



CONSTITUTION

*Last Revised:
March 2014*

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1. Name

- 1) The name of the incorporated association is **Access Arts Inc**®.

2. Title

- 1) This document may be cited as the constitution of *the association.

3. Interpretation

- 1) The defined terms used in this constitution are identified by an asterisk appearing at the start of the term. These terms are defined in the glossary at the end of this constitution.
- 2) The management committee has the authority to interpret the meaning of the constitution's rules and any matter relating to *the association on which these rules are silent.

4. Alteration of Rules

- 1) These rules can be amended, rescinded or added to at any time by a *special resolution carried at any general meeting.
- 2) The amendment, rescission or addition of these rules is subject to the provisions of the Associations Incorporations Act 1981.
- 3) The amendment, rescission or addition of these rules is only valid if registered by the Chief Executive Officer.

5. Principles

- 1) The principles of *the association are that *persons with a disability and *persons with a disadvantage whatever the origin, nature, type or degree of disability or disadvantage:
 - a) are individuals who have the inherent right of respect for their human worth and dignity;
 - b) have the same basic human rights as other members of Australian society;
 - c) have the same rights as other members of Australian society to realise their individual capacities for physical, social, emotional and intellectual development;
 - d) have the same rights as other members of Australian society to services which will support their attaining a reasonable quality of life;
 - e) have the same rights as other members of Australian society to participate in the decisions which affect their lives;
 - f) have the same right of pursuit of any grievance in relation to services as have other members of Australian society; and
 - g) have the same right as other members of Australian society to receive those services in a manner which results in the least restriction of their rights and opportunities.

6. Objects

- 1) The objects of *the association are:

- a) to provide an opportunity for *persons with a disability and *persons with a disadvantage to have access to and to participate in the creative arts;
- b) to provide a structured program of services to achieve object (a) and to integrate the program with other community services;
- c) to tailor the services to meet the individual goals and needs of *persons with a disability and *persons with a disadvantage;
- d) to achieve positive outcomes for *persons with a disability and *persons with a disadvantage including increased independence, employment opportunities and integration into the community;
- e) to foster the innate creativity that *the association believes all people possess - through *arts activities and events which will fully involve the disabled community and integrate where possible with the existing community *arts activities;
- f) to research the existing facilities and venues where activities are presently conducted and other areas of concern to *persons with a disability and *persons with a disadvantage regarding participation in the arts;
- g) to identify where accessibility to the arts could be improved for *persons with a disability and *persons with a disadvantage in the Queensland community;
- h) to contribute to ensuring that the conditions of the everyday life of *persons with a disability and *persons with a disadvantage are the same as, or similar to, norms and patterns which are valued in the general community.

7. User Rights

- 1) The users of *the association's services have the right to:
 - a) become a *member;
 - b) personal assessment and programming;
 - c) choice concerning their involvement in *the association's programs;
 - d) access to age appropriate programs;
 - e) cultural appropriateness of programs;
 - f) input into program design;
 - g) responsiveness and sensitivity in terms of service delivery and program design;
 - h) opportunities for integration into the arts in the broader community;

- i) opportunities for ongoing skills development in the arts;
- j) special provision to support people with particular needs;
- k) access to and participation in the arts;
- l) access to the best possible resources that *the association can provide;
- m) access to information in their own files;
- n) confidentiality of information held by *the association;
- o) advocacy and support within the organisation;
- p) support to integrate into *arts activities in the community;
- q) expect that a positive image of *persons with a disability be generated by *the association in all its dealings;
- r) air grievances about any aspect of the organisation through the management committee;
- s) a mutually appointed adjudicator is to be appointed if the grievances cannot be resolved within the organisation;
- t) have support provided to be involved with education and training workshops involving advocacy, decision making, participation in committees and responsibility of representation.

