Caloundra Arts Centre Association Inc. Articles of Association

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1 Interpretation

In these rules:

ACNC means the Australian Charities and Not-for-profits Commission or any replacement Government Authority relating to the regulation of charities that may apply to the Association from time to time;

ACNC Law means the *Australian Charities and Not-for-profits Commission Act 2012 (C'th)*, and the *Australian Charities and Not-for-profits Commission Regulation*;

Act means the *Associations Incorporation Act 1981(Qld)* and, where the context requires includes, the *Associations Incorporation Regulation 1999 (Qld)*;

Articles of Association means the constitution or rules of the Association in force or as amended from time to time;

Association means the incorporated association named or described in rule 2;

Charities Act means the *Charities Act 2013 (C'th)*, or any other legislation relevant to the Association in its capacity as a charity;

Commissioner of Taxation means the Commissioner of Taxation of the Commonwealth of Australia from time to time;

Deductible Gift Recipient has the same meaning as in the ITAA;

Department means the Commonwealth Department that is responsible for administering the Register of Cultural Organisations.

Gift means a gift of money or property, as described in item 1 of the table in section 30-15 of the ITAA, for the Objects.

Gift Fund means any gift fund or contribution fund established by the Association from time to time;

Governance Standards means the Governance Standards established under the ACNC Legislation.

Government Authority means any local, state or federal government, a minister or government department of each of those governments, a corporation or authority constituted for a public purpose, the holder of an office for a public purpose, a local authority and any agent or employee of any such body or persons;

ITAA means the *Income Tax Assessment Act 1997 (Cth)* as amended from time to time and includes any regulations made under that legislation and any exemption or modification to that legislation or regulations applying to any Public Fund maintained by the Association;

Objects means the objects of the Association set out in rule 3;

Present:

(a) at a Management Committee Meeting, has the meaning set out in rule 24(6); and

(b) at a general meeting, has the meaning set out in rule 36(2);

Public Fund has the meaning in rule 45;

Register of Cultural Organisations means the Register of Cultural Organisations administered by the Department;

Relevant Law means:

(a) the ITAA;

(b) if the Association is registered with the ACNC, the Charities Act and the ACNC Law as modified or amended from time to time and includes any regulations made under those Acts and any exemption or modification to those Acts applying to the Association;

(c) any other Australian law relating to the regulation of charities that may apply to the Association from time to time;

Responsible Person means a person who satisfies the requirements of section 45.20(3) of the *Australian Charities and Not-for-profits Commission Regulation 2013 (C'th)*, to the effect that the person has not been disqualified by the ACNC Commissioner, at any time during the preceding 12 months, from being a responsible person of a registered charity;

Rule or **rule** means a rule or article of these Articles of Association;

Special Resolution means a resolution passed at a general meeting of the Association by the votes of 75% of the members present and entitled to vote on the resolution;

2 Name

The name of the incorporated association is "CALOUNDRA ARTS CENTRE ASSOCIATION INC.".

3 Cultural Purpose and Objects

3.1 The principal Objects of the Association are for the public charitable purposes of promoting and advancing culture and cultural activity including, without limitation, by promoting, developing and facilitating appreciation of and participation and interaction in visual arts and crafts, literature, performing arts, movable cultural heritage, indigenous and community arts.

3.2 To achieve these Objects, the Association may:

1) initiate, conduct and/or support activities and projects that:
   a) advance and enhance the cultural experience for the community of Caloundra and its surrounding district;
   b) promote, develop and facilitate cultural appreciation, participation and interaction;
   c) foster, protect, stimulate and promote cultural activity and public interest in cultural activity in Caloundra and its surrounding district;
   d) foster artistic and other cultural talent; and
   e) provide a public benefit to the community of Caloundra and its surrounding district;
2) create, sponsor or act as trustee for other organisations or funds having objects similar to those of the Association and which prohibit the distribution of their income and property amongst members to an extent at least as great as that imposed on the Association;
3) provide services to other organisations or funds:
   a) having objects similar to those of the Association; and
   b) which prohibit the distribution of their income and property amongst members to an extent at least as great as that imposed on the Association;
4) affiliate or amalgamate with any other body possessing aims and objects not inconsistent with these Objects;
5) promote such charitable purposes as the Association may from time to time determine;

and, for the purposes of the above, to:

