
CANBERRA CONTEMPORARY ART SPACE INC
CONSTITUTION

1. NAME

The name of the association will be Canberra Contemporary Art Space, hereafter referred to as "The Association".

2. OBJECTIVES

1. To promote, encourage and support contemporary art practice in the community.
2. To provide public venues for the presentation of contemporary art. -
3. To encourage the participation of women in all activities of the Association and to act in all aspects in accordance with the principles of non-discrimination.
4. To assist, encourage and support emerging artists.
5. To provide resources for members, artists and the community.

3. POWERS

In order to carry out the objects of the Association, the Association shall have the power to do anything whatsoever that a person not under a legal disability could do and which is lawful for an association to do, and, in particular, but without limiting the foregoing, the following powers:-

- (a) The appointment and employment of all functionaries and employees of the Association and other persons considered necessary for the purpose of the Association, and the payment to them of salaries and gratuities and the dismissal of any such functionary, worker or other person;
- (b) The printing and publishing of newspapers, periodicals, books, leaflets, or other documents for the promotion of the objects of the Association;
- (c) The accepting of gifts, whether subject to special trust or not, for any of the objects of the Association at the discretion of the Board;
- (d) The taking of such steps from time to time as the Board of Management may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, grants or otherwise;
- (e) The making of gifts, subscriptions or donations to any fund, authority, or institution to which the Income Tax Assessment Act 1997 relates;
- (f) The purchase, taking on lease or in exchange, the hire of or other acquisition, and/or disposal of any real or personal property that may be deemed necessary or convenient for any of the objects of the Association;
- (g) The establishment, maintenance, construction, alteration and management of any building for the purposes of the Association and the expenditure of money and the doing of any other things necessary or advisable to be done in the furtherance of the objects of the Association;
- (h) The borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a Board of Special 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;

- (i) The investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- (j) To enter into any arrangement with any governments or authorities municipal, territorial, state, local or otherwise that may seem to the Board or to the members in general meeting conducive to the objects of the Association;
- (k) To do all such of the lawful things as are necessary, incidental or conducive to the attainment of the objects of the Association.

4. INTERPRETATION

In these rules, unless the contrary intention appears:

- (a) "Board" means the Board of Management of the Association
- (b) "General Meeting" means a meeting convened in accordance with rules 12 or 13
- (c) "Director" means the person appointed pursuant to rule 26
- (d) The singular includes the plural and vice versa
- (e) The masculine includes the feminine and vice versa where the context permits

5. MEMBERSHIP

- (a) There will be two classes of membership -
 - (i) full membership (which shall include concessional membership and organisational membership).
 - (ii) exchange membership.
- (b) Full membership rights of entitlement are:
 - (i) to attend and to vote at the Annual General Meeting and/or Special General Meeting.
 - (ii) to receive notices of events, and any other material considered appropriate by the Board in its absolute discretion.
 - (iii) to participate in the activities of the Association.
 - (iv) to be nominated or to nominate persons for election to the Board or sub committees.
- (c) Exchange Membership rights of entitlement are to receive notice of events, and any other material considered appropriate by the Board in its absolute discretion.
- (d) A member ceases to be a member of the Association if he or she:
 - (i) dies.
 - (ii) resigns his or her membership in accordance with the provisions of this Constitution.
 - (iii) fails to pay all arrears of subscription due by him or her within 28 days after a notice has been issued in writing, to him or her by the Association stating the amount by which his or her subscription is in arrears.
 - (iv) has his or her membership terminated in accordance with sub-section (j)

