

The Arts Industry Council (Victoria) Inc.

Constitution

As adopted by members February 19, 1991
and revised by a Special General Meeting of Members
February 28, 2006

Preamble to the revised Constitution of the Arts Industry Council (Victoria)

The Arts Industry Council (Victoria) was formed in 1989 and incorporated in 1991 as the independent voice for the arts. In its Constitution, as adopted by a General Meeting of Members on February 19, 1991, the structure of the Arts Industry Council (Victoria) was determined to be based on a model that sought industry representation through arts sector based membership. The sectors, as identified in the Constitution, included 5 Artform Sectors (Performing Arts, Visual Arts, Writing, Community Arts and Media) and 2 Industry Sectors (Management Organisations and Membership Organisations).

The Board of the Arts Industry Council consisted of the following membership:

- 8 members elected by the Industry Sector Organisational Managements
 - 8 members elected by the Industry Sector Organisational Memberships
 - 3 members elected by the Performing Arts Sector
 - 3 members elected by the Visual Arts Sector
 - 3 members elected by the Writing Sector
 - 3 members elected by the Community Arts Sector
 - 3 members elected by the Media Sector
 - 1 President elected from the Membership
- A TOTAL OF 32 BOARD MEMBERS WITH A QUORUM OF 9

The Arts Industry Council (Victoria) was restructured in 2006 to create a leaner, more manageable organisation. In the revised Constitution, as adopted by a General Meeting of Members on February 28, 2006, all references to Sectors were removed, with the exception of one clause; 19 (3), which remains as an historical reference to the Interim Arrangements for the AIC(V) in the period immediately following the adoption of the original Constitution.

1. Council (Name)

The name of the incorporated association is –
THE ARTS INDUSTRY COUNCIL (VICTORIA) INCORPORATED

2. Council (Objectives & Definitions)

(1) The objectives of the Council are:

- (a) To promote a better understanding of the social and economic importance of the Arts in Victoria to Federal, State and Local Government and their Agencies, to the Private Sector, and to the People of Victoria
- (b) To promote a better understanding of the needs and concerns of the Arts in Victoria to Federal, State and Local Government and their Agencies, to the Private Sector, and to the People of Victoria
- (c) To determine through consultation with Council Members the common interests of the Arts Industry in Victoria and to represent those common interests to Federal, State and Local Government and their Agencies, to the Private Sector and to the People of Victoria
- (d) To formulate and make recommendations to government ministers, government departments and any other appropriate bodies in relation to the Arts Industry
- (e) To research the needs and concerns of the Arts Industry in Victoria
- (f) To provide advice and assistance to the Arts Industry
- (g) To promote, encourage and facilitate discussion and co-operation among the Council's members
- (h) To work with and support organisations in other states and territories whose objects are altogether or in part similar to those of the Council, towards a National network or association.
- (h) To co-operate with, subscribe to, or enter any arrangement with any institution or organisation whether incorporated or not, whether in Australia or not, whose objects are altogether or in part similar to those of the Council
- (i) To engage in any activities and to do any acts and things which the Board may at its absolute discretion consider to be conducive to the attainment of the above objectives.

(2) In these rules, unless the contrary intention appears –

'Board' means the Board of Management of the Council.

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

'General Meeting' means a general meeting of members convened in accordance with these Rules.

'Member' means a member of the Council, which can be an individual or an organisation.

'Organisation' means any organisation, whether incorporated or not.

'Returning Officer' means that person, being a member of the Council, elected at the Annual General Meeting to supervise the elections of Sector Representatives of the Board.

'Sector' means a sub-grouping of Members of the Council having related artform or industry interests

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means Regulations under the Act.

(3) “**Secretary**” means –

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

(4) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time. Words importing the singular include the plural and vice versa. Words importing any gender include the other gender. A person includes any legal person.

3. Council (Membership)

(1) A person or organisation who is nominated and approved for membership as provided in these Rules is eligible to be a Member of the Council on payment of an entrance fee and an annual subscription payable for the 1990 year as follows and thereafter as the Board may determine –

		<u>Fee</u>	<u>Entrance Fee</u>
(a)	Organisation Membership		
	Total Annual Income up to \$50,000	\$50.00	\$0.00
	Total Annual Income up to \$250,000	\$100.00	\$0.00
	Total annual Income over \$250,000	\$250.00	\$0.00
(b)	Individual Membership	\$25.00	\$0.00
	Concession	\$10.00	\$0.00

Subscriptions are payable annually in advance and categories of eligibility for concession subscription shall be determined by the Board from time to time.

