

RULES OF THE BOUDDI SOCIETY INCORPORATED

(Last amended May 2018)

1. NAME.....	2
2. OBJECTS AND ACTIVITIES.....	2
3. NO PROFIT FOR MEMBERS.....	2
4. MEMBERS' LIABILITY.....	3
5. MEMBERSHIP OF THE SOCIETY.....	3
6. REGISTERS OF MEMBERS AND FORMER MEMBERS	8
7. GENERAL MEETINGS.....	8
8. THE COMMITTEE.....	12
9. PUBLIC OFFICER.....	18
10. EXECUTION OF DOCUMENT AND THE COMMON SEAL OF THE SOCIETY.....	19
11. FINANCES AND RECORD KEEPING.....	20
12. PUBLIC FUND.....	21
13. FINANCIAL REPORTS AND AUDIT.....	24
14. INSURANCES.....	24
15. CHANGE OF NAME, OBJECTS AND CONSTITUTION.....	24
16. WINDING UP.....	24
17. AUSTRALIAN TAXATION OFFICE TO BE NOTIFIED.....	24
18. DEFINITIONS.....	24

1. Name

The name of the Society shall be The Bouddi Society Incorporated (referred to in these rules as “the Society”.)

2. Objects and Activities of the Society

2.1 Objects

The objects of the Society are:

- (a) to promote, encourage and foster the cultivation and appreciation of the arts, including music, the visual arts, performing arts, literature, community arts, film, electronic arts, and craft;
- (b) to raise public awareness and understanding of young people and their positive contribution to the arts, community and Australian society;
- (c) to promote, preserve, document and record the culture and history of the Bouddi Peninsula and adjacent areas, and
- (d) to participate in and promote an active, creative and harmonious community.

2.2 Activities

In carrying out the objects set out in rule 2.1, the Society may:

- (a) conduct concerts and other activities for entertainment and to display the talents of local artists;
- (b) provide scholarships for young students to artistic institutions such as the Central Coast Conservatorium of Music;
- (c) provide financial assistance to young students and artists to assist them in the development of their art, such as the purchase of instruments and materials, travel costs to artistic events, tuition fees, living costs associated with artistic education, etc.;
- (d) conduct historical research on the area and produce publications, digital records and film of the history and culture of the Bouddi Peninsula;
- (e) operate and maintain a public fund to be known as the Bouddi Foundation for the Arts, or such other public funds that may be approved by the Committee from time to time, in accordance with the requirements of the Income Tax Assessment Act 1997; and
- (f) otherwise act to promote and develop artistic and cultural endeavour.

3. No profit for members

3.1 Use of the Society's income

Subject to rule 3.2, the income and property of the Society will be applied solely towards the promotion of its objects as set out in this Constitution. No portion of the income or property of the corporation will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society.

3.2 Other payments in good faith

The Society may, with the approval of the Committee, make payment in good faith:

- (a) of reasonable and proper remuneration to any member, or employee of the Society for any services rendered to thematically Society;
- (b) of interest on money lent by any member or committee member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the Society's bankers on overdrawn accounts; and
- (c) to any committee member for reasonable and proper out-of-pocket expenses.

4. Members' liability

The members of the Society shall have no liability to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society except to the amount of any unpaid membership fees.

5. Membership of the Society

5.1 Members on registration

5.1.1 Subject to these rules, the members of the Society shall be the members of the Society immediately prior to incorporation, together with such other people as may be admitted to membership.

5.2 Membership fees

5.2.1 Members shall pay such fees as are determined by the Society at a general meeting.

5.2.2 Membership fees shall fall due on the first day of each financial year of the Society. The financial year of the Society shall run from January 1 to December 31 or such other period as is determined by the Committee.

5.3 Eligibility for membership

5.3.1 A person is eligible to be a member of the Society if the person:

- (a) is a natural person 18 years or older, with an interest in the Objectives of the Bouddi Society;
- (b) agrees to abide by the rules and objects of the Society;
- (c) agrees to not act wilfully in a manner prejudicial to the interests of the Society;
- (d) has applied and been approved for membership of the Society in accordance with clause 5.4

5.4 Application for membership

5.4.1 An application by a person for membership of the Society:

- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
- (b) must be lodged (including by electronic means, if the committee so determines) with the membership secretary of the Society.