8. Powers of the Association

- 1) The association has all the powers of an individual.
- 2) Without limiting (1), *the association can:
 - a) take over the funds, other assets and the liabilities of the unincorporated association called Access Arts;
 - b) invest and deal with the money of *the association in a thoughtful manner;
 - c) subscribe to, become a member of and cooperate with any other association, club or organisation that is a *similar association;
 - d) purchase, lease, exchange, hire and acquire any land, buildings, easements or property, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any objects of *the association and if the property is subject to any trusts *the association can only deal with the property in the manner allowed by those trusts;
 - e) enter into any arrangements with any Government or Authority that are incidental or useful to the achievement of the objects and the exercise of the powers of *the association;

- f) obtain from any Government any rights, privileges and concessions which *the association thinks is desirable to obtain;
- g) achieve, exercise and comply with any such arrangements, rights, privileges and concessions mentioned in paragraph (f);
- h) appoint, employ, remove or suspend any person that is necessary or convenient for the purposes of *the association;
- i) remunerate any person or body corporate for services rendered, or to be rendered;
- j) issue secured and unsecured notes, debentures and debenture stock for *the association;
- k) construct, improve, develop, work, manage, carry out, alter or control any houses, buildings, grounds, work or conveniences which could directly or indirectly advance *the association's interests;
- l) contribute to, subsidise, assist and participate in the contribution, improvement, maintenance, development, working, management, carrying out, alteration or control of any houses, buildings, grounds, work or conveniences which could directly or indirectly advance *the association's interests;
- m) acquire and hold shares, debentures or other securities of any company or body corporate;
- n) guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate;
- o) borrow or raise money either alone or jointly with any other person or legal entity in a proper manner;
- p) whether upon fluctuating advance account or overdraft or otherwise to represent or secure any money and further advances borrowed or to be borrowed alone with or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of *the association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- q) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- r) obtain or hold mortgages, liens of the charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of *the association's property sold by *the association, or any money due to *the association from purchasers and anyone else;
- s) accept any gift of property, whether subject to any special trust or not, for any one of *the

association's objects;

- t) obtain contributions to *the association's funds in the form of donations, annual subscriptions or any other form of contribution by personal or written appeals, public meetings or in any other way;
- u) make donations for patriotic, charitable or community purposes;
- v) do anything else that is incidental or useful to achieving *the association's objects and in the exercise of *the association's powers.

3) **Without limiting** *the association, in advancing its objects, also can:

- a) buy, sell and deal in all kinds of goods and articles for the members of *the association or persons frequenting *the association's premises;
- b) amalgamate with one or more incorporated associations that are *similar associations;
- c) transfer, purchase, acquire and undertake all or any part of the property, assets, liabilities and engagements of *the association to any one or more of the incorporated associations that are *similar associations;
- d) lend money, advance money or give credit to any person or body corporate;
- e) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of *the association;
- f) print and publish any newspapers, books or leaflets that *the association may think is desirable for the promotion of *the association's objects.

4) **The association** reserves the right to request that members provide their own carer as a condition of their participation in Access Arts programmes.

9. By-Laws

- 1) The management committee can make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of *the association and any by-laws can be set aside by a general meeting of *members.
- 2) A by-law may be set aside by a vote of members at a general meeting of the association.
- 3) By-laws will contain policies and procedures etc.

10. Programs and Services

- 1) The association will provide information from which the quality of these programs and services can be judged by people who use these services, their advocates, the funding bodies and the community

generally.

- 2) These programs and services are to be designed and administered to fulfil the following objectives:
 - a) to recognise that people can experience multiple disadvantages because of their gender, ethnic origin, Aboriginality or other factors;
 - b) to promote recognition of the competence and enhance the images of *persons with a disability and persons with a disadvantage.
 - c) to promote the participation of *persons with a disability and persons with a disadvantage in local community life through maximum physical and social integration in that community;
 - d) to advocate that no single organisation providing services should exercise control over all or most aspects of the life of a *person with a disability and persons with a disadvantage.
 - e) to provide opportunities for *persons with a disability and persons with a disadvantage to reach goals and enjoy lifestyles which are valued by the community generally and are appropriate to their age;
 - f) to ensure adequate participation in decision making by *persons with a disability, persons with a disadvantage and to provide advocacy support for that purpose;
 - g) to ensure that appropriate avenues exist for *persons with a disability and persons with a disadvantage to raise and have resolved any grievances about the services;
 - h) to provide *persons with a disability and persons with a disadvantage with, and encourage them to make use of, avenues for participating in the planning and operation of programs and services;
 - i) to provide opportunities for consultation in relation to the development of major policy and program changes;
 - j) to respect the rights of *persons with a disability and persons with a disadvantage to privacy and confidentiality.