- (e) A member of the Association may resign at any time from the "Association" by delivering or sending by post to the Board a written notice of resignation. Upon receipt of notice the name of the member shall be removed from the Register of members, whereupon that member ceases to be a member of the Association.
- (f) A right, privilege or obligation of a person by virtue of his or her membership of the Association
 - (i) is not capable of being transferred assigned or transmitted to another person; and
 - (ii) terminates upon the cessation of membership.
- (g) Any person may become a member of the Association subject to agreement with its objectives and upon payment of the current subscription fixed under these rules.
- (h) No member may act on behalf of the Association without the authority of either a General Meeting or the Board given in writing.
- (i) Members of the Association are not liable to contribute towards the payment of the liabilities of the Association on a winding up.
- (j) The membership of a member may be terminated by the vote of an absolute majority of the members of the Association at a Special General Meeting especially convened for that purpose.
- (k) Upon receipt of an application form and the prescribed fee, the Association shall with as little delay as possible, enter the applicant's name in the Register of Members and issue & receipt to be kept at the office of the Association whereupon the applicant becomes a member of the Association.
- (l) The subscription rates for full membership, including concession and organisation rates will be determine by the Board from time to time.
- (m) Concessional membership shall be full membership at a reduced rate of subscription fixed by the Board in its absolute discretion.
- (n) A company or incorporated association may be granted membership of the Association upon payment of an annual subscription fixed by the Board in its absolute discretion.

6. INCOME AND PROPERTY OF ASSOCIATION

- (a) Subject to subclause (b), the income and property of the Association, however derived, shall be applied solely towards 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 other than an employee who is a member in accordance with the terms of employment of that member.
- (b) Subject to subclause (c) the Association shall not pay to any member of the Board or sub-committee any remuneration or other benefit in money or money's worth in virtue of his or her being a member of the Committee other than the repayment of out-of-pocket expenses incurred by such member in carrying out the work of that sub-committee and such payment will be in the absolute discretion of the Board.
- (c) Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or member of the Association of:
 - (i) Remuneration in return for services actually rendered to the Association by an employee or member or for goods supplied to the Association by an employee or member in the ordinary course of business;

- (ii) Interest in current bank overdraft rate on money lent by an employee member;
 - (iii) A reasonable and proper sum by way of rent for premises let to the Association by an employee or member.
- (d) The Association will establish and maintain a public fund known as the Canberra Contemporary Art Space Inc Donations Fund:
- (i) The public will be invited to contribute to the fund
 - (ii) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the organisation and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Tax Office.
 - (iii) The fund will be administered by the Board or a sub-committee of the Board, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
 - (iv) No monies/assets in this fund will be distributed to members or office bearers of the organisation, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
 - (v) 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.
 - (vi) Receipts for gifts to the public fund must state: the name of the public fund and that the receipt is for a gift made to the public fund; the Australian Business Number of the Association; the fact that the receipt is for a gift; and any other matter required to include on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
 - (vii) If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made: gifts of money or property for the principal purpose of the Association; contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; money received by the Association because of such gifts and contributions.

7. ACCOUNTS, RECEIPTS, EXPENDITURE.

- (a) True accounts shall be kept:
- (i) Of all sums of money received and expended by the Association and the manner in respect of which the receipt or expenditure takes place; and
 - (ii) Of the property, credits, and liabilities of the Association.
- and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board for the time being, those accounts shall be open to the inspection of the members of the Association.
- (b) The Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipt and expenditure connected with the operations and business of the

Association in such form and manner as the Board may direct and in accordance with the requirements of any body funding the work of the Association.

- (c) The accounts, books and records referred to in this rule shall be kept at the Association's office or at such other place as the Board may decide.

8. BANKING AND FINANCE

- (a) Employees of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts thereof.
- (b) The Board shall cause to be opened with such bank as the Board selects a banking account in the name of the Association into which all moneys shall be paid as soon as possible after receipt thereof.
- (c) The Board may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (d) Except with the authority of the Board, no payment of a sum exceeding ten dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the Board may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Board may impose.
- (e) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Board.
- (f) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by such persons as the Board shall from time to time nominate for that purpose.

9. AUDITOR

- (a) 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.
- (b) A person so appointed shall hold office until the Annual General Meeting next after that at which they are appointed, and are eligible for re-appointment.
- (c) 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.
- (d) 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.
- (e) If a casual vacancy occurs in the office of auditor during the course of a 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 Annual General Meeting.

10. AUDIT OF ACCOUNTS

- (a) Once at least in each financial year of the Association the accounts of the Association shall be examined by the auditor, who is not a member or the Public Officer.

