



CONSTITUTION OF THE SOCIETY OF ARTISTS NEWCASTLE INCORPORATED.

NAME: THE SOCIETY OF ARTISTS NEWCASTLE INCORPORATED

INCORPORATED AS: THE SOCIETY OF ARTISTS (N'CLE) INCORPORATED (20 November 1989)

(1) AIMS AND OBJECTS OF THE SOCIETY

- a) To encourage and promote the cultivation of the Arts in the Newcastle District and provide means of social discourse between Artists, Art Lovers, and Patrons.
- b) To institute exhibitions of the highest possible standard for public appreciation.
- c) To encourage the study of Art by forming discussion and study groups and to promote information of the Arts by lectures, workshops, books and correspondence with public bodies and individuals.
- d) To acquire any rights or privileges or raise funds by any legal means that the Society may regard as necessary or convenient for the purpose of donating prizes or awards, on such terms and conditions as may arise.
- e) To ensure that the income and property of the Society whencesoever derived shall be applied solely towards the promotion of the Society's objects, and that no amount there from shall be paid to any member except where the member is a qualified tutor engaged in giving a lecture or workshop to Society members.

(2) MEMBERSHIP

The Society shall be composed of: -

- a) Ordinary Financial Members, being those persons sixteen (16) years of age or older, who shall have full voting powers and the right to exhibit paintings for Exhibitions.
- b) Pensioner Members being those persons receiving pension benefits, who shall have full voting powers and the right to exhibit paintings for Exhibitions.
- c) Life Members being those persons who have had Life Membership bestowed upon them by the Society (on the recommendation of the Executive Council) and are 'Ordinary Financial Members' who have had at least fifteen (15) years continuous membership and have rendered outstanding service to the Society.

(3) APPLICATION FOR MEMBERSHIP

- a) Applicants for membership must complete the appropriate form and forward same to the Membership Secretary.
- b) Upon payment by the candidate of the joining fee and the annual subscription, the members name, address, telephone number and date of admission will be entered in the electronic 'Register of Members' that can be converted to hard copy if required.

(4) MEMBERS SUBSCRIPTIONS

- a) The subscriptions payable by members shall be fixed by the Executive Council from time to time and shall be payable on the first day of July each year.



- b) Any member failing to pay their subscription within eight (8) weeks* after it becomes due shall, at the option of the Executive Council, cease to be a member.
- c) New members joining after 31 December shall pay only half (1/2) the subscription plus the joining fee.
- d) New members joining after 31 March shall pay full subscription plus the joining fee and their membership shall extend to the end of the ensuing fiscal year.
- e) Any person who shall by any means, cease to be a member, shall never-the less remain liable for, and pay to the Society, all monies which, at the time of ceasing membership, may be owed by them to the Society.

*(as amended 2006)

(5) MISCONDUCT / SUSPENSION OF MEMBERSHIP

- a) All members are required to abide by the Code of Conduct APPENDIX 2
- b) Any member not behaving in accordance with the terms of the Code of Conduct at any society event/activity (including but not restricted to social art, workshops, exhibitions, plein air, social events) may be asked to leave.
- c) Any member not behaving in accordance with the terms of the Code of Conduct using social media, emails or other electronic means will be subject to investigation.
- d) The inappropriate behaviour of any members reported to the committee in writing will be investigated by an appointed agent of the President.
- e) The member will be sent a statement of the alleged offence within a clear fourteen (14) days of the date of the alleged offence
- f) The member will be given the opportunity to appear before the Executive Council at the ir next meeting to present a defence.
- g) The alleged offence will be discussed by the committee members at an Executive Committee Meeting, and an appropriate course of action will be taken by the Committee, which may take the form of any, or all of the following - a reminder, written warning, reprimand, mediation, suspension, or revocation of membership.
- h) The member will be given the option to answer the charge or present the Executive Council with a written defence or verbal defence at an Executive Committee Meeting at a time and date to be negotiated by both parties.
- i) If the Executive Council by a two-thirds (2/3) majority vote, finds against the member, that member may exercise the right of an 'Appeal' before a General Meeting of members to be held within fourteen (14) days of the date of the handing down of the 'Appeal Finding'
- j) Voting will be by secret ballot and must show a clear two-thirds majority for or against.
- k) If the 'Appeal' is successful the member shall be fully reinstated, otherwise the Executive Council decision stands.