(2) At the time of incorporation of the Council, all financial members of the unincorporated arts industry council shall become Members and, for each such Member, the next annual subscription payable to the Council shall fall due on the date when the subscription renewal to the unincorporated council fell due.

A person or organisation who is not a Member at the time of the incorporation of the Council shall not be admitted to membership –

- (a) unless they are nominated as provided in clause (3); and
- (b) their admission as a Member is approved by the Board.

(3) A nomination of a person or organisation for membership of the Council –

- (a) shall be made in writing;
- (b) shall be lodged with the Secretary;
- (c) shall be proposed and seconded by Members of the Council; and

(4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.

(5) Upon a nomination being referred to the Board, the Board shall determine whether to approve or reject the nominee’s application as a Member of the Council.

- (6) (a) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that she/he is approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- (6) (b) If a nomination is rejected by the Board, the Secretary must, with as little delay as possible, notify the nominee in writing that the nomination has been rejected.
- (7) The Secretary shall, upon payment of the amounts referred to in clause (6) within the period referred to in that clause, ensure that the nominee's name is entered in the register of Members and, upon the name being so entered, the nominee shall be a Member of the Council.
- (8) At the next meeting/s of the Council the meeting shall grant or refuse Membership to that member and the Secretary shall inform the Member of the decision of the meeting.
- (9) If a Member is refused Membership by any Council meeting, the member may appeal to the Board by setting out in writing to the Secretary grounds for the appeal ("the Appeal").
- (10) As soon as is practicable after the receipt of an Appeal, the Secretary shall refer the Appeal to the Board.
- (11) Upon the Appeal being referred to the Board, the Board shall give due consideration of the matter, may grant or refuse Membership to the Member, and its decision is final.
- (12) A Member which is an organisation shall from time to time appoint a person to represent it and shall notify the Secretary in writing of that appointment.
- (13) A right, privilege, or obligation of a Member by reason of that Member's membership of the Council –
 - (a) is not capable of being transferred or transmitted to another person or organisation; and
 - (b) terminates upon the cessation of the membership whether by death or resignation or otherwise.

4. Members (Register)

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by members at the address of the Public Officer.

5. Members (Resignation)

- (1) A Member of the Council who has paid all moneys due and payable by the member to the Council may resign from the Council by first giving one month's notice in writing to the Secretary of the Member's intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (2) Upon the expiration of a notice given under clause (1), the Secretary shall ensure an entry is made in the register of Members recording the date on which the Member by whom the notice was given ceased to be a Member.

6. Members (Expulsion)

(1) Subject to these Rules, the Board may by resolution –

- (a) expel a Member from the Council;
- (b) suspend a Member from membership of the Council for a specified period; or
- (c) fine a member in accordance with the regulations

if the Board is of the opinion that the member has –

- (d) (i) refused or neglected to comply with these Rules; or
- (ii) been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.

(2) A resolution of the Board under clause (1) –

- (a) does not take effect unless the Board, at a meeting held not earlier than 14 and later than 28 days after the service on the Member of a notice under clause (3), confirms the resolution in accordance with clause (4); and
- (b) where the member exercises a right of appeal to the Council under clause (3), does not take effect unless the Council confirms the resolution in accordance with clause (7).

(3) Where the Board passes a resolution under clause (1), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing –

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
- (c) stating the date, place and time of the meeting; and
- (d) informing the Member that the Member may do one or more of the following –
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Council in Special General meeting against the resolution.

(4) At a meeting of the Board held in accordance with clause (2), the Board –

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the Member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

(5) Where the Secretary receives a notice under sub-clause (3) (d) (iii), he or she shall notify the Board and the Board shall convene a Special general meeting of the Council to be held within twenty-one days after the date on which the Secretary received the notice.

(6) At a Special general Meeting of the Council convened pursuant to clause (5) –

- (a) no business other than the question of the Appeal shall be transacted;
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution;
- (c) the Member shall be given an opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the Special general Meeting convened pursuant to clause (5) –

- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

7. Annual General Meeting (Business)

- (1) The Council shall in each calendar year convene an Annual General Meeting (“AGM”) of its members.
- (2) The AGM shall be held on such a day, time and place as the Board determines.
- (3) The AGM shall be specified as such in the notice convening it.
- (4) The ordinary business of the AGM shall be –
 - (a) to confirm the minutes of the last preceding AGM;
 - (b) to receive from the Board reports upon the transactions of the Council during the last preceding financial year;
 - (c) to receive and consider the financial statement submitted by the Council in accordance with sub-section 30 (3) of the Act;
 - (d) to announce the results of any elections of Sector Representatives to the Board; and
 - (e) to elect a Returning Officer for the forthcoming year.
- (5) The AGM may transact special business of which notice is given in accordance with these Rules.
- (6) The AGM shall be in addition to any other General meetings that may be held in the same year.

