



**THE KU-RING-GAI ART SOCIETY  
INC.**

**THE CONSTITUTION  
AND  
BY – LAWS  
OF THE  
KU-RING-GAI ART SOCIETY  
INCORPORATED**

**OCTOBER 2008** (Amended 27 November 2015)

## **OBJECTS**

**The objects of the Society shall be:**

- a) to foster the visual arts particularly in the Municipality of Ku-ring-gai.**
- b) to enhance the status of artists in society.**
- c) to work for the recognition of the importance of art in education, in community life, in commerce and in industry and the appreciation of art by the authorities and the general public.**
- d) to promote art through organised discussion, display, films, lectures, demonstrations and art work critiques in all cases either by members or invited guests.**
- e) to hold within the Municipality of Ku-ring-gai at least once a year, an exhibition of selected works of Exhibiting Members.**
- f) to encourage and facilitate the participation of members in other art exhibitions.**
- g) to co-operate with kindred bodies wherever situate with like or similar objects relating to the promotion of the visual arts.**
- h) to hold social functions.**

## **RULES**

### **PART 1 – PRELIMINARY**

#### **DEFINITIONS**

- 1. (1) In these rules, except insofar as the context or subject matter otherwise indicates or requires:**

**“The Association” means the Ku-ring-gai Art Society Inc.**

**“Secretary” means:**

- (i) the person holding office under these rules as Secretary of the Association, or**
- (ii) where no such person holds that office – the public officer of the Association.**

**“The Act” means – the Associations Incorporation Act 1984.**

**“Regulation” means the Associations Incorporation Regulation 1985.**

- (2) In these rules:**
- (a) a reference to a function includes a reference to a power, authority and duty, and**
  - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.**
- (3) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.**

## **PART 2 – MEMBERSHIP**

### **MEMBERSHIP QUALIFICATION**

- 2. (a) A person is qualified to be a member of the Association if that person:**
- (i) is a person referred to in Section 15 (i) (a), (b) or (c) of the Act and has not ceased to be a member at any time since incorporation of the Association, or**
  - (ii) has not had his or her membership revoked pursuant to these Rules, and**
  - (iii) is a natural person over the age of 17 years and is nominated and approved as a member pursuant to these Rules.**
- (b) Membership shall comprise Social Members, Exhibiting Members and Honorary Life Members.**

**“Social Member” shall be a person duly admitted as such pursuant to these Rules.**

**“Exhibiting Member” shall be a person duly admitted as such pursuant to these Rules.**

**“Honorary Life Member” shall be a person elected as such pursuant to these Rules.**

### **NOMINATION FOR MEMBERSHIP**

- 3. (a) SOCIAL MEMBER**
- (1) Nomination of a person as a Social Member shall be in writing and signed by two members of the Association.**
  - (2) Nominations shall be lodged with the President or Secretary of the Association together with the subscription fee.**
  - (3) As soon as practicable the nomination shall be referred to the Committee which shall determine whether to approve or reject the nomination.**
  - (4) The Secretary shall as soon as practicable after the decision notify the nominee.**

- (5) If membership has been approved the name of the person nominated shall be entered in the Register of members as a Social Member and that person shall thereupon become a Social Member of the Association.**
- (6) If membership has not been approved the subscription fee shall be returned to the applicant.**

**(b) EXHIBITING MEMBER**

- (1) A Social Member may at any time without further nomination and for an unlimited period apply to the President or Secretary or Selection Manager to become an Exhibiting Member.**
- (2) The Selection Manager shall communicate with the nominee concerning the art submission process which shall be in accordance with Appendix 1 to these Rules.**
- (3) The Selection Panel shall submit their findings on the nomination to the Committee.**
- (4) If membership is approved the nominee shall be notified at the time of approval and required to pay the amount notified as Subscription fee.**
- (5) Upon payment of the amount per (4) above the name of the member shall be entered in the Register of Members as an Exhibiting Member and that person shall thereupon become an Exhibiting Member of the Association.**
- (6) Only an Exhibiting Member may submit works for selection for shows held by the Association.**