- (b) The auditor will certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
- (c) In the auditor's report, and in certifying to the accounts, the auditor shall state:
 - (i) Whether all necessary information required by the auditor was obtained.
 - (ii) Whether, in the auditor's 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 and explanations provided to the auditor and as shown by the books of the Association; and
 - (iii) Whether the rules relating to the administration of the funds of the Association have been observed.
- (d) 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.
- (e) The auditor:
 - (i) Has a right of access to the accounts, books, records, vouchers, and documents of the Association.
 - (ii) May require from the employees or members of the Association such information and explanations as may be necessary for the performance of the auditor's duties.
 - (iii) May employ persons to assist in investigating the accounts of the Association;
 - (iv) May, in relation to the accounts of the association, examine any member of the Board or any employee of the Association.
 - (v) May prepare a balance sheet setting out the assets and liabilities of the Association.
- (f) The Public Officer shall, within one month after the preparation of a balance sheet in respect of the Association, file with the Australian Charities and Not-for-profit Commission (ACNC) a copy of that balance sheet certified to be correct by the auditor of the Association.

11. FINANCIAL YEAR

The financial year of the Association shall be the period beginning on the first day of January in each financial year ending on the thirty-first day of December next following.

12. ANNUAL GENERAL MEETING

- (a) The Association shall, in each year, hold an Annual General Meeting.
- (b) The Annual General Meeting shall be held on such day (being not later than five calendar months after the close of the financial year of the Association) as the Board may determine.
- (c) The Annual General Meeting shall be in addition to any other General Meetings, that may be held in the same year.
- (d) The Annual General Meeting shall be specified as such in the notice convening it.
- (e) The ordinary business of the Annual General Meeting shall be:
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting.
 - (ii) To receive from the Board, auditor, and employees of the Association, reports upon the transactions of the Association during the last preceding financial year.

- (iii) To elect the officers of the Association and the ordinary Board members.
- (iv) To elect officers of the sub-committees, each sub-committee to consist of at least one Board member, one employee and up to three others drawn from the membership.
- (v) To appoint the auditor and determine any remuneration paid thereto.
- (f) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (g) All general meetings other than the Annual General Meeting shall be called Special General Meetings.

13. SPECIAL GENERAL MEETING

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Board shall, on the requisition in writing of not less than three members of the Board, or not less than thirty five members; or the Chairperson, convene a Special General Meeting of the Association.
- (c) 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 office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (d) If the Board does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (e) A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

14. NOTICES OF GENERAL MEETINGS

The Public Officer of the Association shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Association, cause members to be advised of the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

15. BUSINESS AND QUORUM AT GENERAL MEETINGS

- (a) All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (b) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) Fifteen (15) members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a General Meeting. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to such time, day and place as shall be stated by the chairperson of the meeting when announcing the adjournment and if at the

adjourned meeting a quorum is not present within half a hour after the time appointed for the commencement of the meeting those persons present then shall constitute a quorum.

16. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

- (a) The Chairperson, or in the absence of the Chairperson, The Treasurer, or in the absence of both the Chairperson and the Treasurer, the Secretary shall preside as Chairperson at every General Meeting of the Association.
- (b) If the Chairperson and both the Treasurer and Secretary are absent from a General Meeting, the members present shall elect one of their members to preside as Chairperson thereat.

17. ADJOURNMENT OF GENERAL MEETINGS

- (a) The Chairperson 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 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.
- (b) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

18. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS

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 result 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, and an entry to that effect in the minutes 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.

19. RULES GOVERNING PROCEDURES

- (a) Votes
 - (i) Upon any question arising at a General Meeting of the Association a member has only one vote.
 - (ii) All votes shall be given personally.
 - (iii) In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (b) Taking of Poll

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the Chairperson may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- (c) When Poll to be Taken

A poll that is demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith, and a poll that is taken on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

20. AFFAIRS OF THE ASSOCIATION TO BE MANAGED BY A BOARD

- (a) The affairs of the Association shall be managed by a Board of Management constituted as provided in rule 21.

(b) The Board:

- (i) Small control and manage the business and affairs of the Association.
- (ii) 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 members of the Association.
- (iii) Subject to the Ordinance and these rules, has power to perform all such acts and things as appear to the Board to be appropriate, necessary or expedient for the proper management of the business and affairs of the Association.
- (iv) Shall appoint any person who is at least 18 years of age and a resident of the Australian Capital Territory, as the Public Officer, in accordance with the Associations Incorporation Act 1991. The Public Officer shall act until resignation or until a succeeding Public Officer is appointed by the Board. Such appointment to take place within 14 days of the resignation. The Public Officer may hold any other office in the Association.