8. Special General Meetings

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

9. Special General Meetings (Convening)

- (1) The Board may, whenever it thinks fit, and whenever so required pursuant to these Rules, convene a Special General Meeting of the Council and, where, but for this clause, more than fifteen months would lapse between Annual general meetings, shall convene a Special general Meeting before the expiration of that period.
- (2) The Board shall, on the requisition in writing of not fewer than 5 percent of financial Members, convene a Special general Meeting of the Council.
- (3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- (4) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (5) A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the persons incurring the expense.

10. General Meeting (Notice & Business)

- (1) The Secretary shall, at least 14 days before the date fixed for holding a General Meeting of the Council, cause to be sent by pre-paid post or by facsimile to each Member of the Council at that Member's address appearing on the register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- (4) All business that is transacted at a Special General Meeting and all business that is transacted at the AGM with the exception of that specifically referred to in these Rules as being the ordinary business of the AGM shall be deemed to be special business.

11. General Meetings (Quorum)

- (1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (2) Twelve Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall be a quorum.

12. General Meetings (Chair)

- (1) The President, or in his or her absence, the Vice-President, shall preside as Chair at each General Meeting of the Council.
- (2) If the President and the Vice-President are absent from a general Meeting, the Members present shall elect one of their number to preside as Chair at the meeting.

13. General Meetings (Adjournment)

- (1) The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a General Meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the meeting which was adjourned.
- (3) Except as provided in clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. General Meetings (Determining Questions)

A question arising at a General Meeting of the Council shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, the Chair shall declare that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Council is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

15. General Meetings (Voting)

- (1) Upon any question arising at a General Meeting of the Council, a Member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

16. General Meetings (Poll)

- (1) If at a General Meeting a poll on any question is demanded by not fewer than three Members, it shall be taken at that meeting in such a manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

17. General Meetings (Financial Membership)

A Member is not entitled to vote at any General Meeting unless all moneys due and payable by the Member to the Council have been paid.

18. General Meetings (Appointing Proxy)

Each Member shall be entitled to appoint another Member as a proxy by giving notice in writing to the Secretary no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed. Where a General Meeting has been adjourned, a proxy may in the same manner be appointed with respect to any unfinished business of that meeting no later than 24 hours before the time of the commencement of the adjourned meeting. Notices of proxy shall be in a form prescribed from time to time by the Board.

19. Adopting Constitution (Interim Arrangements)

- (1) As soon as practical after the adoption of these Rules by the Members, elections shall be held in accordance with the provisions of these Rules.
- (2) For the elections of the first Board following the adoption of these Rules, the Interim Board shall appoint an interim Returning Officer who shall be a Member of the Council but not a member of the Interim Board, nor a candidate, proposer or seconder in those elections.
- (3) Between the date of adoption of these Rules and the finalisation of election results the affairs of the Council, including the granting of Sector Memberships, shall be conducted by the Interim Board.

20. Board (Composition and Powers)

- (1) The affairs of the Council shall be managed by the Board constituted as provided in clause 20 (2)
- (2) The Board –
 - (a) shall consist of 9 Members of the Council, being –
 - (i) 6 Board members determined in accordance with the provisions of these Rules.
 - (ii) 3 Board members appointed by the Board at the Board's discretion.
 - (iii) A President who shall be elected by the Board and shall be a Member of the Council but need not be one of the members elected to the Board;
 - (b) shall control and manage the business affairs of the Council;
 - (c) shall consult with each of the Members on matters pertinent to the Arts Industry and shall receive the advice of the Members on those and other matters;
 - (d) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Council; and
 - (e) subject to these Rules, Regulations and the Act, has the powers to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Council.

21. Eligibility for Board Membership

- (1) Members are eligible for Election to the Board if they:
 - (a) are be a financial member of the Council for the 12 months immediately preceding the date of the AGM at which they seek election, and
 - (b) have been a member of, or contributed to the business of, a Working Group or sub-committee of the Council, as determined by the Board from time to time, or as recorded in the Minutes of the Board, and
 - (c) meet other requirements in accordance with the provisions of these rules.
- (2) Members are eligible for appointment to the Board, if they meet the provisions of Clause (1) above except that the requirement of Clause (1)(b) above may be waived at the discretion of the Board making the appointment.