6) raise funds (including, without limitation, through commercial activities), and to manage and disburse funds;
7) to seek donations and funding from the public and all levels of government to fund the activities of the Association;
8) where required, establish and maintain a Public Fund or other Gift Fund;
9) undertake any other activities that are incidental or ancillary to these Objects or conducive to their attainment.

3.3 The income and property of the Association must be applied solely towards the promotion of its Objects and in exercise of the Association's powers and cannot be paid or transferred, directly or indirectly, to its members or the Management Committee members.

3.4 Nothing in rule 3.3 prevents:

1) the payment of reimbursal or compensation for out of pocket expenses incurred by Management Committee members in attending Management Committee meetings or otherwise in the ordinary course of the performance of their duties as Management Committee members;
2) the payment in good faith of reasonable and proper remuneration to any Management Committee member or employee of the Association or to any member or other person in return for any services rendered to the Association; or
3) the payment of interest on money borrowed from a member for any of the purposes of the Association.

4 Powers

1) The Association has, in the exercise of its affairs, all the powers of an individual.

2) Without limitation, the Association may, for example:
   a) enter into contracts;
   b) acquire, hold, deal with and dispose of property;
   c) issue secured and unsecured notes, debentures and debenture stock for the Association;
   d) make charges for services and facilities it supplies;
   e) bring together in conference representatives of voluntary organisations, Government Authorities and individuals;
   f) arrange and provide for, either alone or with others, the holding of exhibitions, performances, meetings, lectures, classes, seminars or training courses, and all forms of participation in cultural activity;
   g) make regulations or by-laws for the proper supervision, control and management of any property which the Association may acquire, hold or manage; and
   h) do other things necessary or convenient to be done in carrying out its affairs.

3) The Association must only comply with the ACNC Law and any reference to the ACNC Law in these Articles of Association, including the Governance Standards, to the extent that the Association is registered by the ACNC.

5 Classes of members

1) The membership of the Association consists of ordinary members, and any of the following classes of members—
   a) Annual members - Paying for a 12 month membership (January – December)
   b) Part time members - Paying for 6 months, expiring 6 months from application date
   c) Honorary Life Membership

2) The number of Annual members is unlimited.

6 New membership

1) An applicant for membership of the Association must be proposed by 1 member of the Association (the ***proposer***) and seconded by another member (the ***seconder***).
2) An application for membership must be—
   (a) in writing; and
   (b) signed by the applicant and the applicant's proposer and seconder; and
   (c) in the form decided by the Management Committee.
3) As per the ACT requirements, new members will be notified of the public liability limits.

7 Membership fees

1) The membership fee for each annual membership and for each other class of membership (if any)—
   (a) is the amount decided by the members from time to time at a general meeting; and
   (b) is payable when, and in the way, the Management Committee decides, including permitting a pro-rating of the annual fee.

8 Admission and rejection of new members

1) The Management Committee must consider an application for membership at the next committee meeting held after it receives—
   (a) the application for membership; and
   (b) the appropriate membership fee for the application.
2) The Management Committee must decide at the meeting whether to accept or reject the application.
3) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
4) The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

9 When membership ends

1) A member may resign from the Association by giving a written notice of resignation to the Secretary.
2) The resignation takes effect at—
   (a) the time the notice is received by the Secretary; or
   (b) if a later time is stated in the notice—the later time.
3) The Management Committee may terminate a member's membership or may consider the member's membership terminated if the member—
   (a) is convicted of an indictable offence; or
   (b) does not comply with any of the provisions of these rules; or
   (c) has membership fees in arrears at January 31st of the year preceding the Annual General Meeting; or
   (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
4) Before the management committee terminates a member's membership, the committee will give the member a full and fair opportunity, in accordance with CACA Inc's Disciplinary Procedure, to show why the membership should not be terminated.
5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

