

1. NAME

The Name of the incorporated association shall be **THE MACLEAY ISLAND ARTS COMPLEX INCORPORATED** (in these Rules called “the Association”).

2. OBJECTS

- a. To provide a community service and benefit for the residents of Macleay Island or any other persons interested in the nurturing and furthering of arts in the community.
- b. To provide buildings, fittings and requisites in connection with any such community service and to do anything considered necessary to maintain and improve facilities.
- c. To provide community facilities for the practice, teaching and viewing of community arts.
- d. To acquire land and buildings necessary and convenient in such a community service.
- e. To do all such other things as are incidental or conducive to the attainment of the objectives of the Association.

3. POWERS

- a. The Association has, in the exercise of its affairs, the power of an individual.
- b. The Association may, for example:
 - (i) enter contracts; and
 - (ii) acquire, hold, deal with and dispose of property; and
 - (iii) make charges for services and facilities it supplies; and
 - (iv) do other things necessary or convenient to be done in carrying out its affairs.
- c. The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4. CLASSES OF MEMBERSHIP

- a. The membership of the Association shall consist of any of the following classes of members:

(i)	Ordinary	Numbers of members is unlimited. Must be 18 years or over. Must support the objectives of the Association. Must be a financial member to vote. All members are eligible for election to the management committee.
(ii)	Honorary	Can be no more than 5% of the total members. Must be dedicated non-member who supports the Association. May not vote and are not eligible for election to the management committee or sub-committee.
(iii)	Life	Life membership may be conferred upon recommendation by the management committee at a general meeting. A life member will have provided outstanding services to the organisation. A life member will have served for not less than 10 years. May vote.
(iv)	Junior	Junior members must be over 13 and under 18 years. Junior members will be charged a reduced membership fee. The number of junior members is unlimited. Members in this category may not vote and are not eligible for election to the management committee or sub-committee.

- b. The application for membership shall be made in writing, signed by the applicant, in the form that the management committee prescribes.

5. MEMBERSHIP FEES

- a. The membership fees for each class of membership shall be such sum as the members shall from time to time at a general meeting so determine.
- b. The membership fee for each class of membership shall be payable at such time and in such manner as the management from time to time determine.

6. ADMISSION AND REJECTION OF MEMBERS

- a. The management committee must consider an application for membership at the next committee meeting held after it receives:
 - (i) the application for membership; and
 - (ii) the appropriate membership fee for the application.
- b. The management committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the management committee considers the persons application, the person is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.
- c. The management committee must decide at the meeting whether to accept or reject the application.
- d. If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- e. The secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

7. TERMINATION OF MEMBERSHIP

- a. A member may resign from the Association at any time by giving notice in writing to the secretary.
- b. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect at the later date.
- c. If a member:
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these rules; or
 - (iii) has membership fees in arrears for a period of 2 (two) months or more; or
 - (iv) conducts himself or herself in a manner considered to injurious or prejudicial to the character or interests of the Association, the management committee shall consider whether the membership shall be terminated and a report given to the member at the next general meeting.
- d. The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

8. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- a. A person whose application for membership has been rejected or whose membership has been terminated by within 1 (one) month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
- b. Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall convene, within 6 (six) months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- c. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for the membership or terminated the membership subsequently shall likewise have the opportunity of presenting its case.
- d. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- e. Where a person whose application is rejected does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount remaining of any fee paid.

9. REGISTER OF MEMBERS

- a. The management committee must keep a register of members of the Association.
- b. The register must include the following particulars for each member:
 - (i) the full name of the member; and
 - (ii) the postal or residential address of the member; and
 - (iii) the date of admission as a member; and
 - (iv) the date of death or time of resignation of the member; and
 - (v) details about the termination or reinstatement of membership; and
 - (vi) any other particulars the management committee or the members at a general meeting decide.
- c. The register must be open for inspection by members of the Association at all reasonable times.
- d. A member must contact the secretary to arrange an inspection of the register.
- e. However, the management committee may, on the application of a member of the Association, withhold information about another member (other than the other members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the other member at risk of harm.
- f. A member of the Association must not:
 - (i) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

- g. Sub rule 9. f. does not apply if the use or disclosure of the information is approved by the Association.

10. SECRETARY

- a. If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 1 (one) month after the vacancy happens.
- b. The secretary must be an individual residing in Queensland or in another state but not more than 65 km from Queensland border, who is:
 - (i) a member of the Association elected by the Association as secretary; or
 - (ii) a member of the Association's management committee appointed by the committee as secretary.
- c. The management committee may appoint or remove the secretary at any time and reason for the dismissal given to the members at the next meeting.

