

Rules of Association

Multicultural Arts Victoria Inc.

Melbourne office
Ref: KGA.1764382.

**Middletons
Lawyers**

Multicultural Arts Victoria Inc.

Rules Of The Association

1. Name

The name of the incorporated association is "Multicultural Arts Victoria Inc".

2. Definitions And Interpretation

2.1 Definitions

In these Rules, unless the context requires otherwise:

"Act" means the *Associations Incorporation Act 1981 (Vic)* as amended from time to time;

"Advisory Committee" means a sub-committee established under rule 35;

"Appointed Committee Member" means a member of the Committee appointed under rule 24;

"Association" means "Multicultural Arts Victoria Inc";

"Chairperson" means the person appointed to the position of chairperson of the Committee under rule 23;

"Committee" means the committee of management of the Association;

"Committee Member" means both the Elected Committee Members and the Appointed Committee Members of the Association;

"Corporation" has the meaning given in section 57A of the Corporations Act;

"Corporations Act" means the *Corporations Act 2001 (Cth)* as amended from time to time;

"Department" means the Commonwealth Department of Communication, Information Technology and the Arts;

"Deputy Vice Chairperson" means the person appointed to the position of Deputy Vice Chairperson of the Committee under rule 23;

"Delegate" means a natural person appointed under rule 9.3;

"Elected Committee Member" means a member of the Committee elected under rule 25;

"Financial Year" means the year ending 31 December;

"General Meeting" means a general meeting of Members convened in accordance with rule 14;

"Incorporated Association" means an association that is incorporated under the Act;

"Member" means a member of the Association;

"**Officer**" means the Chairperson, the Vice Chairperson, the Deputy Vice Chairperson, the Secretary and the Treasurer of the Association either individually or collectively, where appropriate;

"**Regulations**" means regulations under the Act;

"**Relevant Documents**" has the same meaning as in the Act;

"**Representative**" means a natural person appointed under rule 9.1;

"**Rules**" means these rules including the schedules (if any) and annexures (if any);

"**Secretary**" means:

- (a) if a person holds office under these Rules as secretary of the Association - that person; and
- (b) in any other case, the public officer of the Association;

"**Tax Act**" means the *Income Tax Assessment Act 1997 (Cth)*;

"**Treasurer**" means the Treasurer of the Association;

"**Unincorporated Association**" means any unincorporated association, group or other organisation not recognised as a legal entity; and

"**Vice Chairperson**" means the person appointed to the position of Vice Chairperson of the Committee under rule 23;

2.2 Interpretation

In these Rules, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other genders;
- (c) the index (if any) and the headings are used for convenience only and do not affect the interpretation of these Rules;
- (d) a reference to a thing includes a reference to a part of that thing;
- (e) a reference to a document includes the document as modified from time to time and any document replacing it;
- (f) if something is to be done on a day which is not a Business Day then that thing must be done on the next or following Business Day;
- (g) the word "person" includes a natural person and any body or entity whether incorporated or not;
- (h) the word "month" means calendar month and the word "year" means twelve months;

- (i) the words “in writing” include any communication sent by letter, facsimile transmission, email or any other form of electronic communication capable of being read by the recipient;
- (j) a reference to any statute, proclamation, rule, regulation or ordinance includes any amendments, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, regulation or ordinance replacing it. A reference to a specified section, rule, paragraph, schedule or item of any statute, proclamation, rule, regulation or ordinance means a reference to the equivalent section of the statute, proclamation, rule, regulation or ordinance which is for the time being in force;
- (k) money amounts are stated in Australian currency unless otherwise specified; and
- (l) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted renamed or replaced or has its powers or functions removed (“defunct body”), means the agency or body which performs most closely the functions of the defunct body.

3. Alteration of the Rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Association Authorised to Trade

The Association is authorised to trade but only in accordance with section 51 of the Act.