11. Membership

- 1) An individual, company or organisation can become a *member by:
 - a) completing a membership application; and
 - b) paying the required membership fee for their membership class.
- 2) The membership application must be submitted on an approved membership form of the association; and have the suitable membership fee attached.

12. Classes of Members

- 1) The membership of *the association includes *persons with a disability and persons with a disadvantage as well as interested members of the community. *The association has the following membership classes:

13. Ordinary members

- 1) An ordinary member has full voting rights and can be elected to the management committee

14. Life members

- 1) A *life member is an ordinary member who has contributed service to *the association for a period of at least five years, and is presented with life membership at an annual general meeting.
- 2) There will be a limit of two *life members admitted to *the association in one year.

15. Organisational members

- 1) Organisational members include associate and corporate membership. An organisational member has one vote, and can only be nominated as ordinary members onto the management committee

16. Social Members.

1. A social member is a member who is employed by the association under the SACS award, and who has no voting rights and cannot be nominated onto the management committee. Their membership status will remain in place for the term of their employment.

17. Membership Fees

- 1) The membership fee for each class of membership is:
 - a) The amount determined by the members from time to time at a general meeting;
 - b) payable at a time and in a manner determined by the Chief Executive Officer or their delegate.

18. Registration of Members

- 1) The association must keep a register that contains:
 - a) the names and residential addresses of all *members;
 - b) the dates of their admission;
 - c) particulars of deaths, resignations, terminations and reinstatement of membership; and
 - d) any further particulars as the association or the *members may require.
- 2) The register must be open for inspection at all reasonable times by any member who has applied to the secretary for such an inspection.

19 Prohibition on use of information on register of members

- 1) A member of the association must not—
 - a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

20. Termination of Membership

- 1) A *member can resign from *the association by giving written notification to the secretary.
- 2) This resignation will take effect at the later of:
 - a) the time the notice is received by the secretary; or
 - b) the date specified in the notice.
- 3) The management committee must consider when the membership will be terminated if a *member:
 - a) fails to comply with any of the provisions of these rules and by-laws or
 - b) has membership fees owing for at least three months; or
 - c) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of *the association.
- 4) The *member concerned is to be given full and fair opportunity of presenting their case.
- 5) The management committee must instruct the secretary to give the member written notification of their membership termination.

21. Appeal Against Rejection or Termination of Membership

- 1) A member whose membership has been terminated can lodge with the secretary written notification of their intention to appeal against the decision of the management committee.
- 2) This notification must be lodged within one month of receiving the notification of membership termination.
- 3) The secretary must, within three months of receiving the notification, call a special general meeting to determine the appeal.
- 4) The applicant will be given the opportunity to present fully their case at the meeting.

- 5) The management committee or the member whose membership has been terminated will also have the opportunity of presenting fully their case.
- 6) The appeal is to be determined by the vote of the members present at the meeting.
- 7) The secretary must refund any membership fee where: a person is unsuccessful in their appeal

22. Acts Done by the Management Committee Remain Valid

- 1) Despite the incorrect appointment or disqualification of a member of the management committee, the acts done by the management committee, a sub-committee or by any person representing the management committee will be taken to be valid as if the persons were appointed to or not disqualified from the management committee.

23. Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - a) a member of the association elected by the association as secretary; or
 - b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the association's management committee;
 - (ii) another member of the association;
 - (iii) another person.
- (2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (3) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (4) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (5) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (6) In this rule— casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

24. Removal of secretary

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 23(1)(b)(i), the person remains a member of the management committee.

