



Constitution of Arts & Cultural Exchange Inc

ABN 60 550 215 253

Arts & Cultural Exchange Inc. gratefully acknowledges the contribution of



in the preparation of this Constitution

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Preamble

In 2020, the Dharug Knowledge Holders Group was established to ensure that local knowledge and perspectives are embedded throughout the Association's programs in a community-driven way that amplifies the voices of Custodians.

This preamble does not form part of this constitution; nor does it affect this constitution's operation or interpretation.

1. Name

The name of the Association shall be Arts and Cultural Exchange Incorporated (referred to in these rules as "the Association").

2. Mission

- (a) The Association undertakes arts, community cultural development and innovative information practices to enhance participation, self-expression, economic independence and opportunity for socially excluded communities in Western Sydney.
- (b) The Association works collaboratively in Western Sydney to improve sustainable arts and information infrastructures and facilitate community development. The Association does this by supporting artists, groups and organisations to access and use their chosen artforms, with a focus on digital arts, multimedia and IT.
- (c) The Association aims to provide leadership in the intersection between arts and information technology and seeks to promote development opportunities and recognition of the cultural contribution and innovative capacity of the Western Sydney region.
- (d) The Association aims to support Western Sydney First Nations communities, including by
 - (i) engaging with and promoting respect for local First Nations knowledge and seeking to embed these perspectives throughout the Association's programs; and
 - (ii) promoting the creation of standards to protect Indigenous Cultural and Intellectual Property.

3. Objects

The Association pursues the following charitable purposes:

- (a) work with Western Sydney's First Nations communities and provide them with culturally appropriate opportunities to pursue artistic and cultural training and employment and platforms on which to tell their stories;
- (b) work with Western Sydney's most vulnerable / disengaged young people and provide them with opportunities to confidently pursue creative training and further education, employment and to become skilled creatives and cultural producers;
- (c) provide a unique model of disability sector creative engagement that sees isolated, marginalised, economically disadvantaged musicians as cultural producers and

fosters creativity and assists in the personal development and emotional health of musicians on the autism spectrum through collaborations with high profile musicians, visual artists and industry leaders;

- (d) facilitate creativity, innovation and digital engagement to build and nurture the social and economic independence, employment opportunities and confidence of Western Sydney's isolated, marginalised and economically disadvantaged multicultural women from recently arrived refugees, asylum seekers, migrant families and other under-represented communities with the aim of reducing isolation, discrimination, social and creative exclusion and social disadvantage;
- (e) provide pathways into the film and TV industry for Western Sydney's early career screen practitioners from First Nations, Torres Strait Island, LBGTQI+, disability and other under-represented communities.

4. Membership

4.1. Membership generally

- (a) A person is taken to be a Member if the person meets the eligibility criteria in clause 4.1(b), the person applied to be a member under clause 4.2 and the application has been approved.
- (b) Application for Membership to the Association is open to all individuals over the age of 16 years and nine months.
- (c) A person who is not an individual is not entitled to be a Member.

4.2. Application to be a Member

- (a) An application by a person to be a Member of the association must be:
 - (i) made in writing, and
 - (ii) in the form specified in Schedule 1, or such other form determined by the Board of Management, and
 - (iii) lodged with the Secretary.
- (b) The Board of Management may determine that an application may be made or lodged by email or other electronic means.
- (c) The Secretary must refer an application to the committee as soon as practicable after receiving the application.
- (d) The Board of Management must approve or reject the application.
- (e) As soon as practicable after the Board of Management has decided the application, the Secretary must:
 - (i) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
 - (ii) if the application is approved – inform the applicant that the applicant is required to pay the entrance fee payable under clause 4.5 within 28 days of the day the applicant received the notice.

- (f) The Secretary must enter the applicant's name in the register of Members in accordance with clause 4.3 as soon as practicable after the applicant pays the entrance fee in accordance with clause 4.2(e)(ii).
- (g) The applicant becomes a Member once the applicant's name is entered in the register.
- (h) In addition to the voting rights set out in this Constitution, including clauses 9 and 11, each Member has the right to receive notices of and to attend and be heard at any General Meeting.

4.3. Register of Members

- (a) A register of Members shall be maintained and regularly updated by the Association showing, for each Member:
 - (i) full name;
 - (ii) residential, postal and email address;
 - (iii) date of commencement of Membership; and
 - (iv) if the person ceases to be Member, the date on which the person ceased to be a Member.
- (b) The register of Members must be available for inspection, free of charge, by Members at a reasonable time, upon reasonable notice, and if kept in electronic form, must be able to be converted to hard copy.
- (c) Information about a Member, other than the Member's name, must not be made available for inspection if the Member so requests.
- (d) Information about a Member obtained from the register must not be used to contact or send material to the Member, unless:
 - (i) the contact or material relates to the Association, including newsletters or notices for meetings or other events relating to the Association; or
 - (ii) it is necessary to comply with a requirement of the Act or the Regulation.