**(c) HONORARY LIFE MEMBERS**

- (1) A person whether or not a member of the Association who has made an outstanding contribution either to the Association, its objects or Art in general, may be nominated for Honorary Life Membership.**
- (2) A nomination for Honorary Life Membership shall be in writing, signed by at least five (5) members of the Association and set out in detail the justification for the award.**
- (3) The nomination shall be submitted to the Committee who in their absolute discretion may approve or reject the nomination.**
- (4) If approved Honorary Life Membership shall be conferred at the next succeeding Annual General Meeting of the Association.**
- (5) An Honorary Life Member shall be exempt from payment of annual subscriptions but shall otherwise have all the rights and privileges of a member including the right to become a Committee member, the right to attend meetings and the right to vote but shall not have the right to exhibit unless or until that person becomes an Exhibiting Member.**

**CESSATION OF MEMBERSHIP**

- 4. (1) A person ceases to be a member of the Association if that person:**
  - (a) dies,**

- (b) resigns that membership,
  - (c) is expelled from the Association, or
  - (d) remains unfinancial for a period of 60 days after the due date for payment of the annual subscription unless granted an extension of time by the Committee.
- (2) Where a member ceases to be a member an entry shall be made against the member's name in the Register of members showing the date and reason for termination of membership.

#### **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

5. A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates upon cessation of the person's membership.

#### **RESIGNATION OF MEMBERSHIP**

6. (1) A member of the Association is not entitled to resign that membership except in accordance with rule 6(2).
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice the member ceases to be a member unless, with the consent of the Committee and before the notice period has expired, the member withdraws the notice.

#### **REGISTER OF MEMBERS**

7. (1) A Register of members of the Association shall be maintained specifying the name and address of each person and the date on which the person became a member and such other information as may be required by these Rules or determined by the Committee from time to time.
- (2) The Register of members shall be under the control of the Secretary or Membership Secretary and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

#### **SUBSCRIPTION**

8. (1) Subscription Fees shall be as determined from time to time in a General Meeting.
- (2) The Annual Subscription shall be due on the 1<sup>st</sup> January each year. A scale of fees determined in a General Meeting shall apply where a person joins as a Social Member after 30<sup>th</sup> June in any calendar year for that year only.

## **MEMBERS' LIABILITIES**

- 9. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 8.**

## **DISCIPLINING OF MEMBERS**

- 10 (1) The Committee may resolve that a member of the Association:**
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or**
  - (b) has persistently or wilfully acted in a manner prejudicial to the interests of the Association.**
- (2) Where the Committee resolves in accordance with sub-rule 10(1) it shall cause the Secretary to issue a notice to the member advising the Committee's opinion and the grounds on which it is based. The notice shall:**
- (a) give the date, time and place of a Committee Meeting to be held to discuss the matter, to be held not less than 14 days and not more than 28 days from the date of the notice, and**
  - (b) inform the member that the member may attend and speak on the matter at that meeting and/or submit at or prior to the meeting written representations regarding the matter.**
- (3) At the meeting called pursuant to sub-rule 10(2) the Committee shall:**
- (a) give the member the opportunity to make oral representations,**
  - (b) give consideration to any written representations by the member submitted at or prior to the meeting, and**
  - (c) by resolution:**
    - (i) expel the member from the Association, or**
    - (ii) suspend the member for a specified period, or**
    - (iii) suspend the member from an activity or activities, namely Meeting, Exhibitions, Workshops, that shall be determined by the Committee for a specified period, or**
    - (iv) determine to take no further action.**
- (4) Where the Committee resolves to proceed in terms of sub-rule 10 (3) (c) (i) or (ii) or (iii) the Secretary shall notify the member of the decision within 7 days and at the same time inform the member of the right of appeal available pursuant to Rule 11.**
- (5) The resolution in sub-rule 10(4) above will have no effect:**
- (a) until the expiration of the appeal period in Rule 11 if the member does not appeal, or**
  - (b) if the member does appeal in terms of Rule 11 unless and until the Association confirms the resolution.**

