

# CONSTITUTION

## OF

### FRIENDS OF THE SOUTH AUSTRALIAN SCHOOL OF ART

#### 1. Name

The name of the Association shall be Friends of the South Australian School of Art Incorporated.

#### 2. Definitions and Interpretation

2.1. In this Constitution:

**Accounts** has the same meaning as in the Act;

**Act** means the *Associations Incorporation Act 1985 (SA)*.

**Annual General Meeting** means an annual general meeting of Members held in accordance with the Act.

**Association** means Friends of the South Australian School of Art Inc.

**Board** means the board of management of the Association

**Board Meeting** means a meeting of the Board.

**Board Members** means members of the Board from time to time.

**Constitution** means this constitution as amended from time to time.

**Corporate Representative** means a person appointed to represent a corporate Member under clause 6.5 from time to time.

**Deductible Gift Recipient** has the meaning given to that term in the Tax Act.

**Financial Year** means the 12 months ending on 30 June each year.

**General Meeting** means an Annual General Meeting or a Special General Meeting.

**Gift Fund** means a gift fund established under clause 22.

**Liabilities** means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

**Member** means a member of the Association and **Membership** has a corresponding meaning.

**Officer** means an officer of the Association within the meaning of the Act.

**Secretary** means the person elected as secretary of the Board under clause 9.5 from time to time.

**Special General Meeting** means a general meeting of Members other than an Annual General Meeting.

**Special Resolution** means a resolution of Members passed:

- (a) at a duly convened General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and
- (b) by a majority of not less than three quarters of the Members who being entitled to do so vote at such General Meeting (in person, by Corporate Representative or by proxy).

**Tax Act** means the *Income Tax Assessment Act 1997* (Cth).

2.2. In this Constitution, unless the context otherwise requires:

- 2.2.1. headings do not affect interpretation;
- 2.2.2. singular includes plural and plural includes singular;
- 2.2.3. words of one gender include any gender;
- 2.2.4. a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.2.5. a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.2.6. the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

### 3. Objectives

3.1. The objects of the Association are:

To support and enhance the reputation of the South Australian School of Art.

To support the South Australian School of Art within the University of South Australia and within the South Australian and national communities.

To publish, as appropriate, information about the history of the South Australian School of Art

To provide a framework for the promotion and support of visual artists from the South Australian School of Art.

To raise funds for the promotion and development of the visual arts on behalf of the South Australian School of Art.

To foster links between the South Australian School of Art, visual artists and the community, business and arts organisations.

To encourage interest in and raise funds for the promotion, development and maintenance of visual art, design and craft education in South Australia.

- 3.2. The assets and income of the Association must be applied exclusively to the promotion of its objects and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

#### **4. Powers**

The Association shall have all the powers conferred by Section 25 of the Associations Incorporation Act 1985 (as amended 1<sup>st</sup> June 1993).

#### **5. Patron**

The Association may at the General Meeting appoint a patron (who shall become an honorary member of the Association) and may withdraw the title so conferred.

#### **6. Membership**

- 6.1. Membership shall be open to all persons who subscribe to the objects of the Association and who pay the annual subscription.
- 6.2. Categories of membership shall be:
  - i) Honorary life members;
  - ii) Life members;
  - iii) Individual
  - iv) Joint (two or more people of the same mailing address); there shall be one vote per membership
  - v) Institutional (any body corporate or unincorporated association) there shall be one vote per Membership. They may be represented at meetings by an officer or delegate of the institution
  - vi) Membership will be encouraged from students studying at the South Australian School of Art.
- 6.3. Members of the Association present at an Annual General Meeting may, upon nomination by the Board and by resolution, declare any person who has rendered exceptional service to the Association or its objectives to be an honorary life member of the Association.
- 6.4. Honorary life members and Life Membership shall enjoy the same rights and benefits as individual members.
- 6.5. A member who joins the Association before 30<sup>th</sup> October 2008 shall be known as a Foundation Member.

