

SOUTH AUSTRALIAN WATERCOLOUR SOCIETY INC

CONSTITUTION

The name of the association shall be South Australian Watercolour Society Incorporated hereinafter called "the Society"

MISSION STATEMENT

"To promote the practice and enjoyment of watercolours"

2. OBJECTS The objects of the society shall be:-

- 2:1 To be an innovative, creative and engaging society.
- 2:2 To ensure that all arts undertaken ultimately benefit all artists.
- 2:3 To maintain a high public profile through visible and appealing exhibition / workshop programme
- 2:4 To network widely with like-minded groups.
- 2:5 To maintain a stable and consistent organisational structure, which focuses on development and affirmation of all participants at all levels

3. MANAGEMENT

- 3:1 The affairs of the society shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the society, and are not by the Act or by these rules required to be done by the society in general meeting.
- 3:2 The committee has the management and control of the funds and other property of the society
- 3:3 The committee shall have the authority to interpret the meaning of these rules and other matters relating to the affairs of the society on which these rules are silent.
- 3:4 The committee shall appoint a public officer
- 3:5 The committee shall be comprised of a minimum of five (5) and maximum of twelve (12) members.
- 3:6 The office bearers of the society shall be the President, two (2) Vice Presidents, Secretary, Treasurer and up to seven (7) additional members who shall be elected by the Annual General Meeting.
- 3:7 A committee member shall be a natural person
- 3:8 All committee members to be re-elected at the AGM
- 3:9 Only financial members attending a General Meeting or AGM are eligible to vote.
- 3:10 Notice of all members seeking election shall be given to the secretary at the time of the meeting.
- 3:11 The committee may appoint a person to fill a casual vacancy and such a committee member may hold office until the next AGM and shall be eligible for re-election.
- 3:12 An office bearer or member of the committee shall cease to hold such office upon
 - (a) Resignation in writing,
 - (b) Absent without apology for more than three consecutive committee meetings without explanation to the committee
 - (c) Disqualified from being a committee member by the Associations Act 1985
- 3.13 All members of the committee shall be full voting members and anyone invited on to the committee in an advisory capacity does not have any voting rights.
- 3:14 A member may resign from membership of the committee by giving notice in writing to the secretary or public officer of the association.



- 3:15 The committee may appoint for specific purposes short or long term subcommittees, or advisory groups. These sub-committees can be made up of non committee members but must report to the committee on a regular basis (as determined by the committee). These subcommittees or advisory groups have no voting rights unless made up of committee members.
- 3:16 The annual membership fee shall be decided by the management committee.

4. PROCEEDINGS OF THE COMMITTEE

- 4:1 A quorum shall be half of the committee members
- 4:2 The committee shall meet as often as may be required to conduct the business of the society and not less than four times in each calendar year.
- 4:3 The chairperson or two members of the committee shall have power to call a meeting of the committee. Notice of meetings shall be given at the previous committee meeting or by 7 days written notice. The committee shall ratify notice to all committee members, or in an emergency by such other notice as may be appropriate.
- 4:4 Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 4:5 The Committee shall appoint or reappoint a Public Officer who shall notify the Corporate Affairs Commission of such appointment as required by the Act.
- 4:6 A signed copy of proper minutes of all proceedings of general meetings of the society and of minutes of the Committee shall be recorded and retained.
- 4:7 The minutes kept pursuant to this rule must be confirmed by the members of the society or the members of the committee (as relevant) at a subsequent meeting.
- 4:8 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 4:9 Where minutes are entered and signed they shall, until contrary is proven, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at the meeting shall be deemed valid.

5. GENERAL MEETINGS

- 5:1 All general meetings shall be open to all members of the community who have paid the annual subscription fee. Members of the general community can attend as observers but have no rights to the business of the meeting. Only financial members will be entitled to vote at a general meeting or AGM provided they support the objects of the society. Resolutions shall be tabled at the meeting for consideration.
- 5:2 The Annual General Meeting shall be held at least once in each calendar year and not more than 2 months after the close of the financial year, which shall be June 30th, unless altered at an AGM.
- 5:3 The business of an AGM shall be:
- 5:3:1 To confirm the minutes of the preceding Annual General Meeting.
 - 5:3:2 To receive the Chairperson's report;
 - 5:3:3 To receive the Treasurer's Report and financial statements for the previous financial year.
 - 5:3:4 To announce the commencement of the term of nominated and representative members
 - 5:3:5 To elect or re-elect Committee members who must consent in person or in writing.
 - 5:3:6 To conduct any other business placed on the agenda 14 days prior to the commencement of the meeting.
- 5:4 A special general meeting shall be called by the secretary within twenty eight (28) days of a receipt of a directive of the committee, or written request of three (3) Committee members



- or a written request by ten (10) financial members specifying the business to be conducted at the meeting.
- 5:5 Written notice, which may be in the form of electronic communication, of not more than fourteen (14) days and not less than seven (7) days of all General Meetings shall be distributed to all financial members.
- 5:6 A quorum at any Annual General Meeting or General Meeting is ten (10) members.
- 5:7 If at any Annual General Meeting or General Meeting there is no quorum within thirty (30) minutes from the opening of the meeting then the meeting is deemed to lapse.
- 5:7:1 After a public declaration that a quorum is not present a vote of financial members will be taken to determine whether to reconvene or to recognize the meeting as valid.