## **RIGHT OF APPEAL**

- 11. (1) A member may within 7 days of the notice of a resolution pursuant to sub-rule 10(4) above lodge with the Secretary a notice of appeal to a General Meeting of the Association.**
- (2) Upon receipt of notice pursuant to sub-rule 11(1) the Committee shall convene a General Meeting of the Association to be held within 21 days of receipt of the notice of appeal.**
- (3) At a General Meeting of the Association convened pursuant to sub-rule 11(2):**
  - (a) no business other than the appeal shall be dealt with,**
  - (b) a spokesperson for the Committee and the member shall be given an opportunity to present the respective cases orally or in writing or both, and**
  - (c) the members present shall vote by secret ballot on whether the resolution should be confirmed or revoked.**
- (4) If in a General Meeting the Association confirms the Committee resolution it shall take effect forthwith.**
- (5) A member who is suspended shall be liable to pay the annual subscription but shall have no other rights (including the right to Exhibit or the right to attend and vote at meetings) during the period of suspension.**

## **PART 3 – THE COMMITTEE**

### **POWERS, ETC. OF COMMITTEE**

- 12. The Committee subject to the Act, the Regulation and these rules and to any resolution passed by the Association in a General Meeting:**
  - (a) shall control and manage the affairs of the Association,**
  - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a General Meeting of members of the Association, and**
  - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.**

### **CONSTITUTION AND MEMBERSHIP**

- 13. (1) The Committee to be elected at each Annual General Meeting of the Association in terms of Rule 14 shall comprise ten (10) members as follows:**
  - (a) the President**
  - (b) two Vice-Presidents**
  - (c) the Treasurer**
  - (d) the Secretary**
  - (e) the Minute Secretary**
  - (f) the Exhibition Manager**
  - (g) the Publicity Officer**
  - (h) the Selection Manager**
  - (i) the Property Manager**

- (2) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election to office but is eligible for re-election except as provided in Rule 13(4).**
- (3) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.**
- (4) No person shall hold the office of President, or Exhibition Manager, or Selection Manager for any consecutive period exceeding 3 years. However, if there is no other nominee for such office after it has been held for 3 consecutive years, the holder of the office may be eligible for re-election but only so that the period in the office does not exceed 6 consecutive years.**
- (5) Only Exhibiting Members shall be eligible for appointment as President, Exhibition Manager or Selection Manager.**
- (6) The Association may by resolution at a General Meeting direct that the members elected to the Committee as Treasurer and/or Secretary receive remuneration to the extent determined by the resolution. The remuneration so determined shall continue until the conclusion of the Annual General Meeting following the date of the resolution except as provided in rule 13(7).**
- (7) The Association in a General Meeting convened as a Special General Meeting may by resolution conducted by secret ballot revoke the remuneration received by the Treasurer and/or Secretary for the remaining period of the remuneration.**

#### **ELECTION OF MEMBERS**

- 14. (1) Nominations of candidates for the Committee shall be in writing stating the office for which the candidate is standing and shall be signed by the nominee and two financial members of the Association.**
- (2) All nominations are to be delivered to the Secretary not less than seven (7) days prior to the Annual General Meeting.**
- (3) Where only one candidate is nominated for a particular office that person shall be deemed to be elected to the particular position.**
- (4) If there is more than one candidate for a position then a ballot shall be held at the Annual General Meeting as the Chairperson shall direct.**
- (5) If there are insufficient nominations to fill all the Committee positions nominations for those positions still vacant will be accepted at the Annual General Meeting.**
- (6) If any position is not filled at the Annual General Meeting such position shall be deemed a casual vacancy.**
- (7) A candidate may be nominated in writing for one office only unless there are insufficient nominations to fill all offices and a candidate, excluding the President, is willing to be nominated for one additional office until the following AGM.**



- (8) If a candidate fails to win office as the result of a ballot taken at the Annual General Meeting and there are other positions open for which nominations are called at the meeting that person if willing to accept nomination may be nominated for any such position.**
- (9) No person shall be eligible for office if:**
- (a) that person has not been financial for six (6) months prior to the date of election, or**
  - (b) is on or has been on suspension at any time during the six (6) months prior to the election.**

### **SECRETARY**

- 15. (1) The Secretary shall either directly or through a Minute Secretary, keep minutes of:**
- (a) all appointments of Committee or Sub-Committee members,**
  - (b) the names of Committee members present at Committee meetings, and**
  - (c) the proceedings at Committee and General Meetings.**
- (2) Minutes of the proceedings at any meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.**

### **TREASURER**

- 16. It is the duty of the Treasurer of the Association to ensure that:**
- (a) all money due to the Association is collected and that all payments authorised by the Association are made, and**
  - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.**

