



MITCHELL HOUSE
ARTS CENTRE

42 Albany Hwy
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Mitchell House Arts Centre Inc.

MITCHELL HOUSE ARTS CENTRE INC.

RULES OF ASSOCIATION

Adopted March 2019 (as Plantagenet Arts Council)
Amended at SGM 27 January 2021
Name change commenced 16 March 2021
Amendments passed by Special Resolution on 9 Dec 2022
Amendments to confirm with model rules passed by Special Resolution TBD



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1. NAME

The name of the Association shall be MITCHELL HOUSE ARTS CENTRE INC. (here-in referred to as “MHAC”.)

1.a) DEFINITIONS

In these rules, unless the contrary intention appears –

Act means the *Associations Incorporation Act 2015*.



associate member means a member with the rights referred to in rule 2a.

Association means the incorporated association to which these rules apply.

books, of the Association, includes the following —

- . a register.
- . financial records, financial statements or financial reports, however compiled, recorded or stored.
- . a document.
- . any other record of information.

by laws means by-laws made by the Association under rule 64 of the Act.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

committee means the management committee of the Association.

committee meeting means a meeting of the committee.

committee member means a member of the committee.

financial records include —

- . invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- . documents of prime entry; and
- . working papers and other documents needed to explain —
 - . the methods by which financial statements are prepared; and
 - . adjustments to be made in preparing financial statements.

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act; (MHAC is a Tier 1 association)

financial statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

the financial year of the Association, has the meaning given in rule 12.

general committee meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend; (NOT A SPECIAL GENERAL MEETING)

member means a person (including a body corporate) who is an ordinary member or an associate member of the Association.

an ordinary committee member means a committee member who is not an office holder of the Association under rule 6.



ordinary member means a member with the rights referred to in rule 2b

Ordinary and general committee meeting is a meeting that all members may attend but is not to be considered a special general meeting.

President (and Deputy President) means the Committee member holding office as the chairperson/president (and Deputy) of the Association

register of members means the register of members referred to in section 53 of the Act.

rules mean these rules of the Association, as in force for the time being.

secretary means the committee member holding office as the secretary of the Association.

A special general meeting means a general meeting of the Association other than the annual general meeting, but not a general committee meeting.

a special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

subcommittee means a subcommittee appointed by the committee under rule 7 b j

Tier 1 association means an incorporated association to which section 64(1) of the Act applies; MHAC is currently a Tier 1 association.

tier 2 association means an incorporated association to which section 64(2) of the Act applies.

tier 3 association means an incorporated association to which section 64(3) of the Act applies.

treasurer means the committee member holding office as the treasurer of the Association.

2. OBJECTIVES

The objects shall be:

- a. To foster and develop excellence and recognition of arts and crafts in the Plantagenet Shire and surrounding districts with Mitchell House Arts Centre Inc. as the centre.
- b. To promote and market Mitchell House Arts Centre Inc. and Plantagenet and its artists.
- c. To encourage the provision of facilities and develop programmes which support the arts in Plantagenet with Mitchell House Arts Centre Inc. as the focus.



- d. To foster awareness in the community, of the importance and relevance of arts and crafts to the social and commercial life of Plantagenet.

3. MEMBERSHIP

Any person who supports the objects of the Arts Centre is eligible to apply to become a member and will be a full member upon acceptance of their application by the Executive Committee and payment of the subscription fee.

A person who wants to become a member must apply in writing to the Association completing the application of membership and signing the application. The membership is not complete until full fees are paid.

a.) Associate membership of the Arts Centre

will be open to individuals, organisations and businesses and entitle them to:

- i) Participate in activities at Mitchell House Arts Centre inc. apart from exhibiting in the gallery for sale. (can be allowed at the discretion of the executive on a case by case basis)
- ii) Receive an invitation to all general meetings and have a vote, (one vote per member).
- iii) Use Mitchell House Arts Centre inc. for arts related activities or functions other than for personal profit.
- iv) May be mutually offered to other organisations without fees at the discretion of the Executive.

b.) General membership of the Arts Centre

will be open to individuals only, and entitle them to:

- v) Participate in activities within any Mitchell House Arts Centre Inc. group.
- vi) Receive an invitation to all general meetings and have a vote, (one vote per member).
- vii) Access to all Arts Centre communal resources.
Exhibit works in the gallery for sale and personal profit. See P&P for commission and volunteer requirements. Which can be changed at the discretion of the committee as needed to meet the organisation's objectives.
- viii) Use Mitchell House Arts Centre Inc. for arts related activities or functions other than for personal profit.

