

# CONSTITUTION OF 'FRIENDS OF HAZELHURST REGIONAL GALLERY AND ARTS CENTRE INC'.

Amended January 2017. (To be presented for approval at AGM 16 Feb 2017)

## 1. Name

The name of the group shall be Friends of Hazelhurst Regional Gallery and Arts Centre Inc. (hereinafter referred to as "Friends").

## 2. Objectives

- 2.1 To support, stimulate and sustain public interest in the Hazelhurst Regional Gallery and Arts Centre, cottage and gardens.
- 2.2 To promote the arts in the Sutherland Shire and Southern Sydney region.
- 2.3 To raise funds in order to assist projects for the Hazelhurst Regional Gallery and Arts Centre, cottage and gardens.
- 2.4 To ensure the cottage and gardens of Hazelhurst Regional Gallery and Arts Centre are preserved for community use and appreciation.

## 3. Membership

- 3.1 To be deemed a member of "Friends" an individual, family or group will have paid a twelve (12) month subscription fee;
- 3.2 A register of membership is to be kept by the Membership Co-ordinator recording all available contact details, dates of joining and membership numbers;
- 3.3 A member must not use information about a person obtained from the register to contact or send material to a person other than that relating to Friends of Hazelhurst;
- 3.4 Financial members of the "Friends" over 18 years of age shall be entitled to one vote per individual membership and two votes per family or group membership, in respect to any matter proposed at a Special General Meeting or Annual General Meeting and the decision will be the majority vote cast.
- 3.5 Voting: Votes may be cast in person, by email or postal ballot on approved "Friends" voting forms. There shall be no voting by proxy.

## 4. Members Liability

Members of the "Friends" shall have no liability to contribute to the payment of debts and liabilities of the "Friends" or to the costs, charges and expenses of the winding up of the "Friends".

## 5. Resolution of disputes

- 5.1 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 "Friends" are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
  - 5.1.1 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
  - 5.1.2 The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
- 5.2 Disciplining of members:
  - 5.2.1 A complaint may be made to the Committee by any person that a member of the "Friends"

- 5.2.1-a has refused or neglected to comply with a provision or provisions in this constitution, or
- 5.2.1-b has wilfully acted in a manner prejudicial to the interests of the "Friends".
- 5.2.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 5.2.3 If the Committee decides to deal with the complaint, the Committee:
  - 5.2.3-a must cause notice of the complaint to be served on the member concerned, and
  - 5.2.3-b must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - 5.2.3-c must take into consideration any submissions made by the member in connection with the complaint.
- 5.2.4 The Committee may, by resolution, expel the member from the "Friends" or suspend the member from membership of the "Friends" if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 5.3 Right of appeal of disciplined member
  - 5.3.1 A member may appeal to "Friends" against a resolution of the Committee under clause 5.2 (4) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
  - 5.3.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
  - 5.3.3 On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee which is to convene a Special General Meeting of the "Friends" to be held within 28 days after the date on which the Secretary received the notice.
  - 5.3.4 At a Special General Meeting of the "Friends" convened under subclause (3):
    - 5.3.4-a no business other than the question of the appeal is to be transacted, and
    - 5.3.4-b the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
    - 5.3.4-c the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - 5.3.5 The appeal is to be determined by a simple majority of votes cast by members of "Friends" at the meeting.

## **6. Policy**

The "Friends" shall be non-sectarian and support no particular political party.

## **7. Subscriptions**

- 7.1 The annual membership fee shall be determined by the Executive Committee and agreed upon by majority vote at a General Committee Meeting.

7.2 If the subscription is not renewed within three (3) months of expiry the member will be deemed un-financial.

## **8. Application of Funds**

- 8.1 All monies in connection with the "Friends" must be properly accounted for and other related records kept by the appointed Treasurer;
- 8.2 An Annual Audit will be carried out by an accredited professional accountant. Copies of every profit and loss account and balance sheet must be made out and presented at the Annual General Meeting, the balance sheet being made up to date not more than three (3) months before the date of the Annual General Meeting. The financial year shall end on 31st December of each year;
- 8.3 The funds of the "Friends" shall be applied solely toward the promotion of objectives stated in Article 2.3;
- 8.4 In the event of dissolution of "Friends", the remaining funds shall be diverted to an organisation consistent with the stated objectives (Article 2).
- 8.5 The "Friends" may not make any dividend or gift or division or bonus of money into or between any of its members.