- 6.6. Corporate Representative:
  - 6.6.1. A corporate Member may appoint an individual (who need not be a Member) as Corporate Representative to represent it at a particular General Meeting or at all General Meetings.
  - 6.6.2. A Corporate Representative shall be eligible to hold office or be a Board Member. The Corporate Representative shall be eligible to vote and in all respects represent the corporate Member at General Meetings.
  - 6.6.3. A corporate Member must appoint its Corporate Representative by a resolution of its board, and must provide a copy of its relevant minutes certified correct by its chairperson or secretary at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting.
  - 6.6.4. A Corporate Representative is treated as a Member for all purposes until:
    - 6.6.4.1. the corporate Member's board resolves to revoke the appointment and provides a copy of its relevant minutes to the President of the Association at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting; or
    - 6.6.4.2. the Chairperson believes on reasonable grounds that the corporate Member's board has resolved to revoke the appointment.
- 6.7. An application for Membership (other than honorary life membership) must be:
  - 6.7.1. in writing and in the form determined by the Board;
  - 6.7.2. accompanied by any initial fee determined by the Board; and
  - 6.7.3. given to the Secretary.
- 6.8. The Board is not required to give any reason for the rejection of an application for Membership.
- 6.9. If an application for Membership is accepted, the Association must:
  - 6.9.1. give written notice of the acceptance to the applicant;
  - 6.9.2. request payment of any amount owing for the initial fee and annual subscription fees (other than an application for life membership) under clause 7 (being a pro rata sum if so determined by the Board); and
  - 6.9.3. upon repayment of that amount, enter the applicant's name in the register of Members under clause 8.
- 6.10. If an application for Membership is rejected, the Association must:
  - 6.10.1. give written notice of the rejection to the applicant; and

6.10.2. refund in full any fees paid by the applicant.

6.11. A person shall cease to be a Member if:

- i) he or she resigns in writing
- ii) his or her annual subscription is three months in arrears and the Board determines the membership shall cease.

6.12. The Board may by resolution suspend the Membership of any member for such a period as it sees fit or may expel a member of account, which in the opinion of the Board is detrimental to the interests of the Association. No such resolution for suspension or expulsion shall be passed unless the Board has given the member concerned an opportunity to be heard.

## **7. Annual Subscription**

7.1. Rates of subscription for each category shall be determined from time to time by the Board.

7.2. Subscriptions shall be payable at times determined by the Board .

7.3. Any member whose subscription is outstanding for more than six months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

7.4. A member may resign from membership of the Association by giving written notice to the Secretary of the Association. Any such member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association.

## **8. A Register of Members of the Association**

8.1. The Association must at all times keep an up-to-date register of its Members listing in relation to each Member:

8.1.1. the name, address and telephone number of each Member (including email address where possible);

8.1.2. the date on which each Member was admitted to the Association; and

8.1.3. if applicable, the date of and reason(s) for, termination of Membership.

8.2. The first financial year of the Association shall be the period ending on the 30<sup>th</sup> June following incorporation and thereafter a period of 12 months commencing on 1<sup>st</sup> July and ending on 30<sup>th</sup> June each year.

8.3. It is the responsibility of the Secretary to maintain or cause to be maintained the register of Members in accordance with this clause.

