



RULES OF THE ASSOCIATION

2023

Adopted 5 December 1999 under the *Associations Incorporation Act 1985 SA*

Amendments adopted 8 December 2023 at Annual General Meeting

RULES OF THE ART ASSOCIATION OF AUSTRALIA AND NEW ZEALAND

1. NAME

The name of the incorporated association is: "ART ASSOCIATION OF AUSTRALIA AND NEW ZEALAND INCORPORATED", referred to herein as 'the Association'.

2. DEFINITIONS

In these Rules, unless the contrary intention appears:

"the Act" means the *Associations Incorporation Act 1985 SA*;

"Committee" means the Committee of Management of the Association, known as the "Executive Committee";

"meeting" means a General Meeting of members of the Association convened in accordance with these Rules;

"member" means a member of the Association;

"officer" has the meaning provided at Section 3 of the Act;

"the Regulations" means the Association Regulations 1985.

3. OBJECTS AND PURPOSE

3.1 The objects and purposes of the Association are:

- 3.1.1 to promote understanding and foster enquiry into the history and practice of visual art.
- 3.1.2 to bring together and cultivate communication between persons engaged in the study, research, practice, teaching and writing about visual art;
- 3.1.3 to encourage and promote visual art to the broader community by means of publications, conferences, lectures, seminars, exhibitions and public symposia;
- 3.1.4 to promote and sustain criticism and scholarship in visual art;
- 3.1.5 to provide a professional forum of expert opinion on all matters relating to the knowledge of art;
- 3.1.6 to promote Australia and New Zealand orientated scholarship both locally and internationally;
- 3.1.7 to advocate on behalf of members to universities, governments and their agencies, funding bodies and other peak bodies.

3.2 Non Profit Declaration

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Board or relatives of members of the Board, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association in return for any services actually rendered to the Association or reasonable or proper rental of premises let by any member of the Board.

4. AUSTRALIAN REGISTERED BODY

- 4.1 The Association shall be recognised as an Australian Registered Body and have an Australian Registered Body Number.
- 4.2 The Association shall maintain a physical presence in Australia and without diminishing its nexus with New Zealand to that extent shall incur its expenditure and pursue its objective principally in Australia.

5. POWERS

The Association has all the powers conferred by section 25 of the Act including:

- 5.1 subject to section 53 of the Act the power to negotiate and receive grants and/or other assistance from any appropriate government or commercial organisation, to be utilised in meeting the objectives and purposes of the Association;
- 5.2 the power to open and operate accounts with financial institutions and invest monies not immediately required for the purposes of the Association in such a manner as the Committee sees fit;
- 5.3 the power to enter into such contracts, agreements, arrangements and understandings as are considered necessary by the Committee in the normal course of business;
- 5.4 the power to do all things necessary or considered desirable by the Committee for the purpose of achieving or carrying into effect any of the foregoing.

6. MEMBERSHIP

- 6.1 Subject to any other provisions contained in these Rules, membership of the Association is available to any individual who subscribes to the objects and purposes of the Association including:
 - 6.1.1 Art Historians
 - 6.1.2 Lecturers and Teachers of art history, theory and visual culture
 - 6.1.3 Art gallery and museum professional staff
 - 6.1.4 Artists
 - 6.1.5 Art and cultural institutions
 - 6.1.6 Art History, theory, visual culture and studio art students
 - 6.1.7 Art Critics and writers
 - 6.1.8 Other interested persons
- 6.2 Membership under the old Rules (1999) is transferrable to the new Rules (2023).
- 6.3 Membership categories may be reviewed from time to time.
- 6.4 Honorary Life Members shall be persons who have given outstanding service to the cause of art scholarship and who are elected to this category of membership by the Members at an annual general meeting on the recommendation of the Executive Committee.