5. Membership, Entry Fee and Annual Subscriptions

- 5.1** An applicant for membership can be either a natural person, an Incorporated Association or a Corporation.
- 5.2** An applicant that applies and is approved for membership in accordance with these Rules is eligible to be a Member on payment of the entrance fee and annual subscription under rule 5.7.
- 5.3** An applicant that is not a Member at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to membership unless:
 - (a) they apply for membership in accordance with rule 5.4; and
 - (b) their application for membership is approved by the Committee.
- 5.4** An application for membership must:
 - (a) be made in writing in the form set out in Schedule 1 or such other form as may be prescribed by the Committee from time to time; and
 - (b) be lodged with the Secretary of the Association.
- 5.5** As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.

- 5.6** The Committee must determine whether to approve or reject an application for membership in its absolute discretion, without being obliged to provide reasons.
- 5.7** If the Committee approves an application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of their approval; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 5.8** The Secretary must, within 28 days after receipt of the amounts referred to in rule 5.7, enter the applicant's name in the register of Members.
- 5.9** An applicant for membership becomes a Member and is entitled to exercise the rights of membership when its name is entered in the register of Members.
- 5.10** If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.11** A right, privilege, or obligation of a person or Corporation by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person or Corporation; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.
- 5.12** The entrance fee is such amount as the Committee may determine from time to time.
- 5.13** The annual subscription is such amount as the Committee may determine from time to time and is payable annually in advance on the anniversary of the date on which the Member became a Member.
- 5.14** The Committee may delegate any of its powers or obligations under this rule 5 to an Advisory Committee appointed under rule 35. The Committee will be responsible for all decisions and acts of the Advisory Committee,

6. Register of Members

- 6.1** The Secretary must keep and maintain a register of Members containing:
- (a) the name and address of each Member;
 - (b) the date on which each Member became a Member; and
 - (c) if the Member is a Delegate, the name and address of the Unincorporated Association that appointed the Delegate.
- 6.2** The register is available for inspection free of charge by any Member upon request.
- 6.3** A Member may make a copy of entries in the register, if the Committee so approves.

7. Ceasing Membership

- 7.1** A Member who has paid all money due and payable by them to the Association may resign from membership by giving one month's notice in writing to the Secretary of their intention to resign.
- 7.2** After the expiry of the period referred to in rule 7.1:
- (a) the Member ceases to be a Member; and
 - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

8. Discipline, Suspension And Expulsion of Members

- 8.1** Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:
- (a) fine that Member an amount not exceeding \$500; or
 - (b) suspend a Member from membership for a specified period; or
 - (c) expel that Member from the Association.
- 8.2** A resolution of the Committee under rule 8.1 does not take effect unless:
- (a) at a meeting held in accordance with rule 8.3, the Committee confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.3** A meeting of the Committee to confirm or revoke a resolution passed under rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with rule 8.4.
- 8.4** For the purposes of giving notice in accordance with rule 8.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the Member, or their representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that they may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;

8.5 At a meeting of the Committee to confirm or revoke a resolution passed under rule 8.1, the Committee must:

- (a) give the Member, or their representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

9. Representatives and Delegates

9.1 Any Member, other than a natural person, may by written notice to the Secretary:

- (a) appoint a natural person to act as its Representative in all matters connected with the Association; and
- (b) remove a Representative.

9.2 A Representative is entitled to:

- (a) exercise at General Meeting all the powers which the Corporation which appointed them could exercise if it were a natural person;
- (b) stand for election as an Elected Committee Member;
- (c) stand for election as an Officer
- (d) be appointed as an Appointed Committee Member; and
- (e) be counted towards a quorum on the basis that the Member Corporation is to be considered personally present at a General Meeting by its Representative.

9.3 An Unincorporated Association may appoint a natural person to be a Member on behalf of, and to represent the interests of, the Unincorporated Association (**Delegate**). All rights, obligations and liabilities of membership vest with the Delegate and not with the Unincorporated Association. Neither the Association nor the Committee are responsible for ensuring that a Delegate acts in the interests of, or in accordance with the directions of, the appointing Unincorporated Association.

