



# Blackheath Art Society

## Constitution

### Revised 2018 (Revision 5)

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Blackheath Art Society Incorporated

139a Station Street, Blackheath NSW 2785

ABN 184 671 904 64

[www.blackheathart.com](http://www.blackheathart.com)

## Contents

<b>1. PRELIMINARY</b> .....	<b>4</b>
1.1. Definitions .....	4
1.2. Name and Objects .....	4
<b>2. MEMBERSHIP</b> .....	<b>5</b>
2.1. Membership qualifications .....	5
2.2. Cessation of membership .....	5
2.3. Membership entitlements not transferable.....	5
2.4. Register of members .....	6
2.5. Fees.....	6
2.6. Members' liability .....	6
2.7. Resolution of internal disputes.....	7
2.8. Disciplining of members.....	7
2.9. Right of appeal of disciplined member.....	8
2.10. Members' Exhibition.....	8
<b>3. THE COMMITTEE</b> .....	<b>8</b>
3.1. Powers of the Committee .....	8
3.2. Constitution and membership .....	8
3.3. Election of members .....	9
3.4. Secretary .....	9
3.5. Treasurer .....	9
3.6. Minutes .....	10
3.7. Casual vacancies.....	10
3.8. Removal of members.....	11
3.9. Meetings and quorums .....	11
3.10. Voting and decisions.....	11
3.11. Delegation by committee to subcommittee .....	12
3.12. Reporting to members .....	12
<b>4. PUBLIC OFFICER</b> .....	<b>12</b>
4.1. Appointment.....	12
4.2. Vacancy .....	12
4.3. Notification to Department of Fair Trading.....	13
<b>5. ANNUAL AND SPECIAL GENERAL MEETINGS</b> .....	<b>13</b>
5.1. Annual General Meetings - holding of .....	13
5.2. Annual General Meetings - calling of and business at.....	13
5.3. Special General Meetings - calling of .....	14
5.4. Notice.....	15
5.5. Procedure .....	15
5.6. Presiding member.....	16
5.7. Adjournment .....	16
5.8. Making of decisions .....	16
5.9. Special Resolution .....	17
5.10. Voting.....	17

<b>6. MANAGEMENT OF THE ASSOCIATION'S PREMISES (THE "STUDIO")</b> .....	<b>17</b>
6.1. Use .....	17
6.2. Maintenance .....	17
6.3. Liability.....	18
<b>7. MISCELLANEOUS</b> .....	<b>18</b>
7.1. Insurance .....	18
7.2. Funds - Source .....	18
7.3. Funds - Management.....	18
7.4. Custody and inspection of books etc. ....	19
7.5. Service of notices .....	19
7.6. Surplus property .....	20
7.7. Audit.....	20
7.8. Dissolution .....	20
7.9. Requirements for Notification to Department of Gaming and Racing.....	21
7.10. Compliance with Charitable Fundraising Act and Regulations .....	21
7.11. Complaint handling .....	21
<b>8. BUILDING FUND</b> .....	<b>21</b>
<b>9. DOCUMENT REVISION SCHEDULE</b> .....	<b>23</b>

## **1. PRELIMINARY**

### **1.1. Definitions**

In these rules, except in so far as the context or subject matter otherwise indicates or requires,

1.1.1. Deleted.

1.1.2. "Secretary" means

1.1.2.1. the person holding office under these rules as Secretary of the Association; or

1.1.2.2. where no such person holds that office, the Public Officer of the Association.

1.1.3. "Special General Meeting" means a General Meeting of the Association other than an Annual General Meeting.

1.1.4. "the Association" means the entity recognised by law by incorporation and registered with the Department of Fair Trading under the name of "Blackheath Art Society".

1.1.5. Deleted.

1.1.6. a reference to a function includes a reference to a power, authority and duty; and

1.1.7. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.1.8. The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

### **1.2. Name and Objects**

1.2.1. The name of the Association shall be "The Blackheath Art Society Inc" (referred to in these rules as "the Association").

1.2.2. **The objects** of the Association shall be:

1.2.2.1. to foster the practice and appreciation of the creative arts

1.2.2.2. to bring together artists and art lovers

1.2.2.3. subject to Clause 6, to organize, promote and encourage painting, drawing and other group activities the Committee deems appropriate, tuition classes, study groups, lectures and exhibitions

1.2.2.4. to acquire, establish, equip and maintain premises for conducting the activities described in Clause 1.2.2.3

- 1.2.2.5. to co-operate with any organization having objects substantially similar to the objects of the Association.

