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ART EDUCATION ASSOCIATION  
OF  
WESTERN AUSTRALIA  
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CONSTITUTION AND RULES

This is the paper writing marked "B" referred to in the preceding affidavit sworn before me this 25th day of February, 1981.

*[Signature]*  
Justice of the Peace.

KEVIN C. STAFFA,  
Solicitor,  
148 Adelaide Terrace  
PERTH WA 6000

Tel: 325 4044  
Ref: 191A:KS

Lodged in the Office of the  
Commissioner for Corporate  
Affairs on the  
26 FEB 1981  
A. D. Smith  
Commissioner for Corporate Affairs

ART EDUCATION ASSOCIATION OF WESTERN AUSTRALIA

CONSTITUTION AND RULES

NAME

1. The name of the Association is the "Art Education Association of Western Australia".

INTERPRETATIONS

2. In the interpretation of these rules unless there be something in the context or subject matter repugnant thereto:
  - (a) Words importing the singular number or plural number shall be deemed to include the plural number or the singular number respectively;
  - (b) Words importing any gender shall include every gender;
  - (c) The headings shall not affect the interpretation or construction of this constitution or rules;
  - (d) "Association" shall mean the Art Education Association of Western Australia;
  - (e) "Ordinary Member" shall mean a member (other than a Student Member, Life Member, or Honorary Member) entitled to exercise every privilege open to a Member of the Association;
  - (f) "Student Member" shall mean any Member of the Association who is a full-time student of any educational institution;
  - (g) "Life Member" shall mean any Member elected at a General Meeting of the Members by a majority vote upon recommendation for life membership by unanimous decision of the Committee;
  - (h) "Honorary Member" shall mean any Member elected by the Committee being a member not required to pay an entrance fee or subscription; and
  - (i) "Committee" shall mean and include the Committee of the Association as herein provided for.

OBJECTS

3. The Objects of the Association shall be:
- (a) To maintain and conduct an association of non-political character to encourage communication between institutions concerned with the development of art education;
  - (b) To foster the professional development of members by any practical means including meetings, conferences, lectures, publications, field trips and workshops and to raise funds for the cost thereof whether by the sale of tickets or otherwise and from whatever sources and to provide facilities to assist or encourage the cultural development of members;
  - (c) To entertain and comfort members of the Associations and their friends and guests and to provide premises and other conveniences and generally to afford members and their friends all the usual privileges and advantages conveniences and accommodation of a cultural association;
  - (d) To liase and negotiate with educational and other institutions or associations to fund visits by overseas and interstate lecturers, delegates or visitors involved with the arts; and
  - (e) To provide for the purchase and sale of artworks to raise funds for the implementation of the objects of the Association.

POWERS

4. The Powers of the Association are:
- (a) To purchase take on lease or in exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;
  - (b) To erect and improve repair pull down and rebuild buildings and other structures;
  - (c) To sell exchange lease mortgage hire dispose of turn to account or otherwise deal with all or any part of the real and personal property of the Association;

- (d) To borrow raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures grant mortgages charges or any other class of security upon or charging all or any of the property real or personal (both present and future) of the Association and to redeem and pay off any existing or future security;
- (e) To invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined;
- (f) To amalgamate co-operate affiliate and enter into reciprocal arrangements with any other association club or institution having objects wholly or in part similar to those of the Association;
- (g) To appoint employ and pay officers and servants and to dismiss or suspend any officer or servant;
- (h) To issue membership cards to designate the various classes of members of the Association; and
- (i) To do all such other things as are incidental to or conducive to the attainment of the Objects of the Association.

#### INCOME AND PROPERTY

- 5. The income and property of the Association shall be applied solely to the promotions of its Objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid in good faith to officers and servants of the Association or other persons in return for services actually rendered to the Association.

