



CONSTITUTION

NCAC CONSTITUTION - ADOPTED 17 APRIL 2007

Corporations Law 2001

Community Arts and Adult Education Centre of Newcastle Ltd

ABN 36 359 301 683

**our
SPACE
is your
SPACE**

PART 1 - The Company

NAME

1. The name of the Company is Newcastle Community Arts and Adult Education Centre Ltd (the Company) trading as Newcastle Community Arts Centre.

OBJECTIVES

2. The objectives of the Company are:

- 2.1 the promotion and facilitation of cultural activities in Newcastle and elsewhere in the Hunter region including but not limited to those involving literature, music, performing arts, visual arts, craft, design, film, video, television, radio, information and communication technology, and cultural heritage;
- 2.2 community cultural development of Newcastle and the Hunter region, including but not limited to establishing and managing facilities, supporting community groups and individuals and entering into community and other partnerships and other alliances for mutual benefit.

FUNCTIONS

- 3.1 The Company shall be a not for profit association, limited by guarantee and shall be apolitical and non-sectarian.
- 3.2 To further the Objectives, the Company may, but shall not be limited to undertaking all or any of the following Functions:
 - a) raising funds;
 - b) acquiring, managing and disposing of property;
 - c) establishing a Cultural Activities Public Fund within the meaning of the Income Tax Assessment Act 1997 (Cth.);
 - d) identifying, promoting, facilitating and undertaking projects;
 - e) assisting the unemployed by creating employment and training opportunities;
 - f) promoting and recruiting members and other support;
 - g) protecting as far as practicable the safety and welfare of members and clients while participating in activities.
 - h) publishing newsletters;
 - i) developing and maintaining a website;
 - j) developing and presenting educational and training programs for members, clients and the community;
 - k) fostering the establishment of and supporting and assisting local and regional groups established to address community cultural needs;
 - l) affiliating with other organisations that may be of assistance in furthering the Objectives;
 - m) undertaking all things that are considered reasonable and necessary from time to time by the Board and considered in the best interests of the community and the Company.

MEMBERSHIP

4. Subject to this Constitution, a person who accepts and supports the Objectives of the Company may be eligible for membership.

MANAGEMENT BY BOARD

5. The affairs of the Company shall be managed by a Board of Directors elected annually at the Annual General Meeting or as otherwise provided by this Constitution.

PART 2 - Membership

CLASSES OF MEMBERSHIP

- 6.1 There shall be two classes of membership:
 - 6.1.1 Ordinary member
 - 6.1.2 Corporate member
- 6.2 In addition to the class of Ordinary membership, the Company may, on the substantiated recommendation of a member and by resolution of the Board, appoint a natural person to Life Membership.

ORDINARY MEMBERSHIP

- 7.1 A person may be invited to apply for Ordinary membership as may be determined from time to time by the Board.
- 7.2 Ordinary membership may be invited from persons participating in an educational, training or other activity delivered by or under the auspices of the Company.
- 7.3 The Board determines all applications for membership at its sole discretion.
- 7.4 Acceptance of a membership application is contingent on payment of the current Company membership fee as determined by the Board.
- 7.5 Membership is not transferable.

DURATION OF ORDINARY MEMBERSHIP

- 8.1 Ordinary membership commences at the date of enrollment and continues for a term of 12 months until the renewal date each year.
- 8.2 Renewal of ordinary membership for a subsequent year is made by payment of the current annual ordinary membership fee.

CORPORATE MEMBERSHIP

- 9.1 Corporate membership of the Company may be invited, as determined by the Board from time to time at its sole discretion, to incorporated or unincorporated bodies who have supported or seek to contribute significantly financially or in other ways, to the furtherance of the Objectives and Functions of the Company.

AFFILIATES

- 10.1 Affiliate membership may be invited by the Board, as may be determined by the Board from time to time at its sole discretion, from persons who seek involvement with the Company in its cultural development activities and who are prepared to further the Objectives and Functions of the Company.
- 10.2 Such persons shall be non voting members.

MEMBERSHIP FEES

- 11.1 Membership fees are annual fees that become due and payable on the relevant renewal date each year.
- 11.2 Membership fees shall be reviewed and determined for a subsequent year by the Board not later than 30 September each year.
- 11.3 Advice as to each year's determined membership fees is required to be included with the notice of the Annual General Meeting.
- 11.4 The Board may at its sole discretion reinstate a person as a member of the Company on payment of all arrears in membership fees.

