

AUSTRALIAN SOCIETY OF MINIATURE ART TASMANIA INC

CONSTITUTION

as amended 17th August, 2019

1. NAME

The name of the Society shall be the Australian Society of Miniature Art Tasmania Inc and in this constitution is called "the Society".

2. INTERPRETATION

In this constitution, unless the contrary intention appears:

- a) 'Committee' means the Committee of the Society to which clause 14 refers;
- b) 'General Meeting' means a general meeting of members convened in accordance with clause 13;
- c) 'Trustees' means Tasmanian Perpetual Trustees Limited.

3. THE SOCIETY'S OFFICES

The Office of the Society shall be the address of the person holding the position of Secretary or at such other place as the Committee may, from time to time, determine.

4. OBJECTS

The basic object of the Society shall be to encourage, promote and foster interest in Miniature Art in Tasmania.

5. MEANS OF ACHIEVING OBJECTS

The Society shall aim to achieve the basic objects through the following means:

- a) arranging for the entry and display and sale of members' work in exhibitions in Tasmania and other States and Territories;
- b) organising conferences, from time to time, at which the techniques of miniature art are discussed and/or demonstrated;
- c) interacting with other Australian Societies and their members at national exhibitions and technical conferences;
- d) joining with other Australian Societies in the wider promotion of miniature art throughout the Nation;
- ~~e) participation in the activities of the World Federation of Miniaturists;~~
- ~~f) arranging for members to display and sell their work in National and World exhibitions of miniature art;~~
- g) give guidance, when required on the acceptable standard and size of art and framing;

~~h)f)~~ undertaking any other activities considered appropriate and/or necessary for the advancement of miniature art.

6. POWERS

For the purpose of achieving the objects the Society may:

- a) procure contributions to the funds of the Society by subscriptions, donations, levy or otherwise as approved by the Committee or members in general meeting;
- b) accept any gift, whether subject to special trust or not, for any of the objects or purposes of the Society;
- c) invest money in any security in which Trustees are for the time being authorised by law to invest funds;
- d) establish and maintain a Public Fund;
 - (i) to which gifts of money or property for the Society's basic objects can be made; and
 - (ii) to which any money received because of such gifts is to be credited; and
 - (iii) that does not receive any other money or propertyand use gifts made to the Fund, and any money received because of such gifts, only for the Society's basic objects. The Fund shall be administered by a small management group appointed by the Committee, the majority of whom shall have the requisite degree of responsibility to the community as approved by the Register of Cultural Organizations.
- e) buy, hire or lease any essential items of equipment;
- f) publish books, leaflets or documents;
- g) do all other such lawful things as are incidental to these powers or conducive to achieving the objects of the Society.

7. MEMBERSHIP

7.1 Categories of Members of the Society shall be:

- a) **Exhibiting Member** - a member who is an exhibiting member at the time this Constitution is adopted or a member admitted under clauses 7.3 to 7.7 below.
- ~~b) **Associate Member** - a member in the process of developing their skill prior to the production of work of an appropriate standard for appraisal and acceptance as an Exhibiting Member; or~~
- ~~e)b) **Friend Member** - a member who is a friend at the time this Constitution is adopted and a member admitted under clauses 7.3 to 7.7 below. a person who is interested in the Society and wishes to receive the newsletter in order to attend exhibitions or similar events.~~
- ~~d)c) **Life Member** - a member who, for outstanding services rendered to the Society or for other sufficient reason, is nominated by the Committee and elected a life member by a majority of at least two-thirds of members present and voting at the next Annual General Meeting, provided that such a nomination is included in the notice paper of such meeting.~~

~~e)d~~ **Honorary Member** - the Committee may appoint any person as an Honorary Member for periods of not more than twelve months.

~~f)e~~ **Patron** - the Committee may appoint any person as Patron of the Society but, at any time, there shall be only one person occupying this special position of membership. The Patron may be an Exhibiting Member.