5.4.2 As soon as practicable after receiving An application for membership, the membership secretary must refer the application to the committee, which is to determine whether to approve or decline the application.

5.4.3 If the application is approved, then as soon as practicable after the committee makes that determination, the membership secretary must, on payment by the approved applicant of the membership fees, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered the applicant becomes a member of the Society.

5.4.4 If the committee rejects the application, the membership secretary must, within 28 days of the decision by the Committee:

- (a) provide to the unsuccessful applicant, in writing, the reasons why the Committee rejected the application;
- (b) refund any sums accompanying the application as the membership fees within 28 days after the decision of the Committee.

5.4.5 A person whose application for membership is rejected and has received the notice referred to in clause 5.4.4 (a) may appeal to the Society in a general meeting by lodging a notice with the Secretary to that effect within 7 days of receiving the notice referred to in clause 5.4.4 (a).

5.5 Members' rights

A member:

- (a) Can attend, speak and vote at a General Meeting of the Society;
- (b) can be elected or appointed as a member of the Committee;
- (c) can put forward resolutions to be voted on at a general meeting of the Society in accordance with rules 7.1.7 to 7.1.11;
- (d) can ask their directors to call a general meeting of the Society in accordance with rule 7.1.4;
- (e) can access the following books and records of the Society:
 - (i) the register of members,
 - (ii) the minute books,
 - (iii) the Society's rule book.
- (f) can ask the Committee to provide access to any other records or books of the Society in accordance with rule 14.

5.6 Members' responsibilities

Each member has the following responsibilities:

- (a) to comply with the Act and these rules;
- (b) to comply with any code of conduct adopted by the Society;
- (c) to treat other members and committee members with respect and dignity;
- (d) to not behave in a way that significantly interferes with the operation of the Society or of Society meetings.

5.7 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Society, or
- (d) fails to pay the annual membership fee under Rule 5.2 within 3 months after the fee is due.

5.8 Membership entitlements not transferrable

5.8.1 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 on cessation of the person's membership.

5.9 Resignation of membership

5.9.1 A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least one month (or other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

5.9.2 If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

5.10 Disciplining of members

5.10.1 A complaint may be made to the committee by any person that a member of the Society:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the Society.

5.10.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

5.10.3 If the committee decides to deal with the complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

5.10.4 The committee may, by resolution, expel the member from the

or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it

such
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(1),

Society

is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

6

5.10.5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for

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taken that action and of the member's right of appeal under Rule 5.11.

5.10.6 The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under

Rule

5.11, whichever is the later.

5.11 Right of appeal of disciplined member

5.11.1 A member may appeal to the Society in a general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

5.11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

5.11.3 On receipt of a notice from a member under Rule 5.11.1, the secretary must notify the committee which is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.

5.11.4 At a general meeting of the Society convened under 5.11.3:

(a) no business other than the question of the appeal is to be transacted, and

(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

5.11.5 The appeal is to be determined by a simple majority of votes cast by members of the Society.

5.12 Resolution of disputes.

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5.12.1 A dispute between a member and another member (in their capacity members) of the Society, or a dispute between a member or members and the Society, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

7

5.12.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

5.12.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

6. **Registers of members and former members**

6.1.1 A register of members shall be kept by the Society showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

6.1.2 A register of former members shall be kept by the Society

7. **General meetings.**

7.1 Annual general meetings – holding of

7.1.1 The Society must hold its first annual general meeting within 18 months after its registration under the Act.

7.1.2 The Society must hold its annual general meetings:

(a) within 6 months after the close of the association's financial year, or

(b) within such later time as may be allowed by the Director-General or proscribed by the Regulation.

7.2 Annual general meetings – calling of and business at

7.2.2 The annual general meeting of the Society is, subject to the Act and to Rule 7, to be convened on such date and at such place and time as the committee thinks fit.