10. Disputes and Mediation

10.1 The grievance procedure set out in this rule 10 applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

10.2 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.

10.3 If the parties are unable to resolve the dispute in accordance with rule 10.2, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

10.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (ii) in the case of a dispute between a Member and the Association, a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

10.5 Subject to rule 10.4(b)(ii), a Member can be a mediator.

10.6 The mediator cannot be a Member who is a party to the dispute.

10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

10.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

10.9 The mediator must not determine the dispute.

10.10 If the mediation process does not result in the dispute being resolved by the parties, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. Annual General Meetings

11.1 The Annual General Meeting of the Association will be held on the last Tuesday of May each year at a time and place determined by the Committee or such other date, time and place as the Committee determines from time to time.

11.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting and must be sent to each Member at least 21 days before the date fixed for holding the Annual General Meeting.

11.3 The ordinary business of the Annual General Meeting will be:

- (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year;
- (c) to elect Elected Committee Members; and

- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

11.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. Special General Meetings

12.1 In addition to the Annual General Meeting other General Meetings may be held in the same year.

12.2 All General Meetings other than the Annual General Meeting are known as Special General Meetings.

12.3 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

12.4 If, but for this rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.

12.5 The Committee must, on the request in writing of Members representing not less than 5 per cent of the total number of Members of the Association, convene a Special General Meeting.

12.6 The request for a Special General Meeting must:

- (a) state the objects of the meeting; and
- (b) be signed by the Members requesting the meeting; and
- (c) be sent to the address of the Secretary.

12.7 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary under rule 12.6(c), the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

12.8 If a Special General Meeting is convened by Members in accordance with rule 12.7, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

13. Special Business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under these Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

14. Notice of General Meetings

14.1 The Secretary must, at least 14 days, or if a special resolution has been proposed at least

21 days, before the date fixed for holding a General Meeting, cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

14.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the register of Members; or
- (b) if the Member requests, by facsimile transmission or electronic transmission.

14.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

14.4 A Member intending to bring any business before a meeting may notify the Secretary in writing, or by electronic transmission, of that business and the Secretary must then include that business in the notice calling the next General Meeting.

15. Quorum at General Meetings

15.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

15.2 Twenty Members personally present (being Members entitled under these Rules to vote at a General Meeting) or by proxy constitute a quorum for the conduct of the business of a General Meeting.

15.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
- (b) in any other case - the meeting will stand adjourned to the same day, same time and same place at the following week, provided another place is not specified by the chairperson of the meeting at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned.

15.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 3) will constitute a quorum.

16. Presiding at General Meetings

16.1 The Chairperson, or in the Chairperson's absence, the Vice Chairperson or in the Vice Chairperson's absence, the Deputy Vice Chairperson, will preside as chairperson at each General Meeting of the Association.

16.2 If the Chairperson and both the Vice Chairperson and Deputy Vice Chairperson are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as chairperson.

17. Adjournment of Meetings

- 17.1** The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time.
- 17.2** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- 17.4** Except as provided in rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. Voting At General Meetings

- 18.1** Upon any question arising at a General Meeting of the Association, a Member has one vote only.
- 18.2** All votes must be given personally, by Representative or by proxy.
- 18.3** 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.
- 18.4** A Member is not entitled to vote at a General Meeting if the Member's annual subscription is more than 14 days in arrears at the date of the meeting.

19. Poll at General Meetings

- 19.1** If at a meeting a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the chairperson of the meeting may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- 19.2** A poll that is demanded on the election of a chairperson of the meeting or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

20. Manner of Determining Whether Resolution Carried

- 20.1** If a question arising at a General Meeting of the Association is determined on a show of hands:
- (a) a declaration by the chairperson of the meeting that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute 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.

21. Proxies

21.1 Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

21.2 The notice appointing the proxy must be in the form set out in Schedule 2, or such other form as may be prescribed by the Committee from time to time, and received by the Secretary in accordance with rule 21.1 in order to be valid.