MEMBERSHIP REGISTER

- 12.1 The Company shall keep a register of members in a form and at a location determined by the Board.
- 12.2 Personal details of current members for purposes other than in properly managing the affairs of the Company shall not be disclosed to any person without the prior approval of each relevant member and the prior consideration and approval of the Board.
- 12.3 A membership list (membership class, name and postal address) shall be available for authorised inspection by members of the Company in a form and at a time and location determined by the Board.

CESSATION OF MEMBERSHIP

- 13.1 A person ceases to be a member of the Company if the person:
 - 13.1.1 dies
 - 13.1.2 advises of resignation
 - 13.1.3 fails to renew membership by payment of the annual membership fee on or before the renewal date.
- 13.2 A person may be suspended or expelled from membership of the Company if in the considered opinion of the Board, having made proper investigation, it satisfies itself that the person should be so suspended or expelled.

LIMITATION ON LIABILITY

- 14.1 The liability of the members is limited.

PART 3 - Board

FUNCTIONS, POWERS

- 15.1 The Board, subject to this Constitution and any resolution made at a Special or General Meeting, shall manage the affairs of the Company in such ways as shall further the Objectives.
- 15.2 The Board shall have the power and authority to do all such acts and all such things as are considered necessary or desirable for the proper management of the affairs and activities of the Company including the establishment and maintenance of written Policies and Procedures.

BOARD MEMBERSHIP

- 16.1 The Board shall comprise a maximum of seven Directors and a minimum of five.
- 16.2 There shall be up to five Directors to be elected or appointed at the Annual General Meeting.
- 16.3 Subject to Clause 16.1, the Board from time to time by majority vote may appoint up to 3 additional persons as ex officio non voting Directors but such persons shall hold office only until the next Annual General Meeting or such lesser term as may be specified in the advice of appointment.
- 16.4 Alternate Directors as defined in the *Corporations Act 2001* shall not be permitted.

ELECTION AND APPOINTMENT OF BOARD

- 17.1 Nominations for the Board shall be: made in writing, signed by a proposer and second, and including the consent of the nominee; and shall be delivered to the Secretary before the commencement of the Annual General Meeting.
- 17.2 If more nominations are received than required to fill the vacancies, a ballot shall be conducted with those in attendance at the Annual General Meeting.
- 17.3 If fewer nominations are received than required to fill the vacancies, the nominations received shall be deemed elected forthwith.
- 17.4 Nominations for vacancies not filled in accordance with clause 17.3 shall be sought from those in attendance and such nominations shall be either deemed elected or where more nominations than vacancies are received, a ballot shall be held.
- 17.5 Vacancies unfilled after invoking clause 16.4 shall be declared to be casual vacancies.
- 17.6 Casual vacancies shall be filled by appointment of the Board as soon as practicable.
- 17.7 Where ballots are required to fill vacancies, they shall be conducted in as proper and expeditious a manner as practicable and as the Board may direct and the Chairman shall appoint a Returning Officer.
- 17.8 Each Board member holds office from the date of their election or appointment until the Annual General Meeting but may be eligible for re-election.

REGISTER OF BOARD MEMBERSHIP

- 18.1 The Secretary of the Company shall maintain a register of Directors in a form and at a location determined by the Board.
- 18.2 The register shall be available for authorised inspection by members of the Company and members of the public in a form and at a time and location determined by the Board.

CASUAL VACANCIES

- 19.1 A casual vacancy of the Board occurs if a member of that Board:
 - 19.1.1 dies;
 - 19.1.2 ceases to be a member of the Company;
 - 19.1.3 becomes insolvent within the meaning of the Corporations Law;
 - 19.1.4 resigns from office;
 - 19.1.5 is removed from office;
 - 19.1.6 is absent unreasonably without consent of the Board from two consecutive meetings.

REMOVAL FROM OFFICE

- 20.1 The Company may, by simple resolution at a general meeting, remove from office any member of the Board and may by simple resolution appoint another member as a Director until the expiration of the term of that office.

