of aesthetic education.
- (2) the cultivation and study of the decorative and fine arts.
- (3) the preservation of our national artistic heritage; and
- (4) the doing of all such things as are incidental to the attainment of the above objects, including, but without prejudice to the generality of the foregoing, any or all of the following ancillary objects:
 - (a) To arrange lectures to members of the Society at monthly or other intervals.
 - (b) To establish and conduct, or participate in the establishment and conduct of, lectures and courses whereby an opportunity may be given to the Society's members, and members of the public if the Committee so decides, of becoming familiar with and appreciating the decorative and fine arts.
 - (c) To arrange tours and visits to private houses, collections, museums, exhibitions and other places of relevant interest.
 - (d) To arrange the presentation of exhibitions or artistic performances of an educational character designed to further the primary objects.
 - (e) To arrange for the Society's members,
 - (i) to give voluntary assistance in houses of historic or artistic interest, museums, exhibitions and other places where such assistance is required, including guiding, conservation, cataloguing and recording work, and
 - (ii) to provide such support and to make such arrangements as may be necessary, including the provision of courses of instruction for participating members,in accordance with the Association's policy and with the approval of the Association.
 - (f) To purchase, take on lease, hire or otherwise acquire any real or personal property or premises including halls, lecture rooms and theatres, and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects.
 - (g) To establish or support any charitable or benevolent society or institution and to subscribe or guarantee money for any purpose connected with or calculated to advance the primary objects of the Society.
 - (h) To borrow or raise money and to appeal for funds for the objects of the Society on such terms and on such security as may be thought fit by the Committee.
 - (i) To arrange the printing and publishing of such papers, periodicals, books, leaflets or other documents as the Committee or the members in general meeting decide are desirable for the promotion of the objects of the Society.

PART 3 – Membership

4. Membership Qualifications

Membership of the Society is by invitation only. Invitation to become a member is made by the Committee either on its own initiative or on the request of another member of the Society. The number of ordinary members is unlimited.

5. Cessation of Membership

A person ceases to be a member of the Society if the person:

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the Society; or
- (d) fails to pay the subscription prescribed.

6. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

7. Resignation of Membership

- (1) A member of the Society is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice (being not less than one month or not less than such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the Society ceases to be a member pursuant to subclause (2), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

8. Register of Members

- (1) The **Secretary** of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

9. Fees and Subscriptions

- (1) The Committee may prescribe fees and subscriptions in such amounts as it deems fit to be paid to the Society as a condition of membership of the Society.

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- (2) The first payment shall be due on election to membership and due annually thereafter on a date decided by the Committee.
- (3) A member whose fees and subscriptions are not paid in full within 28 days of the due date shall thereupon cease to be entitled to the rights and privileges of membership, but may at the discretion of the Committee be reinstated on payment of all arrears.
- (4) The Committee shall have power to charge an entrance fee for membership of the Society, additional to a member's subscription.

10. Members' Liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society.

11. Resolution of Internal Disputes

- (1) Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to mediation conducted by a mediator agreed between the parties to the dispute or failing agreement appointed by the Chair of the Queensland Chapter of the Institute of Arbitrators and Mediators Australia (IAMA).
- (2) If a dispute is not resolved by mediation within 3 months, the dispute is to be referred to arbitration by an arbitrator agreed between the parties to the dispute or failing agreement appointed by the Chair of the Queensland Chapter of the Institute of Arbitrators and Mediators Australia (IAMA).
- (3) The Queensland *Commercial Arbitration Act 1990* applies to any such dispute referred to arbitration.

12. Disciplining of Members

- (1) Where the Committee is of the opinion that a member of the Society:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society,the Committee may, by resolution:
 - (c) expel the member from the Society; or
 - (d) suspend the member from membership of the Society for a specified period.
- (2) A resolution of the Committee under subclause (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subclause (3), confirms the resolution in accordance with this subclause.
- (3) Where the Committee passes a resolution under subclause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

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- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at the meeting;
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Committee held as referred to in subclause (3), the Committee shall:
 - (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under subclause (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 13.
- (6) A resolution confirmed by the Committee under subclause (4) does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution pursuant to subclause 13 (4).

