

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 (hereinafter referred to as “the Friends”).

2. Objectives

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 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 arts, design and crafts.

To promote contacts between people who value the visual arts, design and crafts.

To promote and support the visual arts and people who have interests in the related areas of art.

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

3. Powers

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

4. Patron

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

5. Membership

5.1. Membership shall be open to all persons who subscribe to the aims of the Friends and who pay the annual subscription.

5.2. Categories of membership shall be:

- i) Individual
- ii) Joint (two or more people of the same mailing address); there shall be one vote per membership
- iii) 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
- iv) Membership will be encouraged from students studying at the South Australian School of Art

5.3. Honorary Membership for a term of no more than two years and life membership may be granted at the discretion of the committee. Honorary and Life Membership shall enjoy the same rights and benefits as individual members.

5.4. A member who joins the Friends before 30th October 2008 shall be known as a Foundation Member.

5.5. An institutional member may by written notice appoint an individual person as its nominee. The nominee shall be eligible to hold office or be an ordinary member of the committee. The nominee shall be eligible to cast the vote and in all respects represent the institutional member at meetings.

5.6. 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 committee determines the membership shall cease.

5.7. The committee 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 committee is detrimental to the interests of the Friends. No such resolution for suspension or expulsion shall be passed unless the committee has given the member concerned an opportunity to be heard.

6. Annual Subscription

- 6.1. Rates of subscription for each category shall be determined from time to time by the committee.
- 6.2. Subscriptions shall be payable at times determined by the committee.
- 6.3. 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 Friends, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- 6.4. A member may resign from membership of the Friends by giving written notice to the Secretary of the Friends. Any such member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Friends.

7. A Register of Members of the Friends

- 7.1. The name, address and telephone number of each member (including email address where possible)
- 7.2. The date on which each member was admitted to the Friends; and
- 7.3. If applicable, the date of and reason(s) for, termination of membership.
- 7.4. The first financial year of the Friends shall be the period ending on the 30th June following incorporation and thereafter a period of 12 months commencing on 1st July and ending on 30th June each year.

8. Management

- 8.1. The affairs of the Friends shall be managed and controlled by an Executive Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the Aims/Objects of the Friends and are not by the Act or by these rules required to be done by the Friends in General Meeting.
- 8.2. The Executive Committee has the management and control of the funds and other property of the Friends.
- 8.3. The Executive Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Friends on which these rules are silent.
- 8.4. The management of the Friends is vested in the Executive Committee consisting 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 is for a two year appointment excepting the first year.
- 8.5. The President, Vice-President, Secretary, Treasurer, Public Relations Officer, Membership Officer and ordinary members of the Executive Committee are elected annually by the

members present at the Annual General Meeting upon expiring of their term. Candidates for election must each be nominated and seconded by members of the Friends. Nominations should be received by the Secretary one week before the Annual General Meeting.

- 8.6. The Executive Committee may fill any vacancy among the officers or ordinary members of the Committee which occurs more than a month before the next Annual General Meeting.
- 8.7. At the end of the first year, half of the Executive Committee selected by lot shall retire and be eligible for re-election subject to clause 8.9.
- 8.8. Each year nominations shall be called to fill vacant positions on the Executive Committee. Executive Committee members whose terms have expired shall be eligible for re-election subject to clause 8.7.
- 8.9. No officer shall hold any one office for more than four consecutive years and no member shall remain on the Executive Committee for more than six consecutive years.
- 8.10. The Head of the South Australian School of Art or his/her nominee may be an ex-officio member of the Executive Committee. An ex-officio member shall have voting rights.
- 8.11. Except where this Constitution provides to the contrary, all powers of the Friends are vested in the Executive Committee, subject to any regulation consistent with the Constitution made in general meetings.
- 8.12. The quorum for a meeting of the Executive Committee is two thirds of the membership of the Committee. Decisions of the Executive Committee 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.
- 8.13. The Executive Committee may delegate any of its powers to any member of The Friends or to a sub-Committee.
- 8.14. Subject to the Constitution and any regulations made at a general meeting, the Executive Committee may conduct its business and proceedings as it thinks fit.
- 8.15. The Executive Committee must cause minutes of its proceedings and accounts of the Friends to be kept and furnish reports to the Annual General Meeting of the Friends.
- 8.16. The validity of the acts of the Executive Committee is not affected by any vacancy among its members or by any defect in the appointment of any member.