c.) Membership eligibility

- i) All financial members of the Arts Centre shall each have one vote at all Arts Centre meetings.
- ii) The Arts Centre shall have the right to refuse membership without assigning any reason.
- iii) Any member may be expelled or suspended from membership for a period not exceeding twelve months, at the discretion of the Executive Committee. A suspended member shall have the right of appeal to a general meeting of the Arts Centre. (see part 18 Disciplinary action, disputes and mediation)



d.) Special category memberships

i) Life Memberships: Members at the discretion of the Executive committee may be granted life membership of Mitchell House Arts Centre Inc. This will mean annual membership fees will not be necessary, although the member may choose to continue to pay these or contribute in other ways. To be eligible the member must have been a member for at least 10 years and still remain marginally active in the organisation. Members may also be nominated from the Floor at the AGM or special general meetings and must be voted in by the majority of members.

e.) Membership ceases when a member:

- i) Dies.
- ii) Resigns.
- iii) Is expelled, or
- iv) Has not paid annual membership.

4 REGISTER OF MEMBERS

Act Requirements – Register of members

Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.

Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.

Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.

Under section 56 of the Act the management committee is authorised to determine a reasonable charge for providing a copy of the register.

- a) The Secretary, in association with the Treasurer or as designated by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- b) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- c) The register of members must be kept at Mitchell House Arts Centre Inc., saved in the Google Drive, or at another place determined by the committee.



- d) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- e) If –
- i) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - ii) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
 - iii) the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association. And that the personal details of the members apart from the name of the members may not be provided

5. FEES AND SUBSCRIPTIONS

At the Annual General Meeting the Arts Centre shall set the fees and annual subscription.

- a. Fees and subscriptions are due by the 1st of February each year and must be paid no later than the 31st of March each year.
- b. Members will be deemed non-financial after the 1st of February, but will retain nominal membership to allow time for payment.
- c. If subscriptions are unpaid by the 31st of March, the member will be deemed a non-member and will not be able to access the benefits of membership. Notices will be sent out early April to remove any artwork still at the centre.
- d. If the AGM is held before 31st of March, non-financial members will not be eligible to vote
- e. New members, joining after August 1st may pay half the subscription fee.
- f. Members wishing to have a key will need to apply to executive, be approved, and sign the key register upon receipt of a set of keys.
- g. A key bond may be charged at the decision of the executive amount to be determined and covered under a P&P if enforced.

6. EXECUTIVE COMMITTEE

The Executive Committee shall comprise the Officers of the Arts Centre:

- President
- Vice President
- Secretary
- Treasurer
- Gallery Coordinator
- Plus one or more Ordinary member

They will have power to do all things necessary or convenient for the proper management of the affairs of the Arts Centre. The Executive Committee must take all reasonable steps to ensure that the Arts Centre complies with the Act, these rules and bylaws.



6a.) Election of office bearers

A member becomes a committee member if the member –

- i) is elected to the committee at a general meeting; or
- ii) is appointed to the committee by the committee to fill a casual vacancy under rule 7 below. The election of Office Bearers will be held each year at the Annual General Meeting of the Arts Centre.
- iii) Nominations for these positions shall be taken from the floor or received in writing at the Annual General Meeting.
- iv) Office Bearers shall hold office for a period of one year or until the Annual General Meeting.
- v) No office bearer shall hold any one office for more than three consecutive years. The only exception shall be the Treasurer who may be elected for more than three years upon a resolution to override this rule at each successive AGM as recognition of the special skill set required for the position.
- vi) The newly elected Office Bearers shall take office immediately after the close of the meeting at which they are elected.
- vii) The office of a member of the committee will become vacant if the holder becomes ineligible, resigns, becomes permanently unable to act in the position or is removed from office.
- viii) In the event of a casual vacancy the Executive Committee shall have the power to fill such a vacancy.
- ix) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- x) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- xi) If only one member has been nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- xii) If more than one member has been nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- xiii) Each ordinary member present at the meeting may vote for one member who has been nominated for the position.
- xiv) A member who has been nominated for the position may vote for himself or herself.

6b.) The terms of office of members of the committee

1. Ineligibility to hold office

A person cannot be a member of the Executive Committee if they:

- (a) Are an undischarged bankrupt, or their affairs are under insolvency laws.
- (b) Have been convicted of an offence in connection with the promotion, formation or management of a body corporate.
- (c) Have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment, or



(d) Have been convicted of an offence under the 'duties of officers' or 'the duty with respect to incurring debt' provisions of the Act.

