



# CONSTITUTION AND RULES OF THE FRIENDS OF THE TASMANIAN MUSEUM AND ART GALLERY INCORPORATED

## 1 Name of Association

The name of the association shall be "The Friends of the Tasmanian Museum and Art Gallery Incorporated" herein after referred to as the "Association".

## 2 Interpretation

In these rules, unless the contrary intention appears:

"committee" means the committee of management of the Association

"family membership" means up to two adults and up to four children under the age of 18 years who are resident at the same address.

"general meeting" means a general meeting of members convened in accordance with rule 14

"ordinary committee member" means a member of the committee to whom paragraphs (b), (c) and (d) of sub-rule (1) of rule 24 applies

"the Act" means the Associations Incorporation Act 1964

"Museum" means the Tasmanian Museum and Art Gallery

"pensioner" means a person in receipt of a full pension paid through the Departments of Social Security/or Veterans' Affairs, has an Aged Pension Card or is a Seniors Card Holder.

"Trustees" means the Trustees of the Tasmanian Museum and Art Gallery

In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic mail and other modes of representing or reproducing words in a visible form.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Associations Incorporation Act 1964 as amended from time to time.

### **3 Association's office**

The office of the Association shall be at 40 Macquarie Street, Hobart or such other place as the committee may, from time to time, determine.

### **4 Objects and purposes of the Association**

4.1 The basic objects of the Association shall be -

- a. to co-operate with the Trustees in building up the collection of the Museum and improving the facilities of the Museum;
- b. to increase the availability of the educational resources of the Museum to the community;
- c. to use its influence in assisting the development of the Museum
- d. to maintain an association between the Museum and the community by encouraging a greater understanding of the purpose and function of the Museum.

4.2 In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include -

- a. the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- b. the buying, selling, and supplying of, and dealing in, goods of all kinds;
- c. the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- d. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purpose of the Association;
- e. the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- f. the publishing and distribution of such newspapers, periodicals, books leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Associations;
- g. subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- h. the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax and Social Service Contribution Assessment Act 1936-1964 of the Commonwealth, (as amended or replaced from time to time) relates;
- i. the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- j. the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and

- k. the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

## **5 Membership of Association**

- 5.1 The Association shall consist of ordinary members, family members and honorary members without limit as to numbers, and a register of all members shall be kept by the Secretary and/or the Membership Secretary.
- 5.2 All natural persons shall be eligible for membership.
- 5.3 Organisations whether corporate or unincorporated whose aims and objects are in the committee's opinion consistent with those of the Association may, upon receipt by the Association of the annual subscription and upon compliance with the appropriate by-laws made by the committee, be admitted by resolution of the committee for membership as subscriber members at the prescribed rate. Such organisations shall have one vote at General Meetings of the Association, to be made in person at the meeting by a representative of the organisation.
- 5.4 Every applicant for ordinary membership shall, upon receipt by the Association of the annual subscription and upon compliance with the appropriate by-laws made by the committee, become a member of the Association.
- 5.5 (a) Every applicant for family membership shall, upon receipt by the Association of the annual subscription and upon compliance with the appropriate by-laws made by the committee, become a family member.  
  
(b) If an applicant for family membership nominates another adult person resident at the same address upon application for membership, each person shall be entitled to a separate vote and such right shall apply to a renewal of family membership.
- 5.6 Honorary members -
  - a. shall be admitted on the recommendation of the Trustees and/or the committee;
  - b. may be admitted whether previously a member or not by the Association in general meetings;
  - c. shall be entitled to life membership without payment of the annual subscription; and
  - d. shall have all rights, privileges and responsibilities of other members.
- 5.7 A member of the Association may, at any time, resign from the Association by providing to the secretary a written notice of resignation.
- 5.8 Upon receipt of a notice under sub-rule (8) of this rule, the Secretary and/or the Membership Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.

- 5.9 A right, privilege, obligation of a person by virtue of his membership of the Association -
- a. is not capable of being transferred or transmitted to another person; and
  - b. terminates upon the cessation of his membership, whether by death, resignation or otherwise.

5.10 In the event of the Association being wound up

- a. every member of the Association; and
- b. every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association;

is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$1.00, as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after he ceased to be a member.

- 5.11 In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers to the Trustees of the Tasmanian Museum and Art Gallery, that body being a non- profit organisation.

## **6 Annual donation**

- 6.1 The annual subscription shall be a donation of the prescribed amount to the "Friends of the Tasmanian Museum and Art Gallery."
- 6.2 (a) The Committee will review the rate of annual donation for each category of membership
- (b) Such review shall not occur more than once within any year commencing the first day of July and ending the thirtieth day of June immediately following.
- 6.3 Where an applicant's initial membership subscription is received after the first day of March in any year, the next subscription shall become due on the first day of July one year after the first day of July immediately following.
- 6.4 A member whose annual subscription has not been received by the date of the annual general meeting shall be deemed to have resigned from the Association.