## **9. Management of the Association**

- 9.1. The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the Objects of the Association and are not by the Act or by this Constitution required to be done by the Association in General Meeting.
- 9.2. The Board has the management and control of the funds and other property of the Association.
- 9.3. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 9.4. The Board shall consist of the President, Vice-President, Secretary, Treasurer, Public Relations Officer, and Membership Officer and not less than two nor more than five ordinary members. Each appointment of a Board Member is for a two year period.
- 9.5. The President, Vice-President, Secretary, Treasurer, Public Relations Officer, Membership Officer and ordinary members of the Board are elected annually by the members present at the Annual General Meeting upon expiring of their term of appointment. Candidates for election must each be nominated and seconded by members of the Association. Nominations for the appointment of Board Members should be received by the Secretary one week before the Annual General Meeting.
- 9.6. The Board may fill any vacancy among the officers or ordinary members of the Board which occurs more than a month before the next Annual General Meeting.
- 9.7. At the end of the first year, half of the Board selected by lot shall retire and be eligible for re-election subject to clause 9.9.
- 9.8. Each year nominations shall be called to fill vacant positions on the Board. Board Members whose terms have expired shall be eligible for re-election subject to clause 9.9.
- 9.9. No officer shall hold any one office for more than four consecutive years.
- 9.10. The Head of the South Australian School of Art or his/her nominee may be an ex-officio member of the Board. An ex-officio member shall have voting rights.
- 9.11. Except where this Constitution provides to the contrary, all powers of the Association are vested in the Board, subject to any regulation consistent with the Constitution made in General Meetings.
- 9.12. The quorum for a meeting of the Board is two thirds of the Board Members. . Decisions of the Board are by a majority vote of those present. In the case of an equality of votes the person presiding shall have a second or casting vote.

- 9.13. The Board may delegate any of its powers to any member of the Association or to a sub-Committee.
- 9.14. Subject to the Constitution and any regulations made at a General Meeting, the Board may conduct its business and proceedings as it thinks fit.
- 9.15. The Board must cause minutes of its proceedings and accounts of the Association to be kept and furnish reports to the Annual General Meeting.
- 9.16. The validity of the acts of the Board is not affected by any vacancy among Board Members or by any defect in the appointment of any Board Member.

## **10. Board Vacancies**

- 10.1. The office of a Board Member becomes vacant if that Board Member:
  - 10.1.1. reaches the end of their term of appointment;
  - 10.1.2. dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;
  - 10.1.3. becomes disqualified from holding office under the Act;
  - 10.1.4. ceases to be a Member or a Corporate Representative of a Member;
  - 10.1.5. resigns from office by notice in writing to the President; or
  - 10.1.6. is absent from three consecutive meetings of the Board without the leave of the Board.
- 10.2. The Board may appoint a person to fill a casual vacancy on the Board. A member of the Board so appointed holds office until the conclusion of the next Annual General Meeting.

## **11. Duties of Officers**

### **11.1. President (or Vice-President in the absence of the President)**

- 11.1.1. The President shall oversee the running of all aspects of the Association and shall present an annual report at the Annual General Meeting.
- 11.1.2. The President shall encourage balanced participation in meetings and shall decide on matters of order.
- 11.1.3. The President with the Secretary shall prepare an agenda for General Meetings and Board Meetings.
- 11.1.4. The President shall act as spokesperson for the Association in accordance with previously agreed policy.

### **11.2. Secretary**

- 11.2.1. The Secretary shall call General Meetings and Board Meetings in accordance with the provisions of the Constitution.

11.2.2. The Secretary with the President shall prepare an agenda for General Meetings and Board Meetings.

11.2.3. The Secretary shall cause records to be kept of the business of the Association including Constitution, membership register, minutes and notices, correspondence and records of submissions and reports.

### **11.3. Treasurer**

11.3.1. The Treasurer shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

11.3.2. The Treasurer shall present audited accounts to the Annual General Meeting.

11.3.3. The Treasurer shall present a summary of income and expenses and bank account balance at each Board Meeting.

## **12. Proceedings of the Board**

### **12.1. Ordinary meetings**

The Board must meet at least six times a year or more often as required at a time, date and place fixed by the President from time to time.

### **12.2. Notice**

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, by letter, by facsimile, email or telephone or by any other means consented to by all members of the Board. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

### **12.3. Voting**

All matters before the Board for decision at any Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each of the Board Members present at a Board Meeting is entitled to one vote only except for the Board Member chairing the Board Meeting who has a deliberative, and in case of equality of voting, a casting vote.

### **12.4. Special meetings**

Special meetings of the Board may be convened by the President, or by direction of the President, or at the requisition in writing of two or more Board Members.