#### MEMBERSHIP

- 6. The Association shall consist of the following classes of Members:-
  - (a) Ordinary Members;
  - (b) Student Members;

- (c) Life Members;
- (d) Honorary Members.

and shall comprise such Members respectively as the Committee shall from time to time determine.

#### REGISTER

- 7. A register of Members of the Association for the time being shall be kept on the Association premises.

#### APPLICATION FOR MEMBERSHIP

- 8. Any person who desires to become a Member of the Association shall sign and cause to be delivered to the Secretary an application on such form as shall be from time to time prescribed by the Committee.
- 9. All applications for Membership must bear the signature of one Member of the Association as proposer and the candidate must be known to one Committee man and the application must be signed by the candidate and shall set out the full name of the candidate, his address and occupation and his areas of interest in the Arts and such other particulars as the Committee may from time to time prescribe.

#### FEEES

- 10. Every intending Member of the Association shall become a Member upon payment of the current year's subscription of \$8.00 or such other subscription as the Committee may decide from time to time and the first subscription shall be paid when the nomination is lodged with the Secretary and all future subscriptions shall be paid on the 20th day of August in each and every year or such other date as the committee nominates from time to time.

#### RETIREMENT

- 11. A Member may retire from membership at any time by giving to the Secretary notice thereof in writing but no resignation shall relieve any member from the payment of all subscriptions and other money due or payable by him to the Association at the time of resignation.

EXPULSION OF MEMBERS

12. Any Member:

- (a) who shall have become bankrupt insolvent or make an assignment for the benefit of his creditors or compound or arrange his creditors (whether such creditors are h's separate creditors or the creditors of any partnership of which he is a Member);
- (b) who shall fail in the observance of any rule or regulation of the Association;
- (c) who in the opinion of the Committee is guilty either in or out of the Association of conduct prejudicial to the interest of the Association or calculated in any manner to impair or affect the enjoyment of the Association by the Members thereof.

shall be liable to be suspended fined (up to \$10 or such other sum as the Committee may decide from time to time) or expelled from the Association in the absolute discretion of the Committee and notice of such suspension fine or expulsion shall forthwith be sent to the Member.

PROVIDED however before any Member is suspended fined or expelled he shall be invited to appear before the Committee at a date and place to be named to show cause why he should not be suspended fined or expelled. Any fine may be recovered in a Court of law of competent jurisdiction as money due and owing by the Member to the Association.

APPEAL

13. Any Member of the Association who feels aggrieved by any action of the Committee may appeal to a General Meeting.

He shall give notice within one calendar month of the date of posting of the notice to him of any such action of the Committee to the Committee who shall place the appeal stating the nature thereof on the business sheet of the next General Meeting.

Should any Member require a special General Meeting called for the purpose he must get the necessary number of signature to a requisition and lodge the sum of \$10.00 or such other sum as the Committee may decide from time to time with the Secretary to cover the cost of calling such a meeting which shall be forfeited if such general meeting upholds the decision of the Committee; otherwise the said sum shall be returned to the Member.

The decision of the Committee shall have full effect pending the decision of the appeal.

#### HONORARY MEMBERS

14. The Committee may elect Honorary Members who shall pay no subscriptions.

Only persons possessing the following qualifications may be elected Honorary Members:

- (a) Persons of distinguished or public position visiting the Association; or
- (b) Persons from the Eastern States of Australia or overseas.

#### ELECTION OF HONORARY MEMBERS

15. Before any person can become an Honorary Member of the Association:
- (a) He must be proposed in writing for such honorary or temporary membership any such proposal shall be signed by a Member in a form setting out that such person is to the knowledge of the proposer eligible according to the rules of the Association to be elected an Honorary or temporary Member;
  - (b) Notice must be posted on the Association premises by the Secretary thereof, the time of such posting to be marked thereon;
  - (c) At least one hour must elapse between the posting of such notice and the election. When the requirements of the foregoing rules have been complied with the proposed Honorary Member may be declared elected by two Members of the Committee.