- (3) If the management committee removes a secretary who is a person mentioned in rule 23(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 23(5), the person remains a member of the management committee.

25. Functions of secretary

The secretary's functions include, but are not limited to—

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

26. Membership of the Management Committee

- 1) in addition to the President, Secretary and Treasurer, there be six ordinary members;
- 2) one third of the management committee be elected each year and that each member be elected for a three year term and be able to serve two consecutive terms in the same position;
- 3) in 2014 the whole management committee shall be elected:
 - a. the President and two ordinary members shall be elected for a three year term;
 - b. the Treasurer and two ordinary members shall be elected for a two year term; and
 - c. the Secretary and two ordinary members shall be elected for a one year term;
- 4) In 2015, the positions of the Secretary and two ordinary members elected in 2014 for a one year term shall be up for election (each for a three year term);
- 5) In 2016, the positions of the Treasurer and two ordinary members elected in 2014 for a two year term shall be up for election (each for a three year term).
- 6) In determining the membership of the management committee, the association will apply the principle that persons who identify as experiencing a disability or disadvantage will be represented."

27. Election of the Management Committee

- 1) The positions on the management committee that have reached the end of their term must be elected at the annual general meeting of *the association
- 2) Nomination
 - a) Must be on an approved nomination form of *the association.
 - b) The person that is nominated must be a current member of *the association.

c) A *member must be nominated by two *members.

3) The written nomination must be:

a) Signed by the proposer and the seconder; and

b) Lodged with the secretary at least one month before the annual general meeting at which the election is to take place.

4) Election

a) An alphabetical list of the candidates' names, with the proposers' and seconders' names, must be posted in an open place in the office or usual place of meeting of *the association.

b) The list is to be posted at least seven days before the annual general meeting.

c) A balloting list must be prepared containing the names of the candidates in alphabetical order.

d) There can be nominations taken from the floor of the annual general meeting if there is an insufficient number of candidates nominated at the commencement of the meeting.

28. Resignation, removal or vacation of office of management committee member

1) A member of the management committee can resign from the management committee by giving written notification to the secretary.

2) This resignation will take effect at the latter of:

a) the time of receipt of the notification by the secretary; or

b) the date specified in the notice.

3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

4) Before a vote of members is taken regarding the removal of a member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

5) A member has no right of appeal against the member's removal from office under this rule.

6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

29. Vacancies on Management Committee

1) The management committee can appoint any *member to fill any casual vacancy on the management committee until the next annual general meeting.

2) If the management committee, due to resignations, falls below the quorum:

- a) they must either appoint *members to attain the quorum; or
 - b) they must call a general meeting to vote in new management committee members.
- 3) A vacancy will be declared on the management committee if a member of the committee is not present for three consecutive meetings without notifying the President or the Secretary of their reasons for their absence.
 - 4) A letter will be sent to this member by the Secretary or in their absence, by an appointed member, asking them to show cause as to why they should not have their membership of the management committee terminated.

30. Functions of the Management Committee

- 1) The functions of the management committee are governed by the rules of this constitution and are subject to any members' resolution that has been carried at any general meeting.
- 2) The management committee has the general control and management of the administration of the affairs, property and funds of *the association.
- 3) The management committee can exercise all the powers of *the association.
- 4) The management committee also can:
 - a) borrow, raise or obtain money in a proper manner;
 - b) borrow money from *members at an interest rate that is less than or equal to the interest rate being charged by Australian banks for overdrawn accounts on money lent;
 - c) mortgage or charge any property of *the association;
 - d) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of *the association, and to provide and pay off any such securities; and
 - e) oversee the investments of money by the Chief Executive Officer.
- 5) The management committee must provide for:
 - a) a *seal and for its safe custody;
 - b) the safe custody of books, documents, instrument of title and securities of *the association.
- 6) The *seal must only be used by the authority of the management committee and every instrument that has the seal affixed must be signed by a member of the management committee and counter signed by the Secretary or by a second member of the management committee or by some other person appointed by the management committee for that purpose.
- 7) The management committee can make, amend or repeal by-laws, not inconsistent with these rules, for

the internal management of *the association and any by-laws can be set aside by a general meeting of *members.

