THE BENDIGO ART SOCIETY INC.

P.O. BOX 2164, BENDIGO MAIL CENTRE 3554

**CONSTITUTION**

**1. NAME:**

The name of the Society shall be

THE BENDIGO ART SOCIETY INCORPORATED

**2. THE OBJECTS OF THE SOCIETY SHALL BE:**

a. The nurture and encouragement of fellow artists

b. The encouragement of the production of, and interest in, the visual arts in Bendigo and District, and the holding of exhibitions of visual art.

c. To co-operate with similar societies.

d. The holding of periodical lectures and discussions

e. To do all such other things as are conducive or incidental to the attainment of the above objectives

**3. MEMBERSHIP**

a. The Society will accept membership from Artists working in any medium/subject/style of the Visual Arts

b. Membership is not limited by distance of the permanent domicile of the applicant.

c. No restrictions shall be imposed on any person by reason of sex, religious or political beliefs, nationality, race or age, with reference to membership.

d. Membership shall date from 1st July – 30th June, annually.

e. Memberships shall be in the order of: Ordinary $20.00, Family $30.00, Student under 16/Pens/H.Card - $15.00

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**4. OFFICE BEARERS:**

 The Office Bearers of the Society shall consist of: President, Vice- President, Secretary, Treasurer. Three elected members, acting together with the Office Bearers shall form the EXECUTIVE COMMITTEE

**5. METHOD OF OPERATION:**

 The method of operation of the Society shall be:

 a. The financial year shall end on the 30th June each year.

 b. The Annual General Meeting shall be held on a date to be fixed by the Committee, as soon as practicable after the end of the financial year.

 c. The quorum for the General Business Meeting shall be twenty (20) financial members or 1/3 of the membership, whichever is lower.

 d. The quorum for the Executive Meetings of the Committee shall be four (4) members.

 e. General Business Meetings shall be called at the discretion of the Committee and advertised in the Society Newsletter, not less than seven days prior to the date of the Meeting.

 f. Office Bearers and the Three (3) Members forming the Executive Committee shall be elected annually by a General Meeting, of which every member shall have at least two weeks notice.

 g. The Executive Committee may promulgate By-Laws governing the running of all Society affairs and may vary and interpret such By- Laws.

**6. VOTING:**

 a. Voting for election of Office Bearers and Executive committee shall be by secret ballot.

 b. There shall be no voting by proxy.

 c. All voting on other matters shall be by show of hands, unless 10% of members present indicate that they require the vote to be by secret ballot. In which case the Meeting shall by resolution appoint two scrutineers and the vote shall accordingly be secret. On equal division, a re-vote shall be taken.

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**7. NOMINATIONS:**

 Nominations of candidates for election as Office Bearers of the Society or as Members of the Executive Committee shall be:

 a. In writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

 b. Delivered to the Secretary of the Society not less than seven days before the date fixed for the Annual General Meeting.

 c. If insufficient nominations are received to fill all the vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

 d. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

 e. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

**8. SUB-COMMITTEES;**

 The Society or Committee may appoint Sub-Committees. Membership of Sub-Committees need not be confined to members of the Society. The President or his/her deputy shall be an ex-officio member of all Sub- committees. Such Sub-committees are entitled to deal only with matters referred to them and in such manner either generally or specifically as stipulated by the body which elected or appointed them.

**9. AUDITOR:**

 An Auditor shall be appointed by the Executive Committee, at such times as it sees this is necessary. All books and any other documents relating to the finances of the Society should be made available at these times. No Office Bearer shall during his/her time of office be eligible for appointment as auditor to the Society.

**10. ANNUAL SUBSCRIPTION:**

 The Annual Subscription for all members will be fixed at the Annual General Meeting and shall be payable within two (2) months.

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**11. FUNDS:**

 The funds of the Society shall be derived from annual subscriptions, donations and other sources as the Committee determines. The funds of the Society shall be available for administration expenses and furtherance of the objects of the Society, which shall include the expenses of investigation necessary in connection with these objects.

**12. WINDING UP OR DISSOLUTION:**

 If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be distributed to members but shall be distributed to a fund or funds with similar objects and/or fund or funds exclusively for charitable purposes.

**13. SECRETARY:**

 The Secretary shall convene all meetings and record the minutes of such meetings in a minute book which shall be made available for perusal by any member prior to the commencement of each meeting, together with a record of names of persons present. The Secretary shall also conduct all correspondence under the direction of the Society

**14. CUSTODY OF RECORDS:**

 Except as otherwise provided in these rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Society.

 All books, documents and securities held on behalf of the Society shall be available for inspection by any financial member of the Society, providing that seven (7) days notice in writing is received by the Secretary.

**15. REGISTER OF MEMBERS:**

 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 at the address of the Secretary.

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**16. THE SEAL:**

a. The Common Seal of the Society shall be kept in the custody of the Secretary.

 b. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature either of two (2) members of the Committee or of one member of the Committee and the Secretary of the Society.

**17. TREASURER:**

 a. The Treasurer shall properly maintain all account books and other documents the property of the Society.

 b. The Treasurer shall receive the annual subscriptions and all other monies paid to the account of the Society and shall within 14 days of the receipt of any such monies pay the same into such bank account as may be approved by the Society.

 c. The Treasurer shall have a passbook or recent bank statement available for perusal at each General Business Meeting.

 d. The Annual Financial Statement of the Society shall be prepared by the Treasurer and made available at each Annual General Meeting.

 e. Cheques on the Society bank account shall be signed by any two (2) of the President, Vice-President, Secretary and Treasurer.

**18. RESIGNATION AND SUSPENSION OF A MEMBER:**

 a. A member of the Society who has paid all monies due and payable by him/her to the Society may resign from the Society by first giving one months notice in writing to the Secretary of his/her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

 b. Upon the expiration of a notice given under sub-clause (a), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

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**Resignation and Suspension of a Member contd..**

 c. Any member may be expelled or suspended from membership for a period not exceeding twelve (12) months at the direction of the Committee, provided that such member shall have the right of appeal to a General Meeting. Voting on the issue shall both in Committee and the General Meeting be by secret ballot.

 d. A refund of membership paid pro-rata will be paid.

**19. RESIGNATION OF OFFICE BEARERS:**

 a. Should any Office Bearer or Committee Member resign, he/she shall be deemed to have vacated office and the vacancy shall be filled forthwith at the next General Meeting of the Society.

 b. Office Bearers elected to fill such vacancy including Committee Members shall hold office until the subsequent Annual Meeting, provided however that the office of President shall not be filled on falling vacant, except by election at a Special Meeting called for that purpose of which every member shall have not less than seven days notice.

 c. The position of any member of the Committee absent for three consecutive meetings without apology shall automatically become vacant.

 **20. ALTERATION OF RULES AND STATEMENT OF PURPOSES :**

 These rules and the Statement of Purposes of the Society shall not be altered except in accordance with the \*Act.

 \* Section 22 of the Act provides that an Incorporated Association may, by special resolution, alter its statement of purposes or its rules. Section 29 of the Act defines the special resolution ie: 21 days notice must be given and ¾ majority passes the motion.

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**21. SOCIETY AFFILIATION:**

 Nothing contained herein shall prevent the affiliation or amalgamation of this Society with any other body corporate or association, and such affiliation may be achieved in like manner to the alteration of the Constitution or rules of this Society.

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This CONSTITUTION was devised and approved on 23rd June, 1994

 by the Steering Committee of The Bendigo Art Society.