## **2. MEMBERSHIP**

### **2.1. Membership qualifications**

- 2.1.1. Membership of the Association is open to individuals who are interested in the practice of the creative arts and who wish to participate in one or more of the activities of the Association and who accept the objects and rules of the Association.
- 2.1.2. Those wishing to become members of the Association shall apply to the Association for membership and the Committee shall determine whether or not to accept that application.
- 2.1.3. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- 2.1.4. Upon acceptance by the Committee of an application for membership and following payment by the applicant of the membership fees the applicant shall become a member.
- 2.1.5. Membership is limited to one year (except for honorary life memberships). All annual memberships cease on 31 December each year, and members must apply for new membership every calendar year. Membership applications for the next calendar year can be made from 1 November.

### **2.2. Cessation of membership**

- 2.2.1. Membership shall cease upon
  - 2.2.1.1. resignation,
  - 2.2.1.2. expulsion under Clause 2.8, or
  - 2.2.1.3. failure to pay outstanding membership fees within three (3) months of the due date, or
  - 2.2.1.4. the 31st December each year.

### **2.3. Membership entitlements not transferable**

- 2.3.1. A right, privilege or obligation which a person has by reason of being a member of the Association
  - 2.3.1.1. is not capable of being transferred or transmitted to another person; and
  - 2.3.1.2. terminates upon cessation of the person's membership.

## **2.4. Register of members**

- 2.4.1. The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- 2.4.2. The register of members must be kept in New South Wales:
- (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- 2.4.3. The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 2.4.4. A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 2.4.5. 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.
- 2.4.6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 2.4.7. If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
  - (b) the requirements in rules 2.4.2 and 2.4.3 apply as if a reference to the register of members is reference to a current hard copy of the register of members.

## **2.5. Fees**

- 2.5.1. Members shall pay such fees as are determined by the Association at the Annual General Meeting. Membership fees are due and payable on 1st January; pro-rata fees are due upon joining the Association.

## **2.6. Members' liability**

- 2.6.1. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the members in respect of membership of the Association as required by Clause 2.5.1.

## **2.7. Resolution of internal disputes**

- 2.7.1. Disputes between members or between members and the Association shall be resolved by resolution of the Committee, or, if a resolution is unattainable, by referral to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## **2.8. Disciplining of members**

- 2.8.1. A complaint may be made to the committee by any person that a member of the association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- 2.8.2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 2.8.3. If the committee decides to deal with the complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
  - (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
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 2.8.4. The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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.
- 2.8.5. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under section 2.9.
- 2.8.6. The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under section 2.9, whichever is later.

## **2.9. Right of appeal of disciplined member**

- 2.9.1. A member may appeal to the association in general meeting against a resolution of the committee under section 2.8, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2.9.2. 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.
- 2.9.3. On receipt of a notice from a member under rule 2.9.1, the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 2.9.4. At a general meeting of the association convened under rule 2.9.3:
- (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 2.9.5. The appeal is to be determined by a simple majority of votes cast by members of the association.

## **2.10. Members' Exhibition**

- 2.10.1. The Association shall hold an exhibition exclusive to members at least once a year at which every member is entitled to exhibit his/her work.

# **3. THE COMMITTEE**

## **3.1. Powers of the Committee**

- 3.1.1. The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee.

## **3.2. Constitution and membership**

- 3.2.1. The office bearers shall be:

- 3.2.1.1. The President
- 3.2.1.2. The Vice President
- 3.2.1.3. The Secretary
- 3.2.1.4. The Treasurer



- 3.2.2. The Committee shall consist of
  - 3.2.2.1. the office bearers of the Association and
  - 3.2.2.2. six (6) other members
- 3.2.3. Each member of the Committee shall hold office from the date of the election or appointment until the next Annual General Meeting.
  - 3.2.3.1. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
  - 3.2.3.2. No member of the Committee shall be paid or receive remuneration whatsoever for acting in any capacity, except payment for out-of-pocket expenses.
  - 3.2.3.3. Office bearers or ordinary committee members of like organizations shall not be accepted as candidates for election to the Association's Committee

### **3.3. Election of members**

- 3.3.1. Nominations of candidates for election as office bearers of the Association or as other members of the Committee must be delivered to the Secretary at least 14 days prior to the Annual General Meeting. Nominations must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate.
- 3.3.2. The ballot for the election of office-bearers and other members of the committee is to be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.
- 3.3.3. Retiring Committee members are eligible for re-election.
- 3.3.4. Office-bearers are limited to three (3) consecutive years in the same office.