## **7 Income and property of Association**

- 7.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association
- 7.2 The Association shall not -
- a. appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration

- by way of salary, fees, or allowances; or
  - b. pay to any such person any remuneration or other benefit in money or moneys worth (other than the repayment of out-of-pocket expenses).
- 7.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of -
- a. remuneration and/or honorarium in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
  - b. interest at a rate not exceeding seven and one-quarter per cent per annum on moneys lent to the Association by the servant or member; or
  - c. a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

## **8 Accounts or Receipt, Expenditure etc.**

- 8.1 True accounts shall be kept -
- a. of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - b. of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the association for the time being, those accounts shall be open to the inspection of the members of the Association.
- 8.2 The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the committee may direct.
- 8.3 The accounts, books, and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the committee may decide.

## **9 Banking and Finance**

- 9.1 Any money acquired by the Association, including donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association. All funds must be applied to the objectives of the Association and for no other purposes.
- 9.2 Bank accounts shall be opened in the name of the Association. Any deeds, cheques etc relating to any of the Association's bank accounts shall be signed by at least two Committee members, one of which must be the Treasurer, President, Vice President or Secretary.
- 9.3 Any income and/or expenditure shall be the responsibility of the Treasurer who will be accountable to ensure funds are utilised effectively and that the Association stays within budget.
- 9.4 One of the Association's signatories may authorise electronic transactions for payment of the Association's debts.

- 9.5 Official accounts shall be maintained and will be reported on at each of the Committee's meetings and will be examined annually by an independent accountant who is not a member of the Association.
- 9.6 An annual financial report shall be presented at the Annual General Meeting.

## **10 Annual General Meeting**

- 10.1 The Association shall, in each year, hold an annual general meeting.
- 10.2 The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the committee may determine.
- 10.3 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 10.4 The annual general meeting shall be specified as such in the notice convening it.
- 10.5 The ordinary business of the annual general meeting shall be -
- a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. to receive from the committee, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
  - c. to elect the officers of the Association and the ordinary committee members;
- 10.6 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 10.7 All general meetings other than the annual general meeting shall be called special general meetings.

## **11 Special General Meetings**

- 11.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 11.2 The committee shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- 11.3 A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitioner and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- 11.4 If the committee does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

- 11.5 A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the association to the persons incurring them.

## **12 Notices of General Meetings**

The secretary of the Association shall, at least fourteen days before the date fixed for holding a general meeting or special general meeting of the Association, cause to be inserted in at least one newspaper published in this State an advertisement specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.

## **13 Business and quorum at General Meetings**

- 13.1 All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- 13.2 No item of business shall be transacted at a general meeting unless a quorum or members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13.3 Fifteen members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- 13.4 If within one half hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one half hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

## **14 President to preside at general meetings**

- 14.1 The President, or in his/her absence, the Vice-President, shall preside as chairman at every general meeting of the Association.
- 14.2 If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

## **15 Adjournment of general meetings**

- 15.1 The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 15.2 Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 15.3 Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

## **16 Determination of questions arising at general meetings**

A question arising at a general meeting of the Association shall be determined on the show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the 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.

## **17 Votes**

Upon any question arising at a general meeting of the Association -

- a. a member has one vote only;
- b. all votes shall be cast personally; and
- c. in the case of an equality of voting on a question the chairman of the meeting is entitled to a second or casting vote.

## **18 Taking of poll**

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

## **19 When poll to be taken**

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

## **20 Affairs of Association to be managed by a committee**

- 20.1 The affairs of the Association shall be managed by a committee of management constituted as provided in rule 23.
- 20.2 The committee -
- a. shall control and manage the business and affairs of the Association;
  - b. may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and



- c. subject to the Act and these rules, has power to perform all such acts, do such things and make such by-laws as appear to the committee to be essential for the proper management of the business and affairs of the Association.

## **21 Officers of the Association**

### **21.1 The officers of the Association -**

- a. shall be elected at the annual general meeting; and
- b. shall consist of
  - i. a President;
  - ii. a Vice-President;
  - iii. a Treasurer; and
  - iv. a Secretary.

### **21.2 The secretary or other nominated committee member shall also be the public officer.**

### **21.3 The provisions of sub-rules .2, .3 and .4 of Rule 24, so far as they are applicable and with the necessary modifications, apply to the election of persons to any of the offices mentioned in sub-rule .1 of this rule.**

### **21.4 Each officer of the Association shall hold office until the conclusion of the annual general meeting next after the date of his election but is eligible for re-election except for the President of the Association who shall not hold office for more than five consecutive years.**

### **21.5 In the event of a casual vacancy in any office mentioned in sub-rule .1 of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed shall continue in office until the conclusion of the annual general meeting next following the date of his appointment.**

## **22 Constitution of the committee**

### **22.1 The committee shall consist of -**

- a. the officers of the Association;
- b. six general committee members;
- c. a nominee of the Trustees; and
- d. the retiring President during the year immediately following his/her retirement should they elect to remain on the committee.