## **9. Management - By Executive Committee**

- 9.1 The "Friends" shall have its affairs managed by an Executive Committee;
- 9.2 These shall include a President, Vice President, Secretary, Treasurer, Membership Co-ordinator and additional selected Committee members;
- 9.3 The Executive Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring on the Executive Committee may be filled by a member temporarily appointed by the Executive Committee and elected at the next General Committee Meeting;
- 9.4 Each member of the Executive Committee shall hold office from the date of their election until the next Annual General Meeting. Each position shall be held for a period of no longer than three (3) consecutive years but not precluding a different position within the Executive.
- 9.5 The Executive Committee shall meet as often as necessary to conduct the business of the "Friends";
- 9.6 The quorum for an Executive Committee Meeting shall be four (4) including using technology approved by the committee.
- 9.7 A member shall cease to hold office on the Committee upon:
  - 9.7.1 Resignation in writing or in person at an Executive Committee Meeting
  - 9.7.2 Cessation of membership of the "Friends"
  - 9.7.3 Death
  - 9.7.4 A resolution being carried by a majority of members at a General Committee Meeting
- 9.8 A meeting may be called by the President or any three (3) members of the Executive Committee. The Secretary shall ensure all Executive Committee members are suitably informed.
- 9.9 Questions arising at any Executive Committee Meeting shall be decided by a majority of votes of those present. In case of equality of votes, the person in the Chair shall have a second or casting vote.
- 9.10 Resolutions from the Executive Committee are to be communicated to the FOH General Committee.

## **10. Office Bearers**

- 10.1 The President or, in the President's absence, the Vice President shall chair each General Committee Meeting and Executive Committee Meeting of the "Friends";
- 10.2 If the President or Vice President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to chair the meeting;
- 10.3 The Secretary shall keep records of the business of the "Friends", including the rules, minutes of all General Committee and Executive Committee Meetings and a file of correspondence. The records shall be held in custody of, or under the care and control of, the Secretary;
- 10.4 The Treasurer shall ensure that all money received by the "Friends" is paid into an account named "Friends of Hazelhurst Inc.". Payments shall be made through a petty cash system, EFT sighted by any two of the three signatories or by cheque signed by any two of three signatories authorised by the Executive Committee. Major or unusual expenditure shall be authorised by the Executive Committee or at a General Committee Meeting;
- 10.5 The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the "Friends". Those records shall be held in the custody of, or under the care and control of, the Treasurer. A "Friends" financial report shall be presented at each ordinary Executive Committee Meeting and General Committee Meeting;
- 10.6 The Membership Co-ordinator shall keep an up to date Register of all members.

## **11. Property**

- 11.1 The property of the "Friends", other than the financial funds, membership and account records, shall be under the safe keeping of the President or Secretary;
- 11.2 All properties are to be listed and handed over to the incoming Executive Committee at the Annual General Meeting.

## **12. Execution of Documents**

- 12.1 Any legal documents required to be executed by or on behalf of the "Friends" shall be sufficiently authentic if signed by two (2) of the following four (4): President, Vice President, Secretary, Treasurer.

## **13. Annual General Meeting**

- 13.1 An Annual General Meeting shall be held each year, within three (3) calendar months of the end of the financial year of the "Friends";
- 13.2 At least 21 days' notice of the Annual General Meeting shall be given to members. The following business shall be transacted at the Annual General Meeting:
  - 13.2.1 Confirmation of the minutes of the last Annual General Meeting
  - 13.2.2 Receipt and consideration of a statement from the Executive Committee which is not misleading and gives a true and fair view of the last financial year of the "Friends" income and expenditure
  - 13.2.3 Receipt of the Executive Committee's report on the activities of the "Friends" during the last financial year
  - 13.2.4 Appointment of Returning Officer

- 13.2.5 Election of members of the Executive Committee and General Committee
- 13.2.6 Appointment of an Auditor
- 13.2.7 Appointment of a Public Officer.
- 13.3 The quorum for the Annual General Meeting shall be five (5) members present in person
- 13.4 If within half an hour after the appointed time for the commencement of the Annual General Meeting a quorum is not present, the meeting shall stand adjourned to the next general meeting day at the same place;
- 13.5 Voting at the Annual General Meeting shall be by a majority vote;
- 13.6 Voting and nominations for positions may be cast in person, by email or postal ballot on approved "Friends" forms. There shall be no voting by proxy.
- 13.7 In the case of an equality of votes, the person appointed to chair the meeting shall have a second or casting vote;
- 13.8 Nominations of candidates for election as Executive Committee members may be made at the Annual General Meeting or in such way as may be determined as per clause 9.3.