9. Duties of Officers

9.1. President (or Vice-President in the absence of the President)

- 9.1.1. The President shall oversee the running of all aspects of the Friends and shall present an annual report at the Annual General Meeting.

9.1.2. The President shall chair all meetings and shall have a casting vote as well as a deliberate vote. In the absence of the President the Vice-President shall chair the meeting.

9.1.3. The President shall encourage balanced participation in meetings and shall decide on matters of order.

9.1.4. The President with the Secretary shall prepare an agenda for meetings.

9.1.5. The President shall act as spokesperson for the Friends in accordance with previously agreed policy.

9.2. Secretary

9.2.1. The Secretary shall call meetings in accordance with the provisions of the Constitution.

9.2.2. The Secretary with the President shall prepare an agenda for meetings.

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

9.3. The Treasurer

9.3.1. 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 Friends in accordance with the Act.

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

9.3.3. The Treasurer shall present a summary of income and expenses and bank account balance at each Committee meeting.

10. Meetings

10.1. 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 Committee.

10.2. A Special General Meeting may be called by the Executive Committee at any time and must be called by the Executive Committee on a requisition by at least five members of the Friends which states the nature of the business to be transacted.

10.3. At least 21 days before any General Meeting, notice of the meeting must be given by a notice posted to all members of the Friends. A General Meeting is not invalidated by any accidental failure to give notice to any member.

10.4. 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.

- 10.5. At the Annual General Meeting, the business must include the reception of reports and accounts for the previous financial year, the election of the officers and ordinary members of the Committee and the appointment of auditors.
- 10.6. 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.
- 10.7. Where the number of nominations for ordinary membership of the Executive Committee exceeds the maximum number fixed by the Constitution, the Chairperson of the meeting shall conduct a ballot. If the number of nominations does not exceed the maximum, the Chairperson must declare the persons nominated to be elected. Officers are to be elected in like manner.
- 10.8. 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.
- 10.9. 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.
- 10.10. A Poll demanded for the election of a person presiding or 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.
- 10.11. A Special Resolution is a special resolution as defined in the Act.
- 10.12. An Ordinary Resolution is a resolution passed by a simple majority at a general meeting.
- 10.13. A member shall be entitled to appoint in writing a natural person who is also a member of the Friends to be their proxy, and attend and vote at any general meeting of the Friends.
- 10.14. The position of any Executive Committee member absent for three consecutive meetings without leave of absence shall automatically become vacant. Acceptance for an apology shall deem grant such leave.
- 10.15. A quorum at the Annual General Meeting or extraordinary general meetings shall be eight members of the Friends entitled to vote.
- 10.16. The quorum at Executive Committee meetings shall be four members.

11. Property and Finance

- 11.1. The Friends shall have the power to acquire and dispose of real and personal property.
- 11.2. The Funds of the Friends shall be used only for the objectives of the Friends.

- 11.3. All cheques and orders drawn by the Friends shall be signed by two officers of the Friends.
- 11.4. The surplus funds of the Friends may be invested in such a manner as the committee sees fit, subject to clause 11.2.
- 11.5. The accounts of the Friends shall be audited annually. The auditor shall be appointed annually by the Executive Committee.
- 11.6. The financial year of the Friends shall be 1st July to 30th June.

12. Assets

The assets of the Friends are to be applied solely in the furtherance of its objectives and no portion is to be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Friends. In the event of the dissolution of the Friends, the retiring Executive Committee shall determine to which of South Australia's public or private archives any assets of the Friends should be donated.

13. Dissolution

- 13.1. The Friends shall be dissolved if a resolution to this effect is carried by three-fifths majority of the members and voting at a general meeting, 21 days' written notice of the proposed resolution having been given to all members.
- 13.2. On dissolution any funds remaining shall become the property of the South Australian School of Art for expenditure related to scholarship/research for its students and graduates.

14. Alteration of the Constitution

- 14.1. This Constitution may be altered by resolution of a three-fifths majority of the members present and voting at an Annual General Meeting or an extraordinary general meeting. Written notice of amendments shall be posted to all members at the same time as written notice of the meeting.

15. Interpretations

- 15.1. In this Constitution, unless the contrary intention appears, accounts mean what the Associations Incorporation Act says it means.
- 15.2. In the Constitution, unless the contrary intention appears, reference to the singular includes reference to the plural and vice versa, and reference to a person includes reference to a corporation.