DURATION OF HONORARY MEMBERSHIP

16. Honorary Membership shall last for 28 days from the date of election or such extended period as the Committee may think fit.

REVOCATION OF HONORARY MEMBERSHIP

17. The Committee may revoke the Membership of any Honorary Member without notice, in the absolute discretion of the Committee.

HONORARY MEMBERS NOT TO HOLD OFFICE

18. Honorary Members shall not hold any office in the Association, nor vote in any meetings of the Members of the Association, nor be present at any such meeting, nor have any right, title or interest in or to any of the property of the Association, nor propose or second any candidate for admission as a Member or Honorary Member, nor without permission of the Secretary, bring any stranger or visitor onto the Association premises.

Members who propose Honorary Members shall be responsible for their good conduct, and the payment of any debt incurred by the Honorary Member with the Association.

LIFE MEMBERS

19. The following rules shall apply to Life Members:
- (a) A Life Member may be elected at a General Meeting of the Members by a majority vote;
  - (b) Recommendation for Life Membership shall be by unanimous decision of the Committee;
  - (c) No more than two Life Members may be elected in any one Association year;
  - (d) At no time shall the number of Life Members exceed 12;
  - (e) A Life Member shall not be required to pay and shall have no voting rights and may not hold office within the Association;
  - (f) A Life Membership once granted may only be withdrawn for misconduct of the Life Member after a majority vote of the Members at a General Meeting.

STUDENT MEMBERS

20. The following rules shall apply to Student Members:
- (a) Student members may be elected in the same manner as Ordinary Members provided that the Committee may waive or reduce the fees or subscription payable by a Student Member, in the discretion of the Committee;
  - (b) The Committee may not waive or reduce the fees payable by a Student Member who is not a full-time student;
  - (c) A Student Member shall have the same voting rights as an Ordinary Member; and
  - (d) Not more than one Student Member may be a Committee man on the Committee of the Association, at any time.

FIRST GENERAL MEETING

21. The First General Meeting of the Association shall be held at the Art and Craft Workshop, Olive Street, North Perth.

SUBSEQUENT GENERAL MEETINGS

22. Subsequent General Meetings of the Members of the Association shall be held once in every year at a place to be nominated by the Committee during the month of August or if that time is not in the opinion of the Committee convenient, at such other time as the Committee may from time to time appoint at not less than 28 days notice to the Members of the Association. Such notice will be deemed sufficient notice if it is posted on the Association noticeboard not less than 28 days before the Meeting.

ANNUAL AND SPECIAL MEETINGS

23. The aforementioned General Meeting shall be called the Annual General Meeting and all other General Meetings shall be called Special General Meetings.

CONVENING SPECIAL GENERAL MEETINGS

24. The Committee in its discretion may upon the requisition in writing by not less than one-fifth in numbers of the Association, convene a Special General Meeting.

NOTICE OF INTENTION

25. Every requisition for a Special General Meeting shall express the objects of the Meeting proposed to be called and shall be lodged with the Secretary.

CONVENING

26. Upon receipt of a requisition for a Special General Meeting the Committee shall forthwith proceed to convene a Special General Meeting.

If the Committee does not proceed to convene the said Special General Meeting within 14 days of the date of the requisition being lodged with the Secretary the requisitionists may themselves convene a Special General Meeting.

NOTES

27. Not less than seven (7) days notice specifying the place the date and hour of the Meeting, and, in case of special business the general nature of such business shall be given to the Members by posting or delivering the same to the address of each Member personally; but the non-receipt of any postal notice by any Member to whom it is addressed shall not invalidate the proceedings at any Meeting.

QUORUM

28. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business and such a quorum shall consist of at least one-fifth of the Members who at the time of the Meeting are on the register of Members and who have paid their subscriptions due to date.

ADJOURNMENT IF NO QUORUM

29. If within one hour of the time appointed for the Meeting, a quorum is not present, the Meeting if convened upon the requisition of Members shall be dissolved.