6.6 A Member shall cease to be a Member of the Association upon:

- (a) their resignation from the Association in accordance with sub-rule 6.7;
- (b) their expulsion from the Association;
- (c) failing to meet their financial obligations properly imposed, within six months of the imposition of those obligations (unless otherwise determined by the Executive Committee).
- (d) the Association being wound up or ceasing to exist for any other reason;

6.7 A Member may resign from the Association by giving notice in writing addressed to the Business Manager. Such resignation will take effect 14 days after receipt of such notice by the Business Manager unless a later date is specified in the notice.

6.8 Any member so resigning shall be liable for any outstanding membership fees which shall be recovered as a debt due to the Association.

6.9 The Committee shall maintain a register of members to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association, the dates of their admission and category of membership.

6.9.1 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatement of membership and any further particulars as the Executive Committee or the members of at any General Meeting may require from time to time.

6.9.2 The register shall be open for inspection at all reasonable times by any member of the representative Executive Committee.

7. MEMBERSHIP FEES

7.1 Upon receipt of the first annual membership fee, the applicant shall be a member of the Association.

7.2 Membership Fees:

- 7.2.1 Payment of a membership fee is required in accordance with the category of membership applied for.
- 7.2.2 All fees payable by members of the Association shall be annual fees at rates fixed by the Committee from time to time.
- 7.2.3 Any member whose membership fee is outstanding for 30 days shall cease to be entitled to vote at any meetings of the members of the Association and if the membership fees remain unpaid for a period of 6 calendar months the member shall cease to be a member of the Association, provided always that the Executive Committee may reinstate such person's membership on such terms as the Committee thinks fit.

8. COMPLAINTS & GRIEVANCES

8.1 The grievance procedure set out in these Rules applies to formal complaints under these Rules between:

- (a) a member and another member where the Association is a party to the dispute
- (b) a member and the Association

8.2 A grievance must be lodged in writing (by letter or email) to the Business Manager stating the date of the grievance, the nature of the dispute and the parties involved.

8.3 The parties to the dispute must meet and discuss the matter in dispute either in person or online, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

8.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of the decision maker.

8.5 The decision maker must be:

8.5.1 An unbiased person chosen by agreement between the parties; or

8.5.2 In the absence of agreement:

(a) in the case of a dispute between a member and another member, a person appointed by the Committee; or

(b) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Resolution Service, Office of the Public Advocate (OPA), South Australia.

8.6 A member of the Association can be a decision maker but the decision maker cannot be a member who is a party to the dispute.

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

8.8 The decision maker, in conducting the grievance process must:

8.8.1 Give the parties to the grievance process every opportunity to be heard on the matter which is the subject of the dispute, and

8.8.2 Allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the grievance process.

8.9 To the extent permitted by law, the decision maker will determine the dispute's resolution.

8.10 If the decision maker is not permitted at law to determine the dispute's resolution, the parties may seek to resolve the dispute in a manner otherwise permitted at law.

9. THE EXECUTIVE COMMITTEE

9.1 Office holders and members of the Executive Committee appointed under the old Rules 1999 continue to hold their office and position on the Executive Committee under the new Rules (2023).

9.2 The management of the affairs, funds and property of the Association shall be managed and controlled exclusively by the Executive Committee which in addition to any powers and authorities conferred by the Rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting.

9.3 The Executive Committee shall consist of a President, a Treasurer (both of whom shall be members of the Association) and eight other members of the Association or such greater number as the Executive Committee may determine from time to time, being mindful of a need for effective geographical representation.

9.4 At least two members of the Executive Committee shall reside in Australia and at least two members of the Executive Committee shall reside in New Zealand.

- 9.4.1 The Executive Committee has the power to appoint a business manager ("Business Manager") to administer membership matters and act as a secretary and public officer of the Association. In the event that a Business Manager is not appointed, his or her functions will be carried out by the Treasurer.
- 9.4.2 In addition to the power contained in Rule 9.4.1, the Executive Committee has the power to appoint such officers, advisers, consultants or subcommittees as are required to carry out the objects and purposes of the Association, and may discuss or delegate any of its powers to such persons, save and except this power of delegation.
- 9.4.3 Any person appointed pursuant to Rules 9.4.1 or 9.4.2 need not be a member of the Association.