4.4. Resignation and cessation of membership

- (a) A Member may resign by giving the Secretary written notice of at least 28 days, or another period determined by the Board of Management, of the Member's intention to resign.
- (b) A person ceases to be a Member upon their:
 - (i) death;
 - (ii) resignation following the expiry of the notice period in clause 4.4(a) ;
 - (iii) expulsion from the Membership in accordance with clause 4.8; or
 - (iv) if they fail to pay outstanding membership fees within 90 days of the due date (unless the requirement to pay has been waived by the Board of Management in its absolute discretion).

4.5. Membership fees

A person whose application to be a Member of the Association has been approved in accordance with clause 4.2 must pay an entrance fee of:

- (a) \$30.00, or
- (b) another amount determined by the Board of Management,

within 28 days of receipt of written notice that their application has been approved

4.6. Rights and privileges of Membership not transferrable

Rights and privileges held by a Member may not be transferred or transmitted to another person, and such rights and privileges shall terminate upon that Member's resignation or cessation of Membership.

4.7. Members' liability

Members shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of unpaid membership fees.

4.8. Discipline of Members

- (a) A complaint may be made to the Board of Management by any person that a Member has:
 - (i) failed to comply with a provision or provisions of this Constitution, or the rules and policies of the Association; or
 - (ii) wilfully acted in a manner prejudicial to the interests of the Association.
- (b) If, on receiving such a complaint, the Board of Management decides to deal with the complaint, the Board of Management must:
 - (i) advise the Member in writing of the complaint; and
 - (ii) give the Member at least 14 days in which to make submissions to the Board of Management in connection with the complaint; and
 - (iii) consider any submissions made by the Member in connection with the complaint.
- (c) The Board of Management may, by resolution, expel or suspend a Member from the Association in response to a complaint made under clause 4.8(a) if, after considering the nature of the complaint and any submissions made by the Member in connection with the complaint, it is satisfied that the matters alleged in the complaint have been proved.
- (d) If the Board of Management expels or suspends a Member, the Secretary must, no more than seven days after the decision is taken, advise the Member in writing of the decision and of their right to appeal the expulsion or suspension in accordance with this clause 4.8.
- (e) The expulsion or suspension does not take effect until:

- (i) if the Member exercises their right of appeal within the period in clause 4.8(f), the day the Association confirms the resolution under clause 4.8(i)(iv);
 - (ii) if the Member does not exercise their right of appeal within the period in clause 4.8(f), the date of expiry of that period.
- (f) A Member may appeal against a resolution of the Board of Management made under clause 4.8(c) by lodging a written notice of appeal with the Secretary within 7 days of being served notice of the resolution. The Member may include, with the notice of appeal, a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (g) The Secretary must promptly notify the Board of Management that the Secretary has received a notice of appeal under clause 4.8(f).
- (h) The Board of Management must call a General Meeting to be held within 28 days of the date of receipt of a notice of appeal under clause 4.8(f).
- (i) At a General Meeting called under clause 4.8(h):
- (i) no business other than the question of the appeal is to be transacted;
 - (ii) the Member the subject of the resolution under clause 4.8(c) must be given an opportunity to state their case orally or in writing, or both;
 - (iii) the Board of Management must be given the opportunity to state the case for the resolution orally or in writing, or both, and
 - (iv) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked. The appeal will be determined by a simple majority of votes cast by the Members.

4.9. Disputes between Members

In the event of a dispute arising between:

- i. Members (in their capacity as members of the Association); or
- ii. a Member and the Board of Management,

the following procedure shall apply:

- (a) Each party to the dispute shall nominate a representative within the Association who is not directly involved in the dispute to attempt to resolve the dispute by negotiation. If:
 - (i) the dispute is not resolved by negotiation under this clause within one month of the date on which each party has nominated a representative; or
 - (ii) one or more parties to the dispute are unable to nominate a representative within the Association who is not directly involved in the dispute within a reasonable period of the dispute arising, clause 4.9(a)(ii) shall apply.
- (b) If clause 4.9(a)(i) or (ii) applies, the dispute shall be referred to the Sydney – City Community Justice Centre for mediation in accordance with the Community Justice Centre Act 1983. If the dispute is not resolved by mediation with the Sydney – City Community Justice Centre within three months of the date of referral, the dispute

must be referred to arbitration, and the Commercial Arbitration Act 2010 shall apply to the dispute.

- (c) Each party shall bear their own costs for mediation or arbitration under this rule.