In any other case, it shall stand adjourned for the same day of the next week at the same time and place when a quorum shall be one-tenth of Members who at the time of the Meeting are on the register of Members and who have paid their subscriptions due to date and in the preceding rule regulating the number of a quorum shall not apply to any such adjourned Meeting.

Should there not be a quorum on the adjournment within one hour, the Meeting shall then be adjourned "sine die".

#### CHAIRMAN

30. The President of the Association, or if he is not present the Vice-President shall preside at every General Meeting of the Association and if neither the President or Vice-President is present within 15 minutes after the the time for holding the Meeting the members present shall choose one of their number to be Chairman.

#### POWER OF CHAIRMAN

31. At every General Meeting unless a poll is demanded by at least five Members a declaration by the Chairman that a resolution has been carried and an entry to that effect in the Minutes book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### POLL

32. If a poll is demanded by five or more Members it shall be taken as the Chairman directs. The result of the poll shall be deemed to be a resolution of the Association in General Meeting. In case of an equality of votes at any General Meeting the Chairman shall be entitled to a second or casting vote.

#### MINUTES

33. Minutes of the proceedings at every General Meeting shall be entered and kept in a Minute-Book and the Minutes so entered shall be signed in said book by the Chairman of the Meeting or, in case of his refusing to sign the same, or neglecting to do so within 14 days after the Meeting, then such Minutes may be signed by any two Members entitled to vote and be present and who were actually present at the Meeting, and the said book,

when so signed, shall, after confirmation at the next General Meeting, be conclusive evidence of the proceedings minuted therein and purporting to be signed as aforesaid, were regular and actually took place as minuted, and at a meeting duly convened and held, and shall be binding upon all the Members of the Association, except as to any irregular proceedings, which may be annulled at a Special General Meeting called for the purpose and held within 3 months from the holding of such General Meeting.

#### ORDER OF BUSINESS

34. The following shall be the order of business at the Annual General Meeting:
- (a) Reading and confirmation of Minutes of last Annual General Meeting and of any Special Meeting held since the preceding Annual General Meeting;
  - (b) Receiving and discussing the annual accounts and the reports of the Committee;
  - (c) The election of officers and the determination of any matter appearing on the notice convening the Meeting; and
  - (d) General business.

#### VOTING

35. Except as hereinbefore provided every member shall be entitled to one vote, but no Member shall be entitled to vote at any General Meeting if that Member is in arrears with his annual subscription, but no election shall be invalidated on the ground of a Member or Members voting who is or are in arrears with his or their subscriptions.
36. Votes shall only be cast personally and not by proxy or by attorney.

#### MANAGEMENT

37. The business and affairs of the Association shall be under the management of the Committee elected as hereinafter provided for 12 months by the general body of the Members.

NUMBER AND CONSTITUTION OF THE COMMITTEE

38. The following rules shall apply to the number and constitution of the Committee:
- (a) A Committee shall be nine (9) in number and shall be elected to their office by the Members;
  - (b) The Committee shall consist of the President, Vice-President, Treasurer, Secretary and five ordinary Committee men;
  - (c) Provided there are Student Members of the Association one ordinary Committee man shall be elected by the members from the Student Members;
  - (d) The person elected President or in his absence the Vice-President shall act as Chairman of the Association and of the Committee;
  - (e) If the President and Vice-President are absent from a Committee Meeting the Committee shall elect its own Chairman;
  - (f) The Secretary or the Treasurer shall sign all cheques in conjunction with other officers appointed by the Committee (if any) after satisfying himself that the payments are being regularly made and the accounts duly certified as being correct; and
  - (g) The Committee shall have the power to co-opt sub-Committee Members, in the discretion of the Committee.