22. Committee of Management

22.1 The affairs of the Association will be managed by the Committee of management.

22.2 The Committee:

- (a) will control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, 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 at General Meetings; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

22.3 Subject to section 23 of the Act, the Committee will consist of:

- (a) no more than 3 Appointed Committee Members; and
- (b) at least 5, but no more than 9, Elected Committee Members.

23. Office Holders

23.1 The Officers of the Association will be elected by the Committee.

23.2 Subject to rule 23.3, each Officer of the Association will hold office until the Annual General Meeting next after the date of their election to that position, but will be eligible for re-election.

23.3 No Committee Member will hold the position of Chairperson, Vice Chairperson, Deputy Vice Chairperson, Secretary or Treasurer respectively, for a period of more than 6 consecutive years.

23.4 Subject to rule 23.1, in the event of a casual vacancy in any office referred to in rule 23.3, the Committee may appoint a Committee Member to the vacant office and the Committee Member appointed will continue in office up to and including the conclusion of the Annual General Meeting next following the date of that appointment.

24. Appointed Members of the Committee

- 24.1** The Committee of Management may appoint no more than 3 persons to the Committee at its discretion.
- 24.2** The Appointed Committee Members will hold office until the next Annual General Meeting following their appointment but will be eligible for re-appointment.
- 24.3** The Appointed Committee Members must have a special skill set relevant to the Association, as determined by the Committee from time to time.

25. Elected Members of the Committee

- 25.1** Subject to rule 25.2, each Elected Committee Member will serve as a Committee Member of the Association for a period of three years but will be eligible for re-election.
- 25.2** At the first Annual General Meeting of the Association following adoption of these Rules, the existing Committee of the Association will vacate office and the Committee Members elected at that Annual General Meeting will hold office as follows:
- (a) one-third or the number nearest one third of the Elected Committee Members with the highest votes will hold office for a 3 year term;
 - (b) one-third or the number nearest one third of the 2 Elected Committee Members with the next highest votes will hold office for a 2 year term; and
 - (c) one-third or the number nearest one third of the 2 Elected Committee Members with the next highest number of votes will hold office for a 1 year term.
- 25.3** No person may hold office as an Elected Committee Member for a period of more than 9 consecutive years.
- 25.4** For the avoidance of doubt the maximum term of office referred to in rule 25.3 begins either:
- (a) on the date these Rules are adopted; or
 - (b) on the date the relevant Committee Member becomes an Elected Committee Member, whichever occurs later in time.
- 25.5** A person will be eligible for election as an Elected Committee Member at the expiration of twelve months from the date they ceased to hold office under rule 25.3.
- 25.6** In the event of a casual vacancy occurring in the office of an Elected Committee Member, the Committee may appoint a Member of the Association to fill the vacancy and the Member appointed will hold office, subject to these Rules, until the expiration of the vacating Elected Committee Member's term of office.

26. Election Process for Elected Committee Members

- 26.1** Nominations of candidates for the position of Elected Committee Member must be:
- (a) made 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) delivered to the Secretary not less than 28 days before the date fixed for holding the Annual General Meeting.

- 26.2** If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 26.3** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 26.4** If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 26.5** The ballot for the election of Elected Committee Members must be conducted at the Annual General Meeting in such manner as the Committee may direct.

27. Vacancies

The position of a Committee Member becomes vacant if the Committee Member:

- (a) ceases to be a Member, or in the case of a Committee Member that is a Representative, the Member Corporation that appointed the Representative ceases to be a member;
- (a) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (b) resigns from office by notice in writing given to the Secretary.

28. Meetings of the Committee

- 28.1** The Committee must meet at least 3 times in each year at such place and at such times as the Committee may determine.
- 28.2** Special meetings of the Committee may be convened by the Chairperson or by any 4 Committee Members.