5. Board of Management

5.1. Functions of Board of Management

Subject to the Act, the Regulations, this Constitution and any resolution passed by the Association in General Meeting, the affairs of the Association shall be managed by a committee, to be known as the Board of Management, which:

- (a) may exercise all the functions of the Association, other than those functions that are required by this Constitution to be exercised by the Association in General Meeting; and
- (b) has the power to do all things and perform all such duties that are necessary, desirable or convenient for the proper management of the affairs of the Association.

5.2. Composition of Board of Management and Executive

- (a) The Board of Management must have between five (5) and ten (10) members who are individuals above the age of 18 and ordinary resident in Australia and who have been elected at annual general meeting in accordance with clause 5.3, consisting of:
 - (i) the following Office Bearers:
 - (A) a Chairperson;
 - (B) a Vice Chairperson;
 - (C) a Secretary; and
 - (D) a Treasurer; and
 - (ii) at least two ordinary Board of Management members.
- (b) An Office Bearer may hold up to two 2 office positions, other than the positions of Chairperson and Vice Chairperson.
- (c) Office Bearers shall be elected by the Board of Management at the first meeting of the Board of Management following the Annual General Meeting at which the Board of Management is elected in accordance with clause 5.3.
- (d) The Office Bearers shall form the Executive of the Association.

5.3. Election of Board of Management

- (a) Any Member may be nominated as a candidate for election as a Board of Management member.
- (b) The nomination must be:

- (i) made in writing;
 - (ii) signed by at least 2 Members, not including the candidate;
 - (iii) accompanied by the written consent of the candidate to the nomination; and
 - (iv) given to the Secretary at least 7 days before the date fixed for the Annual General Meeting at which the election is to take place.
- (c) If insufficient nominations are received to fill all vacancies:
- (i) the candidates nominated are taken to be elected, and
 - (ii) a call for further nominations must be made at the meeting.
- (d) Vacancies that remain after a call for further nominations at the Annual General Meeting are taken to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected at the Annual General Meeting.
- (f) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.

5.4. Term of office

- (a) Each member of the Board of Management shall hold office from the date of their election at an Annual General Meeting until the third consecutive Annual General Meeting after the date of their election ('**Term**').
- (b) Retiring Board of Management members are eligible for re-election other than for a third or more consecutive Term.

5.5. Meetings of Board of Management

- (a) The Board of Management shall meet as often as necessary to conduct the business of the Association and at least once every three months in a 12-month period.
- (b) Additional meetings of the Board of Management may be called by any member of the Board of Management.
- (c) The Secretary must give each Board of Management member written notice of a meeting of the Board of Management in accordance with this clause 5.5(c). The notice must describe the general nature of the business to be transacted at the meeting. Members of the Board of Management must be given at least seven (7) days notice of ordinary Board of Management meetings and at least twenty-four (24) hours notice of emergency Board of Management meetings.
- (d) The only business that may be transacted at a Board of Management meeting is the business described in the notice issued under clause 5.5(c), and any other business that the Board of Management members present at the meeting unanimously agree is urgent business.
- (e) The quorum for meetings of the Board of Management shall constitute half of the number of Board of Management members plus one . For example, if there are 10

Board of Management members, the quorum for meetings of the Board of Management shall be six.

- (f) No business may be transacted by the Board of Management unless a quorum is present.
- (g) If by half an hour after the time of commencement of a meeting of the Board of Management a quorum is not present, the meeting is adjourned:
 - (i) to the same place, and
 - (ii) to the same time of the same day in the following week
- (h) If, following an adjournment of a Board of Management meeting under clause 5.5(g), a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (i) Subject to clause 5.5(k), if the number of Board of Management members is less than the number required to constitute a quorum for a Board of Management meeting under clause 5.5(e), the Board of Management may appoint one or more Members as Board of Management members to enable the quorum to be constituted.
- (j) A Member appointed to the Board of Management under subclause 5.5(i) holds office, subject to this Constitution, until the next annual general meeting.
- (k) Clause 5.5(i) does not apply to the filling of a casual vacancy, to which clause 5.8 applies.
- (l) The following Board of Management member presides at a meeting of the Board of Management:
 - (i) the Chairperson;
 - (ii) if the Chairperson is absent, the Vice-Chairperson; and
 - (iii) if both the Chairperson and Vice-Chairperson are absent, one of the Board of Management members present at the meeting, as elected by the other Board of Management members present at the meeting.
- (m) Questions arising at any meeting of the Board of Management shall be decided by a simple majority of votes of those members of the Board of Management that are present. The person presiding at a meeting of the Board of Management in accordance with clause 5.5(l) has a deliberative vote and, in the event of an equality of votes, a second or casting vote.
- (n) A decision supported by a majority of the votes cast at a meeting of the Board of Management at which a quorum is present is the decision of the Board of Management.
- (o) Subject to clause 5.5(f), the Board of Management may act despite there being a casual vacancy in the office of a Board of Management member.
- (p) An act done by the Board of Management is not invalidated because of a defect relating to the qualifications or appointment of a member of the Board of Management.

