



MITCHELL HOUSE
ARTS CENTRE

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MHAC Bylaws:

V1 06 2025

AIM:

The intent of the bylaws is to outline the relevant requirements for further consideration of specific issues and the relevant Acts, Awards or guidance documents as provided by Fair work or Consumer protection. Where relevant the specific Policy and procedure documents that also relate will be referenced.

Conflict of interest:

The conflict-of-interest framework has been developed from and are as outlined by the publication: Identifying and managing conflicts of interest - Consumer Protection – DEMIRS last updated Feb 2025.

<https://www.consumerprotection.wa.gov.au/publications/identifying-and-managing-conflicts-interest>

Please refer to this document and the Policy and Procedure document
AO-POL-001 conflict of interest. Also GO-POL-002 Gallery operations- exhibition Guidelines

It is common for potential conflicts of interest to arise in associations and clubs because people with a common interest are brought together, and they are often involved in more than one community group or serve on a committee that provides social, sporting or recreational activities for their family and friends. It is not possible to prevent all conflicts of interest occurring, so it is essential that an association has processes in place to manage them.



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What is a conflict of interest?

A conflict of interest may arise when a member of an association has private or personal interests outside of the association that may affect (or be perceived to affect) their ability to act in the best interests of the association when they are carrying out their duties.

For example, a conflict of interest may arise where:

a committee member has a financial interest relating to a contract or proposed contract being considered by the management committee. An applicant for employment is a relative of a committee member or senior staff, or a person who serves on the committees of two associations that compete for the same tenders or grants.

How can you manage a conflict of interest?

Having a conflict of interest does not mean that a person has acted improperly or is likely to do so. While a failure to identify and manage a conflict of interest may not necessarily amount to a breach of the law, it could cause substantial damage to the reputation of the association and the individuals involved and create conflict among members.

To properly manage conflict of interest situations, it is recommended that every association:

- Develop, publish and promote a policy for the identification and management of conflicts of interest. This should include guidance as to the types of conflict scenarios that might arise in the association and what an individual should do if they think they may be at risk of having a conflict.
- Ensure that individuals who serve on its committee/board or hold a key role in the association's management (for example a Chief Executive Officer or Manager) understand their obligations and responsibilities and receive training on how to recognise and respond to conflict of interest situations.
- Include the identification of potential conflicts of interest as an action item at each committee meeting (even if they rarely arise), and document any discussions and decisions in relation to conflicts of interest in the minutes of meetings.



Material personal interests

The Associations Incorporation Act 2015 (the Act) includes provisions that require a committee member with a material personal interest in a matter to disclose the nature and extent of the interest to the committee and the next general meeting of the association. A committee member who has disclosed a material personal interest must not be present when the matter is considered by the committee or a vote is taken on that matter. It is important to note that an interest that the committee member has in common with all, or a substantial proportion, of members of the association does not require any disclosure or management under the Act.

Identifying material personal interests

A committee member has a material personal interest in a matter when that member, or a reasonable person with a full knowledge of the circumstances, would consider that there is a risk that the personal interest could compromise the ability of the person to make an impartial decision. It is important to understand that not all personal interests are 'material'. So, if you are unsure about an interest you may have in a matter to be considered ask yourself would a reasonable person with a full knowledge of the circumstances consider that my interest could impact on my ability to make an impartial decision. If you have any doubt, discuss the facts with the rest of the committee so that they can determine whether the interest is material.

What can we do if the inability of a committee member to participate in a decision means that we do not have a quorum?