13. Right of Appeal of Disciplined Member

- (1) A member may appeal to the Society in general meeting against a resolution of the Committee which is confirmed under subclause 12 (4) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under subclause (1), the Secretary shall notify the Committee which shall convene a general meeting of the Society to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Society convened under subclause (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

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PART 4 - The Committee

14. Powers of the Committee

- (1) The management of the affairs of the Society, subject to the Act, the Regulation, this constitution and to any resolution passed by the Society in general meeting, shall be vested in the Committee.
- (2) The Committee:
 - (a) may exercise all such functions as may be exercised by the Society other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society; and
 - (b) has power to perform such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society.

15. Constitution and Membership

- (1) The Committee shall consist of:
 - (a) the office-bearers of the Society; and
 - (b) at least 4 and not more than 10 ordinary members,each of whom shall be elected at the annual general meeting pursuant to this constitution.
- (2) The office-bearers of the Society shall be:
 - (a) the Chairman;
 - (b) the Vice-Chairman;
 - (c) the Honorary Treasurer; and
 - (d) the Honorary Secretary.

16. Terms of Office

- (1) Each member of the Committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (2) An office-bearer of the Society shall not be elected to hold a particular office for more than three consecutive years.
- (3) A member shall not be elected as an ordinary member of the Committee for more than four consecutive years.
- (4) The Society in general meeting may extend the periods of three and four years set out respectively in subclauses (2) and (3).
- (5) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Society to fill the vacancy, whether such vacancy be of an office-bearer or of an ordinary Committee member, and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

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- (6) Within 14 days after vacating office, a former committee member must ensure that all documents in his or her possession that belong to the Society are delivered to the Secretary for delivery to his or her successor.

17. Election of Members

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the Committee:
- (a) shall be made in writing signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) shall be delivered to the Secretary of the Society not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

18. Secretary

- (1) The Secretary of the Society shall, as soon as practicable after being elected as Secretary, lodge notice with the Society of his or her address.

The Secretary must be an adult residing in Queensland, or in another State but not more than 65km from the Queensland border.

Any vacancy in the office of Secretary must be filled within 1 month.

Any change in the address of the Secretary must be notified on the approved form within 1 month.

Any change to the membership of the office of Chairman, Treasurer or Secretary must be notified on the approved form within 1 month.

The functions of the Secretary include, but are not limited to –

- (a) calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chairman of the Society; and
- (b) keeping minutes of each meeting; and

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- (c) keeping copies of all correspondence and other documents relating to the Society; and
 - (d) maintaining the register of members of the Society.
- (2) It is also the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Committee;
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairman of the meeting or by the chairman of the next succeeding meeting.

19. Treasurer

It is the duty of the Treasurer of the Society to ensure that:

- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made;
- (b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

20. Casual Vacancies

For the purposes of this constitution, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Society;
- (c) becomes an insolvent under administration within the meaning of the Corporations Law;
- (d) resigns office by notice in writing given to the Secretary or Chairman;
- (e) is removed from office under this constitution;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

21. Removal of Member

- (1) The Society in general meeting may by resolution remove any member of the Committee from that member's office on the Committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representations be notified to the members of the

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Society, the Secretary or the Chairman may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Meetings and Quorum

- (1) Subject to subclause (2), the Committee shall meet at least 6 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Where the Act permits the number of Committee meetings per year to be less than 6 times per year, the Committee may convene a number of meetings per year that is no fewer than 3.
- (3) A committee meeting may be held at 2 or more venues using any technology that gives each of the Committee members a reasonable opportunity to participate.
- (4) Additional meetings of the Committee may be convened by the Chairman or by any member of the Committee
- (5) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (6) Notice of a meeting given under subclause (5) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (7) **50% plus one of the Committee members** constitutes a **quorum** for the transaction of the business of a meeting of the Committee.
- (8) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (10) At a meeting of the Committee:
 - (a) the Chairman or, in the Chairman's absence, the Vice-Chairman shall preside; or
 - (b) if the Chairman and the Vice-Chairman are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

23. Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Society as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.

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- (2) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function and subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-Committee may meet and adjourn as it thinks proper.

24. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to this constitution, the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

PART 5 – General Meetings

25. Annual General Meeting – convening

- (1) The Society shall, at least once in each calendar year and in accordance with the Act, convene an annual general meeting of its members.
- (2) The Society shall hold its annual general meeting within 3 months after the expiration of each financial year.

