

# **THE FOLK & DECORATIVE ARTISTS' ASSOCIATION OF AUSTRALIA INC. CONSTITUTION 2005**

The Association shall be called The Folk & Decorative Artists' Association of Australia Inc.

## **1. AIMS AND OBJECTS**

To bring together Folk & Decorative Artists and promote opportunities for the appreciation and understanding of various folk art styles.

- a) The Association is not a commercial organisation.
- b) A nominated sum shall be given to a registered charity which shall be determined at the Annual General Meeting.

To encourage all folk and naïve artists to develop.

- a) We do not set a specific standard of work or expertise to qualify as a member of our Association.

## **2. MEMBERSHIP**

- a) Application for membership shall be on the approved form.
- b) The Committee shall determine membership fees. These shall fall due on the first day of each financial year. The financial year shall be from January 1 to December 31 or such other period as is determined by the Committee.
- c) A minimum of one years subscription shall be payable on admission regardless of the date of admission.
- d) Payment of subscription shall entitle a member to vote at the Annual General Meeting and General Meetings held within that year.
- e) A register of members shall be kept by the Association showing the name, address and date of commencement of membership of each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- f) Membership shall cease upon resignation, or shall be deemed to have terminated when the member's subscription is three months in arrears.
- g) Professional artists, craftsmen and teachers are eligible for membership, but only in their private capacity.

## **3. MEMBER'S LIABILITY**

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

## **4. DISCIPLINING OF MEMBERS**

The procedure for disciplining members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next General Meeting of the Association.

## **5. MANAGEMENT BY COMMITTEE**

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee.
- b) The office bearers shall be a President, Vice President, Honorary Secretary and Honorary Treasurer. There shall be up to twenty other members of the Committee who shall be active members of the Association.
- c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting held during the month of February each year. Any vacancy occurring in the Committee may be filled by a member appointed by the Committee (AGM can be held up to six months after the end of the financial year).
- d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) The Executive and Committee shall be called the General Committee.
- f) The Committee shall meet as often as necessary to conduct the business of the Association and not less than once in each three months.
- g) The quorum for meetings of the Committee shall be one half the number of the Committee members elected at the previous Annual General Meeting.
- h) Notice of Committee Meetings shall be given at the prior Committee Meeting or by such other means as the Committee may decide upon.
- i) A member of the Committee shall cease to hold office upon resignation in writing, removal as a member of the Association or absence from three consecutive Committee Meetings without approval of the Committee.
- j) The Committee may function validly provided its numbers are not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second vote.
- l) If within half an hour of the time appointed for a Committee Meeting a quorum is not present the meeting shall be dissolved.
- m) Additional meetings of the Committee may be convened by the President or any two members of the Committee.

## **6. GENERAL MEETINGS**

- a) The Annual General Meeting shall be held in February each year.
- b) The Committee may, whenever it thinks fit, convene a special General Meeting of the Association. A special General Meeting must be convened by the Committee within three months of receiving a written request to do so from at least five percent of the membership of the Association.
- c) At least two months notice of all General Meetings and notice of motion shall be given to members. In the case of General Meetings where a special resolution is to be proposed, notice of the resolution shall be given in writing to the Chairman at least two months before the meeting at which the motion is to be put.

- d) The quorum for a General Meeting shall be ten percent of the Sydney metropolitan membership. If within half an hour of the appointed time for a General Meeting a quorum is not present the meeting shall be dissolved.
- e) Voting at General Meetings shall be a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote, except for those matters which must be decided by special resolution where a three quarter majority vote of those present is required.
- f) All votes shall be given personally and there shall be no voting by proxy.
- g) In the case of an equality of votes the person appointed to chair the General Meeting shall have a second vote.
- h) Notice of all General Meetings shall be given to all members by appropriate means.