10 Appeal against rejection or termination of membership

1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

1) The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
3) Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of members

1) The Management Committee must keep a register of members of the Association, their contact details, the dates of their admission and/or termination and any other particulars the Management Committee or the members at the general meeting decide.
2) The register must be open for inspection by members of the Association at all reasonable times.
3) A member must contact the Secretary to arrange an inspection of the register.
4) However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 Prohibition on use of information on register of members

1) A member of the Association must not—
   (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
   (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the Association.

14 Member rights

Members of the Association have the right to:

a) become a member;
b) nominate a 'Group' as their Primary Group;
c) attend any of the Association's group activities subject to availability and group fees;
d) access to group designed programs and activities;
e) input into group program and activity design;
f) ability to propose new groups to the Management Committee;
g) opportunity to participate in the Association's public art events;
h) opportunities for ongoing skills development in the arts;
i) special provisions as practical to supply for individuals with particular needs or disabilities;
j) access to the best possible resources that the Association can provide;
k) access to information in their own files;
l) confidentiality of information held by the Association;
m) receive the benefits from the Association's effort to influence the general community in matters of cultural advocacy;
n) receive assistance from the Association to integrate member activities into the community; and
o) air grievances about any aspect of the organisation through the management committee.

15 Membership of Management Committee

1) The Management Committee of the Association consists of an Executive and Non-Executive members that the Association members elect at a general meeting.
2) The Executive consists of the President, Vice- President, Secretary and Treasurer and two individuals appointed or elected during the general meeting to serve as executive members. Members of the Management Committee not in the Executive are known as non-executive members. Up to five Non-Executive members may serve on the Management Committee.
3) A member of the Management Committee, other than a Secretary appointed under rule 16(1)(b)(iii) or Treasurer under rule 18(1)(b)(iii) must be a member of the Association.
4) At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
5) A member of the Association may be appointed to a casual vacancy on the Management Committee under rule 21.
6) No member shall be eligible to continuously hold the same position in the Executive for more than three (3) years.

16 Appointment or election of Secretary

1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
2) A member of the Association elected by the Association as Secretary; or
3) Any of the following persons appointed by the Management Committee as Secretary—
4) A member of the Associations Management Committee appointed by the committee as Secretary;
5) Another member of the Association elected by the Association as Secretary; or
6) Appointed by the Management Committee as Secretary (whether or not the individual is a member of the Association).
7) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
8) The Management Committee may appoint and remove the Secretary at any time.

17 Functions of Secretary

The Secretary's functions include, but are not limited to—

1) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
2) keeping minutes of each meeting; and
3) keeping copies of all correspondence and other documents relating to the Association; and
4) maintaining the register of members of the Association.

18 Appointment or election of a Treasurer

1) The Treasurer must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
   (a) a member of the Association elected by the Association as Treasurer; or
   (b) any of the following persons appointed by the Management Committee as Treasurer—
      (i) a member of the Associations Management Committee appointed by the committee as Treasurer;
      (ii) another member of the Association elected by the Association as Treasurer; or
      (iii) appointed by the Management Committee as Treasurer (whether or not the individual is a member of the Association).
2) If a vacancy happens in the office of Treasurer, the members of the Management Committee must ensure a Treasurer is appointed or elected for the Association within 1 month after the vacancy happens.
3) The Management Committee may appoint and remove the Treasurer at any time.

19 Functions of Treasurer

The Treasurer's functions include, but are not limited to—

(a) Maintaining the accounts and working with the Assistant Treasurer and bookkeeper (as required) to ensure the integrity of the accounts;
(b) reporting on the accounts at the general meetings;
(c) reviewing and recommending any investments to the management committee;
(d) Coordinating the annual audit with the auditor;
(f) recommending the auditor at the general meeting; and
(g) annually reviewing and recommending the public insurance requirements to the management committee.