6. VOTING

- 6:1 Voting shall be by show of hands except that:
- 6:1:1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
- 6:1:2 The meeting may, by show of hands, require any other vote to be by secret ballot.
- 6:2 In voting conducted by secret ballot;
- 6:2:1 In the case of voting on decisions, a simple majority of votes shall determine the issue,
- 6:2:2 In the case of a contested election, the candidate(s) with the most first preference votes shall be deemed elected. Where two candidates have an equal number of first preference votes, counting will go to preferences.
- 6:3 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson, but such persons may not vote.
- 6:4 Proxy Votes are not allowed at a General Meeting or AGM.

7. PRESIDENT

- 7:1 The President shall ensure the safekeeping of the Common Seal, which shall be affixed only by resolution of the committee or of a General Meeting and in the presence of two (2) committee members, including at least one (1) Office Bearer.
- 7:2 The President shall chair Committee and General Meetings except that in the absence of the President or at the request of the President or of a majority of a meeting, another person may be elected as Chairperson for that meeting.
- 7:3 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if any votes are equal.
- 7:4 The President/Chairperson, together with the Secretary, shall prepare the agenda for the Committee, General and Annual General Meetings.
- 7:6 The President shall act as Spokesperson of the Society, unless an alternative spokesperson has been appointed by the committee or a General Meeting. The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency, following consultation with at least two members of the Committee.

8. TREASURER

- 8:1 The Treasurer shall ensure that all moneys received are paid into an account authorised by the Committee in the name of the Association. Payments shall be as petty cash or by cheque signed by two (2) authorised signatories of whom there shall be no more than four (4) appointed by the committee. Major or unusual expenditures shall be authorised in advance by the committee or a General Meeting.



- 8:2 The treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any committee member.
- 8:3 The Treasurer shall present the statement of account to the Annual General Meeting.
- 8:4 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit on the finances of the society at each committee meeting.

9. SECRETARY

- 9:1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.
- 9:2 The Secretary shall ensure that records of the society, including the constitution and policies, records of Committee and Advisory/Interest Group members, a register of minutes and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the society are maintained.
- 9:3 In the absence of the Secretary, or at the request of the Secretary, or of a majority of the meeting, another person shall be elected as Minute Secretary.

10. EMPLOYEES

- 10:1 An employee of the society may also be a member of the committee, any Advisory/Interest Group or any Committee.
- 10:2 A person employed permanently or regularly by the society on a substantial basis shall be only a member of the committee if specifically provided for in this constitution.
- 10:3 Where an employee is a Committee member, such employee shall:
- 10:3:1 Abstain from voting on any matter relating to their own employment.
 - 10:3:2 Remain absent from deliberations relating to any employee if so requested by a simple majority of the Committee.

11. AMENDMENT OF CONSTITUTION & RULES

- 11:1 The committee by three-fourths majority vote may repeal or amend this constitution, and may make, repeal or amend Rules or Bylaws for the proper administration of meetings or business, provided that such Rules, and such repeal or amendments, shall be notified to the subsequent General Meeting.

12. LIABILITY, PROPERTY AND DISSOLUTION

- 12:1 Persons who by authority of the management committee accept or incur any pecuniary liability on behalf of the Society shall be held indemnified against any personal loss in respect of such liability
- 12:2 The income, property and funds of the Society shall be used solely toward the promotion of the objects and shall not be paid or transferred to any committee Members or relative of Members, provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person on furtherance of the objects of the Society and without undue performance.
- 12:3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the society, provided that;
- 12:3:1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein
 - 12:3:2 If the Society shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be so approved; and
 - 12:3:3 The society can be dissolved only by a special resolution at a meeting duly convened for this purpose if,



- i) The meeting of members to consider this special resolution shall have at least twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution; and
 - ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the Society as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- 12:3:4 If upon winding up or dissolution of this Society, there remains after satisfaction of all its debts and liabilities, any other property; the property shall not be paid to or distributed among its members, but shall be given to some organisation or organisations having objects similar to the objects of the Society, and whose rules shall prohibit the distribution of its or their income among its or their members, such organisations to be eligible for tax deductibility of donations under subsection 78(4) or (5) of the Income Tax Assessment Act 1936 and listed on the register of Cultural Organisations maintained under the Act.

13. POWERS

13:1 The powers of the Society shall be the powers contained in the Associations Incorporation Act, and without limiting those powers, shall be entitled to hold real property or personal property, open and operate bank accounts, invest in trustee securities, and enter into necessary and desirable contracts including a contract of employment. The committee shall be entitled to exercise the full powers of the Society and without limiting those powers shall have the management and control of the funds and other property of the Society.

14. MEMBERSHIP

- 14:1 Annual Membership to the Society is open to all peoples who support the objects of the Society, have filled out the application form and paid the annual fee as displayed on the membership form as well as the initial joining fee.
- 14:2 Members subscriptions are renewable annually on July 1st.
- 14:2:1 There is to be a single tier of membership only.
- 14:3 A member may resign from membership of the Society by giving notice in writing to the secretary or Public officer of the Society.
- 14:4 Any member can be expelled from the Society if they fail to support the objects of the Society. This must be by a majority vote of the management committee.
- 14:5 A register of membership is to be kept by the Society.
- 14:6 Membership is deemed to have lapsed if after 30 days of being sent notification of renewal the member fails to do so.
- 14:7 A financial member is eligible to stand for election to the committee of management.

15. BYLAWS

15:1 Life Membership

From time to time the committee may elect to nominate an individual for life membership in recognition of their contribution to the society and watercolour.

(Adopted by Management Committee on 31st Oct 2015 under Section 11:1)