### **3.4. Secretary**

- 3.4.1. The Secretary shall ensure that records of the business of the Association are kept, organized in an appropriate filing scheme. Records shall include the rules, register of members, minutes of all committee meetings and Annual and Special General Meetings in accordance with Clause 3.6 and incoming and outgoing correspondence. These records shall be kept at the Association's premises.
- 3.4.2. The Secretary shall prepare and issue all outgoing correspondence and notices of the Association as instructed by the Committee.

### **3.5. Treasurer**

- 3.5.1. It is the duty of the Treasurer of the Association to ensure that

- 3.5.1.1. all money due to the Association is collected and received and paid into an account in the Association's name
- 3.5.1.2. all payments authorized by the Association are made
- 3.5.1.3. correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association

### **3.6. Minutes**

- 3.6.1. The Committee shall cause minutes to be made of each meeting of the Association with such minutes to include:
  - 3.6.1.1. all appointments of office bearers and other members of the Committee
  - 3.6.1.2. the names of members of the Committee present at the meetings of the Association and its Committee; and
  - 3.6.1.3. records of all proceedings at all meetings of the Association and its Committee. Such minutes are to be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next meeting.
- 3.6.2. Minutes shall be distributed to all Committee members as soon as possible after the meeting.

### **3.7. Casual vacancies**

- 3.7.1. For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if insufficient nominations are received for election at the Annual General Meeting or if a sitting member:
  - 3.7.1.1. Dies; or
  - 3.7.1.2. ceases to be a member of the Association; or
  - 3.7.1.3. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
  - 3.7.1.4. becomes a bankrupt or enters into any arrangement with his/her or its creditors; or
  - 3.7.1.5. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - 3.7.1.6. is absent without the consent of the Committee for more than six (6) months from meetings of the Committee; or
  - 3.7.1.7. resigns office by notice in writing given to the Secretary; or
  - 3.7.1.8. is removed from office under Clause 3.8; or

- 3.7.1.9. 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
- 3.7.1.10. 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

### **3.8. Removal of members**

- 3.8.1. The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 3.8.2. If the member of the committee to whom a proposed resolution referred to in rule 3.8.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **3.9. Meetings and quorums**

- 3.9.1. The Committee shall meet as often as necessary to conduct the business of the Association and not less than once in each calendar month.
- 3.9.2. Five members of the Committee shall constitute a quorum for the transaction of the business of a committee meeting.
- 3.9.3. Notices of committee meetings shall be given at the previous committee meeting or by such other means as the Committee may decide upon.
- 3.9.4. No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same place and time. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall constitute a quorum.
- 3.9.5. Additional meetings of the Committee may be convened by the President or any two members of the Committee.

### **3.10. Voting and decisions**

- 3.10.1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

- 3.10.2. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **3.11. Delegation by committee to subcommittee**

- 3.11.1. The Committee may delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as specified by the Committee, except for this power of delegation and any function which is a duty imposed on the Committee by law.
- 3.11.2. Convenors of such sub-committees shall report all meetings to the Committee at the next meeting of the Committee.
- 3.11.3. No proposals involving expenditure of funds of the Association shall be effected without approval of the Committee.
- 3.11.4. The name of the Association must not be used for any public action without approval of the Committee. The President, Secretary, Vice President and Treasurer have the right ex officio to attend any sub-committee meetings.
- 3.11.5. A sub-committee may meet and adjourn as it thinks proper.

### **3.12. Reporting to members**

- 3.12.1. The Committee shall provide information to the Association's members of its deliberations, the activities of the Association and any other relevant matters and publish responses from the membership by means of a quality members' newsletter to be produced not less than five (5) times a year and sent to every member. The Committee shall appoint a newsletter editor who may be an office bearer, committee member or any other member of the Association.

## **4. PUBLIC OFFICER**

### **4.1. Appointment**

- 4.1.1. The Committee shall ensure that a person is appointed as Public Officer. The Public Officer may be an office bearer, committee member or any other person regarded as suitable for the position by the Committee, provided the person appointed is 18 years of age or older and a resident of New South Wales.

### **4.2. Vacancy**

- 4.2.1. The Committee may at any time remove the Public Officer and appoint a new Public Officer.

- 4.2.2. The Public Officer shall be deemed to have vacated their position in the following circumstances:
- 4.2.2.1. death
  - 4.2.2.2. resignation
  - 4.2.2.3. removal by the Committee or at an Annual or Special General Meeting
  - 4.2.2.4. bankruptcy or financial insolvency
  - 4.2.2.5. mental illness
  - 4.2.2.6. residency outside New South Wales.
- 4.2.3. When a vacancy occurs in the position of Public Officer, the Committee shall within fourteen (14) days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.