20 Electing the Management Committee

1) A member of the Management Committee may only be elected as follows—
   (a) any 2 members of the Association may nominate another member (the ***candidate***) to serve as a member of the Management Committee;
   (b) the nomination must be—
      (i) in writing; and
      (ii) signed by the candidate and the members who nominated him or her; and
      (iii) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;
      (iv) the five non-executive members are nominated on a "first-in best-dressed" basis.
   (c) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
   (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
2) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office

or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.

3) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

21 Resignation, removal or vacation of office of Management Committee member

1) A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
2) The resignation takes effect at—
3) the time the notice is received by the Secretary; or
4) if a later time is stated in the notice—the later time.
5) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
6) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
7) A member has no right of appeal against the member's removal from office under this rule.
8) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
9) A member may be requested by the Management Committee to vacate their office if they miss three (3) consecutive Management Committee meetings or five (5) in total during the calendar year.

22 Vacancies on Management Committee

1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Management Committee, the continuing members may act only to—
   (a) increase the number of Management Committee members to the number required for a quorum; or
   (b) call a general meeting of the Association.

23 Functions of Management Committee

1) Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
3) The Management Committee may exercise the powers of the Association—
   (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
   (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and
(d) to borrow amounts from members and pay interest on the amounts borrowed; and
(e) to mortgage or charge the whole or part of its property; and
(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
(g) to provide and pay off any securities issued; and
(h) to invest in a way the members of the Association may from time to time decide.

4) For sub rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
(a) the financial institution for the Association; or
(b) if there is more than 1 financial institution for the Association—the financial institution nominated by the Management Committee.

24 Meetings of Management Committee

1) Subject to this rule, the Management Committee may meet and conduct its proceedings, as it considers appropriate.
2) The Management Committee must meet at least once every 4 months to exercise its functions.
3) The Management Committee must decide how a meeting is to be called. A meeting may be called for the Management Committee or may be called for the Executive members.
4) Notice of a meeting is to be given in the way decided by the Management Committee.
5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
6) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
9) The president is to preside as Chairperson at a Management Committee meeting.
10) If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as Chairperson at the meeting.

25 Quorum for, and adjournment of, Management Committee meeting

1) At a Management Committee meeting, more than 50% of the members elected to the Executive Committee plus one as at the close of the last general meeting of the members form a quorum.
2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
(a) the meeting is to be adjourned for at least 1 day; and

(b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26 Special meeting of Management Committee

1) If the Secretary receives a written request signed by at least 33% (one-third) of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the Secretary receives the request.
2) If the Secretary is unable or unwilling to call the special meeting, the president must call the meeting.
3) A request for a special meeting must state—
   (a) why the special meeting is called; and
   (b) the business to be conducted at the meeting.
4) A notice of a special meeting must state—
   (a) the day, time and place of the meeting; and
   (b) the business to be conducted at the meeting.
5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

27 Minutes of Management Committee meetings

1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

28 Appointment of Subcommittees

1) The Management Committee may appoint a subcommittee consisting of members of the Association and non-members with skillsets considered appropriate by the committee to help with the conduct of the Associations operations.
2) A member of the Subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
3) A subcommittee may elect a Chairperson of its meetings.
4) If a Chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be Chairperson of the meeting.
5) A subcommittee may meet and adjourn, as it considers appropriate.
6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

29 Appointment of Groups and Group rights

1) The Management Committee may appoint a Group consisting of members to support the interests and pursuits of the members, subject to space, availability and interest of its members.
2) Groups must follow these By-laws and the Guidelines for Groups.
3) Groups have the right:
   a) to elect a Group Leader, Treasurer and any other positions the Group feels they need to manage their Group;
   b) to set a limit to the number of members in the Group, as necessary;

c) to request to use the Association premises, according to availability and rental rates;
d) to call meetings, as necessary;
e) to determine its program and activities independent of the Association; and
f) to manage their own cash accounts to support their program and activities.