7.2.3 In addition to any other business which may be transacted at an

annual

general meeting, the business of an annual general meeting is to include the following:

(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 on the activities of the Society during the last preceding financial year;

(c) to elect office-bearers of the Society and ordinary committee Members;

8

(d) to receive and consider any financial statement or report required to be submitted to members under the Act.

7.2.4 An annual general meeting must be specified as such in the notice convening it.

7.3 Special general meetings – calling of

7.3.1 The committee may, whenever it thinks fit, convene a special general meeting of the Society.

7.3.2 The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Society.

7.3.3 A requisition of members for a special general meeting:

(a) must state the purpose or purposes of the meeting, and

(b) must be signed by the members making the requisition,

(c) must 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.

7.3.4 If the committee fails to convene a special general meeting to be held within 1 month after that 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.

7.3.5 A special general meeting convened by a member or members as referred to in Rule 7.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

7.4 Notice

7.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the holding of the general

meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

7.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting,

9

cause notice to be given to each member specifying, in addition to the matter required under Rule 7.4.1, the intention to propose the resolution as a special resolution.

7.4.3 No business other than that specified in the notice convening a

general

meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 7.2.3.

7.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice of the member.

7.5 Quorum for general meetings

7.5.1 No item of business is to 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.

7.5.2 Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

7.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved, and
- (b) in any other case, is to 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.

7.5.4 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 at least 3) are to constitute a quorum.

7.6 Presiding member

7.6.1 The president or, in the president's absence, a vice-president, is to preside as chairperson at each general meeting of the association.

7.6.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson for the meeting.

10

7.7 Adjournment

7.7.1 The chairperson 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

7.7.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association showing the date, place and time of the meeting and the nature of the business to be transacted at the meeting.

7.7.3 Except as provided in Rules 7.7.1 and 7.7.2, 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.

7.8 Making of decisions

7.8.1 A question arising at a general meeting of the Society is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if 5 or more

members

present at the meeting decide that the question should be determined by a written ballot, a written ballot shall be taken.

7.8.2 If the question is to be determined by a show of hands, a declaration by the chairperson 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

7.8.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the direction of the chairperson.

7.9 Special resolutions

A special resolution may only be passed by the Society in accordance with section 39 of the Act.

7.10 Voting

7.10.1 On any question arising at a general meeting of the Society a member has one vote only.

11

7.10.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

7.10.3 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.

7.10.4 A member is not entitled to vote at a general meeting of the association if the member is under 18 years of age.

7.10.5 A member is not entitled to vote at any general meeting of the Society if the member has not been a member of the Society for a minimum four weeks prior to the general meeting.

7.11 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

7.12 Postal ballots

7.12.1 The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under Rule 5.11).

7.12.2 A postal ballot is to be conducted in accordance with Schedule 3 to Regulation.

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The Committee

8.1 Powers of the committee

8.1.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the Society in general meeting, the committee:

(a) is to control and manage the affairs of the association, and

(b) 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

- (c) has power to perform all 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.

12

8.2 Composition and membership of the committee

8.2.1 The committee is to consist of:

- (a) the office-bearers of the association, and
- (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Society under clause 15.

8.2.2 The total number of committee members is to be no more than 10.

8.2.3 The office-bearers of the association are as follows:

- (a) the president,
- (b) two vice-presidents,
- (c) the treasurer
- (c) the secretary
- (d) the membership Secretary

8.2.4 A committee member may hold up to 2 offices (other than both the president and vice-president offices).

8.2.5 Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

8.3 Election of committee members

8.3.1 Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the

the

nomination), and

- (b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

8.3.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

13

8.3.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

8.3.4 If the number of the nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

8.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

8.3.6 The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may

direct.

8.3.7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the Society.

8.4 Secretary

8.4.1 The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.

8.4.2 It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee, and

- (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.

8.4.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

8.5 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made and
- (b) that 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.

14

8.6 Casual vacancies

8.6.1 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 and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of appointment.