### **4.3. Notification to Department of Fair Trading**

- 4.3.1. The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
- 4.3.1.1. appointment (within 14 days)
  - 4.3.1.2. a change of residential address (within 14 days)
  - 4.3.1.3. a change in the Association's objects or rules (within one month)
  - 4.3.1.4. a statement of the Association's financial affairs (within one month after the Annual General Meeting)
  - 4.3.1.5. a change in the Association's name (within one month).

## **5. ANNUAL AND SPECIAL GENERAL MEETINGS**

### **5.1. Annual General Meetings - holding of**

- 5.1.1. The Association shall, at least once in each calendar year and within six months of the expiration of each financial year of the Association, convene an Annual General Meeting of its members.

### **5.2. Annual General Meetings - calling of and business at**

- 5.2.1. The Annual General Meeting of the Association shall be subject to the Act and the Regulations and to Rule 5.1.1, be convened on such date and at such place and time as the Committee thinks fit.
- 5.2.2. The following business shall be transacted at the Annual General Meeting in addition to any other business notified on the agenda:

- 5.2.2.1. confirmation of the minutes of the last Annual General Meeting and of any Special General Meetings held since that meeting;
  - 5.2.2.2. receipt of the Committee's report on the activities of the Association in the last financial year;
  - 5.2.2.3. election of office bearers and other members of the Committee;
  - 5.2.2.4. receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's income and expenditure, assets and liabilities, mortgages, charges and other securities and trust properties.
- 5.2.3. The Annual General Meeting shall be specified as such in the notice convening it.

### **5.3. Special General Meetings - calling of**

- 5.3.1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 5.3.2. The Committee shall convene a Special General Meeting of the Association:
- 5.3.2.1. on the requisition in writing of not less than five (5) per cent of the total number of members, or
  - 5.3.2.2. in accordance with Clause 2.8.3
- 5.3.3. A requisition of members for a Special General Meeting under Clause 5.3.2.1
- 5.3.3.1. must state the purpose or purposes of the meeting;
  - 5.3.3.2. must be signed by the members making the requisition;
  - 5.3.3.3. must be lodged with the secretary; and
  - 5.3.3.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 5.3.4. A Special General Meeting of the Association requisitioned in accordance with Clause 5.3.2.1 hereof must be convened by the Committee within one (1) month of such requisition.
- 5.3.5. If the Committee fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than one (1) month after that date.
- 5.3.6. A Special General Meeting convened by a member or members as referred to in Clause 5.3.5 shall be convened as nearly as is practicable in the same manner as Annual General Meetings are convened by the Committee and

any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

#### **5.4. Notice**

- 5.4.1. Except where the nature of the business proposed to be dealt with at an Annual or Special General Meeting requires a special resolution of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the Annual or Special General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 5.4.2. Where the nature of the business proposed to be dealt with at an Annual or Special General Meeting requires a special resolution of the Association, the secretary shall follow the procedure described in Clause 5.4.1, except the notice period shall be at least twenty- one (21) days and the intention to propose the resolution as a special resolution shall be included in the notification of the nature of the business to be transacted.
- 5.4.3. No business other than that specified in the notice convening a Annual or Special General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Clause 5.2.2.
- 5.4.4. A member desiring to bring any business before an Annual or Special General Meeting shall give notice in writing of that business to the secretary who must include that business in the next notice calling an Annual or Special General Meeting.

#### **5.5. Procedure**

- 5.5.1. No item of business shall be transacted at an Annual or Special General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 5.5.2. Eight (8) members present in person (being members entitled under these rules to vote at an Annual or Special General Meeting) constitute a quorum for the transaction of the business of an Annual or Special General Meeting.
- 5.5.3. If within half an hour after the appointed time for the commencement of an Annual or Special General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 5.5.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall constitute a quorum.

**5.6. Presiding member**

- 5.6.1. The President or, in the President's absence, the Vice President, shall act as chairperson at each Annual and Special General Meeting and Committee Meeting of the Association.
- 5.6.2. 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.

**5.7. Adjournment**

- 5.7.1. The chairperson of an Annual or Special 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 5.7.2. Where an Annual or Special General Meeting is adjourned for fourteen (14) days or more, the secretary shall 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.
- 5.7.3. Except as provided in Clauses 5.7.1 and 5.7.2, notice of an adjournment of an Annual or Special General Meeting, or of the business to be transacted at an adjourned meeting, is not required to be given.