### **CASUAL VACANCIES**

- 17. For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:**
- (a) dies,**
  - (b) ceases to be a member of the Association,**
  - (c) becomes an insolvent under administration within the meaning of the Corporations Law,**
  - (d) resigns office by notice in writing to the Secretary,**
  - (e) is removed from office under rule 18,**
  - (f) becomes of unsound mind or whose estate is liable to be dealt with in any way under the law relating to mental health,**
  - (g) is absent, without leave of absence from the Committee, from all meetings held during a period of three (3) consecutive months, or**
  - (h) is suspended.**

## **REMOVAL OF A MEMBER**

- 18. (1) The Association in a General Meeting convened as a Special General Meeting may by resolution conducted by secret ballot remove a Committee member from office before the expiration of the members term.**
- (2) Where a Special General Meeting has been convened pursuant to sub-rule 18(1) the Committee member concerned may make written representations to the Secretary or President and request that such representations be circulated to the members. At the General Meeting the Committee member may require the representations to be read and may speak for such reasonable period as the Chairperson may allow.**

## **MEETINGS & QUORUM**

- 19. (1) The Committee shall meet as far as possible at least once in every calendar month but so that there are at least ten (10) meetings in any calendar year on such days and times as are fixed by the President.**
- (2) Additional meetings may be convened by the President or by any two Committee members who do so by submitting a written request for such meeting either to the President or the Secretary and a meeting so requested shall be called within seven (7) days of the date the request is submitted.**
- (3) Oral or written notice of a Committee Meeting shall be given to each Committee member at least 48 hours before the appointed time of holding the meeting but such notice period may be waived in any particular instance by unanimous agreement of the Committee.**
- (4) Notice of any meeting shall specify the business to be transacted and no other business shall be transacted unless all members of the Committee present unanimously agree to consider that business.**
- (5) Any six (6) Committee members shall constitute a quorum for a Committee meeting.**
- (6) If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time, day and place fixed by the President being not less than three (3) days nor more than 14 days from the present date and notice of the adjourned meeting shall be issued to all Committee members.**
- (7) The President or failing the President a Vice-President shall preside at Committee meetings. However if the President and both Vice-Presidents are absent or unwilling to act such one of the other Committee members chosen by the Committee members present at the meeting shall preside.**

## **DELEGATION BY COMMITTEE TO SUB-COMMITTEES**

- 20. (1) The Committee may delegate to such Sub-Committees as it may form from time to time such powers as it may specify other than:**
- (a) this power of delegation, and**
  - (b) any power or duty which is imposed specifically on the Committee by the Act or other Legislation.**

- (2) All acts, matters and things done or suffered by a Sub-Committee acting in terms of the powers delegated to it will have the same force and effect as if such act, matter or thing were done or suffered by the Committee.**
- (3) The Committee by resolution may in its absolute discretion revoke or amend either wholly or in part any powers delegated to a Sub-Committee.**
- (4) The President and Secretary shall be ex-officio members of any Sub-Committee.**
- (5) A Sub-Committee shall meet and adjourn as it may decide but shall keep records of its proceedings.**
- (6) A Sub-Committee shall be accountable to and shall report to the Committee when required so to do in respect of functions delegated to it.**
- (7) These Rules to the extent that they relate to meetings shall apply where applicable to a Sub-Committee.**

### **VOTING AND DECISIONS**

- 21. (1) Questions arising at a Committee or Sub-Committee meeting shall be determined by a majority vote of members present.**
- (2) Each member present is entitled to one vote, but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.**
- (3) Subject to rule 19(5), the Committee may act notwithstanding any vacancy on the Committee but where the number of Committee members falls below six (6) the Committee may meet to fill casual vacancies only.**
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.**

### **PART 4 – GENERAL MEETINGS**

#### **ANNUAL GENERAL MEETINGS – HOLDING OF**

- 22. (1) With the exception of the first Annual General Meeting, the Association shall, at least once in each calendar year and within four (4) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members. Until members otherwise decide in a General Meeting the financial year shall end on 31<sup>st</sup> December each year.**
- (2) The Association shall hold its first Annual General Meeting:**
  - (a) within the period of 18 months after its incorporation under the Act, and**
  - (b) within the period of two (2) months after the expiration of the first financial year of the Association.**
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.**