(7) DUTIES AND POWERS OF THE EXECUTIVE COUNCIL

- a) The Executive Council shall number a minimum of seven (7) and no more than thirteen (13) Ordinary Financial Members elected at the Annual General Meeting for a period of twelve (12) months consisting of the
 - a. following office bearers:
 - i. president
 - ii. vice president
 - iii. secretary
 - iv. treasurer
 - b. at least three ordinary committee members who may take additional roles.
- b) They shall have the power to make By-Laws, consistent with these Rules or the Act and Regulations (which govern societies such as this), necessary for the conduct of the Society. Such By-Laws, until repealed by the Executive Council, shall have the full force of the Rules of the Society. The decision of the Executive Council on the construction and interpretation of the Society's Rules or By-Laws shall be conclusive and binding on all members.
- c) To receive, expend and manage the funds of the Society and make the final decision as to the amount of any Remuneration or Honorarium paid to the judges and tutors.
- d) To appoint Sub-Committees or co-opt such Society members or interested persons as it may deem fit, to assist in matters consistent with the 'Aims of the Society'.
- e) To organise Society Exhibitions.
- f) Annual General Meeting.
 - a. A casual vacancy of a committee member arises if a member dies, ceases to be a member of the society or resigns from office.
 - b. A member appointed to fill a casual vacancy holds office until the next annual general meeting.
- g) To bring, prosecute, abandon, defend or compromise, any action or suit on behalf of the Society.
- h) To appoint, and if necessary, suspend or remove any paid person, and to fix the remuneration to be paid for their services.
- i) To appoint a Solicitor to act on behalf of the Society of Artists (N'cle) Inc.

(8) DUTIES OF OFFICE BEARERS

EXECUTIVE COUNCIL

PRESIDENT

- a) At all meetings the President, or Vice president in the absence of the President shall preside. In their absence, the Executive Council members shall by a majority vote elect one of their number to preside.
- b) Formulate, in conjunction with fellow Executive Council members, Society Policy.



- c) In the case of an equality of votes, whether on a show of hands or a poll, the president shall have a second or casting vote. If the President elects not to exercise this right, then the matter shall be drawn from a hat.

VICE PRESIDENT

- (a) Chair all meetings in the absence of the President and assist the President in his/her duties.
- (b) Manage disputes/misconduct

HON. SECRETARY

- a) Conduct and manage the affairs of the Society, i.e. correspondence etc., under the direction of the Executive Council.
- b) Keep in books provided full and accurate Minutes of all resolutions and proceedings of meetings held and file a copy of such Minutes in the minutes folder which will be accessible for members in the society office and on the SOAN One Drive.

HON. TREASURER

- a) Collect all fees and other monies and deposit same at the financial institute designated by the Executive Council. The Hon. Treasurer's receipt shall be sufficient discharge to the person paying such monies.
- b) Keep correct accounts and books showing the financial affairs of the Society.
- c) Submit to each regular Executive Council meeting a full and complete statement of all monies received and disbursed during the past month(s), along with a statement showing the cash position at that time.

Present all necessary Records for audit in the month prior to the Annual General Meeting

PUBLIC OFFICER

May be a member of the Executive Council ~~but~~. Elected at the Annual General

Meeting to keep a general oversight on the organisation's activities to ensure there are no irregularities.

ORDINARY MEMBER OPTIONAL POSITIONS

ART DIRECTOR

- a) Co-ordinate and negotiate workshops.
- b) Arrange tutorial courses conducted by tutors.
- c) Assist in any other matters relevant to the 'Aims of the Society'. All remuneration and honorariums to be negotiated by the Executive Council.



PUBLICITY OFFICER

- a) Promote interest in the Society by coverage of its activities through the Media and other available avenues.
- b) Source sponsorship for the Newcastle Art Prize

LIBRARIAN

- a) Take charge of all matters relating to the library, i.e., borrowing, acquisition of books, pamphlets etc., under the direction of the Executive Council.
- b) Keep 'Society historical Records' up to date as required.

MEMBERSHIP SECRETARY

- a) Greet new members and provide copy of recent newsletter.
- b) Supply Membership Cards if requested
- c) Order name badges and distribute
- d) Correct personal information such as out of date emails, phone numbers and addresses and inform the Treasurer for records.

NEWSLETTER EDITOR

- (a) Organise the 'Society Newsletter' monthly.

EXHIBITIONS COORDINATORS

- a) To coordinate exhibitions such as the members exhibitions in the RJD Gallery or Newcastle Art Prize.

COMMITTEE MEMBERS

- (a) Assist the Office Bearers of the Executive Council by input of ideas and general help where required.

OTHER ROLES

From time to time the committee may appoint members to undertake various tasks to ensure the smooth operation of the society and events.

PURCHASING OFFICER

Not a member of the Executive Council but appointed by the Executive Council from members attending the Club Rooms on a regular basis.

(9) ACCOUNTS

- a) The Executive Council shall cause true accounts to be kept of monies received and expended by the Society and all particulars relating to same.
- b) A statement of Income and Expenditure shall be presented at each Executive Council meeting.



- c) Auditor(s) shall be appointed but must not be members of the Executive Council. Such Auditor(s) shall at all reasonable times have access to the Account Books.
- d) The Financial year shall end on 31 December annually unless otherwise decided by the Executive Council.