22. Board (Elections)

- (1) (a) The 6 elected Board members shall be elected for a two year period, save for 3 of the 6 members elected by the Membership in the first elections immediately following the adoption of these Revised Rules and selected by agreement between the Board members, who shall be elected for a one year period only. Thereafter, elections for Board members at the end of their term shall be conducted annually, and the date of such elections shall be decided by the Board.
 - (b) The 3 Board members appointed by the elected Board Members under Clause 20(2)(a)(ii) shall be appointed as soon as practicable following the AGM in such manner as those Board members see fit and shall be appointed for a term not exceeding the period up to the Board meeting after the following AGM.
- (2) Each Board member shall serve their term on the Board up to the first meeting of the Board following the next AGM, and is eligible for re-election.
- (3) The elections of Members to the Board shall be conducted in such usual and proper manner as the Board may direct.
- (4) All Members shall be notified in writing by the Secretary at least twenty-eight days prior to the date(s) set for ballot –
 - (a) that elections are to be held in specific Sectors and inviting nominations from members eligible for election
 - (b) of the period during which and the manner in which nominations may be lodged
 - (c) of the date, place and time fixed by the Board on which each ballot will be held, or where any ballot is to be a postal ballot, the period during which and the manner in which that ballot will be conducted.
- (5) Each financial Member shall have one vote in each of the elections.
- (6) Any Member of any Sector, being a financial Member, may nominate or be nominated for election to the Board. The nomination shall be in writing and be signed by the nominee and by both a proposer and a seconder who shall also be financial Members. All nominations shall be lodged with the Returning Officer not later than the date/s specified by the Board.

- (7) If insufficient nominations are received to fill all vacancies the candidates nominated shall be deemed to be elected and any remaining vacancies shall be filled by a Member or Members appointed by the Board.
- (8) If the number of nominations received is equal to the number of vacancies, the candidates nominated shall be deemed to be elected.
- (9) If the number of nominations exceeds the number of vacancies, a ballot shall be held.
- (10) Within two days of the close of nominations for any election, the Returning Officer shall ensure that each candidate, proposer and seconder is legitimate within the terms of these Rules, and shall make all reasonable efforts to advise each candidate of the names of all other candidates contesting that election. Any candidate wishing to withdraw any nomination must do so in writing to the Returning Officer within 3 days of the close of nominations for a given election.
- (11) In the event of a casual vacancy occurring, the Board may appoint a Member of the Council to fill the vacancy so long as the Member so appointed shall hold office, subject to these Rules, until the conclusion of the term of the departed Member.

23. Board (Removal of Board Member)

- (1) The Council in General Meeting may by resolution remove any Member from the Board before the expiration of that Member's term of office and appoint another Member to hold office until the expiration of the term of the first-mentioned Member, providing that fourteen days notice of the intention to move such a resolution has been given by the Secretary in writing to the first-mentioned Member.
- (2) Where the Member to whom a proposed resolution referred to in clause (1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the members of the Council, the Secretary or the President may send a copy of the representations to each Member of the Council or, if they are not so sent, the member may require that they be read out at the meeting.

24. Council (Officers)

- (1) The Board members shall elect the following officers of the Council –
 - (a) a President, who shall be a Member of the Council;
 - (b) a Vice-President, who shall be a member of the Board;
 - (c) a Treasurer, who shall be a member of the Board;
 - (d) a Secretary, who shall be a member of the Board; and
 - (e) a Deputy Secretary, who shall be a member of the Board.
- (2) The elections of officers of the Council shall be conducted in such usual and proper manner as the Board may direct. The provisions of Rule 22, so far as they are applicable and with the necessary modifications, may be applied to the election of persons to any of the offices mentioned in clause (1)
- (3) Each officer of the Council shall hold office for a period of one year up to the first meeting after the following AGM but is eligible for re-election.

- (4) In the event of a casual vacancy in any office referred to in clause (1), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of this appointment.

25. Board (Casual Vacancies)

For the purposes of these Rules, the office of an officer of the Council or of a member of the Board becomes vacant if the officer or member –

- (a) ceases to be a member of the Council;
- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- (c) resigns the office by notice in writing given to the Secretary; or
- (d) is absent without leave for more than three consecutive meetings of the Board.