5.6. Transaction of business outside meetings or by telephone or other means

- (a) The Board of Management may transact its business by the circulation of papers, including by electronic means, among all Board of Management members.
- (b) If the Board of Management transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board of Management members, is taken to be a decision of the Board of Management made at a meeting of the Board of Management. A resolution approved under this clause 5.6(b) must be recorded in the minutes of the meetings of the Board of Management.
- (c) The Board of Management may transact its business at a meeting at which one or more Board of Management members participate by telephone or other electronic means, provided:
 - (i) a Board of Management member who speaks on a matter can be heard by the other Board of Management members present; and
 - (ii) each member of the Board of Management has a reasonable opportunity to participate in such meeting.
- (d) The Board of Management member presiding at the meeting in accordance with clause 5.5(l) and each other Board of Management member have the same voting rights as they would have had at an ordinary meeting of the Board of Management for the purposes of a resolution under clause 5.6(b) or a meeting under clause 5.6(c)

5.7. Conflict of interest

- (a) A member of the Board of Management shall not be appointed to any office of the Association or be paid or receive any, fees, remuneration or other benefit including money, in-kind benefits or money's work from the Association, unless such fee, remuneration or other benefit:
 - (i) consists of repayment of reasonable out-of-pocket expenses of that Board of Management member, or reasonable and proper rent for premises let by that Board of Management member to the Association; or
 - (ii) is otherwise approved by the Board of Management.
- (b) A Conflicted Board Member must disclose a Conflict to the Board of Management prior to the conduct of any business to which the Conflict relates.
- (c) The Board of Management may in its absolute discretion, having considered the role of the Conflicted Board Member to the Association and the nature of the Conflict, require that a Conflicted Board Member:
 - (i) recuses themselves from and has no part in any meeting, part of a meeting or business of the Association concerning the matter to which the Conflict relates, and that Conflicted Board Member must recuse themselves accordingly; or
 - (ii) resigns from the Board of Management, and that Conflicted Board Member must resign immediately by providing notice in writing to that effect to the Secretary.

5.8. Vacancies in office and removal of Board of Management members

- (a) A casual vacancy in the office of a Board of Management member arises if that Board of Management member:
 - (i) dies;
 - (ii) ceases to be a Member;
 - (iii) resigns in writing to the Secretary;
 - (iv) is removed from office as a member of the Board of Management under clause 5.7(c)(ii) or 5.8(b);
 - (v) is absent from three successive Board of Management meetings without prior notice to, and approval by, the Board of Management;
 - (vi) becomes insolvent or bankrupt;
 - (vii) is prohibited from being a director of a company under Part 2D.6 of the *Corporations Act 2001* (Cth);
 - (viii) is convicted of a criminal offence; or
 - (ix) becomes mentally incapacitated.
- (b) The Association in General Meeting may, by resolution:
 - (i) remove a Board of Management member from office at any time, and
 - (ii) appoint another Member to hold office for the balance of the removed Board of Management member's term of office.
- (c) A Board of Management member to whom a resolution in clause 5.8(b) relates may:
 - (i) give a written statement, of a reasonable length, to the Chairperson or Secretary by the date that is at least 10 days before the General Meeting at which the proposed resolution will be considered, and
 - (ii) request that the Board of Management send a copy of the statement to each Member at least 7 days before the General Meeting at which the proposed resolution will be considered.
- (d) If the Board of Management fails to send a copy of a statement received under subclause 5.8(c)(i) to each Member in accordance with a request made under subclause 5.8(c)(ii), the statement must be read aloud by the Member presiding in accordance with clause 9.6 at the General Meeting at which the proposed resolution will be considered.
- (e) The Board of Management may appoint a Member to fill a casual vacancy other than a vacancy arising from the removal from office of a Board of Management member.
- (f) Subject to this Constitution, a Member appointed to fill a casual vacancy holds office until the next Annual General Meeting.

5.9. Conduct of Board of Management

All members of the Board of Management must comply with the policies and codes of conduct of the Association.

6. Sub-committees

- (a) The Board of Management may form sub-committees to assist the Board of Management to exercise its functions and appoint one or more Members to be the members of the sub-committee.
 - (b) Each sub-committee shall include at least one Board of Management member and other persons either nominated by the Board of Management or by another process of nomination approved by the Board of Management.
 - (c) Sub-committees may not make decisions on behalf of the Association and may only make recommendations to the Board of Management.
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7. Executive

- (a) The Executive shall meet as required between Board of Management meetings to conduct business prior to the next scheduled Board of Management meeting.
 - (b) Members of the Executive will be given at least twenty-four (24) hours' notice by telephone of an Executive meeting.
 - (c) The minutes of an Executive meeting shall be tabled at the next Board of Management meeting.
 - (d) The quorum for an Executive meeting shall be half of the Board of Management members comprising the Executive plus one. For example, if the Executive comprises five persons, the quorum shall be three.
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8. Financial year

The financial year of the Association shall run from 1 January to 31 December or such other period as is determined by the Board of Management.