- 8) The members of the management committee may claim for reasonable expenses incurred to attend meetings or represent *the association.
- 9) If Access Arts enters into a commercial relationship with a company or business run by a management committee member or their associate, a conflict of interest must be declared and the member must not participate in any discussion or voting on the matter.

31. Meeting of Management Committee

- 1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 2) The management committee must meet at least once every three (3) months to exercise its function.
- 3) The management committee must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the management committee.
- 5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- 7) The Chief Executive Officer or their nominee is required to attend all management committee meetings unless otherwise directed by the management committee.
- 8) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 9) The management committee can meet together and regulate its proceedings.

32. Management Committee Meeting Procedure

- 1) The president is to be the chairperson at a management committee meeting.
- 2) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.
- 3) A management committee meeting, called by the request of the members of the management committee, will lapse if a quorum is not present within half an hour of the appointed time of the meeting.
- 4) A management committee meeting that is not called by request of the members of the management

committee will be adjourned if a quorum is not present within half an hour of the appointed time of the meeting.

- 5) A meeting referred to in sub-rule (4) will be adjourned:
 - a) to the same day in the next week at the same time and place; or
 - b) to a day, time and place determined by the Secretary.
- 6) An adjourned meeting will lapse if a quorum is not present within half an hour from the appointed time for the meeting.

33. Voting at the Management Committee Meeting

- 1) The questions arising at a management committee meeting are to be decided by a majority of votes. However, in the case of equal votes, the question must be decided in the negative.
- 2) A member of the management committee cannot vote in respect of any contract or proposed contract with *the association in which they have an interest or any matter arising from those contracts. However, if a member does vote, their vote will not be counted.

34. Management Committee Resolutions

- 1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 2) This resolution can consist of several similar documents, each signed by at least one of the members of the management committee.

35. Management Committee Meeting Minutes

- 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book or electronically saved.
- 2) The minutes of every meeting must be signed by the Chairperson of that meeting or the Chairperson of the next meeting verifying their accuracy.

36. Special Meeting of Management Committee

- 1) A special meeting of the management committee must be called by the Secretary upon a written requisition signed by at least one-third of the members of the management committee.
- 2) The requisition must clearly state the reasons why such a special meeting is being convened and the nature of the business to be transacted at the meeting.
- 3) There must be at least 14 days notice given by the secretary to members of the management committee

of any special meeting of the management committee. This notice must clearly state the nature of the business to be discussed at that meeting.

37. Functions of Sub-Committees

- 1) The management committee can delegate any of its powers to a sub-committee consisting of members determined by the management committee.
- 2) A sub-committee, in the exercise of its delegated powers, must conform to any regulations that may be imposed on it by the management committee.

38. Sub-Committee Meeting Procedures

- 1) A sub-committee can elect a Chairperson of its meetings.
- 2) The members present at a sub-committee meeting may choose one of their number to be Chairperson of the meeting:
 - a) if no Chairperson is elected; or
 - b) the Chairperson is not present within ten minutes after the appointed time of the meeting.
- 3) A sub-committee may meet and adjourn as it thinks proper.
- 4) The questions arising at any meeting of a sub-committee are to be decided by a majority of votes. However, in the case of equal votes, the question will be decided in the negative.

39. Annual General Meeting

The annual general meeting must be held within three months of the end of Access Arts Inc's financial year.

- 1) The business to be transacted at every annual general meeting is to be:
 - a) the receiving of the management committee's report;
 - b) the receiving of the statement of income, expenditure, assets and liabilities and mortgages, charges and securities affecting the property of *the association for the previous financial year;
 - c) the receiving of the auditor's report on the books and accounts for the previous financial year;
 - d) the election of management committee members; and
 - e) the appointment of an auditor.
- 2) All membership classes apart from social members are entitled to one vote for candidates provided that the number of candidates exceeds the number of vacancies.