29. Notice of Committee Meetings

- 29.1** Written notice of each Committee meeting must be given to each Committee Member at least 2 business days before the date of the meeting.
- 29.2** Written notice must be given to Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

30. Quorum for Committee Meetings

- 30.1** Any 5 Committee Members constitute a quorum for the conduct of the business of a meeting of the Committee.
- 30.2** No business may be conducted unless a quorum is present.

30.3 If within half an hour of the time appointed for the meeting a quorum is not present:

- (a) in the case of a special meeting - the meeting lapses;
- (b) in any other case - the meeting will stand adjourned to the same place and the same time and day in the following week.

30.4 The Committee may act notwithstanding any vacancy on the Committee.

31. Presiding at Committee Meetings

At meetings of the Committee:

- (a) the Chairperson or, in the Chairperson's absence the Vice Chairperson or in the Vice Chairperson's absence, the Deputy Vice Chairperson will preside as chairperson of the meeting; or
- (b) if the Chairperson and both the Vice Chairperson and Deputy Vice Chairperson are absent, or are unable to preside, the Committee Members present must choose one of their number to preside.

32. Voting At Committee Meetings

32.1 Questions arising at a meeting of the Committee, or at a meeting of any Advisory Committee appointed under rule 35, will be determined on a show of hands or, if a Committee Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

32.2 Each Committee Member present at a meeting of the Committee, or at a meeting of any Advisory Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

33. Removal of Committee Member

33.1 The Association in General Meeting may, by resolution, remove any Elected Committee Member before the expiration of the Elected Committee Member's term and appoint another Member in their place to hold the position of Committee Member until the expiration of the term of the first-mentioned Elected Committee Member.

33.2 The Committee may by resolution, remove any Appointed Committee Member before the expiration of the Appointed Committee Member's term and appoint another Member in their place to hold the position of Committee Member until the expiration of the term of the first-mentioned Appointed Committee Member.

33.3 An Elected Committee Member who is the subject of a proposed resolution referred to in rule 33.1 may make representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the Members.

33.4 The Secretary or the Chairperson may give a copy of the representations to each Member or, if they are not so given, the Elected Committee Member may require that they be read out at the meeting.

34. Minutes of Meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

35. Advisory Committees

35.1 The Committee of management may establish one or more Advisory Committees and appoint and remove, or make provision for the appointment and removal of, Members to an Advisory Committee. The Committee:

- (a) must decide the composition and functions of each Advisory Committee;
- (b) may specify the manner in which the proceedings of each Advisory Committee are to be conducted, the matters which an Advisory Committee must consider and any other matters concerning an Advisory Committee or its operations.
- (c) the chairperson of any Advisory Committee will be appointed by the Committee and must be a Committee Member.

36. Funds

36.1 The Treasurer of the Association must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee Members.

36.3 The funds of the Association will be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

37. Seal

37.1 The common seal of the Association must be kept in the custody of the Secretary.

37.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two Members of the Committee or, of one Member of the Committee and of the Secretary.

38. Execution of documents and contracts

The Association can execute a document or contract if the document or contract is signed by:

- (a) two Committee Members; or

- (b) if the Secretary is not a Committee Member, a Committee Member and the Secretary.

39. Notice to Members

Except for the requirement in rule 14, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

40. Winding Up

In the event of the winding up or the cancellation of the incorporation of the Association:

- (a) the assets of the Association must be disposed of in accordance with the provisions of these Rules and the Act; and
- (b) to the maximum extent permitted by law, no Member will be liable for any of the debts or liabilities of the Association.

41. Custody and Inspection of Books and Records

- 41.1** Except as otherwise provided in these Rules, the Secretary must keep in their custody or under his or her control all books, documents and securities of the Association.
- 41.2** All accounts, books, securities, these Rules, the minutes of General Meetings (including any financial statements submitted at a General Meeting) and any other Relevant Documents of the Association must be available for inspection free of charge by any Member upon request.
- 41.3** A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.
- 41.4** Without limiting rules 41.2 and 41.3, Members are entitled to receive a copy of these Rules and the minutes of General Meetings within 7 days of lodging a request, including payment of the prescribed fee (to be determined by the Committee from time to time), with the Secretary.
- 41.5** Notwithstanding anything in this rule 41, Members who are not Committee Members, are not permitted to view, inspect or obtain copies of the minutes of Committee meetings.

