



ArtSound Incorporated **Constitution**

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Constitution

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1. Title

The name of the Association is ArtSound Incorporated.

2. Interpretation

- (1) In these Rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation Act 1991*.
- (3) In these rules, unless the contrary intention appears:
 - (a) "member" means members of the Association as provided for in rule (7)
 - (b) "station" means any broadcasting station operated by, or in conjunction with the Association.
 - (c) "local" shall mean Canberra, Queanbeyan and surrounding regions, including, but not limited to, any region which can receive a station operated by the Association.
 - (d) "Board" shall mean the Board of Management appointed in accordance with rule (11).
 - (e) "Act" means the *Associations Incorporations Act 1991*, and includes the Associations Incorporation Regulations.
 - (f) "Association" means Artsound Incorporated.

3. Address

Unless the Board determines otherwise, the address and postal address of the Association are as follows:

Address
Manuka Arts Centre
Cnr. NSW Crescent & Manuka Circle
Griffith ACT 2603

Postal Address
P.O. Box 3573
MANUKA ACT 2603.

4. Objects and Purposes

The basic objects of the Association are:

- (a) to carry on the operations and activities of a broadcasting station or stations which includes the receiving and transmitting by any means whatsoever of programs of all kinds.

- (b) to apply for, obtain and hold such licences, and such property as are necessary or desirable to establish, erect, operate, use, maintain and repair broadcasting station or stations.
- (c) to be responsive to, and to fulfil, the broadcasting needs and interests of the local music and arts community.
- (d) to complement and supplement other broadcasting stations by broadcasting:
 - (i) music that predominantly encompasses jazz, folk, world and classical genres (and their related hybrids), and
 - (ii) spoken word programs predominantly relating to the arts, including drama, literature, arts news and arts reviews.
- (e) to foster the development of local music and the arts by recording and broadcasting local music performances and other local events relating to the arts including drama, literary readings and talks by and about artists.
- (f) to act as a focal point of cultural activity for the local region.
- (g) to pay particular attention to the programming needs of children, including the fostering of creativity, social and cultural skills and interests.
- (h) to produce programs which can be distributed nationally or internationally in order to showcase local creative resources.
- (i) to increase public awareness of, and responsibility for, public broadcasting by establishing creative, imaginative ways for the public to participate.
- (j) to provide a broadcasting service of the highest standard, by striving for excellence in all areas including programming, technical and administrative areas.
- (k) to provide a forum for the diversity of views within the local arts and music area.
- (l) to ensure maximum technical quality by keeping abreast of, and taking all possible advantage of new technologies.
- (m) to ensure effective representation of the Association's activities, needs and interests.

5. Additional Objects and Purposes

In addition to the Basic objects and purposes of the Association the objects and purposes of the Association shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of, any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects and purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects and purposes of the Association
- (e) the taking of any steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the

funds of the Association, whether by way of donations, subscriptions, or otherwise;

- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such a manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (h) subject to the provisions of the *Trustee Act 1957*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such a manner as the Board may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph 78(1)(a) of the *Income Tax Assessment Act 1936* of the Commonwealth relates.
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and convenience calculated to benefit servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support or aiding in the establishment or support, of any other Association formed for any of the basic objects of the Association;
- (l) the establishment and maintenance of a public fund for receiving tax-deductible donations to the Association for the purposes of paragraphs 4 (c), (d), (e), (f) and (h), by means of a separate bank account established and maintained exclusively for the purposes of the fund;
- (m) to provide for a reasonable degree of financial stability and insulation by encouraging diversity of funding sources, and by planning to work within current and foreseeable financial resources;
- (n) the doing of any other lawful thing incidental or conducive to the attainment of the objects and purposes of the Association under rule 4 or this rule.

6. Code of Ethics

The Association will abide by the Code of Ethics of the Community Broadcasting Association of Australia.

7. Membership - Classes, Rights and Privileges

- (1) There are five classes of membership, as follows:
 - (a) regular membership;
 - (b) concessional membership;
 - (c) family membership;
 - (d) corporate membership;
 - (e) life membership.
- (2) The rights and privileges of each class of member are identical.
- (3) A member is not liable to contribute towards the payment of the Association's liabilities on winding up.
- (4) Conditions for eligibility for concessional membership shall be as determined by a general meeting.
- (5) The rights of a corporate member shall be exercised by a natural person nominated by the member.
- (6) A person shall only be granted life membership by a general meeting.
- (7) The category of life membership honours outstanding service by volunteers who have made significant contributions to the advancement of ArtSound over many years.