## **7. ANNUAL GENERAL MEETINGS**

The following business shall be transacted:

- a) Confirmation of the minutes of the previous Annual General Meeting shall be made.
- b) Receipt of the Committee's report upon the activities of the Association in the last financial year.
- c) Election of office bearers and other members of the Committee.
- d) Receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view of the Association's Income and Expenditure; Assets and Liabilities; Mortgages; Charges and other Securities and Trust Properties for the last financial year.
- e) All votes shall be given personally and there shall be no voting by proxy.
- f) In the case of an equality of votes the person appointed to chair the meeting shall have a second vote.
- g) Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting or in such other way as may be determined by the Association at a General Meeting.

## **8. OFFICE BEARERS**

- a) The President or, in the President's absence, the Vice President, shall act as chairperson at each General Meeting and Committee Meeting of the Association.
- b) If the President and Vice President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all General and Committee Meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary and Membership Secretary.
- d) The Treasurer shall ensure that all money received by the Association is paid into an account in the name of the Association. Payments shall be made through a petty cash system or by cheque signed by two signatories authorized in advance by the Committee.
- e) The Treasurer shall ensure that correct accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

- f) The signatories for the bank account shall be President, Vice President, Secretary or Treasurer with provision for any two to sign.

## **9. AMENDMENTS**

This Constitution may be altered or amended at any regular meeting where a quorum of ten percent of members is present, by two thirds vote of all members present, provided that two months notice of motion in writing is given.

## **10. SPECIAL RESOLUTIONS**

- a) A special resolution must be passed by a General Meeting of the Association to effect the following changes:
  - i. A change of the name of the Association.
  - ii. A change of the rules of the Association.
  - iii. A change of the objects of the Association.
  - iv. An amalgamation with another Association.
  - v. To voluntarily wind up the Association.
  - vi. To apply for registration as a Company or Cooperative.
- b) A special resolution shall be passed in the following manner:
  - i. A notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution .
  - ii. The notice must give details of the proposed special resolution and give at least twenty one days notice of the meeting.
  - iii. A quorum must be present at the meeting.
  - iv. At least three quarters of those present must vote in favour of the resolution.
  - v. In situations where it is not possible or practicable for a resolution to be passed as above, a request may be made to the Office of Fair Trading for permission to pass the resolution in some other way.

## **11. PUBLIC OFFICER**

- a) The Committee shall ensure that a person is appointed as a Public Officer.
- b) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen years of age or older and a resident of New South Wales.
- c) The Public Officer shall be deemed to have vacated the position in the following circumstances:
  - i. Death
  - ii. Resignation
  - iii. Removal by the Committee or at a General Meeting
  - iv. Bankruptcy or Insolvency
  - v. Mental Illness
  - vi. Residency outside of New South Wales.

## **11. PUBLIC OFFICER** continued:

- d) When a vacancy occurs in the position of Public Officer the Committee shall within fourteen days notify the Office of Fair Trading by the prescribed form and appoint a new Public Officer
- e) The Public Officer is required to notify the Office of Fair Trading by the prescribed form of:
  - i. Appointment (within 14 days).
  - ii. A change of residential address (within 14 days).
  - iii. A change in the rules or objects of the Association (within 14 days).
  - iv. A change in membership of the Committee (within 14 days).
  - v. Of the Association's financial affairs (within one month) after the AGM.
  - vi. A change in the name of the Association (within one month).

## **12. MISCELLANEOUS**

- a) The Association shall effect and maintain insurance as is required under the Associations' Incorporations Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from fees of members, donations, commissions, grants and such other sources approved by the Association.
- c) The common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.
- d) In the event of the winding up of the Association the property shall be distributed in accordance with Section 53 of the Associations' Incorporations Act, 1984.
- e) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Association.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The income and property of the Association shall be used only for the promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.
- h) The General Committee may appoint a Sub-Committee for a specific purpose. The President, Honorary Secretary and Treasurer shall be ex-officio members of any such Sub-Committee.
- i) A list of member's names and addresses are not to be given to any commercial group or used for private advertising.
- j) For members who are prepared to take commissions, a list of exhibitor names and telephone numbers will be available at each sale.

End of Constitution.