9.5 Responsible Persons (President and Treasurer) will undergo screening to determine that they are not disqualified from appointment. A search will be conducted on the ASIC Register of Banned and Disqualified Persons.

9.6

- 9.6.1 Subject to Rule 9.6.2, a member of the Executive Committee shall hold that position for two calendar years from the date of election at the Annual General Meeting.
- 9.6.2 At the end of the two-year period specified in Rule 9.6.1, a member of the Executive Committee shall retire from office, but shall be eligible upon nomination for re-election.

9.7

The election of officers and other members of the Executive Committee shall take place in the following manner:

- 9.7.1 The Business Manager shall issue a notice to members of the Association at least two months before the Annual General Meeting of the Association calling for nominations for vacancies arising on the Executive Committee.
- 9.7.2 Nominations shall either be in writing or signed by the nominee and his or her proposer or lodged by email from the nominee.
- 9.7.3 Any nomination must be received by the Business Manager at least four weeks before the Annual General Meeting and shall state whether the nominee resides in Australia or New Zealand.
- 9.7.4 The Business Manager will notify members of the nominations received and provide voting papers at least three weeks before the Annual General Meeting.
- 9.7.5 Members wishing to vote must return voting papers to the Business Manager by post or email at least one week before the Annual General Meeting.
- 9.7.6 The Annual General Meeting will appoint two members of the Association who are not candidates for the Committee to act as returning officers.
- 9.7.7 Each member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies and voting may be by post, in person (physically or online) or by proxy.
- 9.7.8 The result of the election shall be announced at the Annual General Meeting and those elected will take up their roles from the close of the Annual General Meeting at which they were elected.

9.8 Correspondence between the Executive Committee, the Business Manager and the Members may be in electronic or print form.

9.9 Any member of the Executive Committee may resign from membership of the Committee at any time by giving notice in writing to the Business Manager and such resignation shall take effect at the time such notice is received by the Business Manager unless a later date is specified in the notice.

9.10 A member of the Committee may be removed from office at a General Meeting of the Association determined by majority vote of the numbers of members present at such General Meeting.

10. VACANCIES ON THE EXECUTIVE COMMITTEE

- 10.1 The Executive Committee shall have the power to appoint any member of the Association to fill any casual vacancy on the Committee until the next Annual General Meeting.
- 10.2 The continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as necessary a quorum of the Executive Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a General Meeting of the Association, but not for other purpose.

11. MEETINGS OF THE EXECUTIVE COMMITTEE

- 11.1 The Executive Committee shall meet at least once every quarter to exercise its functions.
- 11.2 At every meeting of the Executive Committee a simple majority of the number of members elected and/or appointed to the Committee shall constitute a quorum.
- 11.3 Executive Committee meetings may be held online or in person.
- 11.4 Subject as previously provided in this Rule, the Executive Committee may meet together and regulate its proceedings as it thinks fit PROVIDED THAT questions arising at any meeting of the Committee shall be decided by a majority of votes and, in the case of the equality of votes, the Chairperson shall have a deliberative and casting vote.
- 11.5 A special meeting of the Executive Committee shall be conveyed by the Business Manager on the requisition in writing signed by not less than one third of the members of the Executive Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 11.6 Not less than 14 days of notice shall be given by the Business Manager to members of the Executive Committee of any special meeting of the Executive Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 11.7 A member of the Executive Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee when required by the Act, and, if required by the Act, must not vote with respect to that contract.
- 11.8 The Executive Committee may form sub-committees consisting of at least two members of the Executive Committee to advise and assist with the Association's functions. A majority of members of a sub-committee shall constitute a quorum.

12. DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

The office of Executive Committee member shall become vacant if an Executive committee member is:

- 12.1 disqualified by the Act;
- 12.2 dispelled under these Rules;
- 12.3 permanently incapacitated by ill health;
- 12.4 absent without apology for more than three consecutive committee meetings.

13. ASSOCIATION EMPLOYEES

The Association may employ staff if and as required. Conditions of employment, payment and duties shall be set in writing by the Committee.

14. ANNUAL GENERAL OR GENERAL MEETING

14.1 An Annual General Meeting of the Association shall be held once each calendar year, at the annual conference or, if no conference is held, within 5 months after the end of the financial year at a location and date to be determined by the Committee to transact the following business:

- 14.1.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
- 14.1.2 to receive, and if approved, adopt the Annual Report, audited balance sheet and statement of accounts for the financial year ending June 30th preceding;
- 14.1.3 to elect the Committee office bearers, the public officer and the auditor and such other persons as it may be necessary to elect or appoint;
- 14.1.4 to consider alterations to the Constitution and, if approved, amend accordingly;
- 14.1.5 to deal with any matters the Committee or any member wishes to bring before the meeting;
- 14.1.6 to appoint honorary life members of the Association.
- 14.1.7 to conduct special business of which notice has been given in accordance with the Rules.

14.2 The Business Manager shall convene a Special General Meeting of the Association:

- 14.2.1 when directed to do so by the Committee; or
- 14.2.2 on requisition in writing signed by not less than five per cent (5%) of ordinary members of the Association. Such requisition shall clearly state the reasons why such a Special General Meeting is being convened and the nature of the business to be transacted thereat.

14.3

- 14.3.1 Notice of all General Meetings shall be forwarded (by post or email) to all financial members of the Association at least 10 days prior to the date set for the meeting, together with a copy of the proposed agenda for the meeting.
- 14.3.2 Only financial members attending any General Meeting may vote and voting may be by proxy.

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

14.5 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this Rule, "member" includes a person attending as a proxy.

14.6 At any General Meeting the number of members required to constitute a quorum shall be 5 % of the total membership.

14.7 If within one hour from the time appointed for the commencement of a General Meeting, a quorum is not present, the meeting shall not proceed.

14.8 Members may participate in an Annual General Meeting or a Special General Meeting using technology.

14.9 The Chairperson of a General Meeting Shall be the President of the association or, in the President's absence, a member of the Committee nominated by the Committee.

14.10 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from

which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 14.11 The Committee may, within seven days of a General Meeting, decide to hold a postal or electronic ballot of all members of the Association to vote on any resolution which was put before the Meeting. In this case, the ballot shall close within one month of the dispatch of the last ballot paper. Votes shall be counted by the Business Manager in the presence of any two members of the Association, and the result of that ballot notified to all members.

15. MINUTES OF MEETINGS

- 15.1 Proper Minutes of all meetings of the Association and meetings of the Committee, shall be disseminated to the Committee within one (1) month after the relevant meeting and a copy kept in the administration files of the Association.
- 15.2 The Minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 15.3 Where Minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at the meeting shall be deemed valid.

16. PROXIES

- 16.1 A member shall be entitled to appoint a proxy which must be done in writing no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The proxy may vote at his/her own discretion or as directed in writing by the member /appointer.

17. VOTING RIGHTS

- 17.1 Each financial member present in person, online or by proxy at a meeting shall be entitled to vote.

18. FINANCIAL YEAR

- 18.1 The financial year of the Association shall be the period of twelve (12) months ending on the 30th of June each year.

19. ACCOUNTS

- 19.1 The Committee shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

20. THE SEAL

- 20.1 The Association shall have a common seal upon which its name shall appear in legible characters.
- 20.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of either the President and one other member of the Committee.