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

- a. The management committee of the Association shall consist of president, vice president, treasurer and secretary all of whom shall be members of the Association and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- b. At the annual general meeting of the Association, all members of the management committee for the time being shall retire from office but shall be eligible upon nomination for re-election.
- c. A person may be a candidate only if the person:
 - (i) is an adult; and
 - (ii) is not ineligible to be elected as a member under section 61A of the Act.
- d. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.
- e. The election of officers and other members of the management committee shall take place in the following manner:
 - (i) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee; and
 - (ii) The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election shall take place; and
 - (iii) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 (seven) days immediately preceding the annual general meeting; and
 - (iv) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each member present at the annual general meeting shall be entitled to vote for any such candidate not exceeding the number of vacancies.

12. RESIGNATION OR REMOVAL FROM OFFICE OF A MEMBER OF THE MANAGEMENT COMMITTEE

- a. Any member of the management committee may resign from membership of the management committee at any time giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.
- b. The question of removal shall be determined by the vote of the members present at such a general meeting.
- c. There is no right of appeal against the member's removal from office under this section.

13. VACANCIES ON MANAGEMENT COMMITTEE

- a. The management committee shall have the power at any time to appoint any member of the Association to fill any single casual vacancy on the management committee until the next general meeting.
- b. The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee but if and so long their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee the continuing members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the Association, but for no other purpose.

14. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- a. Except as otherwise provided by these rules and subject to resolution of the members of the Association carried at any general meeting, the management committee:
 - (i) shall have the general control and management of the administration of the affairs, property and funds of the Association; subject to the provisions of the Association's by-laws; and
 - (ii) shall have authority to interpret the meaning of these rules and any matter relating to the Association and that in the event of any serious or contentious matter that requires interpretation then that matter shall be put to a general meeting.
- b. The management committee may exercise all the powers of the Association:
 - (i) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagements incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and
 - (ii) to borrow amounts from members and to pay interest on the amount borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - (iii) to invest in such manner as the members of the Association may from time to time determine.

- c. For sub-section 14.b (ii) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts or money lent (whatever the term of the loan) by:
 - (i) The financial institution for the Association; or
 - (ii) If there is more than one financial institution for the Association, the financial institution nominated by the Association.

15. MEETINGS OF THE MANAGEMENT COMMITTEE

- a. The management committee shall meet at least 4 (four) times a year and when necessary to exercise its functions.
- b. The management committee must decide how a meeting is to be called.
- c. Notice of a meeting is to be given in the way decided by the management committee.
- d. The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- e. A committee member who participates in the meeting as mentioned in sub rule 15.d. is taken to be present at the meeting.
- f. A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee which requisition shall clearly state the reason why such special meeting is being convened and the nature of the business to be transacted thereat.
- g. At every meeting of the management committee a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.
- h. Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.
- i. However, the questions arising at any meeting of the management committee shall be decided by a majority of votes and in the case of equality of votes the questions shall be deemed to be decided in the negative.
- j. A member of the management committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested or any matter arising thereat and if the member does so vote the member's vote shall not be counted.
- k. Not less than 14 day notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
- l. Such notice shall clearly state the nature of the business to be discussed thereat.
- m. The president shall preside as chairperson at every meeting of the management committee, or if there is no president, or if at any meeting the president is not present within 10 minutes after the appointed time for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
- n. If within half an hour of the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting if convened upon the requisition of the members of the management committee, shall lapse.

- o. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

16. DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

- a. The management committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the management committee thinks fit.
- b. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.
- c. A sub-committee may elect a chairperson of its meetings.
- d. If no such person is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for the holding the meeting, the members present may choose 1 (one) of their number to be a chairperson of their meeting.
- e. A sub-committee may meet and adjourn as it thinks proper.
- f. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

17. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

All acts done by any meeting of the management committee or a sub-committee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or persona acting as aforesaid, or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

18. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- a. A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
- b. Any such resolution may consist of several documents in like form signed by 2 (two) or more members of the management committee.

19. ANNUAL GENERAL MEETING

Each annual meeting must be held:

- a. at least once a year; and
- b. within 6 (six) months after the end of the Association's previous financial year.

20. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

The following business must be transacted at every annual general meeting:

- a. The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last financial year; and
- b. The receiving of the auditor's report on the financial affairs of the Association for the last financial year; and
- c. The presenting of the audited statement to the meeting for adoption; and
- d. The election of members of the management committee; and
- e. The appointment of an auditor.