### **12.5. Chairing of Board Meetings**

12.5.1. Subject to clauses 12.5.2 and 12.5.3, the President must preside at all Board Meetings.

12.5.2. If the President is absent or is unable or unwilling to preside at any Board Meeting, the Vice-President must preside at that Board Meeting.

12.5.3. If the President and the Vice-President are absent or are unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.

12.5.4. The person presiding at Board Meetings in accordance with this clause shall have a second or casting vote in the case of an equality of votes on any resolution.

#### **12.6. Meetings using technology**

12.6.1. A Board Meeting may be held with one or more of the Board Members taking part by telephone or video link. Such Board Members of the Executive Committee are regarded as present at the Board Meeting if such Board Members are able to hear the proceedings of the entire Board Meeting and to be heard by all others attending the Board Meeting.

12.6.2. Without limiting clause 12.6.1, a Board Meeting may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by Board Members on seven days' notice.

12.6.3. A Board Meeting conducted in accordance with clauses 12.6.1 or 12.6.2 is deemed to be held at a place determined by the Board Members provided that at least one of the Board Members present at the Board Meeting was at such place for the duration of that Board Meeting.

#### **12.7. Circulating resolutions**

12.7.1. The Board Members may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

12.7.2. Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.

12.7.3. The resolution is passed when the last member of the Board signs.

#### **12.8. Pecuniary interests**

12.8.1. A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board Member for discussion, must, as soon as Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest.

12.8.2. Where a Board Member has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Board Member must not vote

with respect to that contract or matter but may, subject to that member of the Board complying with clause 12.8.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.

12.8.3. Clauses 12.8.1 and 12.8.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established.

### **13. General Meetings**

- 13.1. An Annual General Meeting must be held within six months after the end of each financial year on a day and at a time and place fixed by the Board.
- 13.2. A Special General Meeting may be called by the Board at any time and must be called by the Board on a requisition by at least five Members which states the nature of the business to be transacted.
- 13.3. At least 21 days before any General Meeting, notice of the meeting must be given by a notice posted to all Members. A General Meeting is not invalidated by any accidental failure to give notice to any Member.
- 13.4. At any General Meeting, the President, or, in the President's absence the Vice President takes the Chair. The person presiding has a second or casting vote in the case of an equality of votes on any motion.
- 13.5. At the Annual General Meeting, the business must include the reception of reports and accounts for the previous financial year, the election of Board Members and the appointment of auditors.
- 13.6. The quorum at any General Meeting is seven Members or one quarter of the Membership, whichever is less. If at any General Meeting there is no quorum within thirty minutes of the time appointed for the meeting then the majority present may adjourn the meeting for not more than 21 days.
- 13.7. Where the number of nominations for membership of the Board (not being a nomination for President, Vice-President, Secretary, Treasurer, Public Relations Officer or Membership Officer) exceeds the maximum number fixed by the Constitution, the person presiding at that meeting shall conduct a ballot. If the number of nominations does not exceed the maximum, the person presiding at that meeting must declare the persons nominated to be elected. Officers are to be elected in like manner.
- 13.8. Subject to the Constitution, all questions are to be decided by a vote of the majority of Members present and voting by show of hands.
- 13.9. If a Poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

- 13.10. A Poll demanded on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- 13.11. A Special Resolution is a special resolution as defined in the Act.
- 13.12. An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.
- 13.13. A Member shall be entitled to appoint in writing a natural person who is also a Member to be their proxy, and attend and vote at any General Meeting..
- 13.14. A quorum at a General Meeting shall be eight Members entitled to vote.
- 13.15. The quorum at Board Meetings shall be four Board Members.
- 13.16. Subject to clause 13.4:
- 13.16.1. only Members, their Corporate Representatives (in the case of a Member that is a body corporate), or their properly appointed proxies may vote at General Meetings;
  - 13.16.2. at a General Meeting, each Member has one vote in relation to each resolution.

