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# **Proposed Constitution of the Friends of Tweed Regional Gallery and Margaret Olley Art Centre Inc.**

**No: 1176823**

**dated 26<sup>th</sup> April 2017**

## **Part 1 - Preliminary**

### **1.1 Name**

The name of the Association is the Friends of Tweed Regional Gallery and Margaret Olley Art Centre Inc., (the Friends).

### **1.2 Address**

The address of the Friends is:

c/o Tweed Regional Gallery & Margaret Olley Art Centre,  
Mistral Road, MURWILLUMBAH, NSW 2484,  
PO Box 816, MURWILLUMBAH, NSW 2484

### **1.3. Definitions**

1.3.1 In this constitution;

(a) The Gallery shall mean the Tweed Regional Gallery and Margaret Olley Art Centre Inc.

(b) Executive means the elected President, Vice President, Secretary, Treasurer and Public Officer, who are appointed in terms of Clause 4 of this Constitution.

(c) The Committee means the Executive (detailed above) plus the

\* Membership Secretary

\* Catering Secretary

\* Publications/Publicity Secretary

\* Three (3) ordinary members

who are appointed in terms of Clause 4 of this Constitution.

1.3.2 Special General Meeting (SGM) means a general meeting of the association other than an Annual General Meeting (AGM).

1.3.3 The Act means the Associations Incorporation Act 2009. (as amended from time to time.)

1.3.4 The Regulation means the Associations Incorporation Regulation 2016.

- 1.3.5 In this constitution a reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 1.3.6 The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

#### **1.4. Mission Statement & Objects**

- 1.4.1 The mission of the Friends is to foster and support the continuing development of the Gallery and its programs.
- 1.4.2 The objects of the Friends are to support the Gallery by:
- a) Liaising with the Gallery Director and, where appropriate, with Tweed Shire Council and the Tweed Regional Gallery Foundation Ltd.
  - b) Accepting funding from annual Membership fees and from any sponsorship, gift, donation, bequest or legacy given to benefit its operations.
  - c) Providing financial assistance to the Gallery to:  
purchase works of art of all types,  
or,  
lend or borrow works of art for any exhibition.
  - d) Conducting guided tours of the Gallery and producing publications to educate the public in the interest and appreciation of art.
  - e) Raising funds, seeking sponsorships or grants from governments, business houses, community groups or associations, and from any person or corporation for the purpose of achieving these objects.
  - f) Doing all such things as are incidental or conducive to the attainment of any one or more of these objectives.
- 1.4.3 Subject to the Act and the Regulation the association shall apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

*Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause*

## **Part 2 Membership**

### **2.1. Membership**

- 2.1.1 A person is eligible to be a member of the association if:
- a) the person is a natural person,  
and
  - b) the person has applied and been approved for membership of the association in accordance with clause 2.2 (Application for Membership).
- 2.1.2 In the case of an unincorporated body that is registered as the association:
- a) a member of that unincorporated body immediately before the registration of the association,  
or
  - b) in the case of an association that is amalgamated to form the relevant association—a member of that other association immediately before the amalgamation,  
or
  - c) in the case of a registrable corporation that is registered as an association—a member of the registrable corporation immediately before that entity was registered as an association.
- 2.1.3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

### **2.2 Membership Process**

- a) Applications from eligible persons shall be made in the format prescribed by the Committee and must be tendered in writing or by electronic transmission to the Membership Secretary.
- b) Applicants shall have their application referred to the next Committee Meeting for approval and acceptance.  
As soon as practicable after the meeting, the applicant must be informed in writing that the application was approved or rejected.
- c) If the Committee approves the application, the applicant shall pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable as annual subscription.
- d) The Membership Secretary will, on payment by the applicant of the amounts referred to in subclause 2.2 (c) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Friends.

### **2.3 Cessation or Resignation of Membership**

- A person ceases to be a member of the Friends if the person:
- a) Dies,

or

b) Fails to renew the annual membership fee by the due date,

or

c) Is expelled from the association,

or

d) Resigns membership.

Such resignation must be effected in writing, dated & signed by the member, and becomes effective when received by the Membership Secretary and the date is noted in the Register of Financial Members.

#### **2.4. Membership entitlements on termination**

A right, privilege or obligation which a person has by reason of being a Member of the association:

a) is not capable of being transferred or transmitted to another person on cessation of membership in terms of clause 2.3.

b) terminates on cessation of the person's membership.