ELECTION

39. The following rules shall apply to the election of the Committee:
- (a) The Committee shall once in each year at the Annual General Meeting be elected by a vote of the general body of Members;
  - (b) Committee men so elected shall serve one year;
  - (c) The election shall be conducted by ballot and the following rules shall be observed:

- (i) Nominations for Committee Membership shall be in writing and every candidate must be proposed by one Member and seconded by another;
- (ii) Notification of nominations shall be posted on the notice board of the Association by the Secretary and shall remain posted until the close of the Annual General Meeting;
- (iii) A returning officer and scrutineer shall be appointed by the Committee;
- (iv) In case of an equality of votes for any candidates the Chairman of the Annual General Meeting shall give a casting vote;
- (v) The result of each election shall be given to the Members at each Annual General Meeting;

#### MEETINGS AND QUORUM

40. Five Committee men shall form a quorum for meetings of the Committee.

#### DEATH OR RETIREMENT OF COMMITTEE MAN

41. Should any Committee man die retire or otherwise cease to hold office before the expiration of term of office then his place (for the unexpired portion of his term of office) shall be filled by a Member of the Association to be appointed by the Committee at the committee Meeting next taking place after the death retirement or cessation of officeship as aforesaid.

#### NOTICE OF RESULT OF ELECTION

42. The result of each election shall be posted on the Association's noticeboard for not less than 14 days following the election.

#### POWERS OF THE COMMITTEE

43. The Committee shall manage the affairs of the Association in accordance with the rules and powers of the Association generally and shall have the following special powers:

- (a) To purchase take or lease any building or part thereof for the purposes of the Association and to sub-let any building or part thereof so taken or leased upon such terms as the Committee may think fit;
- (b) To borrow money, for all or any of the purposes of the Association by mortgage, debenture or otherwise;
- (c) To open and operate accounts at any bank;
- (d) To appoint and to remove servants of the Association.

SECRETARY TO CARRY OUT DUTIES

44. The Secretary shall carry out all duties pertaining to that office and all other duties imposed upon him by the Committee.

BOOKS OF ACCOUNT

45. The Treasurer shall cause true and proper books of account to be kept and be responsible that balance sheets and statements of the accounts are presented to the Committee as and when required and that the books of account balance sheet and profit and loss account are duly audited and that the balance sheet profit and loss account and such other accounts as the committee deem fit shall be presented at the Annual General Meeting.

THE COMMON SEAL

46. The Common Seal of the Association to be adopted by the Committee men shall be affixed to such deeds instruments and documents as need to be under seal by order of the Committee and in the presence of any two of the Trustees and seal holders to be elected as hereinafter mentioned.

TRUSTEES AND SEAL HOLDERS

47. The Committee shall appoint four Members to be the Trustees and to use the seal of the Association and such appointment shall continue until resignation or dismissal by the Committee.

AUDITOR

48. An Auditor, being a duly qualified accountant, shall be elected at the Annual General Meeting and shall be paid such fees as the Committee directs.

DAMAGE TO THE ASSOCIATION PROPERTY

49. Any Member who destroys damages or loses any property belonging to the Association shall pay the full cost of replacing the same.

DISSOLUTION

50. The following rules shall apply in the event of the dissolution of the Association:

- (a) The Association may be dissolved or wound up by a resolution at any General or Special General Meeting called for such purpose;
- (b) If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other Association or Institution having objects similar wholly or in part of the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable object or objects which the Association Institution or object shall be determined by the Members of the Association at or before the time of dissolution or winding up or in default thereof if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court.

ALTERATION OF RULES

51. No object power or rule of the Association shall be repealed or amended and no new object power or rule shall be made except upon a resolution carried by a majority of three-quarters of the Members present and voting at a General meeting a notice of which shall have set out in extenso the proposed repeal or amendment of new provision.

Any new amendment shall be subject to any ministerial approval required under the Associations Incorporation Act 1895 as amended.

DATED the  
Nine Hundred and Eighty.

day of

One Thousand

.....  
PRESIDENT

.....  
SECRETARY