

**The Society of Artists (N'cle)**  
**Incorporated.**

**Constitution**

**2017**

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**CONSTITUTION**  
OF  
**THE SOCIETY OF ARTISTS NEWCASTLE INCORPORATED.**

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**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) Social Members, being those persons who are non-exhibiting and have no voting powers.
- (d) 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.
- (e) Honorary Members, being those persons who have had Honorary Membership bestowed upon them by the Society (on the recommendation of the Executive Council) and are persons outside the Society who have rendered outstanding

service to the Society. Honorary Members may attend Society Meetings but have no voting powers.

(3) **APPLICATION FOR MEMBERSHIP**

- (a) All applications for membership shall be nominated and seconded by two (2) Ordinary Financial Members.
- (b) Applicants for membership must complete the appropriate form and forward same to the Membership Secretary.
- (c) Upon payment by the candidate of the joining fee and the annual subscription, the application shall be considered at the next Executive Council meeting. If the applicant is successful, his/her name, address, telephone number and date of admission will be entered in the 'Register of Members' book.
- (d) In the case of a rejection of membership, the Executive Council does not have to give a reason for the rejection.

(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 financial 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) **SUSPENSION OF MEMBERSHIP**

Any member guilty of conduct calculated to bring the Society into disrepute may be suspended for a period not exceeding twelve (12) months, provided that:

- (a) The member is first given the opportunity to appear before the Executive Council to present a defence;
- (b) The member has been sent a statement of the alleged offence within a clear fourteen (14) days of the date of the alleged offence; and
- (c) He/she has been given the option as in 5(a) to answer the charge, or present the Executive Council with a written defence.

- (d) The Executive Council Meeting must be held within twenty one (21) days from the date as stated on the 'statement of the alleged offence' forwarded to the member.
- (e) If the Executive Council by a two-thirds (2/3) majority vote, finds against the member, he/she 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'.
- (f) Voting will be by secret ballot and must show a clear two-thirds majority for or against.
- (g) If the 'Appeal' is successful the member shall be fully reinstated, otherwise the Executive Council decision stands.

(6) **DISMISSAL FROM SOCIETY MEMBERSHIP**

- (a) Dismissal procedures shall only be activated against a member if there is clear evidence that the person concerned has behaved in such a manner as to present a serious problem to the Society.
- (b) The same procedure as for 'Suspension of Membership' shall then be followed.

(7) **DUTIES AND POWERS OF THE EXECUTIVE COUNCIL**

- (a) The Executive Council shall number no more than thirteen (13) Ordinary Financial Members elected at the Annual General Meeting for a period of twelve (12) months.
- (b) They shall have the power to make By-Laws, not inconsistent 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) To fill a vacancy resulting from an office-bearer relinquishing his/her position prior to the Annual General Meeting and to fill any 'Casual Vacancies' that may occur after an Annual General Meeting.
- (g) To expel or suspend any member, subject to such member's 'Right of Appeal' as set out in Rule (5) of this Constitution.
- (h) To bring, prosecute, abandon, defend or compromise, any action or suit on behalf of the Society.
- (i) To appoint, and if necessary suspend or remove any paid person, and to fix the remuneration to be paid for their services.
- (j) To appoint a Solicitor to act on behalf of the Society

(8) **DUTIES OF OFFICE BEARERS**

**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.

**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 display a copy of such Minutes on the Society Notice Board.

**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, along with a statement showing the cash position at that time.
- (d) Present all necessary Records for audit in the month prior to the Annual General Meeting

**ART DIRECTOR**

- (a) Co-ordinate and negotiate workshops, accommodation, lectures and demonstrations.
- (b) Arrange tutorial courses conducted by qualified tutors.
- (c) Recommend and contact suitable judges and selectors for the Scholarship Awards and selected Exhibitions, and 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) Keep 'Society Historical Records' up to date.

### **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.

### **MEMBERSHIP SECRETARY**

- (a) Keep a record of Society Membership showing name, address, telephone number, date of joining.
- (b) Process new member's applications prior to submission to the Executive Council for their decision of admission or otherwise. The Executive Council does not have to give a reason for the decision made.
- (c) Receive all membership fees and issue receipts for same.
- (d) Bank all monies received and provide the Hon. Treasurer with a written statement of the amount banked and the date of the action.

### **NEWSLETTER EDITOR**

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

### **COMMITTEE MEMBERS** (i.e. those not holding a specific office)

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

### **SOCIAL SECRETARY**

Not a member of the Executive Council but elected by the general membership at the Annual General Meeting to be responsible for all the correspondence of a personal or non-business nature.

### **PUBLIC OFFICER**

Not 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.

### **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) All cheques shall be signed by any two (2) of the four (4) members of the Executive Council, namely President, Vice President, Hon. Secretary, Hon. Treasurer as registered with the financial institution designated by the Executive Council.
- (d) No payment shall be made on behalf of the Society until authorised by the Executive Council 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) **ANNUAL GENERAL MEETING**

- 1. Annual General Meetings shall be held in March, unless otherwise decided by the Executive Council.
- 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:
    - i. A Statement of the Funds of the Society
    - ii. A record of the number of Executive Meetings attended by each Executive Council member during the year.



(12) **SPECIAL GENERAL MEETING**

- (a) All General Meetings other than the Annual General Meeting shall be 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.
- (e) Upon receipt of the Requisition the Executive Council must convene a Special General Meeting within twenty one (21) days of receiving the Requisition.
- (f) If the Executive Council does not convene a meeting within twenty one (21) days the Requisitioners may themselves convene a meeting.

(13) **ELECTIONS**

- (a) No member shall hold more than one (1) office at a time, nor shall they 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. Art Director
  - vi. Publicity Officer
  - vii. Librarian
  - viii. Membership Secretary
  - ix. Newsletter Editor
  - x. Ordinary Council Members (4)

**Non-Members of the Executive Council for Election**

Social Secretary  
Public Officer

- (d) Nomination Forms will be published in the 'Newsletter' and also made available at the meeting immediately prior to the Annual General Meeting.
- (e) Closing Date for the acceptance of nominations shall be seven(7) clear days prior to the Annual General Meeting
- (f) Nomination Forms shall contain the following information:

Name of the Nominee, Proposer and Seconder, together with the signed consent of the Nominee, date of nomination and date of reception by the Hon. Secretary

(14) **VOTING**

- (a) The Executive Council shall appoint a 'Returning Officer' and two (2) Scrutineers from members not standing for election. 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 and the Scrutineers shall be final where there is any doubt as to the vote being formal or informal.

(15) **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, a two-thirds (2/3) majority in favour must be obtained.
- (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.

(16) **WINDING UP THE 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.

**APPENDIX 1**

**ELECTION PROCEDURE:**

- (a) If the nominated candidates are not more in number than the required, these candidates shall be declared as elected.
- (b) If a greater number of candidates are nominated than there are vacancies to be filled, an election shall be conducted by secret ballot, and the candidate securing the greatest number of votes shall be declared elected.
- (c) Where there are no nominations received up to the closure date for nominations, nominations will be received from the members present, and voting will be by secret ballot if more than one nomination for a position is received.
- (d) If no nominations are received for a position or positions they shall be called 'Casual Vacancies' and filled at a later date by Executive Council resolution.