9. General meetings

9.1. Annual General Meeting

- (a) An Annual General Meeting of the Association shall be held each year within six (6) months from the end of the financial year of the Association (except for the first Annual General Meeting, which shall be held within two months from the end of the first financial year and within 18 months of incorporation). Notwithstanding any other rules in this Constitution, the Annual General Meeting shall be held within such period as is required by the Act and the Regulations.
- (b) Subject to the Act and clause 9.1(a), the Annual General Meeting is to be held at the place and time determined by the Board of Management
- (c) The business that may be transacted at an Annual General Meeting includes the following:

- (i) confirming the minutes of the previous Annual General Meeting and any special general meetings held since the previous Annual General Meeting;
- (ii) receiving reports from the Board of Management on the Association's activities during the previous financial year;
- (iii) electing persons to the Board of Management; and
- (iv) receiving and considering financial statements or reports required to be submitted to Members under the Act.

9.2. Special General Meeting

- (a) The Board of Management may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Board of Management must also convene a Special General Meeting within two months of receiving a written request to do so that complies with clause 9.2(c) from at least five Members.
- (c) A valid request to convene a Special General Meeting:
 - (i) must be in writing, and
 - (ii) must state the purpose of the meeting,
 - (iii) must be signed by the Members making the request (and may consist of more than one document in a similar form signed by one or more Members);
 - (iv) must be lodged with the Secretary, and
 - (v) may be in electronic form and signed and lodged by electronic means.
- (d) If the Board of Management fails to call a Special General Meeting within two months of a request under clause 9.2(c) being lodged, one or more of the Members who made the request may call a Special General Meeting to be held within three months of the date the request was lodged and the Secretary must ensure notice is given of this Special General Meeting in accordance with clause 9.3.
- (e) A Special General Meeting held under clause 9.2(b) or 9.2(d) must be conducted, as far as practicable, in the same way as a Special General Meeting called by the Board of Management.

9.3. Notice of General Meetings

- (a) The Secretary must give written notice of all General Meetings to Members:
 - (i) in the case of General Meetings where a special resolution is to be proposed at least 21 days; and
 - (ii) otherwise, at least 14 days,prior to the scheduled date and time of the General Meeting.
- (b) A notice under clause 9.3(a) must specify:

- (i) the place and time at which the General Meeting will be held;
 - (ii) the nature of the business to be transacted at the General Meeting;
 - (iii) if a matter to be determined at the General Meeting requires a special resolution - that a special resolution will be proposed, and a copy of the proposed special resolution; and
 - (iv) whether the General Meeting is an Annual General Meeting or a Special General Meeting.
- (c) A Member must give the Secretary written notice of any business the Member wishes to raise at a General Meeting at least 7 days prior to the date of the meeting as specified in a notice issued under clause 9.3(b) (unless the matter pertains to the calling of a special resolution, in relation to which the Member must provide the Secretary with reasonably sufficient notice to enable compliance with clauses 9.3(a)(ii) and 11.
- (d) If the Secretary receives a notice under clause 9.3(c), the Secretary must specify the nature of the business in a further notice to Members at least 3 days prior to the date of the meeting unless the matter pertains to the calling of a special resolution, in which case notice to Members must comply with clauses 9.3(a)(ii) and 11.
- (e) The only business that may be transacted at a General Meeting is:
- (i) business specified in a notice issued in accordance with this clause 9.3, and
 - (ii) for an Annual General Meeting - business referred to in clause 9.1(c).

9.4. Quorum for General Meetings

- (a) The quorum for a General Meeting shall be 75% of the Members entitled to vote under this Constitution. No business may be transacted at a General Meeting unless a quorum is present.
- (b) If no quorum is present by the time that is half an hour after the time of commencement of the General Meeting, the General Meeting shall be adjourned to the same day and time in the following week, and to the same place, unless another place is specified by the Member presiding in accordance with clause 9.6 at the time of the adjournment.
- (c) If a quorum is not present within half an hour of the time a General Meeting adjourned under clause 9.4(b) commences, but there are at least three Members present, the Members present constitute a quorum.