21. MEMBERSHIP OF THE BOARD

1. The members of the Board shall be:

- (a) The Chairperson.
- (b) The Secretary.
- (c) The Treasurer.
- (d) one member who is a qualified accountant or bookkeeper or person with like qualification or experience.
- (e) six ordinary members all of whom shall be elected at the Annual General Meeting in each year.

2. All members of the Board shall, subject to these rules hold office until the Annual General Meeting next after the date of their election, all such members being eligible for re-election.

3. In the event of a casual vacancy in any office mentioned in sub-rule 1 of this rule, the Board may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of appointment.

4. (a) **Chairperson.** The Chairperson shall, where possible, preside at all meetings of the Association, and at meetings held under its auspices. The Chairperson shall be responsible for the maintenance of order, the proper conduct of business and the observance of the Constitution and Rules of the Association.

(b) **Secretary.** The Secretary shall, in person, or by deputy, attend such meetings of the Association, keep minutes of the proceedings, and perform such duties as may be directed by the Association.

(c) **Treasurer.** The Treasurer shall ensure the keeping of accurate accounts of all money belonging to the funds of the Association, ensure the acceptance of all money of the Association and banking the same as soon as possible after receipt, and shall receive and scrutinise all accounts. At the Annual General Meeting the Treasurer shall present a properly audited financial statement.

22. ELECTION OF MEMBERS OF THE BOARD

1. Nominations of candidates for election as Board members:

(a) Shall be in writing signed by two 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 Public Officer of the Association prior to the commencement of the Annual General Meeting:

2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
5. If the number of nominations is less than the number of vacancies to be filled, the Board may co-opt as necessary.
6. The ballot for the election of Board members shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

23. VACATION OF OFFICE

For the purposes of these rules, the office of a Board member becomes vacant if the 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 their creditors;
- (c) Becomes of unsound mind;
- (d) Resigns that office by writing under hand addressed to the Board;
- (e) Ceases to be eligible for membership of the Association;
- (f) Falls, without leave granted by the Board to attend four consecutive meetings of the Board or of a sub-committee appointed by the Board.
- (g) Ceases to be a member of the Association; or
- (h) Fails to pay all arrears of subscription due from him or her within fourteen days after he or she has received notice in writing signed by the Director stating that he or she has ceased to be a financial member of the Association.

24. MEETINGS OF THE BOARD AND SUB-COMMITTEES

1. The Board shall meet at least six times a year and at such additional times as the Board determines.
2. Sub-committee(s) shall meet as determined by the Board.
3. Special Meetings of the Board and/or of a sub-committee may be convened by the Chairperson or by any four of its members.
4. Notice shall be given to all 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 such a meeting.
5. Any five members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.

6. Any three members of a sub-committee shall constitute a quorum for the transaction of the business of a meeting of a sub-committee.
7. If within half an hour after the appointed time for the commencement of a meeting of the Board or of a sub-committee a quorum is not present, the meeting, shall stand adjourned to such time, day and place as shall be stated by the Chairperson of the meeting when announcing the adjournment and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting those persons present then shall constitute the quorum.
8. A meeting of the Board shall be presided over by the Chairperson, or if the Chairperson is absent, such one of the remaining members of the Board as may be chosen by members present.
9. Questions arising at meetings of the Board or of any sub-committee shall be determined by a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
10. Each member of the Board or of any sub-committee is entitled to one vote and, in the event of an equality of votes, the motion shall lapse.
11. Advice of each Board or sub-committee meeting shall be given by the Director to each member of the Board or sub-committee at a reasonable time before the meeting.

25. DISCLOSURE OF INTEREST IN CONTRACTS

1. Members of the Board or of a sub-committee who have interests in any contract or arrangement made or proposed to be made with the Association or are members of an organisation or group which is negotiating with the Association shall disclose their interest at the first meeting of that Board or sub-committee at which the contract or arrangement is first taken into consideration, if their interest then exists, or, in any other case, at the first meeting of that Board or sub-committee after the acquisition of their interest.
2. If members of the Board or a sub-committee become interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the Board or sub-committee after they become so interested.
3. No members of the Board or of a sub-committee shall vote as members of that Board or sub-committee in respect of any contract or arrangement in which they are interested and if they do so vote their vote shall not be counted.

