

RULES

Adelaide Hills International Sculpture Symposium
Inc.

PO Box 307 Balhannah
South Australia 5242

As at 21 November 2012

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1. Name

The name of the incorporated association is Adelaide Hills International Sculpture Symposium Incorporated referred to herein as 'the association'.

2. Definitions

- i) 'Board' means the board of management of the association
- ii) 'general meeting' means a general meeting of members of the association convened in accordance with these rules
- iii) 'member' means a member of the association
- iv) 'the Act' means the Associations Incorporation Act 1985
- v) 'special resolution' means a special resolution defined in the Act
- vi) 'month' shall mean a calendar month.

3. Objects of the Association

- i) To develop and promote biennial International sculpture symposia for the Adelaide Hills and South Australia.
- ii) To develop public sculpture infrastructure with arts, social and tourism benefits to enrich the culture and communities of the Adelaide Hills and South Australia.
- iii) To create a permanent sculpture trail of at least 24 sculptures in public sites in the Adelaide Hills.
- iv) To ensure that the sculptors engaged are of the highest professional standing and are briefed to respond to the needs of the Adelaide Hills community in which their sculpture is to be placed.
- v) To promote an open and consultative approach in working with multiple stakeholders.
- vi) The association shall be a non-profit organisation.

4. Powers of the Association

For the purpose of carrying out its objects, the association may, subject to the Act

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI (authorised deposit-taking institution) accounts; and
- (d) invest its moneys
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the association; and
- (e) borrow money upon such terms and conditions as the association thinks fit; and

- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. Financial Management

5.1 The association will establish and maintain a public fund.

- i) The public fund will be named 'AHISS Inc Public Fund'.
- ii) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- iii) The fund will be administered by the Board or a subcommittee 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 Adelaide Hills International Sculpture Symposium Inc.
- iv) No monies/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.
- 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.

5.2 Receipts for gifts to the public fund must state:

- i) the name of the public fund;
- ii) the Australian Business Number of the association;
- iii) the fact that the receipt is for a gift to a public fund, and,
- iv) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

6. Membership

6.1 Types

- i) Ordinary Membership of the association shall be open to any single person, family, concession holder, corporate entity or any organisation that supports the objectives of the association, undertakes to be bound by its rules and constitution and agrees to pay the prescribed annual membership fee.
- ii) Concessional membership shall be open to any single person including pensioners, students and unemployed people. Concessional members are the same as ordinary members except that a reduced annual membership fee will apply.
- iii) The application for membership shall be made in writing.
- iv) Upon the acceptance of the application by the Board and upon payment of the first annual subscription, the applicant shall be a member of the association.

6.2 Subscriptions

The initial subscription fees for annual ordinary membership shall be as follows;

- i) Corporate \$100
- ii) Organisations – clubs, schools, councils, and not for profit organisation \$50
- iii) Family – 2 or more people living at the same address \$30
- iv) Single – individual person \$20
- v) Concession – pensioner, student, unemployed \$15
- vi) The subscription fees shall be payable annually at a time that the Board determines.
- vii) The subsequent fee shall be any such sum as the members shall determine from time to time at the annual general meeting.

6.3 Resignations

- i) A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.

6.4 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- c. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 4.4d below), cease to be a member 14 days after the Board has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the Board has been communicated to the member.
- e. In the event of an appeal under 6.4d above, the appellant's membership of the association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

6.5 Register of members

A register of members must be kept and contain:

- a. the name, address and email address if available of each member
- b. the date on which each member was admitted to the association, and
- c. the date of and reason(s) for termination of membership.

7. The Board

7.1 Powers and duties

- a. The affairs of the association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of

the association, and are not by the Act or by these rules required to be done by the association in general meeting.

- b. The Board has the management and control of the funds and other property of the association.
- c. The Board has the authority under Rule 4(h) to enter into contracts.
- d. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- e. The Board shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Level 3, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.
- f. The Board shall appoint other sub-committees as it considers necessary.

7.2 Appointment

- a. The Board shall be comprised of a Chairperson, Deputy Chairperson Secretary, Treasurer and up to four Board members.
- b. A Board member shall be a natural person and an Australian Citizen.
- c. The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.
- d. The Board should seek to maintain amongst its membership relevant skills and experience covering at least the following knowledge areas;
 - i. Financial/accounting
 - ii. Marketing
 - iii. Records management including registration of members
 - iv. Secretarial and administration
 - v. Equipment and other relevant trade and practical skills.
- e. At the second AGM, one half of all Board positions shall be subject to re-election for a one year term and one half for a two year term. Thereafter at each AGM, the retiring Board positions will be subject to re-election for a two year term.
- f. A retiring Board member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person using the form at Schedule 1 at least 1 day before the meeting by delivering the nomination of that person to a member of the Board of the association. The nomination shall be signed by the proposer and by the nominee.
- g. The Board may appoint a person to fill a Board vacancy, and such a Board member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Board without nomination.
- h. A Board member must be a member of the association.