7A. Membership - General

- (1) Any person may apply to the Secretary to become a member of the Association.
- (2) An application shall be accompanied by the relevant fee under sub-rule 8(1) and in a form as determined from time to time by the Board.
- (3) The Secretary shall forward each application to the Board as soon as practicable.
- (4) The Board shall-
 - (a) consider each application as soon as practicable; and
 - (b) approve the application, unless:
 - (i) the applicant does not subscribe to the objects of the Association under rule 4; or
 - (ii) the Board reasonably believes that the applicant would fail to comply with the Association's rules, by-laws or policies if he or she were to become a member.
- (5) If an application for membership is approved by the Board-
 - (a) membership is effective from the date of receipt of an application; and
 - (b) a person ceases to be a member upon failure to pay the relevant fee within two months after the renewal fee becomes due.
 - (c) the Secretary shall enter the new member's name, and the date of effect of the membership, in the Association's register of members.
- (6) If an application for membership is rejected by the Board -
 - (a) the Association shall refund the fee accompanying the application to the rejected applicant; and

- (b) the Secretary shall:
 - (i) give the applicant written notice of the rejection and detailed reasons for the rejection; and
 - (ii) give the applicant written notice of her or his right to appeal against the decision under subrule (6A).
- (6A) An applicant whose application for membership has been rejected by the Board may appeal against that rejection in the same manner as a member may, under rule 34, appeal against her or his expulsion.
- (6B) Subrules 34(4) to (8) (inclusive) apply (with necessary changes) to an appeal by a person under subrule (6A) as if the rejection of the application were a decision of the Board to expel the person from the Association.
- (6C) If a special general meeting votes under subrule 34 (7) (as applied by subrule (6B)) in favour of overturning the Board's rejection of a person's application for membership, the person is to be taken to be a member as from the date of the meeting.
- (7) A member may resign from the Association at any time by written notice to the Secretary, with effect from the date of receipt of the notice.
- (8) Upon receipt of a notice of resignation from a person, the Secretary shall amend the Association's register accordingly, noting in particular the date of effect of the resignation.

8. Membership - Annual Fees

- (1) (a) The membership fees shall be determined by the Board of management and announced at a general meeting.
- (b) No annual fee is payable by a life member
- (2) deleted
- (3) A person ceases to be a member upon failure to pay the relevant annual fee within 2 months after the fee becomes due under sub-rule (1).
- (4) Upon a person ceasing to be a member under sub-rule (3), the Secretary shall amend the Association's register of members accordingly, noting in particular the date of cessation of membership.

9. Income and Property and remuneration of Board members, members and employees

- (1) The income and property of the Association, however, derived, shall be applied solely to the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
- (2) The Association shall not pay any remuneration (other than out-of-pocket expenses) to a Board member.
- (3) Nothing in rule 9(1) shall prevent the Association paying remuneration to an employee or contractor who is also a member of the Association, providing such employee or contractor is not a Board member.

10. Administration

- (1) The affairs of the Association shall be managed by the Association in general meeting, and between general meetings by a Board of Management constituted as provided by rule 11.
- (2) The Association in general meeting and the Board of Management:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to the Act and these Rules, has power to perform all such acts and things as appear to the general meeting or Board to be essential for the proper management of the business and affairs of the Association.

11. Constitution of the Board of Management

- (1) The Board of Management shall consist of between six and ten (10) members of the Association.
- (2) From 2015, subject to rule 12, up to five (5) members shall be elected to the Board of Management until the second annual general meeting following their election.
- (3) As many members as are needed to make up between six and 10 members of the Board shall be elected to the Board of Management until the first annual general meeting following their election.
- (4) Each outgoing Board member is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the Board, the Board may appoint a member of the Association to fill the vacancy so as to keep the number of members between six and 10, and the member so appointed shall hold office, subject to these Rules until the annual general meeting next following the date of her/his appointment.
- (6) Notwithstanding sub-rule (1), the Board may decide not to fill a casual vacancy without affecting the validity of any subsequent decision or action taken by the Board.
- (7) Nothing in this rule prevents a member elected in 2014 from retaining his or her Board position until the 2016 Annual General Meeting.