**5.8. Making of decisions**

- 5.8.1. A question arising at an Annual or Special General Meeting of the Association shall be declared by the chairperson as carried or lost on a show of hands of the majority of those present. The chairperson's declaration shall be sufficient evidence of the fact without further proof being required of the number of votes for or against.
- 5.8.2. At an Annual or Special General Meeting of the Association, a poll may be demanded by the chairperson or by not less than three (3) members at the meeting acting before or on the chairperson's declaration under Clause 5.8.1.
- 5.8.3. Where a poll is demanded at an Annual or Special General Meeting the poll shall be taken immediately in the case of a poll which relates to the election of the chairperson of the meetings or the question of any adjournment, or in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.



- 5.8.4. A special resolution, to be carried, requires a majority of not less than three quarters of the members present at an Annual or Special General Meeting. If this is shown to the Director- General of the Department of Fair Trading to be impracticable or impossible, the special resolution may be passed in the manner specified by the Director General.

5.9. **Special Resolution**

- 5.9.1. A special resolution may only be passed by the association in accordance with section 39 of the Act.

5.10. **Voting**

- 5.10.1. Upon any question arising at an Annual and or Special General Meeting of the Association, a member has one vote only.
- 5.10.2. All votes shall be given personally and there shall be no voting by proxy.
- 5.10.3. In the case of an equality of votes on a question at an Annual or Special General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

**6. MANAGEMENT OF THE ASSOCIATION'S PREMISES (THE "STUDIO")**

6.1. **Use**

- 6.1.1. The studio is to be used exclusively for art-related activities which fulfil one or more of the objects of the Association set out in Clause 1.2.2 and approved by the Committee.
- 6.1.2. Activities which are liable to damage the building or in any way reduce its value for painting and drawing are prohibited. These include any activity requiring the use of heavy machinery or which produces dust or residues detrimental to the clean air quality inside the building.
- 6.1.3. No exhibition of any kind by an individual member shall be held. Exhibitions by groups of at least three (3) members may be held subject to the agreement of the Committee.
- 6.1.4. No permanent use of the studio by an individual, or organization other than the Association, is permitted.

6.2. **Maintenance**

- 6.2.1. The committee shall be responsible for
- 6.2.1.1. the management of activities at the studio,

- 6.2.1.2. the timely and sufficient day-to-day and long term maintenance of the studio and surrounding grounds,
- 6.2.1.3. ensuring that the clerestory window in the south wall is kept clean,
- 6.2.1.4. maintaining the paint surface of the surrounding internal walls and ceiling in appropriate colour and condition so as not to detract from, or distort, the quality and colour of the natural south light entering through the window. White is the preferred colour.

### **6.3. Liability**

- 6.3.1. The Association shall not be liable for loss of, or damage to, any member's property left at the studio.

## **7. MISCELLANEOUS**

### **7.1. Insurance**

- 7.1.1. The association may effect and maintain insurance.
- 7.1.2. In addition to the insurance required under Clause 7.1.1, the Association may effect and maintain other insurance.

### **7.2. Funds - Source**

- 7.2.1. The funds of the Association shall be derived from exhibitions, fees from members, donations, grants and, subject to any resolution passed by the Association in Annual or Special General Meeting, such other sources as the Committee determines.

### **7.3. Funds - Management**

- 7.3.1. All payments made by the Association in excess of \$50 shall be paid by the Association's cheque signed by the Treasurer and any other another office bearer of the Association.
- 7.3.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 7.3.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 7.3.4. 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.
- 7.3.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.

7.3.6. Subject to the Act and the Regulations, the association must 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.

#### **7.4. Custody and inspection of books etc.**

7.4.1. Except as otherwise provided by this constitution, all records, books and other documents related to the association must be kept in New South Wales: (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or

(b) if the association has no premises, at the association's official address, in the custody of the public officer.

7.4.2. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

7.4.3. A member of the association may obtain a copy of any of the documents referred to in rule 7.4.2 on payment of a fee of not more than \$1 for each page copied.

7.4.4. Despite rules 7.4.2 and 7.4.3, the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

#### **7.5. Service of notices**

7.5.1. For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

7.5.2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

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

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 7.6. **Surplus property**

- 7.6.1. Subject to the Act and the Regulations, in a winding up of the association, any surplus property, with the exception of the building fund, is to be transferred to another organisation with similar objects and which is not carried on for profit or gain of its individual members.
- 7.6.2. The balance of any Building Fund created under Section 8 is to be distributed in accordance with Clause 8.1.5 of this Constitution.
- 7.6.3. In this section, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of winding up the association.

## 7.7. **Audit**

- 7.7.1. As a condition of the Association's Authority to fundraise under Section 24 of the Charitable Fundraising Act and during the currency of that Authority, an auditor shall be appointed by the Committee.
- 7.7.2. The Auditor shall examine all accounts and associated records of the Association and shall report as required by Section 24 of the Charitable Fundraising Act to the members at the Annual General Meeting.
- 7.7.3. An Auditor so appointed shall not be a member of the Association or related to any member of the Committee and shall be certified under the Corporations Law as a *Registered Company Auditor*.
- 7.7.4. The name, address, and phone number of the auditor must be advised to the Department of Gaming and Racing within 28 days of any change.