21. FINANCE

- 21.1 The Committee shall control the finances of the Association and shall open and maintain a bank account in the name of the Association with an Australian trading bank into which all receipts shall be paid and from which all payments shall be made.
- 21.2 All cheques must be signed by two members of the Committee.
- 21.3 All income and property of the Association shall be applied by the Committee solely towards the promotion of the objects and purpose of the Association and no portion therefore shall be paid or transferred (whether directly or by dividend, bonus or otherwise) to any member of the Association provided that where any member is engaged with the Association's business, the Committee may pay reasonable remuneration and/or expenses to that member.
- 21.4 At the Annual General Meeting the Treasurer shall present a full financial statement and balance sheet duly audited by a person appointed for that purpose at the previous Annual General Meeting.
- 21.5 A draft budget for the coming financial year shall be prepared and presented for discussion by the Committee before the Annual General Meeting. This budget is to be ratified at the Annual General Meeting.

22. AUDIT

- 22.1 At each Annual General Meeting, members shall appoint an auditor being a member of the Institute Chartered Accountants or a member of the Australian Society of Certified Practising Accountants.
- 22.2 The auditor shall audit and certify the accounts of the Association as soon as possible after the end of the financial year or if specifically requested by the Chairperson to audit accounts at some other time.

23. WINDING UP

- 23.1 Subject to the Act, the Association may be dissolved by resolution of the members passed by a majority of not less than three fourths of the members entitled to vote and being present at a special meeting of the members of which at least twenty-one (21) days' notice specifying the intention to propose a resolution that the Association be dissolved has been duly given.
- 23.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities and properties whatsoever the same shall not be paid or disbursed amongst the members but shall be given or transferred to another institution or institutions having similar objects and which is an exempt entity for the purposes of Income Tax Assessment Act 1997 and which prohibits the distribution of its income and property amongst its members to an extent at least as great as imposed on the Association.

24. LIABILITY OF MEMBERS AND OFFICERS

- 24.1 A member or officer of the Association shall not be liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except as otherwise provided by the Act.

25. INDEMNITY

- 25.1 Every officer of the Association shall be entitled to be indemnified out of the funds of the Association against any loss, expense or liability incurred or sustained by him or her in the bona fide and proper exercise of that person's duty where judgment is given in his or her favour or in which he or she is acquitted.
- 25.2 The Association may pay the premiums for any officer's insurance that the Association or the Committee consider appropriate.

26. PROHIBITION OF DISTRIBUTION TO MEMBERS

- 26.1 The income and property of the Association must be used and applied solely for the promotion of its purpose and the exercise of its powers as set out in these Rules.
- 26.2 No portion of the income or property of the Association may be distributed directly or indirectly to or amongst the members of the Association.
- 26.3 Nothing in this Rule prevents the payment in good faith:
- 26.3.1 of interest to any member in respect of money advanced by that member to the Association, or otherwise owing to the member;
 - 26.3.2 of remuneration to any officer or employee of the Association;
 - 26.3.3 to any member of the Association or other person in respect of services actually rendered to the Association;
 - 26.3.4 to any member of out-of-pocket expenses, moneys lent, reasonable and proper charges for the hire of goods by the Association, reasonable and proper rent for premises let to the Association or the provision of services to the member, to which that member would be entitled in accordance with the purpose if you were not a member.

27. ALTERATION TO CONSTITUTION

- 27.1 The Rules can only be changed (including an alteration to the name) by a resolution of the members at a General Meeting.
- 27.2 Any member may propose a change and must provide the Business Manager with a written notice of the proposed change, signed by a second member, at least 21 days before the General Meeting at which the proposed change is to be considered.
- 27.3 The Business Manager must notify members of the proposed changes prior to the General Meeting at which it is to be considered.
- 27.4 Any five members present at the General Meeting at which the proposed change is considered may demand at the meeting that the Committee hold a ballot on the proposed amendment.
- 27.5 The ballot shall be conducted in the manner prescribed in Rule 14.10 and the result of the ballot shall determine whether or not the Rule shall be amended as proposed.