### **ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT**

- 23. (1) The Annual General Meeting of the Association shall, subject to the Act and to rule 22, be convened on such date, place and time as the Committee thinks fit.**
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:**
- (a) To receive from the Committee reports upon the activities of the Association during the last preceding financial year.**
  - (b) To elect office-bearers of the Association.**
  - (c) To receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.**
  - (d) To consider the annual budget which shall set out the estimated Income and Expenditure for the forthcoming year and once approved by the incoming Committee the Committee shall not exceed an approved expenditure figure without reference to and the approval of the members in a General Meeting.**
- (3) An Annual General Meeting shall be specified as such in the notice convening it.**

### **SPECIAL GENERAL MEETINGS – CALLING OF**

- 24. (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.**
- (2) The Committee shall, on the requisition in writing of ten (10) members, convene a Special General Meeting of the Association.**
- (3) A requisition of members for a Special General Meeting:**
- (a) shall state the purpose or purposes of the meeting,**
  - (b) shall be signed by the members making the requisition,**
  - (c) shall be lodged with the President or Secretary, and**
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.**
- (4) If the Committee fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary or President any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.**
- (5) A Special General Meeting convened by a member or members as referred to in sub-rule 24(4) shall be convened as nearly as possible in the same manner as General Meetings are convened by the Committee, and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.**

## **ORDINARY GENERAL MEETINGS**

- 25.** (i) The Committee shall convene an Ordinary General Meeting as far as possible in every calendar month except January.
- (ii) Notice of such meetings shall be given as provided in Rule 26.

## **NOTICE**

- 26.** (1) The Secretary shall cause to be sent to each member a notice of meeting specifying the date, place and time and the nature of the business proposed to be transacted as follows:
- (i) for a General Meeting to consider a special resolution at least 21 days before the meeting.
- (ii) for an Annual General Meeting or Special General Meeting at least 14 days before the meeting.
- (iii) for any other General Meeting a reasonable time prior to the meeting.
- (2) Where the nature of the proposed business requires a special resolution, the Secretary shall, 21 days before the meeting, send notice to each member in the terms required under sub-rule 26(1) above but also specifying the intention to propose the resolution as a special resolution.
- (3) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who, subject to the approval of the Committee, shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

## **PROCEDURE**

- 27.** (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote is present.
- (2) Twenty (20) members present in person and entitled to vote constitute a quorum.
- (3) If within half an hour after the appointed time a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding or given by written notice) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the appointed time of the meeting, the members present (being not less than 12) shall constitute a quorum.

## **PRESIDING MEMBER**

- 28.** (1) The President or, in the President's absence, one of the Vice-Presidents shall preside as Chairperson at each General Meeting of the Association.
- (2) If the President and the Vice-Presidents are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

## **ADJOURNMENT**

- 29. (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the members present, adjourn the meeting from time to time and place to place, but only the unfinished business shall be transacted at the adjourned meeting.**
- (2) Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating place, date and time and nature of business to be transacted.**
- (3) Except as provided in sub-rule 29(2) a notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.**

## **MAKING OF DECISIONS**

- 30. (1) A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.**
- (2) At a General Meeting a poll may be demanded by the Chairperson or by not less than three (3) members present.**
- (3) Where a poll is demanded the poll shall be taken:**
- (a) immediately in the case of a poll relating to the election of the Chairperson or to the question of an adjournment, or**
  - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll shall be deemed to be the resolution of the meeting on that matter.**

## **SPECIAL RESOLUTION**

- 31. A resolution of the Association is a special resolution if:**
- (1) it is passed by a majority comprising not less than three quarters of such members as being entitled to vote under these rules vote in person or by proxy at a General Meeting of which not less than 21 days' written notice was given, or**
  - (2) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in sub-rule 31(1) – the resolution is passed in a manner specified by the Commission.**

## **VOTING**

- 32. (1) Upon any question arising at a General Meeting of the Association a member has one vote only.**
- (2) All votes shall be given personally or by proxy.**

- (3) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.**
- (4) A member is not entitled to vote at any General Meeting in person or by proxy if unfinancial in any way.**

### **APPOINTMENT OF PROXIES**

- 33. (1) Each member shall be entitled to appoint another financial member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.**
- (2) The proxy shall be in writing in the form set out in Appendix II to these rules or in such other usual form as may be allowed by the Chairperson.**