12. Election of Board Members

- (1) At least one month before the Annual General Meeting of the Association the Board of Management shall appoint a person who is not going to stand for a Board position in the election to act as returning officer for the election.
- (2) The returning officer shall notify all members at least fourteen (14) days before the close of nominations that nominations for election to the Board of Management are open.
- (3) Nominations of candidates for election to the Board of Management of the Association

- (a) shall be made in writing signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the returning Officer of the Association before the close of nominations
- (4) If the number of nominations received is less than or equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
 - (5) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
 - (6) The ballot for Board members shall be conducted by a vote of members before the Annual General meeting in such usual and proper manner as the Board may direct, subject to sub-rules (7) and (8).
 - (7) A voting paper shall be delivered to each member at her/his usual or last-known abode at least 10 days before the close of voting.
 - (8) Voting is to be optional preferential, and shall be counted according to a proportional voting system to be determined by the Board from time to time.
 - (9) If the number of persons elected as Board members exceeds five (due to the election of additional members to fill casual vacancies), all the members elected -
 - (a) shall promptly select by agreement amongst themselves, or by lot, five members to serve until the second annual general meeting following their election (with the remainder to serve until the next annual general meeting after their election); and
 - (b) shall serve terms on the Board (subject to these Rules) according to that agreement or selection by lot.

13. Officers

- (1) The officers of the Association shall be: a President, a Vice President, a Secretary, and a Treasurer.
- (2) (Deleted)
- (3) The officers of the Association shall be elected by the Board of Management of the Association from amongst its members at their first meeting subsequent to the acceptance of the returning officers report as set out in rule 15(5)(c).
- (4) Any ballot for such positions shall be taken by secret ballot.
- (5) Each officer of the Association shall hold office until the annual general meeting next after the date of her/his election and is eligible for re-election.
- (6) In the event of a casual vacancy in any office mentioned in sub-rule (1) the Board may appoint one of its members, not being an officer, to the vacant office, and the member so appointed may continue in the office, until the annual general meeting next following the date of her/his appointment.

14. Vacation of Office

- (1) For the purpose of these Rules, the office of an officer of the Association or of Board member becomes vacant if the officer or Board member
 - (a) dies;
 - (b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with her/his creditors;
 - (c) becomes of unsound mind;
 - (d) resigns her/his office by writing under her/his hand addressed to the Board;
 - (e) fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
 - (f) ceases to be a member of the Association by failure to pay all arrears of subscription due by her/him within 11 days after he/she has a notice in writing signed by the public officer.

15. Annual General Meeting

- (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such a day (being not later than five months after the close of the financial year of the Association) as the Board may determine.
- (3) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year and a budget for the following financial year;
 - (c) to receive the report of the returning Officer for election of members of the Board of Management;
 - (d) to appoint the auditor and determine her/his remuneration, if any.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (7) All general meetings other than the annual general meeting shall be called special general meetings.

16. Special General Meetings

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association
- (2) The Board shall, on the requisition in writing of not less than 10 members of the Association, convene a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the address of the Association and may consist of several documents of like form, each signed by one or more of the requisitionists.
- (4) If the Board does not cause a special general meeting to be held within 21 days from the date on which a requisition therefor is deposited at the address of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after 3 months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these Rules shall be convened in the same manner as nearly possible as general meetings convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to persons incurring them.

17. Notices of Meetings

- (1) The Public officer of the Association shall be responsible for notifying members by email address as most recently provided to the Association, at least 14 days before the date fixed for holding a meeting of the Association, specifying the place, day, and time for the holding of the meeting. Members who have not provided a valid email address may be notified by normal post, mailed at least 14 days before the meeting
- (2) Subject to sub-rule (3), only a matter of which notice has been given may be considered at a general meeting of the Association.
- (3) Consideration of any other matter within the objects of, or relating to the affairs of, the Association, may be included in the business of the meeting provided that members present, by a 2/3 majority, resolve that the matter is of major importance and such pressing urgency that consideration of it cannot be deferred, and there is time to consider it.
- (4) A decision made in pursuance of sub-rule (3) shall be implemented unless, within 14 days of being notified to financial members, a special general meeting to rescind the decision is requisitioned under Rule 16(2).
- (5) The fact that a person does not receive a notice that was duly sent under this rule does not invalidate the giving of the notice.