(10) BANK ACCOUNTS

- a) The Banking Accounts of the Society shall be kept at such financial institution as may from time to time be approved by the Executive Council.
- b) All monies received by the Society shall be paid into the banking account of the Society by the Hon. Treasurer or a member of the Executive Council.
- c) No payment shall be made on behalf of the Society until authorised by the Treasurer and one other member of the committee with the exception or regular payments falling due between Executive Council meetings, which shall be paid at the discretion of the Hon. Treasurer. Such payments will then be reported by the Hon. Treasurer to the next Executive Council meeting for formal authorisation.

11) COMMITTEE MEETINGS

- a) The committee shall meet a minimum of four (4) and a maximum of ten (10) times in each twelve-month period at a time and place as determined by the committee. Meetings may be held in person or by electronic means such as Teams, Zoom, Facetime, email or any other technology that may be available at the time of the meeting.
- b) Committee members may attend meetings in person or by Audio/Visual Link
- c) The quorum for a meeting of the committee is four (4) committee members and no business can be transacted unless a quorum is present.
- d) The committee may transact business outside of meetings by circulation of papers, including by electronic means, among all committee members. If the committee transacts business by the circulation of papers, a written resolution will be recorded at the next committee meeting.

(12) ANNUAL GENERAL MEETING

1. Annual General Meetings shall be held in March, or within six (6) months of the last day of the Society's financial year (31st December).
2. The business of the Annual General Meeting shall be: -
 - a) To receive the Annual Reports
 - b) To receive the Annual Audited Accounts
 - c) To elect members of the Executive Council
 - d) The Executive Council shall prior to the Annual General Meeting prepare a Report on Society activities for the preceding year, such Report to be made available for the perusal of members by public display within the Society meeting place at least seven (7) days prior to the Annual General Meeting.
 - e) The Report among other particulars to contain:



- a. A Statement of the Funds of the Society
- b. A record of the number of Executive Meetings attended by each Executive Council member during the year.

(13) SPECIAL GENERAL MEETING

- a) All General Meetings other than the Annual General Meeting are Special General Meetings.
- b) The Executive Council may, whenever it thinks fit, convene a Special General Meeting.
- c) The Executive Council must convene a Special General Meeting on the written request of not less than twenty-five (25) Ordinary Financial Members.
- d) The Requisition must state:
 - a. The object of the Meeting
 - b. Be signed by the requisitioning members
 - c. Be lodged with the Hon. Secretary of the Executive Council.

(d) Upon receipt of the Requisition the Executive Council must convene a Special General Meeting within twenty-one (21) days of receiving the Requisition.

(e) If the Executive Council does not convene a meeting within twenty-one (21) days the Requisitioners may themselves convene a meeting.

(14) ELECTIONS

- a) An office-bearer may hold up to two offices, other than both the offices of President and Vice-President. They shall not hold the same office for more than three (3) consecutive years without the approval of seventy-five (75) percent of members present at the Annual General Meeting. The member may accept nomination for any other position on the Executive Council or nominate another member for a position.
- b) Any Ordinary Financial Member, Pensioner Member, or Life Member may stand for a position on the Executive Council or nominate another member for a position.
- c) Executive Council positions shall be filled in the following order:
 - i) President
 - ii) Vice President
 - iii) Hon. Secretary
 - iv) Hon. Treasurer
 - v) Ordinary Council Members minimum of four (4) and maximum of nine (9)
- d) The Public Officer is also elected at the Annual General Meeting and may be a member of the Executive Council.
- e) Nomination forms will be emailed to all members at least one month prior to the Annual General Meeting date and made available in the rooms and at the meeting immediately prior to the Annual General Meeting.
- f) Closing Date for the acceptance of nominations shall be seven (7) clear days prior to the Annual General Meeting
- g) Nomination Forms shall contain the following information:
 - a. Name Nominee, of the Nominee, date of Proposer nomination and Seconded, date of together reception with by the Hon. signed Secretary consent



(15) VOTING

(a) The Executive Council shall appoint a 'Returning Officer' The Returning Officer shall be responsible for conducting the Election of the Annual General Meeting, or for any other special General Meeting where a secret ballot is called for. The decision of the Returning Officer shall be final where there is any doubt as to the vote being formal or informal.

(b) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

(c) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in accordance with Clause (14) a) above.

(16) AMENDMENTS TO THE CONSTITUTION

a) Motions for altering, adding to, or amending the Constitution must be given as a 'Notice of Motion' in writing not less than twenty-one (21) days preceding the Annual General Meeting, or special General Meeting called for this purpose.

b) To pass a Motion for Constitutional Amendment, three quarters (3/4) of votes cast must be in favour for the resolution to be passed.

c) Proxy or postal Votes will be accepted up until the day of the meeting, but no member shall hold more than three (3) Proxy Votes.

(17) WINDING UP SOCIETY

a) In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law, and which has rules prohibiting the distribution of its assets and income to its members.

b) No notice for winding up the Society shall be proposed at any General Meeting unless ten (10) days previous notice in writing be given.