2. Chairperson/President:

- It is the duty of the Chairperson/President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- The Chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- In the event of a tied vote at any meeting the President shall have a casting vote.
- Where immediate action is required in any matter affecting the interests of the Arts Centre the President shall seek advice of as many members of the Executive Committee as is practicable and shall act in such a manner as the majority of such members determine.

3. Vice President

- The Vice President shall carry out the duties of the President when the President is unable to attend.

4. Secretary:

The Secretary has the following duties –

- dealing with the Association's correspondence.
- consulting with the Chairperson regarding the business to be conducted at each committee meeting and general meeting.
- preparing the notices required for meetings and for the business to be conducted at meetings.
- unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act.
- maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act.
- unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act.
- ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.
- maintaining full and accurate minutes of committee meetings and general meetings.
- carrying out any other duty given to the secretary under these rules or by the committee.

5. The Treasurer:

The treasurer has the following duties –

- ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.



- ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee.
- ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time.
- ensuring that the Association complies with the relevant requirements of Part 5 of the Act.
- ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
- if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting.
- if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting.
- providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act.
- carrying out any other duty given to the treasurer under these rules or by the committee.

Act requirements – handing over documents and records – where a person ceases to be a member of the association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the association's affairs.

6c.) When membership of committee ceases

A person ceases to be a committee member if the person –

- i) dies or otherwise ceases to be a member; or
- ii) resigns from the committee or is removed from office under rule 3c above; or
- iii) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act.
- iv) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- v) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

6d.) The filling of casual vacancies occurring on the committee

- See rule 6-a-viii above



6e & f.) The quorum and procedure at executive meetings of the committee. The making and keeping of records

- i) Meetings of the Executive Committee will be held as required.
- ii) The quorum for the Executive Committee shall be three.
- iii) Special committee meetings may be convened by the Chair or any two committee members.
- iv) Notice must be given to each committee member at least 48 hours before the time of the meeting.
- v) The President or, in their absence, the Vice President shall preside.
- vi) If both President and Vice President are absent the meeting must choose one of the members present to act.
- vii) The procedure and order of business at a committee meeting may be determined by the committee members at the meeting.
- viii) A person who is not a committee member may attend, if invited to do so, but cannot vote on any matter to be decided at the meeting.
- ix) The committee will ensure that minutes are taken and kept for each committee meeting.

6g.) circumstances and process in which payment may be made to a member of the committee out of the funds of the association.

In this rule –

committee members include a member of a subcommittee.

a committee meeting includes a meeting of a subcommittee.

- i) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses in conducting business for the organisation, purchase of approved goods and services, for approved travel and accommodation properly incurred –
 - a) in attending an event as a committee member
 - b) in attending a meeting on behalf of the association
 - c) otherwise in connection with the Association's business.
- ii) All such expenditure must be pre-approved by the committee.

6h.) conflict of interest

A member of the committee who has a material personal interest in a matter being considered at the committee meeting, other than the interest they have in common with all or a substantial proportion of members of the Arts Centre and the groups which Arts Centre was established to benefit, must:

- i) As soon as they become aware of that interest, disclose the nature and extent of this interest to the committee.
- ii) Disclose the nature and extent of the interest at the next General Meeting.

A member of the Executive Committee with a personal interest in a matter being considered must not be present during that consideration or vote in the matter.



The Arts Centre must record every disclosure of this nature, in the minutes of the committee meeting at which the disclosure was made.

It is recognised that as a Gallery, wholly staffed by Volunteers that are also exhibiting a conflict of interest naturally arises. The Position of Gallery Coordinator is also a volunteer and is on the executive committee. This person is also eligible to exhibit as a member. This conflict of interest is recognised and will be managed by an addition to the bylaws and a specific Policy and Procedure document. (AO-POL-001 and GO-POL-003)

7. THE QUORUM AND PROCEDURE OF MEETINGS OF THE ASSOCIATION.

Section 51(1) of the Act states that a resolution is a special resolution if it is passed –

- (a) at a general meeting of an incorporated association; and
- (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

7a.) Annual General Meetings

- i) The Annual General Meeting of the Arts Centre shall be held within 6 months after the association's financial year ends.
- ii) 21 days' notice of the Annual General Meeting shall be given to all members.
- iii) The Annual General Meeting shall deal with the minutes of the previous Annual General Meeting, matters arising therefrom, President's Report, Treasurer's Report, Auditors Report, election of Office Bearers, and any general business relating to the Annual General Meeting.
- iv) The quorum shall be 20% of the membership including the executive.
- v) Proxies
 - a) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
 - b) An ordinary member may be appointed the proxy for not more than 5 other members.
 - c) The appointment of a proxy must be in writing and signed by the member making the appointment.
 - d) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- vi) If a quorum is not reached a second meeting will be called no less than 7 days following and the quorum is deemed to be the number of members present.
- vii) Use of technology to be present at general meetings
 - a) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.