Please Note: The Director of the Museum, or his/her nominee will work with the Committee as an Ex-officio member

### **22.2 Each ordinary committee member shall, subject to these rules, hold office until the conclusion of the annual general meeting next after the date of his election, but is eligible for re-election.**

### **22.5 In the event of a casual vacancy occurring in the office of ordinary committee member, the committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.**

## **23 Election of members of committee**

- 23.1 All nominations of candidates for election as officers of the Association or as ordinary committee members subsequent to the election of the original officers and committee members -
- a. shall be 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. shall be delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the annual general meeting.
- 23.2 If insufficient nominations are received to fill all vacancies on the committee, those candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 23.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 23.5 The ballot for the election of officers and ordinary committee members shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **24 Vacation of office**

For the purpose of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member-

- a. dies;
- b. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
- c. becomes of unsound mind;
- d. resigns his office by writing under his hand addressed to the committee;
- e. ceases to be resident in the State;
- f. fails, without leave granted by the committee, to attend three consecutive meetings of the committee;
- g. ceases to be a member of the Association; or
- h. fails to pay all arrears due by him within fourteen days after he has received a notice in writing signed by the secretary stating that he has ceased to be a financial member of the Association.

## **25 Meetings of the committee and of the sub-committees**

- 25.1 The committee shall meet at least ten times a year at such place and at such times as the committee may determine.
- 25.2 Special meetings of the committee may be convened by the President, or any four of its members.

- 25.3 Notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- 25.4 Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 25.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- 25.6 At meetings of the committee -
- a. the President, or in his absence the Vice-President; or
  - b. if the President and the Vice-President are absent, such one of the remaining members of the committee as may be chosen by the members present shall preside.
- 25.7 Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 25.8 Each member present at a meeting of the committee or of any sub-committee appointed by the 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.
- 25.9 Notice of each committee meeting shall be provided to each member of the committee before the date of the meeting.

## **26 Disclosure of interest in contracts etc.**

- 26.1 A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.
- 26.2 If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.
- 26.3 No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

## **27 Sub-committees and executive committee**

- 27.1 The committee may at any time appoint a sub-committee from the committee as it may think fit and shall prescribe the powers and functions thereof.

- 27.2 The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but non-members so co-opted are not entitled to vote.
- 27.3 Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- 27.4 The President, Vice-President, the Treasurer, and the Secretary constitute an executive committee, which may issue instructions to the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee and where any such instructions are issued shall report thereon to the next meeting of the committee.

## **28 Financial year**

The financial year of the Association is the period beginning on 1 July in each year and ending on 30 June next following.

## **29 Notices**

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

## **30 Expulsion of members**

- 30.1 Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Association.
- 30.2 The expulsion of a member pursuant to sub-rule .1 of this rule does not take effect -
- a. until the expiration of fourteen days after the service on the member of a notice under sub-rule .3 of this rule; or
  - b. if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- 30.3 Where the committee expels a member from the Association, the secretary of the Association shall, without undue delay, cause to be served on the member a notice in writing -
- a. stating that the committee has expelled the member;
  - b. specifying the grounds for the expulsion; and
  - c. informing the member that if he so desires he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provided in this rule.
- 30.4 A member on whom a notice under sub-rule .3 of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the secretary of the Association , within fourteen days after the service of that notice, a

requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.

30.5 Upon receipt of a requisition under sub-rule .3 of this rule, the secretary shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the secretary.

30.6 At a special general meeting convened for the purpose of this rule -

- a. no business other than the question of the expulsion shall be transacted;
- b. the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
- c. the expelled member shall be given an opportunity to be heard; and
- d. the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

30.7 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

### **31 Disputes**

31.1 Subject to this rule, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986 as amended from time to time.

31.2 Nothing in this rule affects the operation or effect of Rule 32.

### **32 Seal of Association**

32.1 The seal of the Association shall be in the form of a rubber stamp, inscribed with name of the Association encircling the word "Seal."

32.2 The seal of the Association 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 one member of the committee and of the Secretary or public officer of the Association and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.

32.3 The seal shall remain in the custody of the secretary.

### **33 Amendment**

33.1 These rules may be altered or replaced or new rules made by a motion at an annual general meeting or at a special general meeting summoned for the purpose, of which motion each member shall have had at least twenty days' notice in writing from the secretary.

33.2 No such motion shall be deemed to have been passed unless it be agreed to by at least three quarters of the members voting thereon.

33.3 The secretary shall within one month after an alteration of this constitution, lodge with the Commissioner of Corporate Affairs notice of the alteration, a copy of any instrument evidencing the alteration, and a statutory declaration made by the secretary declaring that the copy is a true copy of the instrument of which it purports to be a copy and, that the alteration is authorised and was made in a manner provided by the constitution of the Association.

Adopted by a Special Resolution of the 2016 Annual General Meeting of the Friends of the Tasmanian Museum & Art Gallery Inc on 29 September 2016.

Signed



John Sexton, President



Julie Hawkins, Secretary

Date 29 September 2016