7.2 Rights and Privileges of members shall be the same for all members except that ~~Remote and~~ Honorary Members shall not be eligible to hold any office of the Society; ~~Friend Members shall only be eligible to hold the offices of Secretary and Treasurer;~~

~~a) Associate members may serve on the Committee. However, the Committee must consist of a majority of Exhibiting Members. Normal decisions of the committee are by simple majority.~~

~~a) Friend Members, who are not office bearers, and Honorary Members shall not be eligible to vote on the Society's general business nor exhibit with the Society but may be appointed to a Sub-Committee of the Committee;~~

~~b) Life Members shall not be liable for payment of annual subscription;~~

~~c) Friend Members, who are not office bearers, Life and Honorary Members shall not be liable to pay any levy imposed on Ordinary Members.~~

7.3 Eligibility to membership shall be available to a person who is nominated and approved as provided in clauses 7.4, 7.5 and 7.6 on payment of the annual subscription and fees fixed as set out in clause 9.1.

7.4 Nomination of a person for membership of the Society shall be:

- a) in writing and signed by two ~~Ordinary Exhibiting~~ Members of the Society who have been members for not less than twelve (12) months;
- b) accompanied by the written consent of the nominee on the nomination form;
- c) for Exhibiting Membership, accompanied by the submission of three (3) examples of his/her work for assessment before acceptance;
- d) lodged with the Secretary of the Society at the office of the Society for referral to the Committee as soon as practicable.

7.5 The Committee may reject any nomination for ~~Ordinary or Remote Exhibiting~~ Membership if the work submitted does not, in the judgment of the Committee, demonstrate sufficient artistic merit or for any other reason. If the nomination is not accepted, any deposit for joining fee or subscription shall be returned without delay to the nominee.

7.6 The Secretary shall notify the nominee in writing or by email of approval or otherwise for membership of the Society and the amount payable for joining and annual subscription. Upon payment the member shall become entitled to the rights and privileges of the Society and such payment shall be considered a declaration of agreement to abide by the Constitution.

Formatted: Font: (Default) +Body (Calibri)

Formatted: Normal, Indent: Left: 0.63 cm, Hanging: 0.63 cm

7.7 A member of the Society may at any time resign from the Society by written or email notice of resignation to the Secretary and thereupon shall ~~ipso facto by that act~~ cease to be a member of the Society, but no such resignation shall relieve any member from payment of any subscription or other money due and payable.

7.8 If the Society is dissolved -

- a) every member of the Society; and
- b) every person who, within a period of twelve (12) months immediately preceding the commencement of the dissolution, was a member of the Society - is liable to contribute -
- c) to the assets of the Society for payment of debts or liabilities of the Society; and
- d) for the costs, charges and expenses of the dissolution; and
- e) for the adjustment of the rights of the contributories among themselves.

7.9 Any liability under sub-clause 7.8 is not to exceed \$2.00.

8. REGISTER OF MEMBERS

8.1 The Treasurer and the Secretary together shall maintain in a form prescribed by the Committee a complete list of members of the Society showing the name, category, address, email address (if any), phone number and date of admission of each member. This register may be digital in format.

8.2 A member is responsible for advising the Secretary of change of address. Any notice sent to the last advised address or email address shall be considered duly delivered.

9. JOINING FEE AND ANNUAL SUBSCRIPTION

9.1 The joining fee and the annual subscription of the Society for the various categories of membership shall remain fixed at the current amounts unless changed by the Committee, or by members at a general meeting after due notice of motion has been given in advance in the agenda of such a meeting. A simple majority of members present will suffice to pass such a motion.

9.2 The annual subscription shall be due on the 1st July in any year, or in the case of newly accepted members, within one month of election.

9.3 The subscription of new members elected between 31st March and 30th June shall be for the remainder of the current year and also the subsequent year.

9.4 Any member who has not paid the annual subscription prior to the Annual General Meeting shall not be eligible to vote at the meeting or be a member of the Committee.

9.5 If any member shall fail to pay the subscription by the 31st August then the Secretary shall notify the defaulting member. Any member who fails to pay the subscription by 31st December shall thereupon cease to be a member of the Society, but such cessation of

membership shall not relieve the member from payment of the subscription or any other money due or payable to the Society.

9.6 Subscriptions and other society-related payments may be paid by cash, cheque, money order, direct deposit, or other electronic means (such as Paypal).