#### **2.5. Register of Financial Members & Inspection of Member Records.**

a) A Register of Financial Members shall be kept in electronic and/or written format by the Membership Officer, showing in respect of each Member their name, address, phone, fax or email address and the date of commencement of Membership.

b) The Register of Financial Members shall be kept at the official address of the Friends and shall always be open to inspection by a member of the Committee or on notice to the Membership Secretary by a Member of the Association during Gallery opening hours.

c) If the register of members is kept in electronic form it must be convertible into hard copy,

and

the requirements in sub clauses b),c),d) e) and f) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

d) A person must not use information about a Member obtained from the register to contact or send material to the member, other than for:

(i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event, or material relating to the Friends activities,

or

(ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

e) A member of the association may obtain a copy of any part of the register on payment of a fee for each page copied, and such fee shall be determined by the Committee from time to time.

f) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

## **2.6 Fees & Subscriptions**

a) A schedule of Annual Membership Fees and other fees or charges, shall be determined by the Committee and confirmed at the Annual General Meeting each year. Fees may be varied to permit lower fees for concessional membership or, for multiple year membership to a maximum of five years.

b) Fees shall apply to all members and become due and payable on the first day of each new financial year.

c) New members joining part way through each financial year shall pay the annual membership fee on joining and thereafter on the first day of each new financial year.

## **2.7 Member Liabilities:**

The liability of a Member to contribute towards the payment of debts and liabilities, or the costs charges and expenses, of the winding up of the Friends is limited to the amount, if any, of un-expired membership fee standing to the credit of the Member.

## **PART 3 Disputes and Member Discipline**

### **3.1 Resolution of Internal Disputes**

- (a) A dispute between a member and another member (in their capacity as members) of the Friends, or a dispute between a member or members and the Friends Association, are to be referred to the Committee for mediation and adjudication.
- b) At least seven (7) days before a scheduled mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the Committee.
- c) The decision of the Committee is deemed final in this matter.

### **3.2: Complaints, Disciplining, Right of Appeal, or Expulsion of Members.**

- 3.2.1 A complaint may be made to the Committee by any person, that a member of the Friends
  - (i) has refused or neglected to comply with a provision or provisions of this constitution,
  - or
  - (ii) has wilfully acted in a manner prejudicial to the interests of the Friends,
- 3.2.2 If the conduct/incident may be criminal in nature, the Committee shall advise the Director of the Gallery and report the matter to the NSW Police for investigation. Whilst the NSW Police investigation is in progress the member shall be suspended from all activity of the Friends and the Executive shall make no determination concerning membership entitlement under the provisions of this clause until the Police investigation is concluded.
- 3.2.3 The Committee may summarily dismiss a complaint if it considers the complaint to be trivial or vexatious in nature in which case such complainant/s may choose to take action under clause 3.1.
- 3.2.4 If the Committee determines the complaint made under subclause 3.2 .1 shall be investigated, notice of the complaint shall be served on the member concerned within twenty one (21) days and attached to the complaint, shall provide an advice of the Dispute Resolution process.
  - a) The Committee shall give the member at least twenty one (21) days from the time the notice is served to make written submissions in connection with the complaint and shall take into consideration any submissions made by the member in connection with the complaint.
  - b) After full consideration of the evidence presented supporting the complaint and the member response, the Committee may determine that expulsion is appropriate and shall suspend the member from any activity of the Friends pending confirmation of expulsion.

c) If expulsion is deemed appropriate, it shall be confirmed by the Committee within twenty one (21) days and a Special General Meeting of Members shall be called within twenty one (21) days after the Committee confirmation. No other business of the Friends shall be conducted at the Special General Meeting.

d) At the Special General Meeting the member whose expulsion is under consideration shall be granted the opportunity to be heard either verbally or in writing, or both, for the consideration of members.

e) A Secret Ballot of members present at the Special General Meeting shall be taken and a simple majority of votes shall prevail.

## **Part 4: The Committee**

### **4.1 The Committee Powers:**

Subject to the Act and this Constitution, the Executive Committee shall control and manage the affairs of the Friends, and

- a) shall exercise all the functions that may be exercised by the Friends, other than those functions that are required by this constitution to be exercised by either a Special or General Meeting of members of the Friends, and
- b) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Friends.

### **4.2 Sub-Committees**

The Committee may by resolution, appoint for a specified purpose or purposes, a sub-committee consisting of a minimum of one Committee member and such other persons as the Committee thinks fit, for a period to be determined by such resolution.