26. Annual General Meetings – calling of and business at

- (1) The annual general meeting of the Society shall, subject to the Act, be convened at such a place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting the business of an annual general meeting shall be:

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- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the activities of the Society during the last preceding financial year;
 - (c) to elect office-bearers of the Society and ordinary members of the Committee;
 - (d) to appoint an auditor;
 - (e) to receive and consider a statement as to the income and expenditure of the Society during its last financial year, as to the assets and liabilities of the Society at the end of its last financial year, and as to such other matters as are required by the Act.
 - (f) to receive and consider the report of the auditor.
- (3) An annual general meeting shall be specified as such in the notice convening it.

27. Special General Meetings – calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The Committee shall convene a special general meeting of the Society upon receipt of a requisition in writing from as many members as is required by the Act.
- (3) A requisition of members for a special general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

28. Notice

- (1) Except where the nature of business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be served on or given to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subclause (1) specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

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- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subclause 27 (2).
- (4) A member desiring to bring any business before the general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Procedure

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) At any general meeting the number of members, being entitled under this constitution to vote, required to constitute a **quorum** shall be **at least the number of the management committee plus one**.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

30. Presiding Member

- (1) The Chairman or, in the Chairman's absence, the Vice-Chairman, shall preside as chairman at each general meeting of the Society.
- (2) If the Chairman and the Vice-Chairman are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairman at the meeting.

31. Adjournment

- (1) The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of Decisions

- (1) A question arising at a general meeting of the Society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a

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declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Society, a poll may be demanded by the chairman or by not less than 3 members present in person at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairman directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. Special Resolution

A resolution of the Society is a special resolution only if it is passed in accordance with Section 3 of the Act. (Section 3 requires that a special resolution must be passed by a 75 per cent majority vote at a general meeting. The notice of meeting must set out the wording of the special resolution and not less than 21 days written notice must be given to members.)

34. Voting

- (1) Upon any question arising at a general meeting of the Society a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35. Proxy Votes

Voting by proxy is not permitted by the Society and only those members present at a meeting may vote.

36. Postal Ballot

- (1) The society may hold a postal ballot to determine any issue or proposal other than an appeal under clause 13.
- (2) A postal ballot may only be conducted in the manner decided by the management committee.

PART 6 – Miscellaneous

37. Insurance

- (1) The insurance the Society is required to effect and maintain pursuant to the Act shall be effected and maintained by the Association.

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- (2) In addition to the insurance referred to in subclause (1), the Society may effect and maintain other insurance.

38. Funds – Source

- (1) The funds of the Society shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Committee determines.
- (2) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (3) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Payment of Society accounts by Electronic Funds Transfer must be authorised by two duly approved members of the Committee with passwords lodged with the financial institution.

39. Funds – Management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or employees of the Society, being members or employees authorised to do so by the Committee.
- (3) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.

40. Funds – Audits

- (1) at least once in each financial year, the accounts of the Society shall be examined by the auditor;
- (2) a copy of a statement as to the income and expenditure of the Society during its last financial year, and the assets and liabilities of the Society at the end of its last financial year, together with a copy of the auditor's report, shall be made available to members at the Annual General Meeting.

41. Alteration of Constitution

This constitution may be altered, rescinded or added to only by a special resolution of the Society. An amendment, repeal or addition is valid only if it is registered by the chief executive.

42. Custody of Books etc.

Except as otherwise provided by this constitution, the **Secretary** shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

43. Inspection of Books etc

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

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44. Service of Notices

- (1) For the purpose this constitution, a notice may be served on or given to any member by:
 - (a) delivering it to the person personally;
 - (b) sending it by pre-paid post to the address of the member appearing in the register of members;
 - (c) sending it by facsimile transmission to an address specified by the member; or
 - (d) sending it by email or some other form of electronic transmission to an address specified by the member.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post;
 - (c) in the case of a notice sent by facsimile transmission on the date it was sent; and
 - (d) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent.

45. Winding Up and Surplus Property

- (1) The Society may be wound up pursuant to the provisions of the Act.
- (2) Where the Society is wound up, surplus property is to be distributed pursuant to the provisions of the Act.

46. End of Financial Year

The financial year of the Society shall end on 31 October.

47. Common Seal

- (1) The management committee must ensure the Society has a common seal.
- (2) The common seal must be –
 - (a) kept securely by the management committee
 - (b) used only under the authority of the management committee
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by –
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee

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