18. Business and Quorum at General Meetings

- (1) No item of business shall be transacted at a meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

- (2) Fifteen members personally present (being members entitled under these Rules to vote thereat) constitute a quorum for the transaction of business of a general meeting.
- (3) If within an hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chair at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

19. Chair

- (1) The President, or in her/his absence, the Vice-President, shall preside as chair at a general meeting of the Association.
- (2) If the President and the Vice-President are both absent from a general meeting, the members present shall elect one of their number to preside as chair thereat.

20. Adjournment

- (1) The chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting .
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give notice of an adjourned meeting.

21. Questions Arising at Meetings

A question arising at a meeting of the Association shall be determined on a show of hands. A declaration by the chair, and an entry made in the minute book of the Association, to the effect that the resolution has been carried, or carried unanimously, or carried by a certain majority, or lost, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

22. Voting

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) Only a member who is financial may vote at a meeting of the Association.
- (3) In the case of an equality of voting on a question the chair of the meeting is entitled to a second or casting vote.

23. Proxies

- (1) A member may appoint another member to be her/his proxy at a specified meeting of the Association or of the Board.
- (2) A person shall not be accepted as a proxy unless the member he/she represents has notified the secretary in writing of the appointment of that person to be her/his proxy.
- (3) A proxy may exercise at a meeting in respect of which the authority is given such limited powers and functions of the member (but not as an office bearer) as are specifically notified in the authority, but shall not have the power to appoint a proxy.

24. Taking of Poll

- (1) If at a meeting a poll on any question is demanded it shall be taken at that meeting in such a manner as the chair may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chair, or on a question of adjournment shall be taken forthwith, and a poll that is demanded on any other question shall be taken at any such time before the close of the meeting as the chair may direct.

25. Meetings of the Board

- (1) The Board shall meet at least six times a year at such a place and time as the Board may determine.
- (2) A special meeting of the Board may be convened by the President, or any four (4) of its members.
- (3) Notice shall be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at that meeting.
- (4) Any five (5) members of the Board constitute a quorum for the transaction of business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour on the same day in the following week unless the meeting was a special meeting, in which cases it lapses.
- (6) At a meeting of the Board -
 - (a) the President, or in her/his absence the Vice-President, or in the absence of both such one of the remaining members of the Board as may be chosen by the members present, shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote, and, in the event of an equality on votes of any question, the person presiding may exercise a second or casting vote.

- (9) Notice of each Board meeting shall be served on each member of the Board by personal phone call at a reasonable time before the meeting or by sending written notice by post in a prepaid letter addressed to her/him at her/his usual or last known place of abode in time to reach her/him in due course of post before the date of the meeting.

26. Disclosure of Interests

- (1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose her/his interest as soon as he or she becomes aware of such an arrangement or proposed arrangement.
- (2) If the member of the Board becomes interested in a contract or arrangement after it is made or entered into he/she shall disclose her/his interest at the first meeting of the Board after he/she becomes so interested.
- (3) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he/she is interested and if he/she does so vote her/his vote shall not be counted.

27. Sub-committees

- (1) The Board may at any time appoint such sub-committees from the Board, or from the membership of the Association, as it may think fit and shall prescribe the powers and functions thereof.
- (2) The Board or sub-committee may co-opt as members of the sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- (3) The member appointed as in charge of a sub-committee is responsible for calling meetings of the sub-committee.
- (4) Unless determined otherwise by the Board, a majority in number of the members of a sub-committee constitutes a quorum at a meeting of the sub-committee.
- (5) A sub-committee shall report its findings and conclusions to the Board.

28. Executive Committee

- (1) The officers of the Association referred to in rule 13(1) collectively constitute the Executive Committee.
- (2) The Executive Committee, by a majority decision, may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Board, and where any such instructions are issued, shall report thereon to the next meeting of the Board.

29. Financial year

- (a) From 2016, the financial year of the Association is the period beginning on 1 January in each year and ending on 31 December next following.

(b) In 2015 only, there will be an additional financial reporting period from 1 July to 31 December inclusive.

30. Books, Accounts and Records

- (1) True accounts shall be kept -
 - (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) of the property, credits, and liabilities of the Association
- (2) The treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Board may direct.
- (3) All books, accounts and records of the Association shall be -
 - (a) kept at the Association office, or at such other place as the Board decides; and
 - (b) open to inspection by members, free of charge, at any reasonable hour, at the place where they are kept.
- (4) At least once in each financial year of the Association, the Board will prepare or cause to have prepared, a balance sheet setting out the assets and liabilities of the Association.