8.6.2 A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Society, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under Rule 8.7, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty

for

imprisonment

Which the maximum penalty on conviction is

for not less than 3 months, or

of

- (i) is prohibited from being the director of a company under Part 2D.6 (Disqualification from managing corporations)

the *Corporations Act 2001* of the Commonwealth.

8.7 Removal of committee members

8.7.1 The Society in general meeting may by resolution remove any member of the committee from the office of member 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.

8.7.2 If a member of the committee to whom a proposed resolution referred to in Rule 8.7.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of

15

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.

8.8 Committee meetings and quorum

8.8.1 The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

8.8.2 Additional meetings of the committee may be convened by the president or by any member of the committee.

8.8.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

8.8.4 Notice of a meeting given under Rule 8.8.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business the committee members present at the meeting unanimously agree to treat as urgent business.

8.8.5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

8.8.6 No business is to 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 is to stand adjourned to the same and at the same hour of the same day in the following week.

8.8.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

8.8.8 At a meeting of the committee:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president 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 is to preside.

16

8.9 Delegation by committee to sub-committee

8.9.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the

association

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.

8.9.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time-to time by the sub-committee in accordance with the terms of the delegation.

8.9.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

8.9.4 Despite any delegation under this rule, the committee may continue to exercise any function delegated.

8.9.5 Any act or anything done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

8.9.6 The committee may, by instrument in writing, revoke wholly or in any delegation under this rule.

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8.9.7 A sub-committee may meet and adjourn as it thinks proper.

8.10 Voting and decisions

8.10.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

8.10.2 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.

8.10.3 Subject to clause Rule 8.8.5, the committee may act despite any vacancy on the committee.

17

8.10.4 Any act or thing done or suffered, or purporting to be done or suffered by the committee or sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

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Public officer

9.1.1 The committee shall ensure that a person is appointed as a Public officer.

9.1.2 The committee may at any time remove the Public Officer and appoint a new Public Officer provided the person is 18 years of age or older and a resident of New South Wales.

9.1.3 The Public Officer shall be deemed to have vacated his/her position in The following circumstances:

- (a) death;
- (b) resignation;
- (c) removal by the committee or at a general meeting;
- (d) bankruptcy;
- (e) mental illness;
- (f) residency outside New South Wales

9.1.4 When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.

9.1.5 The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:

- (a) appointment (within 14 days);
- (b) a change of residential address;
- (c) a change in the Society's objects or rules (within one month);
- (d) a change in the membership of the committee (within 14 days);
- (e) of the Society's financial affairs (within one month after the Annual General Meeting);
- (f) a change in the Society's name (within one month).

9.1.6 The public officer is responsible for:

- (a) notifying Fair Trading of any change in the association's official address within 28 days;
- (b) collecting all association documents from former committee members and delivering the documents to the new committee member;
- (c) returning all association documents to a committee member within 14 days, upon vacating office;

18

- (d) acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as possible.
- (e) custody of any documents as required by the constitution.

9.1.7 The Public Officer may be an office bearer, member of the committee or any other person regarded as suitable for the position by the committee.

9.1.8 The first Public Officer shall be the person who completed the application for incorporation of the Society.

10. Execution of documents and the Common Seal of the Society

10.1 Common Seal

The Common Seal of the Society shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the committee.

10.2 Execution of documents

The Society may execute a document without using a common seal if the document is signed by two members of the committee.

10.3 Service of notices

10.3.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or

- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

10.3.2 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, and
- (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, and

19

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

11. Finances and record keeping

11.1 Funds – source

11.1.1 The funds of the Society are to 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.

11.1.2 All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.

11.1.3 The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

11.2 Funds – management

11.2.1 Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in the pursuance of the objects of the Society in such manner as the committee determines.

11.2.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must 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.

11.2.3 Subject to the Act and the Society's constitution, no portion of the funds and property of the Society may be paid or distributed to any member of the Society.