### **PART 5 - MISCELLANEOUS**

- 34. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.**
- (2) In addition to the insurance required under sub-rule 34(1) the Association may effect and maintain other insurance.**

### **FUNDS – SOURCE**

- 35. (1) The funds of the Association shall be derived from annual subscription of members, entry fees to exhibitions, donations, commissions, if any, on sales effected at exhibitions or shows and, subject to any resolution passed by the Association in General Meetings, such other sources as the Committee determines.**
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association bank account.**
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.**

### **FUNDS – MANAGEMENT**

- 36. (1) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.**
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Committee.**
- (3) The books and records in respect of income and expenditure shall be kept by the Treasurer.**

### **ALTERATION OF OBJECTS AND RULES**

- 37. The statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.**

### **COMMON SEAL**

- 38. (1) The common seal of the Association shall be kept in the custody of the Secretary.**
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two (2) members of the Committee.**

### **INSPECTION OF BOOKS**

- 39. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.**

### **SERVICE OF NOTICE**

- 40. (1) A notice may be served by or on behalf of the Association upon any member either personally or by post to the member's address shown in the Register of members or by email.**
- (2) Where a notice is posted to a member, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.**

### **DISSOLUTION OF THE ASSOCIATION**

- 41. (1) The Association may be wound up and dissolved by a resolution to be passed by no less than three quarters of the financial members of the Association present at a General Meeting of members having been given 21 days' written notice of the motion to dissolve or at a Special Meeting of members summoned for that purpose.**
- (2) If upon dissolution of the Association, and upon payment of all its liabilities, including the expenses properly incurred in winding up the Association's affairs, there remains any property or funds, the same shall be donated to such charity operating within the Municipality of Ku-ring-gai as shall be determined at the meeting at which the resolution for the dissolution of the Association was carried.**



## **APPENDIX I**

### **SELECTION EXHIBITING MEMBER**

- (1) The Selection Sub-Committee shall consist of the Selection Manager and four Exhibiting Members selected by the Selection Manager and approved by the Committee.**
- (2) A Sub-Committee meeting for the intake of Exhibiting Members shall be convened by the Selection Manager at such date, time and place as the Manager shall determine but so that there are at least two such meetings each calendar year.**
- (3) All members seeking appointment as Exhibiting Members shall be notified of the meeting.**
- (4) The Sub-Committee shall also notify prospective Exhibiting Members of the requirements including in particular the submission of paintings for consideration.**
- (5) The quorum for a Selection Sub-Committee meeting shall be three (3).**
- (6) Exhibiting Members shall be selected by a majority vote of the Sub-Committee.**

**APPENDIX II**

**PROXY**

I.....of.....  
being a Social/Exhibiting Member of the Ku-ring-gai Art Society Inc.  
hereby appoint.....

or failing that person the Chairperson of the General Meeting called for  
..... or any adjournment thereof.

I wish my proxy to exercise my vote for or against the resolutions to be submitted as follows:

|      |                          |          |                          |              |
|------|--------------------------|----------|--------------------------|--------------|
| For: | <input type="checkbox"/> | Against: | <input type="checkbox"/> | Resolution 1 |
| For: | <input type="checkbox"/> | Against: | <input type="checkbox"/> | Resolution 2 |

Where no direction is given the vote may be exercised as my proxy elects.

\_\_\_\_\_  
**Signed**

\_\_\_\_\_  
**Date**

## **KAS BY-LAWS**

**These rules of the Society are not in the Constitution but have been adopted as KAS By-Laws.**

- 1. Paintings submitted to KAS exhibitions must be original, unaided works. No copies will be accepted.**
- 2. Wet paintings will not be accepted.**
- 3. Framing must be of a suitably high standard.**
- 4. Same paintings cannot be exhibited in KAS exhibitions more than once in a 12 month period in the same location.**
- 5. Paintings submitted to the KAS Awards Exhibition must not have been exhibited before in any other exhibition.**
- 6. Paintings submitted to the KAS Awards Exhibition must have been completed within the previous 24 months.**
- 7. All paintings submitted to Exhibitions must be for sale.**
- 8. Members submitting for an exhibition are obliged to do roster duty.**
- 9. Leave of absence from the Society can be applied for if members are going to be away for a period up to 12 months.**

**KAS**

**9<sup>th</sup> October 2008**