9.7 Receipts for subscription payments may be emailed to members.

10. ASSETS AND INCOME OF THE SOCIETY

The assets and income of the Society shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society. Custody of the assets shall be determined by the Committee.

11. ACCOUNTS OF RECEIPTS AND EXPENDITURE

11.1 The financial year of the Society shall be the period beginning on the 1st July and ending on 30th June in the succeeding year.

11.2 Proper accounting records shall be kept in a form prescribed by the Committee and in a manner as will enable:

- a) the preparation at any time of a true and fair financial statement of the Society's affairs;
- b) the accounts of the Society to be conveniently and properly audited, where required, in accordance with clause 12.

11.3 The Treasurer shall see that all monies received are directly brought to account.

11.4 All money and funds of the Society shall be kept in such bank accounts and investments (subject to limitations imposed in clause 6c) as the Committee decides.

11.5 All cheques and other negotiable instruments or electronic payments shall be signed or authorised by any two of the President, Secretary, Treasurer and ~~any~~ nominated ~~member~~members of the Committee. Paypal receipts and payments arranged by the Treasurer will be monitored by other signatories of the Society accounts.

11.6 Any payment from the Society's funds shall be only for the purposes authorised by the Committee.

11.7 As soon as practicable after the end of the financial year, the Treasurer shall prepare in a form prescribed by the Committee:

- a) statements of the financial transactions for that year;
- b) the financial position of the Society at the end of that year.

11.8 Custody of the books, documents and securities related to the accounts of the Society shall be the responsibility of the Treasurer.

11.9 Financial records may be maintained digitally.

12. AUDIT

12.1 The members of the Society may, at the Annual General Meeting, require or decide not to require that the financial records of the Society be audited annually. Where it is decided to require an annual audit, the provisions of clauses 12.2 to 12.4 shall apply.

12.2 The Auditor of the Society, who shall not be a member of the Committee or an officer or servant of the Society, shall be appointed at the Annual General Meeting.

12.3 The Committee shall have the power to fill a temporary vacancy in the office of Auditor.

12.4 The Auditor shall have a right of access at all reasonable times to the books and records of the Society and may require, from any officer or servant of the Society, such information and explanations as may be necessary for completion of the audit.

13. GENERAL MEETINGS

13.1 The Annual General Meeting shall be held not later than three (3) calendar months after the close of the financial year on a date decided by the Committee.

13.2 The business of the Annual General Meeting shall be to:

- a) confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- b) deal with correspondence;
- c) receive from the Officers and the Auditor (if any) of the Society, reports upon transactions the Society during the last preceding financial year including those statements in compliance with clause 11.7;
- d) elect the Officers and members of the Committee of the Society as set out in clause 14.1;
- e) appoint the Auditor, if so decided in accordance with clause 12.1;
- f) appoint honorary officers as required;
- g) deal with any special business proposed by the Committee or requested by at least five (5) members entitled to vote, provided such business is specified in the notice of meeting;
- h) deal with any other business which may be properly brought forward within this Constitution.

13.3 The Committee may at any time convene a ~~Special~~ General Meeting of the Society.

13.4 The Committee shall, on the written request of not less than ten (10) members eligible to vote, convene a ~~Special~~ General Meeting of the Society.

13.5 A request for a ~~Special~~ General Meeting shall state the objects of the meeting and shall be signed by those requesting the meeting and deposited at the Office of the Society and may consist of several documents in like form, each signed by one or more of the requesters.

13.6 If the Committee does not cause a ~~Special~~ General Meeting to be held within twenty one (21) days from the date on which a request is deposited at the Office of the Society, the requesters, or any of them, may convene the meeting, but any meeting so convened shall not be held after three (3) months from the date of the deposit of the request.

13.7 A ~~Special~~ General Meeting convened by the requesters in the pursuance of these sub-clauses shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the members convening the meeting.

13.8 A ~~Special~~ General Meeting may not transact or entertain any business except that specified in the notice calling the meeting or, as in the opinion of at least two thirds of those present, directly arise from the matter under discussion.