## 7.8. **Dissolution**

- 7.8.1. The Association shall be dissolved in the event of membership of less than three (3) persons, or upon a three-quarters (3/4) majority vote on a special resolution at a Special General Meeting convened to consider such a question.
- 7.8.2. Upon dissolution (other than for purposes of re-construction or amalgamation) and after payment of all expenses and liabilities, assets and funds on hand shall not be distributed among members but shall be handed over to such non-profit organization or organizations having objects similar to those of the Association as a majority of financial members present and voting at a Special General Meeting may determine.

## **7.9. Requirements for Notification to Department of Gaming and Racing**

7.9.1. Changes in the following particulars shall be notified to the Department of Gaming and Racing within 28 days of the change becoming effective:

7.9.1.1. The Association's name (Clause 1.2.1), and registered address,

7.9.1.2. The Association's objectives.(Clause 1.2.2)

7.9.1.3. Surplus property disposal (Clause 7.6)

7.9.1.4. Disposal of assets and funds (Clause 7.7.4)

7.9.1.5. Change to incorporated status

7.9.1.6. Dissolution of the association.

## **7.10. Compliance with Charitable Fundraising Act and Regulations**

7.10.1. The Association shall comply with such of the provisions of the Charitable Fundraising Act 1991 and the Charitable Fundraising Regulation 1998 as are applicable to it.

## **7.11. Complaint handling**

7.11.1. Complaints from non-members shall be resolved by the Committee. Contact details for lodgement of complaints shall be displayed inside and outside of the studio at all times. The person so nominated shall bring the matter to the attention of the Committee as soon as possible after the complaint is lodged. The Committee shall appoint a member as the contact.

## **8. BUILDING FUND**

8.1 The Association shall establish a special Building Fund to receive donations that shall only be used for major alterations or extensions to the current premises or for new buildings.

8.1.1. The Building Fund will be a public fund and will seek donations from members and from the general public, outside organisations and from government and local government bodies.

8.1.2. The Association will form a separate sub-committee for the Building Fund to administer any appeal and to manage the fund. This sub-committee is to consist of two representatives of the Society's Committee and three external responsible members appointed from the local community by the Committee.

8.1.3. The Building Fund will have a separate bank account for all receipts and any interest and can only be used for the purposes of Clause 8.1.1 above. Results of the fund will be separately reported in the Society's Annual Accounts.

- 8.1.4. No member of the Association or of the Building Fund sub-committee shall be entitled to any remuneration from the Building or any other fund other than for a reimbursement of out of pocket expenses in connection with the activities of the Building Fund.
  
- 8.1.5. Upon any dissolution of the Association or of the Building Fund the total balance remaining in the Building Fund shall be given to the Blue Mountains City Art Gallery or failing that to the Bathurst Regional Art Gallery, provided that institution has deductible gift recipient status.

## 9. DOCUMENT REVISION SCHEDULE

REVISION	DATE	DETAILS
0	18 Sep 2001	Draft of new constitution submitted to Committee at meeting on 8 Oct 01
1	12 Oct 2001	Amendments from Committee meeting 8 Oct 01 incorporated. Version submitted to members at AGM
2	30 Nov 2001	<p>Amendments to R1 approved by members at the AGM 30 November 2001 as follows:</p> <p>Cl.1.1.1: Definition of "ordinary member" deleted. The word "ordinary" replaced by "other" in every instance (3.1.1,3.2.2.2,3.3.1, 3.3.2).</p> <p>Cl. 1.1.4: Definition of "Act" replaced by definition of "Association". All instances of "Act" clarified by insertion of the full title of the relevant Act</p> <p>CL 1.1.5: Definition of "regulation" deleted. The only instance of "Regulation" is in 7.10.1 where the particular regulation is fully identified.</p> <p>CJ 1.2.2.1: Words "appreciation or" inserted.</p> <p>CL 2.1.1: Replace "either as a hobby or profession are engaged in" with "are interested in"</p> <p>CL 3.2.1.5: Definition of "building manager" deleted</p> <p>CL 3.2.5: Delete last part of paragraph beginning with "or fees for expert services.."</p> <p>Cl. 3.3.1: In first sentence after "... prior to the Annual General Meeting" delete "or in such other ways....an Annual General Meeting".</p> <p>Cl. 3.4.2: Insert the word "notices" after "correspondence. Cl. 3.8.1: Number 213 changed to o/..</p> <p>Cl. 5.2.1: "Act" replaced by "Associations Incorporation Act 1984"</p> <p>Cl. 5.5.2: Number "5" changed to "8" Cl:5.8.3:Delete" in the case or</p> <p>Cl:6.1.3: Number 6 changed to 3.Word "unanimous" preceding the word "agreement" deleted. CL</p> <p>7.2.1:Insert"exhibitions" before"fees from members"</p> <p>Cl. 7.7.2:Insert the words "Charitable Fundraising" before the word "Act"</p>
3	24 Nov 2006	Amendments proposed by Committee to form a special Building Fund which will allow donors to gain a tax deduction for any contributions they may make to the fund.
		<p>Amendments to R2 approved by members at AGM 24 November 2006 as follows: '8.BUILDING FUND</p> <p>The Association shall establish a special Building Fund to receive donations that shall only be used for major alterations or extensions to the current premises or for new buildings. The Building Fund will be a public fund and will seek donations</p>