30 Acts not affected by defects or disqualifications

1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
2) Rule 30(1) applies even if the act was performed when:
3) There was some defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
4) A member of the Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.
5) To ensure continuity and forward momentum, the presiding Management Committee is bound to take all reasonable steps to implement and support the acts and decisions of previous Management Committees.

31 Resolutions of Management Committee without meeting

1) A written resolution signed by each member of the Executive Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

32 Annual general meetings

Each subsequent annual general meeting after the first annual meeting must be held—

(a) at least once each year; and
(b) within 6 months after the end date of the Association's reportable financial year.

33 Business to be conducted at annual general meeting

(a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
(b) presenting the financial statement and audit report to the meeting for adoption;
(c) electing members of the Management Committee;
(d) appointing an auditor or an accountant for the present financial year.

34 Notice of general meeting

1) The Secretary may call a general meeting of the Association.
2) The Secretary must give at least 14 days' notice of the meeting to each member of the Association.
3) If the Secretary is unable or unwilling to call the meeting, the president must call the meeting.
4) The Management Committee may decide the way in which the notice must be given.
5) However, notice of the following meetings must be given in writing—

(a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision—
(i) to reject the person's application for membership of the Association; or
(ii) to terminate the person's membership of the Association;
(b) a meeting called to hear and decide a proposed Special Resolution of the Association.

6) A notice of a general meeting must state the business to be conducted at the meeting.

35 Quorum for, and adjournment of, general meeting

1) The quorum for a general meeting is at least the number of members elected or appointed to the Executive Committee at the close of the Association's last general meeting plus 1.
2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association—
   (a) the meeting is to be adjourned for at least 7 days; and
   (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
5) The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
6) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
7) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
8) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

36 Procedure at general meeting

1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
   (a) a proxy shall be in the following form and delivered to the Secretary or Chairperson prior to the start of the meeting:

Caloundra Arts Centre Association Inc.

I, _____, a member of the abovementioned Association, hereby appoint _____as my proxy to vote on my behalf at the [annual] general meeting of the Association to be held on the _____day of _____and at any adjournment thereof.

Signed _____ Member # _____

2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
3) At each general meeting—
   (a) the president is to preside as Chairperson; and
   (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President shall be the

Chairperson, or if the Vice President is not present or is unwilling to act then the members present shall elect 1 of their number to be Chairperson of the meeting, and

(c) the Chairperson must conduct the meeting in a proper and orderly way.

4) At a general meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the members present.
5) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
6) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
7) The method of voting is to be decided by the Management Committee.
8) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
9) If a secret ballot is held, the Chairperson must appoint 2 members to conduct the secret ballot in the way the Chairperson decides.
10) The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

37 Special general meeting

1) The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after—
   (a) being directed to call the meeting by the Management Committee; or
   (b) being given a written request signed by—
      (i) at least 33% of the number of members of the Management Committee when the request is signed; or
      (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or
   (c) being given a written notice of an intention to appeal against the decision of the Management Committee—
      (i) to reject an application for membership; or
      (ii) to terminate a person's membership.
2) A request mentioned in subrule (1)(b) must state—
   (a) why the special general meeting is being called; and
   (b) the business to be conducted at the meeting.
3) A special general meeting must be held within 3 months after the Secretary—
   (a) is directed to call the meeting by the Management Committee; or
   (b) is given the written request mentioned in subrule (1)(b); or
   (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
4) If the *Secretary* is unable or unwilling to call the special meeting, the president must call the meeting.

38 Minutes of general meetings

1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
2) To ensure the accuracy of the minutes—
   (a) the minutes of each general meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next general meeting, verifying their accuracy; and
   (b) the minutes of each annual general meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

3) If asked by a member of the Association, the Secretary must, within 28 days after the request is made—
4) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
5) give the member copies of the minutes of the meeting.
6) The Association may determine the method for publishing the minutes to members, whether electronically or by providing copies of the minutes.