42. Public Fund

- 42.1** For the purpose of obtaining approval by the Department for addition of the Association to

the Register of Cultural Organisations, the Association will establish for the principal purpose of the Association, a distinct fund, called the "Multicultural Arts Victoria Gift Fund" (**Fund**) to which gifts of money or property for the purpose will be made and to which any money received by the Association because of such gifts is to be credited (including interest accrued thereon). The Fund will not receive any other money or property.

- 42.2** The Association must inform the Department in writing within 30 days if:
- (a) any of the contact details provided to the Department have changed;
 - (b) there is any change to the membership of the management committee of the Fund;
 - (c) there is any change to the persons responsible for the Fund;
 - (d) there has been any change to these Rules; or
 - (e) the person to whom all correspondence should be forwarded as changed.
- 42.3** Any allocation of funds or property to other persons will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.
- 42.4** If, upon the winding up or dissolution of the Fund there remains after satisfaction of all its debts and liabilities, any property, the property will not be paid to or distributed among its Members but will be given or transferred to some other fund, authority or institution having objects similar to the objects of this Fund and whose rules will prohibit the distribution of its or their income among its or their members, such fund, authority or institution is to be eligible for tax deductibility of donations under Subdivisions 30-B, section 30-100 of the Tax Act and listed on the Register of Cultural Organisations maintained under the Tax Act.
- 42.5** The secretary of the Department is to be provided with 6 monthly statistical information about gifts made to the Fund for the preceding 6 month period, within 21 days of the end of the 6 month period.
- 42.6** The Association agrees to comply with any rules that the Commonwealth Treasurer and the Minister with responsibility for the Arts may make to ensure that gifts made to the Fund are only used for its principal purpose.
- 42.7** The rules of the Multicultural Arts Victoria Gift Fund are the rules set out in Schedule 3.

Schedule 1

Application for Membership of Association

I, [*Name of Applicant*], [*Occupation*] of [*Address of Applicant*] (**Applicant**) desire to become a Member of Multicultural Arts Victoria Inc (**Association**).

- In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force.
- I agree to receive all notices from the Association by email: Y / N
Email address:.....
- I have been appointed as a delegate on behalf of, and to represent the interests of, an Unincorporated Association: Y / N
Unincorporated Association :
Address:

Signature of Applicant

Date

I, [*Name of Member*], a Member of the Association, nominate the Applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, [*Name of Member*], a Member of the Association, second the nomination of the Applicant, who is personally known to me, for membership of the Association.

Signature of Seconder

Date

Schedule 2

Form of Appointment of Proxy

I, [*Name of Member*] of [*Address of Member*] being a Member of Multicultural Arts Victoria Inc (**Association**) appoint [*Name of Proxy Holder*] of [*Address of Proxy Holder*] being a Member of the Association, as my proxy to vote for me on my behalf at the [*Annual/Special**] General Meeting of the Association to be held on [*Date of General Meeting*] and at any adjournment of that meeting.

My proxy is authorised to vote in [*favour of/against**] the following resolution [*Insert details of resolution*].

If no directions are given, the proxy may vote as the proxy thinks fit or may abstain from voting.

Signature of Member

Date

* Delete if not applicable

Schedule 3

Multicultural Arts Victoria Gift Fund Rules

1. Background

- 1.1 These Rules will come into operation on / /2005.
- 1.2 Pursuant to Rule 41 of the Rules of Multicultural Arts Victoria Inc, the Multicultural Arts Victoria Gift Fund was established.
- 1.3 These Rules govern the operation of the Multicultural Arts Victoria Gift Fund, a public fund that is to apply to be included on the Register of Cultural Organisations, for deductible gift recipient and for income tax exempt status.
- 1.4 To the extent of any inconsistency with these Rules, the objects of Multicultural Arts Victoria Inc and relevant Commonwealth and State statutes will prevail.