9.5. Adjournment of General Meetings

- (a) The Member presiding at a General Meeting in accordance with clause 9.6 may, with the consent of the majority of the Members present, adjourn the General Meeting to another time and place which is at least 14 days from the date of the General Meeting at which the adjournment took place.
- (b) The only business that may be transacted at a General Meeting adjourned under clause 9.5(a) is the business remaining from the General Meeting at which the adjournment took place.

- (c) If a General Meeting is adjourned under clause 9.5(a), the Secretary must give each Member oral or written notice, at least 7 days before the adjourned General Meeting, of the time and place at which the adjourned General Meeting will be held and the nature of the business to be transacted at the adjourned General Meeting (as specified in clause 9.5(b)).

9.6. Presiding Member at General Meeting

- (a) The following Member presides at a General Meeting:
 - (i) the Chairperson,
 - (ii) if the Chairperson is absent, the Vice-Chairperson, and
 - (iii) if both the Chairperson and Vice-Chairperson are absent, one of the Members present at the meeting, as elected by the other Members.
- (b) The Member presiding at the meeting has:
 - (i) a deliberative vote, and
 - (ii) in the event of an equality of votes - a second or casting vote.

9.7. Voting at General Meeting

- (a) A Member is not entitled to vote at a General Meeting unless the Member:
 - (i) is at least 18 years of age, and
 - (ii) has paid all money owed by the Member to the Association.
- (b) Each Member has one vote, except as provided for by clause 9.6(b).
- (c) A question raised at a General Meeting must be decided by:
 - (i) a show of hands, or
 - (ii) if clause 9.7(j) applies - an appropriate method as determined by the Board of Management, or
 - (iii) a secret written ballot, but only clause if 4.8(i) applies or if a secret ballot is demanded by five of the Members present at the General Meeting, in which case the ballot must be conducted in accordance with the directions of the Member presiding.
- (d) If a question is decided using a method referred to in clause 9.7(c)(i) or (ii), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost:
 - (i) a declaration by the Member presiding at the General Meeting in accordance with clause 9.6; or
 - (ii) an entry in the Association's minute book.
- (e) Decisions at General Meetings shall be made by a simple majority vote except for matters to be decided by special resolution, to which clause 11 applies.

- (f) All votes shall be cast personally and Members cannot vote by proxy.
- (g) The Association may hold a postal or electronic ballot, as determined by the Board of Management, to decide any matter other than an appeal under clause 4.8(f). The ballot must be conducted in accordance with Schedule 2 of the Regulation.
- (h) The Association may transact its business by the circulation of papers, including by electronic means, among all Members.
- (i) If the Association transacts business by the circulation of papers, a written resolution, approved in writing (including by electronic means) by a majority of Members, is taken to be a decision of the Association made at a General Meeting. A resolution approved under this clause 9.7(i) must be recorded in the minutes of the meetings of the Association.
- (j) The Association may transact its business at a General Meeting at which one or more Members participate by telephone or other electronic means, provided:
 - (i) a Member who speaks on a matter can be heard by the other Members; and
 - (ii) each Member has a reasonable opportunity to participate in such General Meeting.
- (k) The Member presiding at such a General Meeting and each other Member have the same voting rights as they would have at an ordinary meeting of the Association for the purposes of the approval of a resolution under clause 9.7(i) or a meeting held in accordance with this clause 9.7(j).

10. Office Bearers

- (a) The Secretary must:
 - (i) as soon as is practicable after being elected as Secretary, lodge a notice with the Association specifying the Secretary's address for notices;
 - (ii) keep minutes of:
 - (A) all elections of Board of Management members;
 - (B) the names of Members present at a meeting of the Board of Management or a general meeting, and
 - (C) all proceedings at Board of Management meetings and general meetings.

The minutes must be kept in written or electronic form and, in the case of minutes of proceedings at a meeting, signed (by written or electronic means) by the Member who presided at the relevant meeting;
 - (iii) ensure that the records of the business of the Association including the Constitution, register of members, minutes of all general and Board of Management meetings and a file of correspondence are kept securely by the Association and made available for inspection by any Member; and
 - (iv) comply with their other obligations under this Constitution.

- (b) The Treasurer shall ensure that:
 - (i) all money:
 - (A) owed to the Association is collected;
 - (B) received by the Association is paid into the Association's nominated bank account.; and
 - (C) authorised to be paid out by the Association is paid in accordance with the relevant authorisation and clause 15;
 - (ii) correct books and records are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
 - (iii) financial statements, accounts, vouchers, receipts, books and records of the Association are made available to the Association's auditors in line with the Association's legal obligations.