21. SPECIAL GENERAL MEETING

- a. The secretary shall convene a special general meeting by sending out notice of the meeting within fourteen days of:
 - (i) being directed to do so by the management committee; or
 - (ii) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the management committee plus one; or
 - (iii) being given notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate a membership of any person.
- b. A requisition mention in subsection 21.a. (ii) shall clearly state the reason why such general meeting is being convened and the nature of the business to be transacted thereat.

22. QUORUM AT GENERAL MEETING

- a. At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus one.
- b. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- c. For the purpose of this rule "member" includes the person attending as a proxy or as representing a corporation which is a member.
- d. If within half an hour of the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the Association, shall lapse.
- e. In any other case it shall stand adjourned to the same day of next week at the same time and place, or to such other day and such other time and place as management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be the quorum.
- f. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- g. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- h. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. NOTICE OF GENERAL MEETING

- a. The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- b. The manner by which such notice shall be given shall be determined by the management committee.
- c. However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the refection or termination of his/her membership by the management committee, shall be given in writing.
- d. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

24. PROCEDURE AT GENERAL MEETING

- a. Unless otherwise provided by these rules, at every general meeting:
 - (i) the president shall preside as chairperson, or if there is not president, or if the president is not present within 15 minutes past the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect 1 (one) of their number to be chairperson of the meeting, and
 - (ii) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (iii) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (iv) every member present shall be entitled to 1 (one) vote and in the case of an equality of votes, the chairperson shall have a second or casting vote; and
 - (v) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 (one) month in arrears at the date of the meeting; and
 - (vi) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demands a ballot, in which event there shall be a second ballot; and
 - (vii) the chairperson shall appoint two members to conduct the secret ballot in such a manner as the chairperson shall determine and the results of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - (viii) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have 1 (one) vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorized representative shall have 1 (one) vote; and
 - (ix) the instrument appointing a proxy shall be in writing in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
 - (x) a proxy may but need not be a member of the Association; and
 - (xi) the instrument appointing a proxy shall be deemed to confer authority to demand or join in a secret ballot; and
 - (xii) a person may only hold one proxy; and
 - (xiii) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

MACLEAY ISLAND ARTS COMPLEX INCORPORATED:

I.....of....., being a Member of the above Association, hereby appoint of, or failing the member, of..... as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on theday of,20..... and at any adjourned thereof.

Signed thisday of20

Signature

This form is to be used *in favour of / *against the resolution.

*Strike out whichever is not desired
(Unless otherwise instructed, the proxy may vote as the proxy sees fit)

- (xiv) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (xv) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

- b. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee and general meeting are recorded.
- c. For the purpose of insuring the accuracy of the recordings of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
- d. Similarly the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
- e. However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

25. BY-LAWS

The management committee may from time to time ask the members to make, amend or repeal by-laws, not consistent with these rules for the internal management of the Association.

26. ALTERATION OF RULES

- a. Subject to the provisions of the “Associations and Incorporation Act 1981” these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- b. However, an amendment, rescission or addition is valid only if it is registered by the chief executive.

27. COMMON SEAL

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

28. FUNDS AND ACCOUNTS

- a. The funds of the Association must be kept in the name of the Association in a financial institution decided by the management committee.
- b. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- c. All monies shall be deposited as soon as practicable after receipt thereof.
- d. All expenditure will be authorised in writing by any 2 (two) in number of the president, secretary, treasurer, or other member authorised from time to time by the management committee.
- e. Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoument which may be open.
- f. The management committee shall determine the amount of petty cash which shall be kept on the Imprest system and an accurate record of expenditure shall be kept.
- g. All expenditure shall be approved or ratified at a management meeting.
- h. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:
 - (i) The income and expenditure for the financial year just ended; and
 - (ii) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- i. The auditor must examine the statement prepared under subsection 28.h. and present a copy on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- j. The income and property of the Association must be used solely in promoting the Association’s Objectives and exercising the Association’s powers.

29. DOCUMENTS

- a. The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.
- b. All documents, common seal and any other property belonging to the Association shall remain the property of the Association. Members of an outgoing committee shall place the above mentioned in the hands of the newly appointed committee at the closure of the meeting.

30. FINANCIAL YEAR

The financial year of the Association shall close on June 30 in each year.

31. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- a. This section applies if the Association is wound-up under part 10 of the Act and there are surplus assets.
- b. The surplus assets must not be distributed among the members but must be given to another entity:
 - (i) that has Objects similar to the Associations Objects; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members.
- c. In this section "surplus assets" have the meaning given by Section 92(3) of the Act.