		<p>from members and from the general public, outside organisations and from government and local government bodies.</p> <p>The Association will form a separate sub-committee for the Building Fund to administer any appeal and to manage the fund. This sub-committee is to consist of two representatives of the Society's Committee and three external responsible members appointed from the local community by the Committee.</p> <p>The Building Fund will have a separate bank account for all receipts and any interest and can only be used for the purposes of Clause 8.1 above. Results of the fund will be separately reported in the Society's Annual Accounts.</p> <p>No member of the Association or of the Building Fund subcommittee shall be entitled to any remuneration from the Building or any other fund other than for a reimbursement of out of pocket expenses in connection with the activities of the Building Fund.</p> <p>Upon any dissolution of the Association or of the Building Fund the total balance remaining in the Building Fund shall be given to the Blue Mountains City Art Gallery or failing that to the Bathurst Regional Art Gallery, provided that institution has deductible gift recipient status.'</p> <p>Cl.7.6 Insert the words 'with the exception of the Building Fund after the words 'surplus property'. Add a new clause</p> <p>Cl.7.6.2 The balance of any Building Fund created under Section 8 is to be distributed in accordance with Clause 8.6 of this Constitution.'</p>
4	19 Nov 2016	<p><i>Resolution 1 (Threshold Issues)</i></p> <p>That the constitution of Blackheath Art Society Incorporated be amended in the following terms:</p> <p>By replacing the words “Companies (New South Wales) Code” with the words “Corporations Act 2001 of the Commonwealth” at rule 3.7.1.3.</p> <p>By inserting the words “; or” at the end of each of the rules 3.7.1.1 through 3.7.1.6 and rule 3.7.1.8.</p> <p>By inserting the following additional rules immediately after rule 3.7.1.8:</p> <p><i>3.7.1.9 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</i></p> <p><i>3.7.1.10 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</i></p> <p>By removing rules 5.9.1.1 through 5.9.1.4 and replacing rule 5.9.1 (including its subrules) with the following rule: “A special resolution may only be passed by the association in accordance with section 39 of the Act.”.</p> <p>By replacing the words “the Association’s Incorporation Act, 1984” in rule 6.2.1 with the words “the Act and the Regulations”.</p>