26. SUB-COMMITTEES AND EXECUTIVE

1. All sub-committees should be elected from and by the membership at the Annual General Meeting or at a Special Meeting called under Section 12 or 13 when necessary. The Board may at any time appoint a sub-committee from the members as it may think fit and shall prescribe the powers and functions thereof.
2. Each sub-committee shall include at least one member of the Board and one employee.
3. The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association.
4. The Director is responsible for calling meetings of sub-committees
5. The Chairperson, the Treasurer and the Secretary constitute an Executive of the Board which may issue instructions to the Director and the employees and agents of the Association in matters of urgency arising from the management of the affairs of the Association during the intervals between meetings of the Board and shall report thereon to the next meeting of the Board.

6. All resolutions and decisions of sub-committee meetings are to be ratified by the Board.

7. The Director;

(a) The Director shall be appointed by the Board

(b) The Director shall be employed by the Association to carry on the day to day management of the affairs of the Association, subject to the direction of the Board on the terms and conditions of employment agreed by and between the Director and the Board;

27. ANNUAL SUBSCRIPTION

1. Until otherwise fixed pursuant to sub-rule 2 of this rule, the annual subscription payable (by members shall be prescribed by the Board.

2. The amount of the annual subscription may be altered from time to time by the members by resolution.

3. The annual subscription of a member is due and payable on or before anniversary of the date on which the member first joined the association in each calendar year.

4. The foregoing shall be subject to the provisions of subclauses 5 (m) and 5 (n).

28. NOTICES

1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by email or through the post in a prepaid letter addressed to the member's usual or last-known place of abode or address.

2. A notice of special business to be transacted at an annual general meeting shall be given by fourteen (14) days notice in writing, served in accordance with paragraph 1 above.

29. EXPULSION OF MEMBERS

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 of this rule does not take effect:

(a) Until the expiration of fourteen days after the service on the member of a notice under sub-rule 3 of this rule; or

(b) If the member exercises his or her right of appeal under this rule, until the conclusion of the Special Meeting convened to hear the appeal.

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 the member.

(b) Specifying the grounds for the expulsion; and

(c) Informing the member that if he or she so desire he and or she may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this rule.

4. A member on whom a notice under sub-rule 3 of this rule is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post or email to the Public Officer of the Association within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing the appeal.

5. Upon receipt of a requisition under sub-rule 3 of this rule, 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 twenty-one 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 reasons 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 shall be rescinded or confirmed.
7. If at the Special General Meeting a majority of the members present vote in favour of the rescission of the expulsion, the expulsion shall be deemed to have been rescinded as of the date of expulsion and the expelled member is entitled to continue his or her 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 expelled member ceases to be a member of the Association.

30. ALTERATION OF THE CONSTITUTION

1. The rules may be amended by resolution passed by two-thirds majority of financial members voting at a Special General Meeting.
2. Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.
3. An amendment to the objects and purposes of the Association shall not be effective until approved by the Access Canberra.
4. An alteration of the objects, purposes or rules is of no effect until a copy of the alteration is lodged with the Access Canberra.

31. SEAL OF THE ASSOCIATION

1. The seal of the Association shall be in the form of a rubber 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 signature either of two members of the Board or one member of the Board and of the Public Officer of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
3. The seal shall remain in the custody of the Public Officer.

32. WINDING-UP

1. No member of the Association is liable for the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding-up of the Association or any part of such payment, costs, charges or expenses.
2. Upon winding-up the Association a resolution relating to the distribution of any surplus assets remaining after payment of the debts and liabilities of winding-up, must be passed by a majority of at least two-thirds of the members of the Association; and

3. Such resolution is to be presented to the Judge of the Supreme Court who shall, subject to Section 19, sub-section 2 of the Ordinance make an order for the distribution of those assets in accordance with the resolution and having regard to the objects and purposes of the Associations being wound-up, he considers just.