7.3 Proceedings of Board

- a. The Board shall meet together for the dispatch of business as least quarterly.
- b. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the Board shall be one half of the members of the Board.

7.4 Conflict of Interest

A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract or service with the association must disclose the nature and extent of that interest to the Board as required by the Act, and shall absent themselves from the meeting for relevant agenda items, unless requested by the Board to remain..

7.5 Disqualification of Board members

The office of a Board member shall become vacant if a Board member is:

- a. disqualified from being a Board member by the Act
- b. expelled as a member under these rules
- c. permanently incapacitated by ill health
- d. absent without apology from more than four meetings in a financial year
- e. no longer the duly appointed representative of a corporate member.

8. The Seal

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.

9. General Meetings

9.1 Annual general meetings

- a. The Board shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) the consideration of the Board's report
 - iii) the consideration of the accounts and financial reports of the Board and the auditor's report.
 - iv) the election of Board members
 - v) the appointment of auditors
- d. any other business requiring consideration by the association in a general meeting.

9.2 Special general meeting

- a. The Board may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5% of the total number of members of the association, the Board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 9.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

9.3 Notice of general meetings

- a. Subject to 9.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, or email with appropriate acknowledgement of receipt, or by sending it by post to the address appearing in the register of members. (See rule 6.5.)

Where a notice is sent by post:

- d. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
- e. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

Where a notice is sent electronically:

- f. The service is effected by electronic confirmation of receipt and opening of the communication.

9.4 Proceedings at general meetings

- a. Eight members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. The chairperson shall preside as chairperson at a general meeting of the association or a member of the Board elected in their absence.

- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.

9.5 Voting at general meetings

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

9.6 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.7 Special and ordinary resolutions

- a. A special resolution is as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.8 Proxies

- a. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association. The proxy form at Schedule 2 shall indicate whether the proxy is for assent or not to specified resolutions or a general proxy to be used at the holder's discretion.
- b. Proxy appointments must be recorded in the minutes.

10. Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute records kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Board at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - b. a member and another member
 - c. a member and the association
- d. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- e. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- f. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

12. Financial reporting

12.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

12.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

12.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts and the Board's financial statement shall be laid before members at the annual general meeting.

12.4 Annual returns

If the gross receipts of the association is equal to or exceeds \$500,000 in the previous year, the association shall lodge an annual return with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's financial statement and the Board's report as required in section 36(1) of the Act.

12.5 Appointment of Auditor

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

13. Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

14. Association not to be Liable

No member of the association shall hold the association or any person acting on behalf of the association liable as a result of any claim in respect of negligence or other failure to take due care, arising from the planning or conduct of any event

15. Winding up

The association may be wound up in the manner provided for in the Act.

16. Application of surplus assets

- i) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, 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 its members 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.
- ii) **Such fund, authority or institution is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.**
- iii) Such organisation or organisations shall be identified and determined by a resolution of members **in a general meeting (Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members of former members, or to associates of those persons.)**

17. Amendments to Rules

- i) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescision or replacement by substitute rules.
- ii) The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.
- iii) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- iv) The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.
- v) Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs Commission.



Adelaide Hills International Sculpture Symposium Incorporated

Nomination Form

I wish to nominate as a Board member for AHISS Inc.

Signed proposer:

Date:

Signed nominee:

Date:

AHISS Board Member time involvement

- Monthly meetings which last about 2 hours. These could become a little more frequent about 6 months prior to an event.
- Specific tasks are allocated at Board meetings taking members particular skills into account.
- Much of the work will be talking with people and seeking their support – something all Board members do but which the Marketing Manager will drive.
- There will be much more involvement needed in the time immediately before and during each event.



Form of Appointment of Proxy

I
(name)

of.....
(address)

being a member of Adelaide Hills International Sculpture Symposium Inc. (name of Assn)

appoint.....
(name of proxy holder)

of.....
(address)

being a member of AHISS Inc., as my proxy to vote for me on my behalf at the annual/special general meeting of the Assn to be held on

.....
(Date of Meeting)

and at any adjournment of that meeting.

- i) My proxy is authorized to vote in favour of /against the resolution put at the meeting
- OR**
- ii) The proxy is a general proxy that can be exercised at the holder's discretion

(signed).....(date).....
....