11.2.4 Nothing in Rule 11.2.3 is intended to prevent:

- (a) The payment in good faith of reasonable wages to a member who is an employee of the Society (having regard to the circumstances of the Society and the qualifications, role and responsibilities of the member as an employee), or
- (b) Reasonable payment in good faith to a member for a contract for goods and services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods and services are to be provided).

20

11.3 Financial year

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 January and ending on the following 31 December.

11.4 Financial records

The Society must keep financial records that correctly record and explain its transactions and financial position and performance; and would enable true and fair financial reports to be prepared and audited.

11.5 Inspection of books etc

11.5.1 The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:

- (a) records, books and other financial records of the Society,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the Society.

11.5.2 A member of the Society may obtain a copy of any of the documents referred to in 11.5.1 on payment of a fee of not more than \$1 for each page copied.

12.

Public fund

This rule applies notwithstanding any provision to the contrary contained in this constitution.

12.1 Public fund of the Society

12.1.1 The Society must maintain for the carrying out of the Authorised Activities as contained in rule 2.2, a public fund named the Bouddi Foundation for the Arts.

12.1.2 Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Society and will only be used to further the principal purpose of the Society. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Tax Office.

21

12.1.3 The fund will be administered by a management committee or a Subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Bouddi Society Incorporated.

12.1.4 If the requirement in rule 12.1.3 is any time not met the Public Fund Committee must not exercise any discretion or power until the requirement is met, except:

- (a) for the purpose of exercising a statutory power to appoint a new or additional Public Fund Committee member;
- (b) to protect the Public Fund; or
- (c) in the case of urgency.

12.1.5 If the requirement in rule 12.1.3 is at any time not met and if the Public Fund Committee does not have or is unable to exercise a statutory power of appointing a new or additional Public Fund Committee member as outlined in rule 12.1.4, the Public Fund Committee may in writing appoint a new or additional Public Fund Committee member.

12.1.4 No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

12.1.5 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.

12.1.6 Receipts for gifts 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;
- (c) the fact that the receipt is for a gift; and
- (d) any other matter required to be included on the receipt pursuant to the requirements of *the Income Tax Assessment Act 1997*.

12.6 Winding up

If upon the winding up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or

22

distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

12.7 Society may accumulate

Despite rule 12.1, in any Accounting Period the Society may accumulate and retain so much of the income of the Public Fund to the extent and for such period as is not prohibited by any applicable law restricting accumulation.

12.8 Invitations to contribute

The Society must ensure that the public will be invited to make contributions and gifts to the Public Fund.

12.9 Uncommercial transactions

12.9.1 Apart from a payment or application under rule 3, or a payment or application approved by the Commissioner, no part of the Public Fund or its income may be paid or applied, directly or indirectly, to or for

- (a) members of the Society's committee,
- (b) the Public Fund committee;
- (c) a donor;
- (d) an associate of a member of the Society's committee or a donor by way of an uncommercial transaction.

12.9.2 In rule 12.9.1. an uncommercial transaction means the provision of a financial or other benefit on terms which:

- (a) would not be reasonable in the circumstances if the benefit were provided on an arm's length basis; or
- (b) are more favourable to the recipient than the terms referred to in rule 12.9.1 (a), and which a reasonable person in the position of the Public Fund Committee would not have entered into having regard to all relevant circumstances.

12.10 Application of the Public Fund

The Society must pay or apply the funds in the Public Fund in each accounting period in accordance with rule 2.

23

13 Financial reports and audit

13.1 Auditor

The Society must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

14 Insurances

The Society may effect and maintain insurance.

15 Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a committee member.

16 Winding up

The Society may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Society should be wound up. The distribution of surplus property shall be in accordance with Section 65 of the *Associations Incorporation Act 2009*.

17 Australian Taxation Office to be notified

The committee of the Society must notify the Australian Taxation Office of any alteration made to the constitution of the Society.

18 Definitions

18.1.1 In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the Association.

secretary means:

- (a) the person holding office under this constitution as secretary of the Association; or
- (b) if no such person holds that office – the public officer of the Association.

24

special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

18.1.2 In this constitution:

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

18.1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