Several options are available for dealing with this situation:

- Consider whether the committee is required to make the decision, it may be possible for the matter to be referred to a sub-committee or to a member, independent advisor or employee. It may be possible to adjourn the meeting and reconvene at a later date when additional committee members can attend to make up a quorum.
- Section 43(3) of the Act permits any member of the committee (including a member with a material personal interest) to call a general meeting of members to pass a resolution dealing with the matter.
- Disclosing material personal interests at general meetings



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- The Act also requires a management committee member with a material personal interest in a matter that has been considered at a committee meeting to declare their interest to the members at the next general meeting held by the association.
- There are no restrictions on the format that this declaration must take. Depending on the number of interests that will need to be disclosed to the members, it could be done verbally, or by submitting a written record of the conflicts that arose over the period since the last general meeting took place. Regardless of the method, the identity of the member along with the nature and extent of their interest must be disclosed and recorded in the minutes. The committee may also wish to confirm to the meeting that the member with the interest did not participate in the deliberations or vote on the particular matter.

Mediation and Dispute resolution

The mediation and dispute resolution framework has been developed from the Fair Work Act 2009, The minimum terms and conditions of employment act 1993, and are as outlined by the Publication:

Effective dispute resolution best practice guide/fairwork.gov.au 2025.

See also P&P AO-POL-001 Mediation and dispute resolution.

Guidance Note - Mediation

- *For the purposes of These bylaws they are continuance to section 18 of the rules of association Dispute Resolution.*

1) **This bylaw applies if written notice has been given to the secretary requesting the appointment of a mediator —**

- (a) by a member
- (b) by a party to a dispute
- (c) If this Division applies, a mediator must be chosen or appointed under rule 2.



2.) Appointment of mediator

- (a) The mediator must be a person chosen —
- if the appointment of a mediator was requested by a member under rule 18 — by agreement between the Member and the committee; or
 - if the appointment of a mediator was requested by a party to a dispute— by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of subrule 18 then the committee must appoint the mediator.
- (c) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
- a member under rule 18
 - a party to a dispute
 - (c) a party to a dispute and the dispute is between one or more members and the Association.
- (d) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
- have a personal interest in the matter that is the subject of the mediation; or
 - be biased in favour of or against any party to the mediation.

3. Mediation process

- (a.) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b.) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (c.) In conducting the mediation, the mediator must —
- give each party to the mediation every opportunity to be heard; and



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- allow each party to the mediation to give due consideration to any written statement given by another party; and
- ensure that natural justice is given to the parties to the mediation throughout the mediation process.

(d.) The mediator cannot determine the matter that is the subject of the mediation.

(e.) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

(f.) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

Subgroups/Subcommittees/Specialist groups

Subgroups, Sub committees, and specialist groups (Subgroups) may operate under the overall oversight of MHAC.

These may include special interest groups such as the Plantagenet Potters and The Painting Group or others that fall under the umbrella of an arts group.

The Subgroups may operate as an autonomous group with its own Cost centre or even Bank accounts. Bank accounts and finances must be run under the Mitchell House Financial Management Policy AO-POL-002. Following delegation limits and Banking process.

The Subgroups need to follow financial reporting guidelines as outlined in the Mitchell House Financial Management Policy AO-POL-002.



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Subgroups may charge additional Amenities fees and operate their own internal members accounting for consumables as they need, only overall cash in, cash out and overall expenditure and income need to be reported for oversight to the Executive.

If an item or project is projected to exceed delegation limits the group needs to submit a budget and brief outline of the need for the item or the project objective for executive approval before commencement of the project. The aim of this is not to curtail the activity of the group or interfere with their relative autonomy, but to ensure that they adhere to general Risk Management guidelines, the objectives of Mitchell house or ensure that there are financial resources adequate to the budgeted cost.

The groups should, in general adhere to the rest of the Rules of association, bylaws and Policy and Procedure in relation to conduct of the groups, where they are applicable.

EXHIBITION Guidelines

Please present the artworks ready for hanging or display by the standard set in P&P GO-POL-002 exhibition guidelines.

Opening and drop off dates for exhibitions must be adhered to. No items for set exhibitions will be accepted after drop off dates.

All items must be for sale (exceptions for competition or specific themed exhibitions at discretion of the Executive or Gallery Coordinator)

Please liaise with the Gallery Coordinator if dropping work off outside of Gallery times or other clear guidelines.