40. Special General Meeting

- 1) The Secretary must call a special general meeting:
 - a) when directed to do so by the management committee; or
 - b) on being given a written notice of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- 2) The Secretary must also call a special general meeting on the written requisition signed by:
 - a) at least one third of the members on the management committee; or
 - b) at least the number of ordinary members that equals twice the number of members on the management committee plus one.
- 3) This requisition must clearly state the reasons why the special general meeting is being called and the nature of the business to be transacted at the meeting.

41. Meeting Procedure

- 1) The President is to be the Chairperson at every general meeting.
- 2) If there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
- 3) The Chairperson must maintain order and conduct the meeting in a proper and orderly manner.

42. Voting at General Meetings

- 1) A majority of votes of the *members will decide every question, matter or resolution however in the case of equal votes the Chairperson has a casting vote.
- 2) A *member is entitled to one vote if they are present at the meeting. However, they cannot vote if their annual subscription is more than one month in arrears at the date of the meeting or they are currently employed by *the association.
- 3) The method of voting is to be by show of hands or a division of *members. However the method of voting is to be a secret ballot if at least one-fifth of the *members present demand a secret ballot.
- 4) The Chairperson must appoint two *members to conduct the secret ballot in a manner determined by them.
- 5) The result of the ballot declared by the Chairperson is to be the resolution of the meeting at which the ballot was demanded.
- 6) A *member may vote in person or by *proxy, or postal vote, or by attorney.

- 7) Any *member present or a *member's representative will have one vote when there is a show of hands.
- 8) In a secret ballot, every *member present, *proxy, attorney or other duly authorised representative will have one vote.

43. Voting by Proxy

- 1) The *proxy:
 - a) must be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised;
 - b) will be taken to confer authority to demand or join in demanding a secret ballot;
 - c) must be in the form approved by the association; and
 - d) must be lodged with the secretary before the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

44. Postal Vote

- 1) must be in the form approved by the association and
- 2) must be lodged with the secretary at least one week before the AGM or General meeting or a Special General Meeting.

45. General Meeting Procedure

- 1) The Secretary must call all general meetings of *the association by giving written notice within one month of any meeting to the *members.
- 2) This notice must:
 - a) be given in the manner determined by the management committee; and
 - b) clearly state the nature of the business to be discussed at the meeting.
- 3) There must be no business transacted at any general meeting unless a quorum of *members is present at the time the meeting proceeds to business.
- 4) A quorum for every general meeting is twice the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one.
- 5) A *member, for the purposes of (3) includes a *person attending as a proxy or as representing a corporation which is a *member.
- 6) A general meeting, called by the request of the members of the management committee, will lapse if a

quorum is not present within half an hour of the appointed time of the meeting.

- 7) A general meeting, that is not called by the request of the members of the management committee, will be adjourned if a quorum is not present within half an hour of the appointed time of the meeting.
- 8) A meeting referred to in (7) will be adjourned:
 - a) to the same day in the next week at the same time and place; or
 - b) to a day, time and place determined by the management committee.
- 9) The *members present at the adjourned meeting will be a quorum if a quorum is not present within half an hour from the appointed time for the meeting.
- 10) The Chairperson can adjourn a meeting with the consent of any meeting where there is a quorum.
- 11) The Chairperson must adjourn a meeting if they are directed by the meeting.
- 12) The only business to be transacted at any adjourned meeting is the unfinished business left at the meeting from which the adjournment took place.
- 13) A notice of the adjourned meeting must be given when a meeting is adjourned for at least thirty days and it must be the same as the notice given to the original meeting.
- 14) However, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