- a) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under subclause 4.2 has the same force and effect as it would have if it had been done or suffered by the Committee.
- b) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- c) A sub-committee may meet and adjourn as it thinks proper.

### **4.3 Protocols for the Committee Meetings**

- a) The President may at any time, or the Secretary on the requisition of any two Members, summon a meeting of the Committee, which may be held at any location convenient to the Committee members.
- b) If both the President and Vice President are absent or are unwilling to act, such one of the remaining office-bearers may be chosen by those present to preside.
- c) At meetings of the Committee a quorum shall be five (5) Committee Members of which one must be an office-bearer.
- d) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and a determination by a majority shall for all purposes be a determination of the Committee.  
In the case of an equality of votes, the presiding Executive member shall have a second or casting vote.



e) Notwithstanding the foregoing, the Committee shall meet together for the conduct of business as it sees fit, but must meet at least four (4) times in any twelve (12) month period.

(f) An Committee meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

(g) A member who participates in an Committee Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **4.4 Executive Officer definition and functions:**

4.4.1 *The Honorary Secretary* means the person holding office under this constitution as Secretary of the Friends, or, if no person holds that office - the Public Officer of the Friends.

a) It is the responsibility of the Honorary Secretary to keep minutes (whether in written or electronic form) of:

(i) all appointments of office-bearers and members of the committee, and

(ii) the names of members present at a Committee meeting, Special or General Meeting,

and

(iii) all proceedings at Committee meetings and Special or General meetings.

b) Minutes of proceedings at a meeting must be recorded and signed by the chairperson of the meeting as soon as practicable after compilation, or by the chairperson of the next succeeding meeting.

c) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (b).

4.4.2 *The Honorary Treasurer* means the person holding office under this constitution as Treasurer, who is responsible for the funds management of the Friends, in accordance with appropriate accounting standards and this constitution.

It is the duty of the Honorary Treasurer of the Friends to ensure:

a) when expenses of Committee members are being reimbursed such payment may be made directly to the member, provided full receipts are provided and the prior authorisation has been granted by a motion of the Committee.

b) that correct & current books and accounts are kept showing the financial affairs of the Friends including full details of all receipts and expenditure connected with the activities of the Friends. The accounts shall be open to inspection at any time on the request of any member of the Committee.

c) that the duly appointed Independent Auditor completes an annual audit before the Annual General Meeting.

d) that all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed by two (2) authorised signatories.

4.4.3 *The Public Officer* means a member of the Committee of the Friends who coordinates Constitutional matters and the adherence to the NSW Fair Trading requirements on behalf of the Committee.

a) The Public Officer shall Coordinate the opening for inspection free of charge for a member of the Friends, during the opening hours of the Gallery and on twenty one (21) days' notice:

- (i) Records of the Friends,
- (ii) this Constitution and any amendments made thereto,
- (iii) Minutes of all Committee and General Meetings of the Friends.

b) A member of the Friends may obtain a copy of any of the documents referred to in subclause (i - iii) on payment of a fee for each page copied. Such fee to be determined annually by the Committee.

c) Despite subclause b), the Committee may refuse to permit a member of the Friends to inspect or obtain a copy of records that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the Friends or the Gallery.

#### **4.5 Composition and Election of the Executive Committee**

a) The Office-Bearers of the Committee shall consist of a President, Vice-President, Honorary Secretary, Honorary Treasurer and Public Officer, and any two (2) may be authorised signatories under Div. 2, Clause 36 of the Act.

b) An Office Bearer may hold more than one position concurrently on the Committee, other than both the offices of President and Vice President.

c) In addition to the Office Bearers, the Committee may have a Membership Secretary, Catering Secretary and Publications/Publicity Secretary. In addition, up to three (3) ordinary members may be appointed to the Committee or, as shall be decided by the Members at the Annual General Meeting.

d) At each Annual General Meeting all co-opted and elected positions shall be declared vacant by the returning Officer and shall be filled by election.

e) Written nominations for election to the Committee shall be from financial Members of the Friends signed, seconded and placed in the hands of the Honorary Secretary before the time set for the convening of the Annual General Meeting.

- f) If insufficient nominations are received then further nominations may be accepted from the floor at the Annual General Meeting.
- g) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be conducted by the appointed Returning Officer.
- h) The ballot for the election of Committee members is to be conducted at the Annual General Meeting by the appointed Returning Officer.
- i) Each person casting their ballot at the Annual General Meeting must be a financial member.
- j) Notwithstanding the aforementioned clauses, a person is ineligible to stand for or be elected as President, Vice President, Honorary Secretary, or Honorary Treasurer, if that person held the same position for three consecutive years, to the intent that no person shall hold any one of the abovementioned office bearer positions for more than three (3) consecutive years.

*Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.*

#### **4.6 Committee Restrictions**

- a) No member of the Committee may be appointed to any salaried office of the Friends or, be paid by fees.
- b) No remuneration or other benefit shall be given by the Friends to any Member of the Committee except as repayment of out-of-pocket expenses.

#### **4.7 Vacating or Removal from Office of a Committee Member**

- a) A Casual Vacancy occurs if a member:
  - (i) ceases to be a member of the Friends within the meaning of clause 2, Cessation or Resignation of Membership,
  - or
  - (ii) is, or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth,
  - or
  - (iii) resigns office by notice in writing given to the Honorary Secretary,
  - or
  - (iv) is removed from office under the provisions of Clause 3 of this constitution,
  - or
  - (v) becomes a mentally incapacitated person,
  - or
  - (vi) is absent without the consent of the committee from three (3) consecutive meetings of the committee,
  - or
  - (vii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months,

or  
(viii) is prohibited from being a director of a company under Part 2D.6 (Disqualification from Managing Corporations) of the Corporations Act 2001 of the Commonwealth.

b) Notwithstanding the foregoing, a member may be removed from Office upon a resolution being passed by a two-thirds majority of members present at a properly constituted Special General Meeting, called to remove the member from office.

c) Appeals against such a decision may be made in terms of Clause 3, Dispute Resolution process.

#### **4.8 Casual Vacancies**

4.8.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Friends to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment. A casual vacancy on the Committee, may be filled at any time by:

- a) Introduction and nomination of an applicant by a Committee Member,
- b) Submission of the appropriate Application Form,
- c) A vote on the application being taken at the next Committee Meeting, such vote being decided by a simple majority of those present and entitled to vote,
- d) Prompt notification in writing to the applicant regarding the Committee's decision.
- e) The applicant shall hold office for the unexpired term of the Committee member replaced.

#### **4.9 Appointment of Association Members as Committee Members to Constitute Quorum**

- a) If at any time the number of Committee Members is less than the number required to constitute a quorum for a meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- b) A member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- c) This clause does not apply to the filling of a casual vacancy to which clause 4.8 applies.

### **Part 5 General Meetings Of Members.**

#### **5.1 Annual General Meetings**

- a) The Annual General Meeting shall be held within five months of the end of the financial year when the Annual report and Audited Financial Statements shall be

presented.

b) Notwithstanding a) above, The annual general Meeting may be held at any time that may be allowed or prescribed under section 37 (2) (b) of the Act.

c) No less than twenty one (21) days' notice of the Annual General Meeting shall be given to Members and it shall be specified as that type of meeting in the notice convening it.

d) A Committee Nomination Form and an Appointment by Proxy Form shall be available twenty one (21) days before the Meeting.

### **5.2 Business of Annual General Meeting**

In addition to any other business which may be transacted at an Annual General Meeting, the business of the meeting is to include the following:

a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,

b) to receive from the committee reports on the activities of the Friends during the preceding financial year,

c) To elect Office-bearers and Committee members, of the Friends. A Committee Nomination may be accepted during the meeting.

d) to receive and consider any financial statement or report required to be submitted to members under the Associations Incorporations Act.

### **5.3 Appointment of Auditor**

a) The Auditor shall be appointed by the Members at the Annual General Meeting.

b) The Auditor shall not be a Member of, or be closely related to, a Member of the Committee.

c) Subject to paragraph (d) hereof, notice of intention to nominate an Auditor to replace the current Auditor shall be given to the Honorary Secretary at least twenty one (21) days before the Annual General Meeting.

d) Where the Auditor submits his resignation or notifies the Honorary Secretary of his intention not to seek re-election as Auditor, paragraph (c) shall not apply.