39 By-laws

1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
2) A by-law may be set aside by a vote of members at a general meeting of the Association.

40 Alteration of rules

1) Subject to the Act, these rules may be amended, repealed or added to by a Special Resolution carried at a general meeting.
2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

41 Common seal

1) The Management Committee must ensure the Association has a common seal.
2) The common seal must be—
3) kept securely by the Management Committee; and
4) used only under the authority of the Management Committee.
5) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
6) the Secretary; or
7) another member of the Management Committee; or
8) someone authorised by the Management Committee.

42 Funds and accounts

1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4) A payment by the Association of $500 or more may be made by cheque or electronic funds transfer.
5) If a payment of $500 or more is to be made, the expenditure must be approved or ratified at a Management Committee meeting.
6) However, 1 of the persons who approves the expenditure must be the President, the Secretary or the Treasurer.
7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
9) All expenditure must be approved or ratified at a Management Committee meeting.
General financial matters
1) On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

43 Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

44 Financial year

The end date of the Association's financial year is December 31 in each year.

45 Public Fund - Register of Cultural Organisations

45.1 Application of rule

This rule 45 only applies and is binding on the Association to the extent that the Association is registered with the Register of Cultural Organisations.

45.2 Establishing and maintaining a Public Fund

(a) The Association must establish and maintain a Public Fund to be called "**Caloundra Arts Centre Association Public Fund**":
    (i) to which Gifts and Deductible Contributions are made or credited;
    (ii) to which any money received because of those Gifts and Deductible Contributions (including the income from the investment of all or part of the Public Fund) are credited;
    (iii) that does not receive any other money or property; and
    (iv) complies with subdivision 30-F of the ITAA.
(b) The Association must establish and maintain clear accounting procedures for the Public Fund.

45.3 Management and administration of the Public Fund

(a) The Public Fund must be managed and administered by a subcommittee, appointed under rule 28, of which the majority of members will, at all times, be Publicly Responsible Persons.
(b) The Public Fund must be used solely for the principal Objects.
(c) A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and Gifts to it are to be kept separate from other funds of the Association.
(d) No income or property from the Public Fund may be paid or transferred, directly or indirectly, to a member except as reimbursement for out of pocket expenses incurred on behalf of the Association or proper remuneration for administrative services.
(e) The Association must use the following only for Public Fund purposes:
    (i) Gifts made to the Public Fund; and
    (ii) any money received because of those Gifts (including the income from the investment of all or part of the Public Fund).
(f) Any allocation of funds or property to other persons or organisations will be made in accordance with the Objects and will not be influenced by the preference of the donor.
(g) The Department must be notified of any changes, amendments or alterations to these Articles of Association or any other documentation relating to the Public Fund, to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.

45.4 Receipts

Receipts for Gifts and Deductible Contributions to the Public Fund must:
(a) be issued in the name of the Public Fund; and
(b) state the information required in the applicable provisions of section 30 of the ITAA.

45.5 Winding up

(a) At the first occurrence of:
    (i) the winding up of the Association;
    (ii) the winding up of the Public Fund; or

(iii) the Association ceasing to be endorsed as a Deductible Gift Recipient under subdivision 30-BA of the ITAA,

any surplus assets of the Public Fund must be transferred to one or more charitable fund, authority or institution:

(iv) with similar charitable objects as the Objects of the Association;

(v) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under this constitution;

(vi) to which Gifts and Deductible Contributions are deductible under division 30-B, section 30-100 of the ITAA; and

(vii) which is listed on the Register of Cultural Organisations.

(b) The charitable fund, authority or institution to receive assets of the Public Fund under rule 45.5(a) must be decided by the Management Committee. If the Management Committee does not wish to decide, or does not decide, the members by ordinary resolution must decide. If the members do not decide, the decision must be referred to the Supreme Court of the State of Queensland.