MEETINGS OF THE BOARD

- 21.1 At the Board's first meeting following the Annual General Meeting, the Directors will appoint from among their number a Chairman, a Treasurer and a Secretary. Directors so appointed will hold office until the next Annual General Meeting or as otherwise determined by the Board and in accordance with the Constitution. The Board's first meeting for the purposes of this Clause shall be held not less than seven days after the Annual General Meeting date.
- 21.2 The Board shall meet at least six times in each financial year, in addition to the meeting required by Clause 21.1, at such times and at such locations as the Board may determine from time to time.
- 21.3 The Secretary shall advise each member of the Board of the proposed holding of a meeting and the draft agenda for that meeting at least 14 days prior to the scheduled commencement of each meeting unless otherwise agreed by the Board.
- 21.4 No business shall be conducted at the meeting unless a quorum is present.
- 21.5 A quorum for Board meetings is four but shall include at least two from among the Chairman, Treasurer and Secretary.
- 21.6 Should a quorum not be achieved within half an hour of the scheduled time, the meeting shall be adjourned to a time and place to be agreed by those present being not more than 14 days later.
- 21.7 If at the adjourned meeting a quorum is not present within 15 minutes of the scheduled starting time, the meeting shall proceed as if a quorum was present to enable any urgent business to be resolved in order to enable the proper functioning of the Company.
- 21.8 Any matter resolved pursuant to clause 21.7 shall be ratified as soon as practicable at the next meeting of the Company or in the alternative by circular resolution.
- 21.9 In the event that in the opinion of the Board in attendance at a meeting that the Company be wound up as a result of the failure to achieve a quorum at two consecutive and properly called meetings, the matter shall be referred to members at a special general meeting of the Company.
- 21.10 The Chairman shall preside at all meetings of the Board or in the Chairman's absence a person appointed by those attending.

SUBCOMMITTEES

- 22.1 The Board may at a duly convened meeting appoint subcommittees to assist in managing the affairs or activities of the Company.
- 22.2 Subcommittees shall be appointed in writing setting out the purpose, delegated authority, reporting requirements, period of appointment and the names of those persons so appointed.
- 22.3 A subcommittee may include persons who are not members of the Company.
- 22.4 A member of the Company shall be appointed as convenor of each subcommittee.
- 22.5 Subject to clause 22.2, a subcommittee may meet and adjourn as it thinks appropriate.
- 22.6 The Board may amend or cancel the appointment of a subcommittee in writing at any time at its sole discretion.

RESOLUTIONS

- 23.1 Questions arising at Board meetings shall be determined by consensus, or where the circumstances are considered by the presiding person to require, by simple majority of members and in the event of an equality of votes, the presiding person shall exercise a discretionary casting vote in the affirmative.
- 23.2 Any act or thing done by the Board in resolving questions at a meeting shall be deemed to have been valid and effectual notwithstanding any subsequent discovery of a defect in the qualification or appointment of a Board member.
- 23.3 Circular resolutions shall be allowable by the Board as it may determine from time to time.

PART 4 - General Meetings

TYPES OF MEETINGS

24.1 The Company shall conduct from time to time as required and as appropriate:

24.1.1 an annual general meeting of members; 24.1.2 general meetings; and

24.1.3 special general meetings.

ANNUAL GENERAL MEETING

25.1 The Company shall hold an annual general meeting within five months of the end of the Company's financial year.

25.2 Notice of the annual general meeting shall be provided not less than 28 days in advance to all members in a convenient manner and form, indicating the time, date and location of the meeting and the draft agenda, and including a call for nominations for appointment to the Board, the determined annual membership fees for the ensuing year and a report on any other matter deemed appropriate by the Board concerning the affairs of the Company.

25.3 Business to be conducted at an annual general meeting shall include but not be limited to:

- a) confirmation of the minutes of the previous annual general meeting and of any and all special general meetings if any held during the year
- b) consideration and acceptance of properly prepared and, where appropriate, audited reports in writing on the Company's affairs, including finances and assets; membership; cultural projects; education training and skills activities; attendance at Board meetings; subcommittee activities; operation of the public fund
- c) the election or where necessary appointment of Directors
- d) the appointment of an auditor to undertake an appropriate assessment of the financial records of the Company.

GENERAL MEETINGS

26.1 General meetings may be called at any time by the Board pursuant to a resolution provided reasonable notice is given to all members being not less than 28 days prior to the proposed meeting date.

26.2 Advice as to the nature of the business to be conducted at the meeting shall be provided as appropriate.

26.3 Any member may request the calling of a general meeting or inclusion of an item on the draft agenda, such request being made in writing to the Secretary and setting out the justification for such a meeting or agenda item.

GENERAL MEETINGS

- 26.4 A member's request calling for a general meeting shall be considered and determined at the next meeting of the Board and its decision conveyed to the member within seven days of its decision.
- 26.5 The person presiding at a duly convened general meeting shall invite and may accept any further business for consideration from among those members in attendance prior to closure of the meeting.
- 26.6 A quorum for a general meeting to proceed shall be not less than five members.
- 26.7 A question arising at a general meeting shall be resolved by simple majority of those present with the Chairman or other duly appointed presiding member being afforded a discretionary casting vote in the case of a tied vote.

