

**Officially passed 16<sup>th</sup> September 2020.**

**PORT COMMUNITY ARTS CENTRE  
CONSTITUTION.**

**1. NAME**

The name of the association shall be Port Community Arts Centre Inc.  
Hereinafter called “the association”

**2. OBJECTS**

The objects of the association shall be:-

- 2:1 To be an innovative, creative and engaging organisation, at the centre of ideas generation and sharing in Port Adelaide Enfield area.
- 2:2 To ensure that all community arts undertaken ultimately benefit all Members.
- 2:3 To maintain a high public profile through a visible and appealing central community arts venue.
- 2:4 To network widely with like-minded groups within and beyond the Port Adelaide Enfield community.
- 2:5 To maintain a stable and consistent organisational structure, which focuses on development and affirmation of all participants at all levels

**3. MANAGEMENT**

- 3:1 The affairs of the association shall be managed and controlled by a board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- 3:2 The board has the management and control of the funds and other property of the association
- 3:3 The board shall have the authority to interpret the meaning of these rules and other matters relating to the affairs of the association on which these rules are silent.
- 3:4 The board shall appoint a public officer.
- 3:5 The board shall be comprised of a minimum of four (4) and maximum of seven (7) members.
- 3:6 The office bearers of the association shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer who shall be elected by the Board members at a Board meeting held within one week following the Annual General Meeting
- 3:7 A board member shall be a natural person
- 3:8 All board members to be re-elected at the AGM
- 3:9 Only financial members attending a General Meeting or AGM are eligible to vote.
- 3:10 Notice of all members seeking election shall be given, emailed or sent to the secretary not less than 10 working days prior to the AGM.
- 3:11 The board may appoint a person to fill a casual vacancy and such a board member may hold office until the next AGM and shall be eligible for re-election.
- 3:12 An office bearer or member of the board shall cease to hold such office upon (a) Resignation in writing, (b) Absent without apology for more than three consecutive board meetings without explanation to the board (c) Disqualified from being a Board member by the Act (d) Permanently incapacitated by ill health

- 3:13 All members of the board shall have full voting privileges. Anyone invited to the board in an advisory capacity shall not have voting privileges.
- 3:14 A member may resign from membership of the association by giving notice in writing to the secretary or public officer of the association.
- 3:15 The board may appoint for specific purposes short or long term subcommittees, or advisory groups. These sub-committees can be made up of non board members but must report to the board on a regular basis (as determined by the board). These subcommittees or advisory groups have no voting rights unless made up of board members.

#### **4. PROCEEDINGS OF THE BOARD**

- 4:1 A quorum shall be three (3) board members
- 4:2 The board shall meet as often as may be required to conduct the business of the association and not less than four times in each calendar year.
- 4:3 The chairperson or two members of the board shall have power to call a meeting of the board. Notice of meetings shall be given at the previous board meeting or by 7 days written notice to all board members, or in an emergency by such other notice as shall be ratified by the board.
- 4:4 Questions arising at any meeting of the board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 4:5 The Board shall appoint or reappoint a Public officer who shall notify the Corporate Affairs Commission of such appointment as required by the Act.
- 4:6 A signed copy of proper minutes of all proceedings of general meetings of the association and of minutes of the Board shall be recorded and retained.
- 4:7 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the board (as relevant) at a subsequent meeting
- 4:8 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 4:9 Where minutes are entered and signed they shall, until contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed valid.

#### **5. GENERAL MEETINGS**

- 5.1 All general meetings shall be open to all members of the community who have paid the annual subscription fee. Members of the general community can attend as observers but have no rights as to the business of the meeting. Only financial members will be entitled to vote at a general meeting or AGM provided they support the objects of the association. Resolutions shall be tabled at the meeting for consideration.
- 5.2 The Annual General Meeting shall be held at least once in each calendar year and not more than 5 months after the close of the financial year, which shall be June 30<sup>th</sup> \*, unless altered at an AGM.
- 5:3 The business of an AGM shall be:
  - 5:3:1 To confirm the minutes of the preceding Annual General Meeting.

- 5:3:2 To receive the Chairpersons report.
- 5:3:3 To receive the Treasurers report and financial statements for the previous year.
- 5:3:4 To announce the commencement of the term of nominated and representative members.
- 5:3:5 To elect or re-elect Board members who must consent in person or in writing.
- 5:3:6 To conduct any other business placed on the agenda prior to the commencement of the meeting.
- 5:4 A special general meeting shall be called by the secretary within 28 days of a receipt of a directive of the board, or written request of 3 Board members, or a written request by 15 financial members specifying the business to be conducted at the meeting.
- 5:5 Written notice of not more than 14 days and not less than 7 days of all General Meetings shall be distributed to all Financial members.
- 5:6 A quorum at any Annual General Meeting or General Meeting is ten (10) members.
- 5.7 If at any Annual General Meeting or General Meeting there is no quorum within 30 minutes from the opening of the meeting then the meeting is deemed to lapse. A new Annual General Meeting or General Meeting shall be reconvened within 28 days.