2. Definitions

In these Rules unless the contrary intention appears:

"**Association**" means "Multicultural Arts Victoria Inc".

"**Board**" means the officers from time to time of the Association or as the case may be the officers assembled at a meeting of the committee of management of the Association.

"**Department**" means the Commonwealth Department responsible for the Arts, in consultation with the Australian Taxation Office, or such other department(s) that is responsible for administering the Register.

"**Fund**" means the Multicultural Arts Victoria Gift Fund.

"**Management Committee**" means the management committee appointed under rule 8 of these Rules.

"**Members**" means members of the Management Committee.

"**Register**" means the Register of Cultural Organisations.

"**Rules**" means these gift fund rules contained in Schedule 3 of the Rules of Association

"**Tax Act**" means the *Income Tax Assessment Act 1997 (Cth)* and any amendment or re-enactment thereof and regulations made thereunder.

3. Object of the Fund

- 3.1 The object of the Fund is to support the objects of the Association provided that those objects are in respect of cultural purposes and/or such other objects as are acceptable to

the Department.

- 3.2** The Management Committee may do all such other things that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Fund.

4. Donations

- 4.1** Members of the public are to be invited to make gifts of money or property to the Fund for the objects of the Association.
- 4.2.** Money from interest on donations, income derived from donated property and money from the realisation of such property must be deposited into the account of the Fund.
- 4.3.** Receipts for donations are to be issued in the name of the Fund and in accordance with any requirements of the Tax Act.

5. Accounts

- 5.1.** Donations to the Fund are to be kept separate from other funds and property of the Association.
- 5.2.** A separate bank account must be opened with an authorised deposit institution as determined by the Management Committee, in the name of " Multicultural Arts Victoria Gift Fund", to deposit money donated to the Fund and money from the realisation of property donated to the Fund and interest accruing on such monies. No other money or property should be received by the Fund.

6. Accounting Records

- 6.1.** The Management Committee must keep proper accounting records and procedures for the Fund.
- 6.2.** The Board may inspect the accounting and other records of the Fund at such times and places upon provision of prior notice to the Management Committee.

7. Income and Property of the Fund

- 7.1.** The income and property of the Fund will be applied only towards the promotion of the objects of the Fund set out in rule 3.
- 7.2.** The Fund will be operated on a not-for-profit basis.
- 7.3.** No income or property will be paid or transferred directly or indirectly to any Member, the Association or controller or member of the Association except for payments:
- (i) in return for any services rendered or goods supplied in the ordinary and usual course of operation of the Fund;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for monies lent; or
 - (iii) reasonable and proper rent for the premises demised, let or licensed to the Fund.

- 7.4. Any allocation of funds or property to other persons or organisations will be made in accordance with the established objects of the Fund under rule 3 and must not be influenced by the preference of the donor.

8. **Management Committee**

- 8.1. The Members will consist of no fewer than 3 persons unless otherwise permitted by the Guidelines to the Register, and no more than 5 persons.
- 8.2. A majority of the Members must be deemed by the Department to be 'responsible persons'.
- 8.3. Before appointing a person as a Member, the Association must submit to the Department a Nomination Form in the prescribed form.
- 8.4. Subject to rules 8.1 to 8.3 inclusive the Board may appoint and remove Members as it sees fit.
- 8.5. The original membership of the Management Committee as at the date of these Rules will consist of the following persons:
- (a) Professor Ruth Rentschler;
 - (b) Stefan Romaniw; and
 - (c) Peter Thomas.

9. **Alteration of Rules**

- 9.1. The Management Committee may amend these Rules provided that any amendment will not be contrary to the objects of the Association.
- 9.2. Any other provisions which from time to time are required in order to maintain the status of the Association as an entity gifts to which can be deducted under the Tax Act, and to maintain tax exempt status and to maintain the Fund on the Register are deemed to form part of these Rules.