SPECIAL GENERAL MEETINGS

- 27.1 The Board shall convene special general meetings with written notice provided to all members being not less than 28 days as to the time, date and location.
- 27.2 Special general meetings shall consider only proposed Special Resolutions dealing with the following matters:
 - 27.2.1 a change to the Company's Constitution
 - 27.2.2 a proposal for amalgamation with another body
 - 27.2.3 dissolution of the Company
 - 27.2.4 a matter raised by a written requisition of not less than ten percent of the members of the Company and lodged with the Secretary
 - 27.2.5 any matter considered by the Board to be of such exceptional nature and concern as ought to be resolved at a special meeting of members.
- 27.3 Advice as to the specific business to be conducted at the meeting shall be provided to all members in writing, setting out the proposed Special Resolution together with a summary of relevant explanatory background information and where appropriate, further supporting material.
- 27.4 A quorum for a special general meeting to proceed shall be not less than five members.
- 27.5 A Special Resolution shall only become valid and effectual if 75% of votes cast are in its favour by those members in attendance.

PART 5 - Miscellaneous

RECORDS OF COMPANY MEETINGS

- 28.1 The Secretary of the Company shall keep or cause to be kept minutes of all meetings of the Company that shall properly and satisfactorily record the nature of the proceedings and all decisions taken.
- 28.2 The minutes of all meetings shall be confirmed as proper and correct at the next relevant succeeding meeting, the signatures of the presiding member and meeting secretary or other appropriate person on the minute being an attestation to this confirmation.

FINANCIAL MANAGEMENT

- 29.1 The Treasurer shall ensure that all monies due and payable to the Company are collected, receipted and deposited in accounts approved by the Board; all monies owing after appropriate authorisation, are correctly disbursed and properly accounted for.
- 29.2 The Treasurer shall at each Board meeting and at the annual general meeting provide a written report as to the Company's financial position.
- 29.3 The Treasurer shall ensure that all funds received are properly recorded and all claims are properly determined and arrange for authorised payment of all approved reimbursements and allowances to members and to employees of the Company.

EMPLOYMENT BY THE COMPANY

- 30.1 Persons may be engaged by the Company from time to time to further the Objectives and assist in the efficient and effective undertaking of its Functions.
- 30.2 Responsibility for the selection, appointment and termination of such persons shall rest with the Board in accordance with policies and procedures that it may determine, having proper regard to the financial affairs of the Company and sound practice as may apply from time to time in the Australian not for profit community organisation sector.
- 30.3 The Company may engage persons as paid or volunteer employees, or as independent contractors.
- 30.4 The Board shall not engage any person for remuneration without an appropriate written agreement approved by the Board and signed by all relevant parties.
- 30.5 Agreements of engagement shall be regarded and treated as commercial in confidence documents with only persons appropriately authorised by the Board having access.

EMPLOYMENT BY THE COMPANY

- 30.6 The Board shall, as appropriate, appoint a Director to direct and manage employees and independent contractors as to their operational efficiency, effectiveness and the achievement of desired outcomes, with the Treasurer and/or Secretary appointed in respect to administrative personnel and other Directors in respect to cultural activities and community arts personnel.
- 30.7 The Board shall review regularly and at least annually, the need for and the acceptability of the performance of each employee and independent contractor.

PUBLIC OFFICER

31. The Company's Public Officer for the purposes of the *Corporations Act 2001* shall be the Secretary or such other person as may be appointed by the Board from time to time.

NOT FOR PROFIT NATURE OF THE COMPANY

32. The assets and income of the Company shall be applied solely in furtherance of the Objectives of the Company and no portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or authorised expenses incurred on behalf of the Company.

DISSOLUTION

33. Every member of the Company shall contribute to the property of the Company, in the event of the Company being wound up during the period of such membership, or within one year after ceasing to be a member, for payments of debts and liabilities of the Company (contracted during the term of membership) and of the costs and charges and expenses of winding up and for the adjustment of rights of the contributors themselves, such amounts as may be required, but not exceeding one hundred Dollars (\$100.00).
34. Upon dissolution any surplus assets of the Company remaining after satisfying all debts and liabilities, shall be transferred to one or more not for profit organisations in Australia having similar Objectives and which is preferably listed in the Commonwealth Register of Cultural Organisations for the purposes of the *Income Taxation Assessment Act 1997* (Cth.) or other relevant legislation.

Adopted by Special Resolution at an Extraordinary General Meeting of the Company at Newcastle on Tuesday 17 April 2007.

Signed:

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A.G. Keene | CHAIRMAN

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G.A. Tregenza | SECRETARY