#### **14. Property and Finance**

- 14.1. The Association shall have the power to acquire and dispose of real and personal property.
- 14.2. The Funds of the Association shall be used only for the objectives of the Association.
- 14.3. All cheques and orders drawn by the Association shall be signed by two officers of the Association.
- 14.4. The surplus funds of the Association may be invested in such a manner as the Executive Committee sees fit, subject to clause 14.2.
- 14.5. The accounts of the Association shall be audited annually. The auditor shall be appointed annually by the Board.
- 14.6. The financial year of the Association shall be 1<sup>st</sup> July to 30<sup>th</sup> June.

#### **15. Assets**

In the event of the dissolution of the Association, the retiring Board shall determine to which of South Australia's public or private archives any assets of the Association should be donated.

#### **16. Finance**

- 16.1. All money received for the benefit of the Association is the property of the Association and must be deposited to the credit of the Association at a bank nominated from time to time by the Board.

- 16.2. Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by any persons appointed by the Board.
- 16.3. Proper books and accounts of the Association must be kept by the Secretary or other employee of the Association appointed by the Board.

## **17. Winding Up**

- 17.1. The Association may be wound up by Special Resolution in accordance with the Act at a General Meeting.
- 17.2. On dissolution any funds remaining shall become the property of the South Australian School of Art unless the General Meeting determines that the funds remaining be transferred to a fund, authority or institution determined by the General Meeting:
  - 17.2.1. which has objects similar to those of the Association; and
  - 17.2.2. whose rules prohibit the distribution of its income among its members.

## **18. Seal and Seal Holders**

- 18.1. The Board must provide for the safe custody of the seal of the Association.
- 18.2. The seal may only be used by the authority of the Board. Every instrument to which the seal is affixed must be signed by two seal holders in whose presence the seal is affixed.
- 18.3. A register listing the documents to which the seal has been affixed must be maintained.
- 18.4. The seal holders means those members of the Board determined by the Board from time to time.

## **19. Alteration of the Constitution**

- 19.1. This Constitution may be altered by resolution of a three-fifths majority of the Members present and voting at a General Meeting. Written notice of amendments shall be posted by mail or email to all Members at the same time as written notice of the General Meeting.

## **20. Indemnity**

- 20.1. Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officer except a Liability:
  - 20.1.1. owed to the Association; or
  - 20.1.2. that did not arise out of conduct in good faith; or

- 20.1.3. for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
- 20.1.4. for legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- 20.2. For the purposes of clause 20.1:
- 20.2.1. **legal costs** means legal costs on a solicitor and own client basis; and
- 20.2.2. **proceedings** means any initial legal proceeding and any appeal proceeding.
- 20.3. The Association need not indemnify a person under clause 20.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 20.4. Where a person seeks to rely on the indemnity contained in clause 20.1, that person must:
- 20.4.1. immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
- 20.4.2. permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
- 20.4.3. not make any admission without the prior written consent of the Association;
- 20.4.4. promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 20.5. The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
- 20.5.1. to which the persons is a party; or
- 20.5.2. that the person proposes in good faith to bring; or
- 20.5.3. that the person has reason to believe will be brought against the person.
- 20.6. The obligations of the Association in respect of any person who is or has been an Officer under clause 20.5 cease on the expiry of seven years after that person ceases to be an Officer.

## **21. Insurance**

- 21.1. Subject to the Act, the Association may maintain at its cost a policy of insurance (**Policy**) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clause 20.1.1 to 20.1.4.
- 21.2. The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.
- 21.3. The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.
- 21.4. The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven years after that person ceases to be an Officer.

## **22. Gift Fund**

- 22.1. The Association may maintain for the principal purpose of the Association a gift fund which complies with Subdivision 30-BA of the Tax Act.
- 22.2. The Association must use the Gift Fund only for the principal purpose of the Association.
- 22.3. At the first occurrence of one of the following events:
  - 22.3.1. the winding up of the Gift Fund; and
  - 22.3.2. the revocation of the Association's endorsement as a Deductible Gift Receipt under Subdivision 30-BA of the Tax Act,the Association must transfer any surplus assets of the Gift Fund to a fund authority or institution gifts to which can be deducted under Division 30 of the Tax Act.