11. Special resolutions

- (a) The following matters must be authorized by a special resolution passed at a General Meeting:
 - (i) a change in the name of the Association;
 - (ii) a change to the Constitution of the Association;
 - (iii) a change to the purpose and objects of the Association;
 - (iv) an amalgamation of the Association with another incorporated association;
 - (v) the voluntary winding up of the Association and distribution of its property in accordance with this Constitution; or
 - (vi) an application for the Association to be registered as a company or cooperative.
- (b) A special resolution shall be passed in the following manner:
 - (i) a written notice must be sent to all Members:
 - (A) advising that a General Meeting is to be held to consider a special resolution;
 - (B) advising the date, time and location of the General Meeting;
 - (C) providing at least 21 days' notice from receipt of the date of the General Meeting; and
 - (D) setting out the terms of the proposed special resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.;
 - (ii) a quorum must be present at the General Meeting; and

- (iii) at least three-quarters of Members present at the General Meeting and entitled to vote in accordance with the Constitution must vote in favour of the resolution.

12. Public officer

The Board of Management shall ensure that a person is appointed as Public Officer in accordance with the applicable law,

13. Funds

- (a) Subject to a resolution passed by the Association, the funds of the Association shall be derived from the entrance fees and annual fees of Members, donations, grants, and such other sources determined by the Board of Management.
- (b) Subject to a resolution passed by the Association at a General Meeting, the Association's funds and assets must be used to pursue the Association's objects in the way that the Board of Management determines.

14. Service of notice

- (a) For the purposes of this Constitution, a notice may be given to or served on a person:
 - (i) by delivering the notice to the person personally; or
 - (ii) by sending the notice by pre-paid post to the address of the person; or
 - (iii) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (b) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (i) for a notice given or served personally - on the date on which the notice is received by the person;
 - (ii) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (iii) for a notice sent by electronic transmission, on the date the notice was sent, or if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on that later date.

15. Records, books and payments

- (a) Except as otherwise provided for by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
 - (i) at the Association's main premises, in the custody of either the public officer or a Member, as determined by the Board of Management; or

- (ii) if the Association has no premises - at the Association's official address, in the custody of the public officer.
- (b) Subject to clause 15(d), the following documents must be available for inspection, free of charge, by Members at a reasonable time upon the giving of reasonable notice to the Secretary:
 - (i) this Constitution;
 - (ii) minutes of Board of Management meetings and General Meetings; and
 - (iii) records, books and other documents relating to the Association.
- (c) A Member may inspect a document in accordance with clause 15(b) in hard copy or in electronic form, if available. A Member may obtain a hard copy of a document referred to in clause 15(b) on payment of a fee of not more than \$1, as determined by the Board of Management, for each page copied.
- (d) The Board of Management may refuse to allow a Member to inspect or obtain a copy of a document under this clause if:
 - (i) that document relates to confidential, personal, commercial, employment or legal matters, or
 - (ii) if the Board of Management considers it would be prejudicial to the interests of the Association for the Member to do so.
- (e) Expenditures above a threshold as determined by the Board of Management from time to time, as well as recurring expenditures to be incurred by the Association, must be authorised in advance by the Board of Management.
- (f) Expenditures which require Board of Management approval under clause 15(e) must, prior to payment, be presented to, and approved at, a meeting of the Board of Management. If the Board of Management approves payment of an expenditure, full details of the approval shall be entered in the minute book.
- (g) Payments on behalf of the Association shall be made by cheque, electronic funds transfer or through a petty cash system approved by the Board of Management.
- (h) Cheques and electronic funds transfers shall be signed or approved by two (2) signatories authorized in writing by the Board of Management.

16. Auditors

- (a) The Association shall appoint an auditor or auditors by election at an Annual General Meeting. The auditors must be appointed to examine all financial statements, accounts, vouchers, receipts, books and records and furnish a report on these matters to the members at the next Annual General Meeting.
- (b) Audits shall be conducted at regular intervals of not more than twelve months.
- (c) An auditor shall not be a Member or have any close relationship or association with a Member, and must be independent of any Member, the Association and the Board of Management.

- (d) Members must be given written notification of the Board of Management's intention to appoint an auditor or replace a current auditor at least twenty-one (21) days before the relevant Annual General Meeting at which that appointment or replacement is to be considered.
- (e) A current auditor shall be entitled to attend an Annual General Meeting and if they so wish, be heard at such Annual General Meeting, unless the auditor has submitted their resignation or the Secretary has been notified that the auditor is to be replaced.