#### **14. Special General Meeting**

- 14.1 The Executive Committee may, whenever it thinks fit, convene
  - 14.1.1 a Special General Meeting of the "Friends";
  - 14.1.2 A Special General Meeting must be convened by the Executive Committee within one month of receiving a written request to do so by at least 5% of the total number of members.
- 14.2 At least 21 days written notice of all Special General Meetings shall be given to members;
- 14.3 The quorum for a Special General Meeting shall be five (5) members present in person.
- 14.4 No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting;
- 14.5 If within half an hour of the appointed time for commencement of a Special General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved;
- 14.6 Voting at a Special General Meeting may be cast in person, by email or postal ballot on approved "Friends" forms. There shall be no voting by proxy.
- 14.7 In the case of equality of votes, the person appointed to chair the meeting shall have a second or casting vote.

#### **15. Special Resolution**

- 15.1 A Special Resolution must be passed by a Special General Meeting of the "Friends" to effect the following changes:
  - 15.1.1 a change of the "Friends" name
  - 15.1.2 a change of the "Friends" rules
  - 15.1.3 to voluntarily wind up the "Friends" and distribute its property
- 15.2 A Special Resolution shall be passed in the following manner:
  - 15.2.1 a notice must be sent to all members advising that a Special General Meeting is to be held to consider a Special Resolution;
  - 15.2.2 the notice must give details of the proposed Special Resolution and give at least 21 days' notice of the meeting;
  - 15.2.3 a quorum of five (5) must be present at the meeting;

- 15.2.4 Voting on a Special Resolution may be cast in person, by email or postal ballot on approved "Friends" forms. There shall be no voting by proxy.
- 15.2.5 At least three quarters of votes must be in favour of the resolution; when the vote results in a fraction, the decision must be to the next whole number;
- 15.2.6 in situations where it is not possible or practical for a resolution to be passed as described above, a request must be made to the Department of Fair Trading for permission to pass the resolution in some other way.

## **16. Public Officer**

- 16.1 The Executive Committee shall ensure that a person is appointed as Public Officer.
- 16.2 The Executive Committee may at any time remove the Public Officer and appoint a new Public Officer, provided the person appointed is 18 years or older and a resident of New South Wales
- 16.3 The Public Officer shall be deemed to have vacated his/her position in the following circumstances:
  - 16.3.1 death
  - 16.3.2 resignation
  - 16.3.3 removal by the Executive Committee or at a General Committee Meeting
  - 16.3.4 mental illness
  - 16.3.5 residency outside New South Wales
- 16.4 When a vacancy occurs in the position of Public Officer, the Executive Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer. The new Public Officer is required to notify the Department of Fair Trading of his/her appointment within 14 days.
- 16.5 The Public Officer may be an Office Bearer, Executive Committee member or any other person regarded as suitable for the position by the Executive Committee.
- 16.6 The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
  - 16.6.1 his/her appointment within 14 days
  - 16.6.2 a change of his/her residential address within 14 days
  - 16.6.3 a change of the "Friends" objectives or rules within one month
  - 16.6.4 a change of the "Friends" names within one month
  - 16.6.5 a change of the "Friends" financial affairs within one month after the Annual General Meeting.
- 16.7 A change in membership of the Executive Committee must be recorded in the minutes of an Executive Committee Meeting or AGM.

## **17. General Committee**

- 17.1 The General Committee membership will comprise the Executive Committee and Co-ordinators of the different functions and activities of "Friends";
- 17.2 The Co-ordinators are responsible to the Executive Committee;
- 17.3 Co-ordinators will be appointed at the AGM or when circumstances dictate;
- 17.4 Co-ordinators shall not incur debts without the Executive Committee's prior approval.

- 17.5 The Executive Committee may at any time revoke the authority of a Co-ordinator of the General Committee.
- 17.6 A “Friend” member not on the Committee may attend a General Committee Meeting as an observer, or for a presentation to the Committee upon request to a member of the Executive Committee and with their approval.

## **18. Miscellaneous**

- 18.1 The Common Seal of Friends of Hazelhurst Regional Gallery and Arts Centre Inc. shall be kept in the custody of the Secretary or the Public Officer, if so desired by the Department of Fair Trading and shall only be affixed to a document with the approval of the Executive Committee.
  - 18.1.1 Inspection of Books
  - 18.1.2 All records, books, financial documents and membership register shall by prior arrangement, be available for inspection by any member of “Friends” in the presence of a member of the Executive Committee;
- 18.2 Service of documents on the “Friends” is effected by serving them on the Public Officer or by serving them personally on two members of the Executive Committee.