26. Board (Meetings)

- (1) The Board shall meet at least 3 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any four of the members of the Board.
- (3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted at such a meeting.
- (4) Any five members of the Board, or three Officers of the Board plus one normal member, constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Board –
 - (a) the President or in his or her absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (8) Each Board member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting or by sending it by pre-

paid post or facsimile addressed to the member's usual or last known place of abode at least two business days before the date of the meeting.

(10) Subject to clause (4) the Board may act notwithstanding any vacancy on the Board.

27. Secretary (Duties)

(1) The Secretary shall keep or supervise the keeping of minutes of the resolutions and proceedings of each General Meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at those meetings.

(2) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Council.

28. Treasurer (Duties)

(1) The Treasurer of the Council –

(a) shall collect and receive or supervise the collection and receipt of all moneys due to the Council and make all payments authorised by the Council; and

(b) shall keep or supervise the keeping of correct accounts and books showing the financial affairs of the Council with full details of all receipts and payments connected with the activities of the Council.

(2) The accounts and books referred to in clause (1) shall be available for inspection by Members.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Members of the Board.

(4) The funds of the Council shall be derived from entrance fees, annual subscriptions, fines, donations and such other sources as the Board determines.

29. Returning Officer (Duties)

(1) The Returning Officer shall be –

(a) a Member of the Council who is not an officer of the Council as listed in Rule 24;

(b) ineligible for nomination in any Council election, nor shall propose or second any Member in any Council election, nor accept any Board position or office of the Council listed in Rule 24 during the term of office as Returning Officer for the Council, save that a Returning Officer shall be eligible for re-election as Returning Officer subject to sub-clause (1) (a) of this Rule;

(c) elected at the AGM by such usual and proper process determined by the Board, for a term of office of one year which shall terminate at the close of the next following AGM.

(2) The duties of the Returning Officer shall be –

- (a) to conduct the elections of Members to the Board in such usual and proper manner as the Board may direct and as is prescribed in these Rules;
- (b) to ensure that all candidates, proposers and seconders in all elections are qualified to be such as prescribed in these Rules;
- (c) to ensure that all ballot papers for elections are properly prepared and distributed to all financial Members who are accredited Members of the Council as prescribed in these Rules;
- (d) to receive, validate and count all completed ballot papers for, and to declare the results of, all elections; and
- (e) to carry out such other responsibilities as are prescribed or implied by these Rules.

30. The Common Seal

- (1) The common seal of the Council shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Council.

31. Constitution (Altering Rules)

These Rules and the statement of purposes of the Council shall not be altered except in accordance with the Act.

32. Serving Notices

- (1) A notice may be served by or on behalf of the Council upon any Member by:
 - (a) delivery to the member personally, or;
 - (b) sending it by pre-paid post addressed to the member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the member has agreed that the notice be given to him or her in this manner."
- (2) Where a document is properly addressed, prepaid and posted to a person as a letter, or is transmitted by facsimile, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter or the facsimile would have been received in the ordinary course of business.

33. INCOME AND PROPERTY OF THE ASSOCIATION

The income and property of the Association however derived must be applied solely towards the promotion of the objects of the Association as set out in its Statement of Purposes, and no portion of the income or property of the Association may be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the Association, or Board Members provided that nothing contained in this Rule will prevent the payment of monies to a member or Board Member for:

- (a) out of pocket expenses incurred by a Board Member in the performance of any of his or her duties as a Board Member, where the amount payable does not exceed any amount previously approved by the Board;
- (b) services rendered to the Association by a member or Board Member in a professional or technical capacity, other than in the capacity as a Board Member, where the provision of that service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which would be a commercially reasonable payment for that service;
- (c) bona fide remuneration to any employee of the Association in return for services actually rendered;
- (d) goods supplied in the ordinary course of business to the Association; or
- (e) reasonable and proper rent for premises leased by any member or Board Member to the Association.

34. Council (Winding Up)

In the event of the winding up or cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act, provided that such assets shall not be paid to or distributed among its members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association none of which objects shall be of a non-charitable nature, and which have rules which prohibit the distribution of its or their property and income among its or their members, and which are eligible for tax deductibility of donations under Section 78(1)(a) of the Income Assessment Act 1936 and are listed on the Register of Cultural Organisations maintained under that Act and such institution or institutions shall be determined by the members of the Association at or before the time of dissolution, or in default there-of by such court of law as may have or acquire jurisdiction in the matter

END OF RULES