17. Gift Fund

A Gift Fund will be maintained as a means whereby the public can contribute financially to the Association. It will be managed and maintained in the following way:

- (a) The Gift Fund will be managed by a sub-committee of the Board of Management of the Association.
- (b) This Gift Fund sub-committee shall be elected by, and accountable to the Board of Management, and shall be operated according to the rules of sub-committees as outlined in clause 6.
- (c) The Gift Fund will be maintained by the Gift Fund sub-committee, who will ensure that:
 - (i) any money or gifts donated to the Gift Fund will be used for the purposes of community cultural development and the promotion of community arts only;
 - (ii) any money or gifts donated to the Gift Fund will be kept in a separate financial account;
 - (iii) the Gift Fund is managed according to the taxation rulings set by the Australian Taxation Office;
 - (iv) money donated to the Gift Fund is not distributed to any member of staff, the Board of Management, Members, or managers of the Gift Fund, except for either:
 - (A) reimbursement of out-of-pocket expenses incurred on behalf of the Gift Fund, or
 - (B) remuneration for administrative services to the Gift Fund;
 - (v) all money and property donated to the Association and any interest accrued on such money and property is kept in the Gift Fund.
 - (vi) other than as provided for in clause 17(a)(iii)(E), no money or property is kept in the Gift Fund.
 - (vii) the Gift Fund is maintained according all applicable law;
 - (viii) no donations to the Gift Fund are accepted on behalf of other organisations; and
 - (ix) the accounts for the Gift Fund are audited by auditor(s) in accordance with clause 16.

- (d) The Gift Fund sub-committee will comply with the obligations and reporting requirements of registered cultural organisations regarding gift funds.
- (e) Upon winding-up or dissolution of the Gift Fund, all money and property will be transferred to another gift deductible fund that is maintained by a registered cultural organisation under the same or similar principles as the Gift Fund and adhering to all applicable laws and regulations concerning gift funds, including that no money or property may be distributed to members or staff of that organisation.

18. Insurance

The Association may take out and maintain insurance appropriate for the Association's operations, activities, assets and liabilities.

19. Miscellaneous

- (a) The Association must not conduct its affairs in a way that provides a pecuniary gain for a member of the Association, in accordance with section 40 of the Act.
- (b) The Common Seal of the Association shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Board of Management. The stamping of the Common Seal shall be witnessed either by the signatures of two members of the Board of Management or one member of the Board of Management and the Public Officer or Secretary.

20. Winding up of Association

Subject to the Act and the Regulation, in a winding up of the Association, the surplus property (as defined in section 65 of the Act) of the Association must be transferred to another organisation:

- (a) with similar objects to the Association, and
- (b) which is not carried on for the profit or gain of that organisation's members.

21. Definitions

Act means the Associations Incorporation Act 2009 (NSW)

Annual General Meeting means a regular annual meeting of Members as contemplated in clause 9.1.

Association means Arts and Cultural Exchange Incorporated

Board of Management means the committee of the Association for the purposes of the Act, as appointed in accordance with clause 5.

Chairperson means the chairperson of the Board of Management as appointed in accordance with clause 5.3(g).

Conflict means an actual or potential conflict between any interests of a member of the Board of Management and any interests of the Association, including with respect to any matter that is the subject of business, discussion or resolution by the Board of Management.

Conflicted Board Member means a member of the Board of Management who has a Conflict.

Executive has the meaning given in clause 5.2(d).

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

Member has the meaning given in clause 4.1(a)

Office Bearer has the meaning given in clause 5.2(a).

Regulations means the Associations Incorporation Regulations 2022 (NSW)

Secretary means the secretary of the Board of Management as appointed in accordance with clause 5.3(g).

Special General Meeting means a meeting of Members which is not an Annual General Meeting, as contemplated in clause 9.2.

Treasurer means the treasurer of the Board of Management as appointed in accordance with clause 5.3(g).

Vice-Chairperson means the vice-chairperson of the Board of Management as appointed in accordance with clause 5.3(g).

1. Application for membership

Being a member of ACE means:

- You support the aims and objectives of Arts and Cultural Exchange Inc.
 - You will have input into a dynamic community cultural and community information / media organisation.
 - You are supporting socially-excluded communities and artists across Western Sydney.
 - You will have access to advice, support and assistance in relation to arts, culture and community development in Western Sydney.
 - You will be able to remain informed about Western Sydney arts, community cultural, information and technology projects and programs.
 - You will receive monthly newsletter containing information about projects and programs, invitations to events, a copy of the annual report, and information about training and professional development through ACE Projects
-

Application for Membership of Arts and Cultural Exchange Inc.

Please note: All applications must be approved by the ACE Board of Management.

New Member

Renewal

Name: _____

Postal Address: _____

_____ Post Code: _____

Phone: (h) _____ (w) _____ (m) _____

Email: _____

Membership Fees (please tick appropriate box):

Individual (Paid): \$30.00

Individual (Unpaid):

I hereby apply for membership of Arts and Cultural Exchange Inc and agree to abide by the Constitution, rules and policies of Arts and Cultural Exchange Inc

Signed: _____ (applicant) Date: _____

OFFICE USE ONLY:

Proposed: _____ Seconded: _____

Membership fee receipt reference: _____

Date approved by Board of Management: _____