13.9 At least fourteen (14) days before a General Meeting of the Society, a notice specifying the place, date, time and business of the meeting shall be sent by post or email to all members entitled to vote.

13.10 At the Annual General Meeting or a ~~Special~~ General Meeting of the Society, nine (9) members entitled to vote shall constitute a Quorum. Members may attend by teleconference or video conference and be counted as part of the Quorum.

13.11 If within one (1) hour of the time appointed for a General Meeting to commence a quorum is not present a meeting convened on the request of members shall lapse; any other meeting shall stand adjourned to such a time and place as decided by those present and, if a quorum is not then present within one (1) hour, the meeting shall lapse.

13.12 A meeting may be from time to time and place to place to deal with unfinished business; no other business may be entertained at an adjourned meeting. Notice shall be given of an adjourned meeting in similar form to the original meeting if the adjournment is for more than fourteen (14) days, otherwise notice is not necessary.

13.13 Voting at a General Meeting shall be done by show of hands unless five (5) members present call for a ballot. The presiding officer shall have a deliberative and, if necessary, a casting vote.

13.14 If the President and Vice President are both absent, the members present shall elect one of their number to preside.

13.15 Records of minutes may be maintained digitally.

14. COMMITTEE

14.1 The affairs of the Society shall be managed by a Committee consisting of the President, Vice President, Secretary, Treasurer, and no less than three (3) members. The Public Officer shall be appointed by the Committee and may be one of the above Committee Members.

14.2 The Committee members shall be elected at the Annual General Meeting of the Society, to hold office until the next Annual General Meeting.

14.3 Nominations for Committee members, in writing (may be by digital means) signed by the nominee and two members entitled to vote, should be lodged with the Secretary no later than four (4) weeks before the Annual General Meeting.

14.4 A nomination for President or Vice President from a member who has not served at least one year on the Committee shall not be accepted if a nominee who has served at least one year is available.

14.5 If insufficient nominations are received to fill the offices vacant, those candidates nominated shall be declared elected at the Annual General Meeting and, if any offices remain vacant, nominations may be received at the meeting.

14.6 If the number of nominations received exceeds the number of vacancies, a ballot shall be held in such a manner as decided by the Committee.

14.7 A casual vacancy may be filled by the Committee.

14.8 Vacation of Office occurs if any Committee member dies, becomes of unsound mind, resigns office, is absent without approved leave from three (3) consecutive meetings, ceases to be a member of the Society or ceases to be a resident of the State.

14.9 Area Coordinator - where there is a need for coordination in a particular area of the State the Committee may designate a member of Committee to perform that function.

14.10 Meetings of the Committee:

- a) The Committee shall normally meet at such time and place as the Committee may determine (which may be in person or via internet based meeting platforms) and shall meet no less than three (3) times per year.
- b) A ~~Special~~ Meeting may be convened by the President, Vice President or four members of the Committee. Notice of the ~~Special~~ Meeting shall specify the general nature of the business to be transacted, and no other business shall be entertained.
- c) The quorum at a Committee meeting shall be five (5) members.
- d) If within half an hour of the appointed time for the meeting a quorum is not the meeting shall stand adjourned to a time and place decided by those present, except that a ~~Special~~ Meeting shall lapse.
- e) If the President and Vice President are absent the members present shall elect one of their number to preside.

f) Voting at a meeting of the Committee shall be by show of hands unless a member demands a ballot. The presiding officer shall determine the manner of any ballot. The presiding officer shall have a deliberate vote and, if necessary, a casting vote.

g) If the date of a meeting has not been fixed at a prior committee meeting, each shall be notified and, if the time and manner (oral, written or ~~oral~~by email) of the notice is reasonable, it shall be deemed to have been given.

g)h) Records of Committee meeting minutes may be maintained digitally.

14.11 Disclosure of Interest - a member who has an interest in any contract or arrangement proposed or made with the Society shall:

- a) disclose that interest at the first opportunity;
- b) not vote on any decision relating to the contract or arrangement.