### **5.4 Special General Meetings**

a) Any three members of the Committee may at any time, or the Honorary Secretary shall upon the written request of not less than ten (10) members of the Friends, convene a Special General Meeting to be held thirty five (35) days from the date of receipt of the request.

b) The request may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

c) If the Committee fails to convene a Special General Meeting to be held within

thirty five [35] days after the date on which a requisition of members for the meeting is lodged with the Honorary Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

d) A Special General Meeting convened by members as referred to in sub-clause (c) must be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Committee.

e) For the purposes of sub clauses a) b) and c):

(i) a requisition may be in electronic form, and may be submitted separately by each of the requisite number of members.

and

(ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **5.5 Notice of Meetings**

a) The Honorary Secretary shall give to the Members at least twenty one (21) days' notice of all Annual, or Special General Meetings of the Friends specifying the time, date, and place of the meeting and the nature of the business to be conducted.

b) If the nature of the business proposed to be dealt with at a meeting requires a special resolution of the Friends, the Honorary Secretary must, at least twenty one (21) days before the date fixed for the holding of the meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause a), the intention to propose the resolution as a special resolution.

*Note. A special resolution must be passed in accordance with section 39 of the Act.*

c) Proxy votes shall be accepted at Annual General Meetings and Special General Meetings.

d) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business matters which may be transacted under clause 5.2.

e) A member desiring to bring any business before an Annual General Meeting may give notice in writing of that business to the Honorary Secretary who must include that business in the next notice calling an Annual General Meeting given after receipt of the notice from the member.

f) An Annual or Special General Meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Friends' members a reasonable opportunity to participate.

g) A member of the Friends who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **5.6 Quorum**

- a) At meetings of Members a quorum shall consist of ten (10) Members.
- b) At an Annual General Meeting the quorum shall be ten (10) Members.
- c) At a Special General Meeting, a quorum shall be ten (10) members.
- d) If within half an hour of the date and time set down for a meeting, a quorum is not present then the meeting shall be adjourned to the same time and place within one month. If at such adjourned meeting a quorum is not present then those members attending shall be deemed to be a quorum PROVIDED that the number of such members is not less than ten (10).

## **5.7 Presiding Member**

- a) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each Annual or Special General Meeting of the association.
- b) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **5.8 Adjournment**

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

## **5.9 Special resolutions**

A special resolution may only be passed by the Friends in accordance with section 39 of the Act, that is by three quarters of the votes cast by the meeting

## **5.10 Voting**

- a) On any question arising at any meeting of the Friends a member has one vote only.
- b) In the case of an equality of votes on a question at any meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- c) A member is not entitled to vote at any meeting of the Friends unless all money due and payable by the member to the association has been paid.
- d) A member is not entitled to vote at any general meeting of the Friends if the member is under 18 years of age.

## **5.11 Making of decisions**

- a) A question arising at any meeting of the Friends is to be determined by:

- (i) a show of hands or, if the meeting is one to which clause 5.5 (f) applies, any appropriate corresponding method that the committee may determine,  
or
- (ii) If on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

b) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, an entry to that effect in the minute book of the Friends is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### **5.10 Postal or electronic ballots**

a) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal other than an appeal under Part 3, Clause 3.2 of this constitution.

b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **5.11 Use of technology at meetings**

a) An Annual or Special General meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

b) A member of an association who participates in an Annual or Special meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.



## **Part 6 Miscellaneous**

### **6.1 Dissolution**

(a) The Friends may be dissolved in the event of the membership becoming less than ten (10) persons or on the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such a question.

(b) Upon a resolution being passed in accordance with paragraph (a) of this Rule all assets and funds of the Friends shall, after the payment of all expenses and liabilities, be handed over to the Tweed Regional Gallery Foundation Limited.

*Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.*

### **6.2 Amendment of the Constitution**

(a) This Constitution and Rules may be amended by a resolution passed by a two-thirds majority of members present at any Annual General Meeting or Special General Meeting at which notice of the proposed amendment has been included in the Notice of Meeting.

(b) An application for registration of a change in the name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or an authorised Committee member.

### **6.3 Service of Notices:**

a) For the purpose of this Constitution, a notice may be served on or given to a person:

(i) by delivering it to the person personally,

or

(ii) by sending it by pre-paid post to the address of the person,

or

(iii) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(iii) in the case of a notice sent by facsimile transmission, email or some other form of electronic transmission, on the date it was sent.

### **6.4 Financial Year**

The Financial Year shall conclude on 30th June each year.

### **6.5 Common Seal**

In accordance with Part 3, Div 1, Section 22 of the Act, the Friends have determined not to have a common Seal.

### **6.6 Insurance**

The association may effect and maintain insurance.

### **6.7 Funds Management**

Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.

**DIAGRAMMATIC STRUCTURE OF THE FRIENDS**

(Refer to clause 1.3 and clause 4 of this Constitution)