46 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

47. Accounting and Financial

- 1) The financial year of *the association is to end on 31 December in each year.
- 2) The funds of *the association must be banked, as soon as practicable after receipt, in the name of *the association.
- 3) The bank must be nominated by the management committee.
- 4) Proper books and accounts must be kept that:
 - a) are maintained either in electronic or printed form in the English language;
 - b) correctly show the financial affairs of *the association and the particulars usually shown in similar formats.
- 5) Cheques must be signed by any two of the President, Secretary, Treasurer, Chief Executive Officer or other member authorised by the management committee.
- 6) The cheques must be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which can be open.
- 7) Electronic transfers must be approved signed by any two of the President, Secretary, Treasurer, Chief Executive Officer or other member authorised by the management committee. ,
- 8) The expenditure must be approved or ratified at a management committee meeting.
- 9) The Treasurer must prepare a statement, as soon as practicable after the end of the financial year, containing particulars of:
 - a) the income and expenditure for the financial year just ended; and
 - b) the assets, liabilities as well as all mortgages, charges and securities affecting the property.
- 10) This statement must be examined by the Auditor who must present their audit report to the Secretary before the holding of the annual general meeting immediately following the financial year upon which the audit was made.
- 11) The income and property of *the association when derived must be used and applied solely in promotion of its objects and in the exercise of its powers.
- 12) There will be no portion of the income and property distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to or amongst the *members.
- 13) However, there can be:
 - a) the payment of interest to any *member for any money advanced by them to *the association or otherwise owing by *the association to them;

- b) the payment of remuneration to any officers or servants of *the association;
- c) the payment to any *member or other person for any services rendered to *the association;
- d) the payment or repayment to any *member for out of the pocket expenses, for money lent and for reasonable and proper charges for goods hired by *the association; or
- e) the payment of reasonable and proper rent for premises hired or let to *the association.

48. How the Association is to be Dissolved

- 1) *The association can be dissolved by a resolution passed by the majority of at least three quarters of the *members of the organisation present and voting at a general meeting called for that purpose.
- 2) The dissolution resolution must specify an association or fund established for the benefit of *persons with a disability to which the property and funds of *the association can be transferred.
- 3) The association or fund must be one which meets the requirements of Item 4.1.1 of subsection 30-45(1) of the *Income Tax Assessment Act 1997*.

49. Dictionary

- 1) In this constitution, except so far as the contrary intention appears:

The association

means Access Arts Inc ®.

Arts activities

includes music, dance, art, drama, craft, murals, theatre, film, video, photography, fairs, fetes, festivals, seminars, exhibitions, performances and any other form of creative activity which becomes identified at a later date;

Person with a disability

means a person who is incapacitated (physically, mentally or intellectually) by injury or disease (permanently or impermanently) and who suffers loss of power in action, movement, speech, hearing, sight;

Disadvantaged person

means a person who is disadvantaged by social conditions;

Staff

means individuals employed by *the association;

Member

means an individual or group who has been admitted to membership of *the association;

Ordinary members

an ordinary member has full voting rights and can be elected to the management committee;

Life members

means an ordinary *member who has contributed service to *the association for a period of at least five years, and is presented with life membership at an annual general meeting;

Organisational members

includes non-profit, for-profit organisations, associations or entities. An organisational member has one vote at any general meeting. A representative of the organisational member can be nominated onto the management committee;

Social members

A member who is employed by the association under the SACS award, and who has no voting rights. Their membership status will remain in place for the term of their employment;

Regional member

A member of the association that lives outside the Brisbane metropolitan area;

Persons

means:

- a) natural persons,
- b) incorporated associations, or
- c) unincorporated associations;

Proxy

means a document authorising one *member to vote on behalf of another member, both of whom are entitled to vote under provisions of this constitution;

Postal Vote

Voting on an approved postal voting form by mail if you cannot attend a General Meeting;

Seal

means the Common Seal of *the association which is a rubber stamp inscribed with the name of *the association encircling the words "COMMON SEAL";

Similar association

means any association that has similar objects to those of *the association and that prohibits the distribution of their income and property among its or their members to an extent at least as great as that imposed upon *the association;

Special resolution

has the same meaning as in the Association Incorporations Act 1981.

I hereby certify that these rules are correct.

Signed **Secretary**