45.6 Agreement to abide by Ministerial Rules

The Association agrees to comply with any rules that the relevant Commonwealth Minister responsible for the arts and Commonwealth Treasurer impose and ensure that Gifts and Deductible Contributions made to the Public Fund are used only for its principal Objects.

45.7 Agreement to provide information

The Association agrees to provide to the Department statistical information on the Gifts and Deductible Contributions made to the Public Fund every 6 months, or at such other interval as the Department may from time to time require.

45.8 Invitation to donate to the Public Fund

The Association must invite the public to make Gifts and Deductible Contributions to the Public Fund.

46 Gift Fund – Registered as Charity

1) If the Association is registered with the ACNC and decides to seek endorsement as a Deductible Gift Recipient the Association must maintain a Gift Fund:

(a) to which gifts of money or property for that purpose are to be made;

(b) to which any money received by the Association because of those Gifts is to be credited; and

(c) that does not receive any other money or property.

2) Any Gifts made to the Gift Fund and any money received because of those Gifts must be applied by the Association only towards the promotion of the Objects.

3) The Association may invite members of the public to make Gifts of money or property to the Gift Fund for the purposes of the Objects.

4) The Association must maintain a separate bank account for the Gift Fund and all receipts for moneys or property paid into the Gift Fund will be issued in the name of the Gift Fund. The Gift Fund must not receive any other money or property into its account.

5) The Gift Fund will be managed by the Management Committee in a manner that is consistent with the Objects and the provisions of these Articles of Association. Without limitation, the Management Committee must ensure that:

(a) the Gift Fund is managed and administered by a subcommittee, appointed under rule 28, of which the majority of members will, at all times, be Responsible Persons;

(b) the Association's Responsible Persons are aware of and comply with their obligations and duties under the Governance Standards and, without limitation:

(i) act with reasonable care and diligence;

(ii) act honestly and fairly in the best interests of the Association and for its charitable purposes;

(iii) do not misuse their position or information they gain as a Responsible Person;

(iv) disclose actual or potential conflicts of interest;

(v) ensure that the financial affairs of the Association are managed responsibly; and

(vi) do not allow the Association to operate while it is insolvent.

6) The Gift Fund must comply with Subdivision 30-B of the ITAA (or such other relevant provision of the ITAA dealing with eligibility for Deductible Gift Recipient endorsement) and any applicable provision of the Relevant Law.

7) If any changes, amendments or alterations are made to these Articles of Association or any other documentation relating to the Gift Fund, the Association must comply with any law requiring it to notify the Commissioner of Taxation, the ACNC or other relevant person or Government Authority of the relevant changes, amendments or alterations.

8) If the Gift Fund is wound up or if the endorsement (if any) of the Association as a Deductible Gift Recipient or equivalent is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it must be transferred to a charitable organisation which is an endorsed Deductible Gift Recipient.

47 Application of Relevant Law

If the Relevant Law applies to the Association:

1) despite anything in these Articles of Association, if the Relevant Law or any regulation which may be promulgated under the Relevant Law, prohibits an act being done, the act shall not be done;

2) nothing contained in these Articles of Association prevents an act being done that the Relevant Law or any regulation which may be promulgated under the Relevant Law requires to be done;

3) if the Relevant Law or any regulation which may be promulgated under the Relevant Law requires an act to be done or not to be done, authority is given for that act to be done or not done (as the case may be);

4) if any provision of these Articles of Association is or becomes inconsistent with the Relevant Law or any regulation which may be promulgated under the Relevant Law, these Articles of Association will be deemed not to contain that provision to the extent of the inconsistency.

48 Winding Up - Distribution of surplus assets

1) This rule applies if the Association:

(a) is wound-up under part 10 of the Act; and

(b) has surplus assets.

2) The surplus assets must not be distributed among the members.

3) The surplus assets must be given or transferred to another entity or entities:

(i) having objects similar to the Objects; and

(ii) the constitution or governing rules of which prohibit the distribution of its or their income and assets among its or their members.

4) In this rule 48 ***surplus assets*** has the meaning given in section 92(3) of the Act.