14.12 Sub Committees:

- a) The President shall be an ex-officio member of all Sub- Committees.
- b) The Committee may appoint a Sub-Committee as expedient to help conduct the activities of the Society.
- c) The Committee may disband a Sub-Committee at any time.
- d) The Committee shall prescribe the functions and powers of a Sub-Committee.
- e) No action may be taken by a Sub-Committee prior to the approval by the Committee.
- f) Three (3) appointed members shall form a quorum.

g) The chairperson of a Sub-Committee shall be responsible for convening meetings of the Sub-Committee and notice shall be given as in clause 14.9g above.

g)h) Records of Sub-Committee minutes may be maintained digitally.

14.13 Executive Committee - the President, Vice President, Secretary and Treasurer constitute the Executive Committee, which may issue instructions to the Secretary and the Servants of the Society, or make such other decisions as they deem necessary in matters of urgency connected with the management of the Society during the intervals between meetings of the Committee. Where any such instructions are issued or decisions made, the Executive Committee shall report thereon to the next meeting of the Committee.

15. DISCIPLINE AND EXPULSION

15.1 The Committee shall have the power to reprimand, suspend or expel a member for unbecoming or improper conduct judged to have prejudiced the best interests of the Society.

15.2 The Committee shall not impose under clause 15.1 until it has:

- a) notified the member in writing or by email the particulars of the alleged conduct;
- b) given such a member an opportunity to offer an explanation, verbally or in writing or by email, to a Committee Meeting to be held not less than seven (7) days after the delivery of the notice; and,
- c) at least two thirds of the Committee members present consider the explanation unsatisfactory.

15.3 A member suspended for more than three (3) months or expelled shall be notified in writing or by email promptly and the member may, within fourteen (14) days of notice, appeal in writing or by email to a ~~Special~~ General Meeting of the Society.

15.4 The Committee shall convene a ~~Special~~ General Meeting within four (4) weeks of receiving an appeal under clause 15.3 above. If a quorum is not present the appeal shall be referred to the next Annual General Meeting.

15.5 The voting relating to the appeal shall be by secret ballot.

15.6 Any decision of the ~~Special~~ General Meeting shall be final.

16. ALTERATION OF CONSTITUTION

The ~~constitution~~ Constitution of the Society shall not be altered save with the approval of at least two thirds of the members at a General Meeting, for which meeting notice including the proposed alteration has been delivered by hand, post or ~~post~~ email at least fourteen (14) days before such meeting is to take place.

17. DISSOLUTION OF THE SOCIETY

17.1 On the application in writing to the Committee by at least one fifth of the financial members of the Society signifying their desire that the Society be dissolved, a ~~Special~~ General Meeting shall be called to consider the proposition notice of such meeting and its objects shall be exhibited in the Society's office for at least one (1) month preceding the day of the meeting and a copy thereof sent to every member forthwith.

17.2 At the meeting, votes by proxy shall be received and the votes of at least two thirds of the total membership shall be necessary to carry the proposition of dissolution. The quorum for such meeting shall consist of one quarter of the total membership of the Society in person.

17.3 The instrument appointing any proxy shall be in writing under the hand of the member appointing the proxy and may be made in favour of a member of the Society. The instrument appointing shall be delivered to the Secretary not less than twenty four (24) hours before the time appointed for the meeting at which the member named in such instrument proposes to vote. No such instrument shall be valid after the expiration of twelve (12) months from the date of execution except in the case of an adjournment of any meeting held previously to the expiration of such time.

17.4 A proxy may be appointed for and attend at an adjourned meeting although he/she was not appointed for the original meeting.

17.5 No member shall hold more than one (1) proxy.

17.6 In the event of the Society being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects, which is exempt from tax and which is approved by the Commissioner of Taxation for the purposes of Subdivision 30-B of the Income Tax Assessment Act 1997.

18. SEAL OF THE SOCIETY

18.1 The seal of the Society shall be in the form of a rubber stamp, inscribed with the name "Australian Society of Miniature Art Tasmania Inc" encircling the word "Seal".

18.2 The seal of the Society shall not be affixed to any instrument except by the authority of the Committee, and the affixing thereof shall be attested by the signatures of two members of the Committee or of one member of the Society and of the Secretary of the Society or such other person as the Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Committee.

18.3 The seal shall remain in the custody of the Secretary.