## 6. VOTING

- 6:1 Voting shall be by show of hands except that:
  - 6:1:1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
  - 6:1:2 The meeting may, by show of hands, require any other vote to be by secret ballot.
- 6:2 In voting conducted by secret ballot:
  - 6:2:1 In the case of voting on decisions, a simple majority of votes shall determine the issue.
  - 6:2:2 In the case of contested election, the candidate(s) with the most first preference votes shall be deemed elected. Where two candidates have an equal number of first preference votes, counting will go to preferences.
- 6:3 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson, but such persons may not vote.
- 6:4 Proxy Votes are not allowed at a General Meeting or AGM.

## 7. CHAIRPERSON

- 7:1 The Chairperson shall ensure the safekeeping of the Common Seal, which shall be affixed only by resolution of the Board, or of a General Meeting, and in the presence of two Board members, including at least one Office Bearer.
- 7:2 The Chairperson shall chair Board, Executive, Committee and General Meetings except that in absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting, another person may be elected as Chairperson for that meeting.
- 7:3 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if any votes are equal.
- 7:4 The Chairperson, together with the Secretary, shall prepare the agenda for the Board and General Meetings.

- 7:5 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 7:6 The Chairperson shall act as Spokesperson of the Association, unless an alternative spokesperson has been appointed by the Board or a General Meeting. The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency, following consultation with at least two members of the Board.

## **8. TREASURER**

- 8:1 The Treasurer shall ensure that all moneys received are paid into an account authorised by the Board in the name of the Association. Payments shall be as petty cash or by cheque signed by 2 authorised signatories of whom there shall be no more than 4 appointed by the Board. Major or unusual expenditures shall be authorised in advance by the Board or a General Meeting.
- 8:2 The treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any Board member.
- 8:3 The Treasurer shall present the statement of account to the Annual General Meeting.
- 8:4 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit on the finances of the Association at each Board meeting.
- 8:5 All Association fees to be reviewed annually and a recommendation of the changes to be tabled at the AGM.

## **9. SECRETARY**

- 9:1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.
- 9:2 The Secretary shall ensure that records of the Association, including the constitution and policies, records of Board, Committee and Advisory/Interest Group members, a register of minutes and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association are kept.
- 9:3 In the absence of the Secretary, or at the request of the Secretary, or of a majority of the meeting, another person shall be elected as Minutes Secretary.

## **10. EMPLOYEES**

The Association will not have employees

## **11. AMENDMENT OF CONSTITUTION AND RULES**

The Board by three quarters majority vote may repeal or amend this constitution, and may make, repeal or amend Rules or Bylaws for the proper administration of meetings or business, provided that such Rules, and such repeal or amendments, shall be notified to the subsequent General Meeting.

## **12. LIABILITY, PROPERTY AND DISSOLUTION**

- 12:1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability
- 12:2 The income, property and funds of the Association shall be used solely toward the promotion of the objects and shall not be paid or transferred to any Board Members or relative of Members, provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person on furtherance of the objects of the Association and without undue performance.
- 12:3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association, provided that;
  - 12:3:1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein
  - 12:3:2 If the Association shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be so approved; and
  - 12:3:3 The Association can be dissolved only by a special resolution at a meeting duly convened for this purpose if,
    - ( i) The meeting of members to consider this special resolution shall have at least 21 days written notice specifying the intention to propose the resolution as a special resolution; and
    - ( ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
  - 12:3:4 If upon winding up or dissolution of this organisation, there remains after satisfaction of all its debts and liabilities, any other property; the property shall not be paid to or distributed among its members, but shall be given to some organisation or organisations having objects similar to the objects of the association, and whose rules shall prohibit the distribution of its or their income among its or their members, such organisations to be eligible for tax deductibility of donations under subsection 78(4) or (5) of the Income Tax Assessment Act 1936 and listed on the register of Cultural Organisations maintained under the Act.

## **13. POWERS OF THE ASSOCIATION**

The powers of the Association shall have all the powers conferred by Section 25 of the Act and without limiting those powers shall be entitled to hold real property or personal property, open and operate bank accounts, invest in trustee securities, and enter into necessary and desirable contracts. The Board shall be entitled to exercise the full powers of the Association and without limiting those powers shall have the management and control of the funds and other property of the Association.

## 14. MEMBERSHIP

- 14:1 Annual Membership to the Association is open to all residents of South Australia who support the objects of the Association, have filled out the application form and paid the annual fee as displayed on the membership form.
- 14:2 Members subscriptions are renewable annually on July 1<sup>st</sup>.
- 14:3 A member may resign from membership of the association by giving notice in writing to the secretary or Public officer of the association. When a member resigns, the association is not obliged to refund the whole or any part of a previously paid membership fee.
- 14:4 Any member can be expelled from the association if they fail to support the objects of the Association. This must be by a majority vote of the board of management.
- 14:5 A register of membership is to be kept by the association.
- 14:6 Membership is deemed to have lapsed if after 30 days of being sent notification of renewal the member fails to do so.
- 14:7 A financial member is eligible to stand for election to the board of management.
- 14:8 Friends of the Black Diamond Gallery membership is open to anyone from anywhere who wishes to support the organisation and the Black Diamond Gallery.
- 14:9 Members of the Friends are not eligible to Vote at general meetings, or an Annual General Meeting or Hold any position on the Board.
- 14:10 Membership entitlements are not transferable.