	<p>Replace rule 7.1.1 so as to read: “<i>The association may effect and maintain insurance.</i>”.</p> <p>Replace rule 7.6.1 so as to read: “Subject to the Act and the Regulations, in a winding up of the association, any surplus property, with the exception of the building fund, is to be transferred to another organisation with similar objects and which is not carried on for profit or gain of its individual members.”</p> <p>Replace the words “Clause 8.6” in rule 7.6.2 with the words “Clause 8.1.5”.</p> <p>Insert the following rule: “7.6.3 In this section, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of winding up the association.”.</p> <p><i>Resolution 2 (Changes to Custody of Books)</i></p> <p>That the constitution of Blackheath Art Society Incorporated be amended in the following terms:</p> <p>By replacing Section 2.4 with the following:</p> <p>2.4 Register of members</p> <p>2.4.1 The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.</p> <p>2.4.2 The register of members must be kept in New South Wales:</p> <p>(a) at the main premises of the association, or</p> <p>(b) if the association has no premises, at the association’s official address.</p> <p>2.4.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.</p> <p>2.4.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.</p> <p>2.4.5 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.</p> <p>2.4.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:</p> <p>(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or</p> <p>(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.</p> <p>2.4.7 If the register of members is kept in electronic form: (a) it must be convertible into hard copy, and</p> <p>(b) the requirements in rules 2.4.2 and 2.4.3 apply as if a reference to the register of members is reference to a current hard copy of the register of members.</p>
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	<p>By removing rule 3.5.1.4.</p> <p>By replacing Section 7.4 with the following:</p> <p>7.4 Custody and inspection of books etc</p> <p>7.4.1 Except as otherwise provided by this constitution, all records, books and other documents related to the association must be kept in New South Wales:</p> <p>(a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or</p> <p>(b) if the association has no premises, at the association's official address, in the custody of the public officer.</p> <p>7.4.2 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:</p> <p>(a) records, books and other financial documents of the association,</p> <p>(b) this constitution,</p> <p>(c) minutes of all committee meetings and general meetings of the association.</p> <p>7.4.3 A member of the association may obtain a copy of any of the documents referred to in rule 7.4.2 on payment of a fee of not more than \$1 for each page copied.</p> <p>7.4.4 Despite rules 7.4.2 and 7.4.3, the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association. <i>Resolution 3 (Changes to Notices)</i></p> <p>That the constitution of Blackheath Art Society Incorporated be amended in the following terms:</p> <p>By replacing the word "mailed" in rule 3.12.1 with the word "sent".</p> <p>By replacing the words "three (3) months" in rule 5.3.4 with the words "one (1) month".</p> <p>By replacing the words "three (3) months" in rule 5.3.5 with the words "one (1) month".</p> <p>By replacing the words "cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice" in rule 5.4.1 with the words "give a notice to each member".</p> <p>By replacing the whole of section 7.5 with the following:</p> <p>Section 7.5 Service of Notices</p> <p>7.5.1 For the purpose of this constitution, a notice may be served on or given to a person:</p> <p>(a) by delivering it to the person personally, or</p> <p>(b) by sending it by pre-paid post to the address of the person, or</p> <p>(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.</p> <p>7.5.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:</p> <p>(a) in the case of a notice given or served personally, on the</p>
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		<p>date on which it is received by the addressee, and</p> <p>(b) 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</p> <p>(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.</p> <p><i>Resolution 4 (Changes to the Committee)</i></p> <p>That the constitution of Blackheath Art Society Incorporated be amended in the following terms:</p> <p>By deleting rule 3.3.4.</p> <p>By replacing Section 3.8 with the following:</p> <p><b>3.8 Removal of Members</b></p> <p>3.8.1 The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.</p> <p>3.8.2 If the member of the committee to whom a proposed resolution referred to in rule 3.8.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.</p> <p>By replacing the words "Six members" in rule 3.9.2 with the words "Five members".</p> <p>By replacing rule 3.9.4 with the following:</p> <p>3.9.4 No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same place and time. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall constitute a quorum.</p> <p><i>Resolution 5 (Management of Funds)</i></p> <p>That the constitution of Blackheath Art Society Incorporated be amended in the following terms:</p> <p>By replacing Section 7.3 with the following:</p> <p><b>Section 7.3 Funds – source and management</b></p> <p>7.3.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.</p>
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		<p>(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under section 2.9, whichever is later.</p> <p>By renumbering Section 2.9 to become Section 2.10.</p> <p>By inserting the following immediately after Section 2.8: Section 2.9 Right of appeal of disciplined member</p> <p>2.9.1 A member may appeal to the association in general meeting against a resolution of the committee under section 2.8, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.</p> <p>2.9.2 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.</p> <p>2.9.3 On receipt of a notice from a member under rule 2.9.1, the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.</p> <p>2.9.4 At a general meeting of the association convened under rule 2.9.3:</p> <p>(a) no business other than the question of the appeal is to be transacted, and</p> <p>(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and</p> <p>(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.</p> <p>2.9.5 The appeal is to be determined by a simple majority of votes cast by members of the association.</p>
5	13 Jan 2019	<p>Amendments to R4 approved at the AGM 24 Nov 2018</p> <p><i>Resolution 1</i></p> <p>That the constitution of Blackheath Art Society Incorporated be amended as follows:</p> <p>By adding</p> <p>2.1.5 Membership is limited to one calendar year (except for honorary life memberships). All annual memberships cease on 31 December each year, and members must apply for new membership every calendar year. Membership applications for the next calendar year can be made from 1 November.</p> <p>By adding</p> <p>2.2.1.4 the 31<sup>st</sup> December each year.</p> <p>By removing</p> <p>2.5.1 Pro-rata fees are due upon joining the Association.</p> <p><i>Resolution 2</i></p> <p>That the constitution of Blackheath Art Society Incorporated be amended as follows:</p> <p>By adding</p> <p>3.3.4 Office-bearers are limited to three (3) consecutive years in the same office.</p>