31. Banking and finance

- (1) The treasurer of the Association, or another person authorised by the Board to act for the treasurer, shall receive all moneys paid to the Association and promptly issue official receipts therefor.
- (2) The Board shall cause to be opened banking accounts in the name of the Association into which all moneys received shall be promptly paid by the treasurer or another person authorised by the Board to act for the treasurer.
- (3) Except with the authority of the Board as set out in the Register of Financial and Resource Commitment Delegations, including any conditions set out therein, no payment shall be made from the funds of the Association nor obligations undertaken regarding the property and resources of the Association or the entitlements of its staff.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two authorised persons, being members of the Board or such employees of the Association as are authorised by the Board, in accordance with the Register of Financial and Resource Commitment Delegations.
- (5) Except with the authority of the Board, no person may operate any account or credit facility in the name of the Association, nor authorise any other person to operate such an account or facility.

32. Auditor

- (1) At each annual general meeting of the Association, the members present shall appoint a person who is not a member or the Public Officer of the Association as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed, and is eligible for re-appointment.
- (3) The first auditor of the Association may be appointed by the Board before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting the Board shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) If a casual vacancy occurs in the office of the auditor during the course of the financial year of the Association, the Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding special general meeting.

33. Audit of Accounts

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (3) In her/his report, and in certifying the accounts, the auditor shall state
 - (a) whether he/she has obtained the information required by him
 - (b) whether, in her/his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at her/his disposal and the explanations given by him and as shown by the books of the Association; and
 - (c) whether the Rules relating to the administration of the fund of the Association have been observed.
- (4) The Public Officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (5) The auditor
 - (a) has a right of access to the accounts, books, records, and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of her/his duties as auditor;
 - (c) may employ persons to assist her/him investigating the accounts of the Association; and

- (d) may, in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

34. Expulsion

- (1) Subject to this Rule, the Board may expel a member from the Association if, in the opinion of the Board the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) does not take effect
 - (a) until the expiration of 14 days after the service on the member of a notice under sub-rule (3); or
 - (b) if the member exercises her/his right of appeal under this rule and the members of the special general meeting convened to hear the appeal vote that the expulsion be confirmed - until the conclusion of that meeting, whichever is the later date.
- (3) Where the Board expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the member a notice in writing
 - (a) stating that the Board has expelled him/her;
 - (b) specifying the grounds for the expulsion;
 - (c) informing her/him that if he/she so desires he/she may, within 14 days after the service of notice on him, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Public Officer of the Association, within 14 days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing her/his appeal.
- (5) Upon receipt of a requisition under sub-rule (4), the Public Officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special general meeting of members to be held within 21 days after the date on which the requisition is received by the Public Officer.
- (6) At a special general meeting convened for the purpose of this rule
 - (a) no business other than the question of the expulsion shall be transacted;
 - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reason for the expulsion;
 - (c) the expelled member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue her/his membership of the Association.

- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be member of the Association.

35. Honorary Consultants

- (1) A person who, in the opinion of the Board, is likely to be an asset to the Association by reason of professional experience, prestige, special ability or outstanding service, may be appointed as an honorary consultant to the Association.
- (2) A person so appointed shall remain an honorary consultant until the annual general meeting next following the date of her/his appointment, and is then eligible for re-appointment from one annual general meeting to the next, at the discretion of the Board.

36. Patrons

- (1) The Board may invite a person:
 - (a) whose stature in the community or personal interest it considers an asset to the Association and who may be of assistance in furthering its objects; or
 - (b) who has performed a notable service in the promotion of the Association generally, to accept appointment as a patron of the Association.

37. Public Officer

- (1) The Board shall appoint a public officer in accordance with the Act.
- (2) If the office of public officer becomes vacant, the Board shall appoint another public officer within 14 days after that vacancy.

38. Seal

- (1) The Seal of the Association shall be in the form of a stamp, inscribed with the name of the Association encircling the word "Seal".
- (2) The Seal of the Association shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures of any two of the following officers: President, Vice President, Secretary, Public Officer, and the attestation is sufficient for all purposes that the Seal was affixed by the authority of the Board.
- (3) the Seal shall remain in the custody of the Public Officer.

39. Notices

A notice may be served by or on behalf of the Association upon any member either personally or by sending through the post in a pre-paid letter (including news-letter) addressed to the member at her/his usual or last-known abode.

40. By-Laws

- (1) The Board may make by-laws, not inconsistent with these Rules, prescribing all matters which by these Rules are required or permitted to be prescribed, or which are necessary or convenient to be prescribed for carrying out or giving effect to these Rules.
- (2) The laws so made-
 - (a) shall have the same force and effect as these Rules;
 - (b) shall be notified to members as they are made;
 - (c) may be amended, substituted or revoked by the Board; and
 - (d) may be over-ruled by a majority vote of members of the Association present at a general meeting.

41. Alteration of the Rules

These Rules may be altered in accordance with the Act.

42. Winding Up

- (1) The Association may be wound up in accordance with the Act.
- (2) On the dissolution or the completion of the winding up of the Association, any surplus property of the Association shall, subject to any trust affecting the property or part of it, be taken to vest in another association whether incorporated or not), nominated by special resolution of the Association which -
 - (a) has objects substantially the same as the objects of the Association;
 - (b) is not carried on for the object of trading or securing pecuniary gain for its members;
 - (ba) is eligible to receive tax-deductible donations under paragraph 78 (1) (a) of the Income Tax Assessment Act 1936 of the Commonwealth; and.
 - (c) has a provision in its rules requiring any surplus property of the association to be passed, on the dissolution or winding up of the association, to another association that -
 - (i) has objects substantially the same as the Association; and
 - (ii) is not carried on for the object of trading or securing pecuniary gain for its members.
- (3) In sub-rule (2) -

"special resolution" has the meaning given by section 70 of the Act.

Amendment Record

First issued: 3 October 1983

Amended 15 September 1993
21 September 1994 (Rule 42(2)(ba))
13 September 1995
18 September 1996
17 September 1997 (Rule 7 and 8(1))
20 September 2000 (Rule 9)
20 September 2007 (Rule 13)
21 September 2010 (Rules 7, 8, 31)
25 September 2012 (Rules 7(A)(4), 15(2), 17(1) 25(1))
27 August 2015 (Rules 7A(5)(a), 8(2), 9(2),(3), 11(1),(2),(3),(5)(7), 12(9),(9a),
13(1).(2), 17(1)),(4), 19(1),(2), 25(4),(6), 26(1), 29.
20 September 2022 (Rule 7(7) added; Rules 7A(2), 7A(5)(a), 7A(5)(b), 8(1)(a) and
8(3) amended; Rule 8(2) deleted.)

ArtSound Inc.

The following By-law, pursuant to S.40 of the Constitution, was made by the Board at its meeting on 20 November 2007:

“No member may, in public or otherwise, claim to represent ArtSound on any matter unless they are carrying out a task authorized by the Association and within the Association rules and guidelines as approved by the Board.”

[Notified to ArtSound members June 2008]

ArtSound Inc.

By-Law regarding the ArtSound Fund (adopted by the Board, 27 May 2009).

- 1) In giving effect to Clause 5(l) of the ArtSound Constitution, the Association will establish and maintain a public fund that meets all requirements for entry on the Register of Cultural Organisations of the Australian Government.
- 2) Donations deposited into the public fund (ArtSound Fund) listed on the Register of Cultural Organisations will be kept separate from other funds of the Association and will only be used to further the principal purposes of the Association as set out in the Constitution
 - a) Clause 4 (Objects and Purposes), or
 - b) Clause 5 (Additional Objects and Purposes)
 - (c) construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects and purposes of the Association.
 - (f) printing and publishing of documents for promotion of the objects of the Association
- 3) Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 4) The Board will appoint a sub-committee, to be known as the ArtSound Fund Sub-Committee, to administer the public fund and will ensure that a majority of members of that sub-committee meet the criteria for Public Fund “persons of responsibility” as defined in Taxation Ruling TR95/27 or later Taxation Rulings.
- 5) No monies or assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 6) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- 7) Receipts for gifts to the public fund will state:
 - a) the name of the public fund and that the receipt is for a gift made to the public fund;
 - b) the Australian Business Number of the Association;
 - c) the fact that the receipt is for a gift; and
 - d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- 8) If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among members of the Association, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 (the Act) and listed on the Register of Cultural Organisations maintained under the Act.