- b) A member who participates in a general meeting as allowed under subrule (7a-v-a above) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- c) Subscriptions and other amounts, if any, paid by members will be determined at this meeting.

7b.) Members Committee Meetings

- i) Arts Centre meetings will be held as decided by the Executive Committee, no less than three times per year.
- ii) All members are entitled to attend and to vote at General Meetings.
- iii) 7 days' notice of a Meeting shall be given to all members. Any notice of motion shall also be given.
- iv) The quorum for a Members Committee Meeting shall be five members. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the meeting will adjourn to take place within two weeks of the original designated general meeting.
- v) The President, or in their absence, the Vice President shall preside and have a casting vote.
- vi) If both the President and Vice President are absent the meeting must choose one of the members present to act.
- vii) The procedure and order of business at a General Meeting may be determined from time to time, by members.
- viii) The Secretary or a person authorised by the committee shall take and keep minutes of all General Meetings.
- ix) For Arts Centre meetings, every member group shall nominate two representatives. One nominated representative per group, at least, to attend meetings.
- x) The Arts Centre may appoint sub-committees for such purposes as it thinks fit and may delegate any of its powers or duties to such sub-committees.

7c.) Special General Meetings

- i) Special General Meetings of the Arts Centre may be called by the President or be called by the President at the request of 20% of the members of the Arts Centre.
- ii) 21 days' notice of a Special General Meeting shall be given. The notice will state the nature of the business to be discussed at the meeting and notice of motion for any resolution to be put to the meeting.
- iii) The quorum for a Special General Meeting shall be 20% of the members of the Arts Centre.
- iv) Proxy procedures as identified in (7-a-v) are allowed.

8. SUB- COMMITTEES, GROUPS, AND SUBSIDIARY OFFICES

To help the committee in the conduct of the Arts Centre's business, the committee may



- a. Appoint one or more sub committees.
- b. Create one or more subsidiary offices and appoint people to these offices.
- c. A sub- committee may consist of the number of people, whether members or not, that the committee considers appropriate.
- d. A person may be appointed to a subsidiary office, whether or not they are a member.

Subject to directions given by the committee:

- a. A sub-committee or group may meet and conduct business as it considers appropriate and
- b. The holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- c. Subcommittee or specialist Groups can operate under the overall oversight of Mitchell House Arts Centre Inc. executive. Reports need to be made, and the treasurer will have access to the financial details to include in meeting minutes and annual reports. As per the Policy and Procedure doc FIN-POL-001. However, the group may retain autonomy and even operate separate bank accounts. All group members must also be members of MHAC and extra amenities fees may be charged by the Subcommittee or specialist group. Further management and operation will be outlined in the bylaws and separate Policy and Procedure documents should the need arise.

9. NOTICE OF ALL MEETINGS, EXECUTIVE COMMITTEE, MEMBERS, SPECIAL GENERAL, AND THE ANNUAL GENERAL MEETING MAY BE CIRCULATED ELECTRONICALLY AND PUBLISHED AS APPROPRIATE.

- a.) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- b.) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c.) AGM and Special General Meetings need to be provided with 21 days' notice.
- d.) Ordinary Members committee meetings require 7 days' notice

10. THE NUMBER OF MEMBERS NEEDED TO CALL A SPECIAL GENERAL MEETING.

- a.) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- b.) The members requiring a special general meeting to be convened must —make the requirement by written notice given to the secretary; and state in the notice the business to be considered at the meeting; and each sign the notice.



11. FINANCIAL MATTERS

11a.) Income and property

- a. The income and property of the Arts Centre shall be applied solely towards the promotion of the objects of the Arts Centre.
- b. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Arts Centre, as a sitting fee.
- c. Members may be paid:
 - i.) in return for services rendered to the Arts Centre, or
 - ii.) for out-of-pocket expenses incurred in performing Arts Centre business where the Arts Centre has resolved to do so, or
 - iii.) for sale of works, or
 - iv.) as recipients of a prize, in accordance with the bylaws in relation to the process of payments of members.
- d. Bylaws concerning property, maintenance of plant, or lease of Mitchell House Arts Centre Inc. should be referred to when action is required on these matters.

11b.) Finance

- i.) All Arts Centre accounts shall be operated by any Three of the Executive Committee designated as signatories with any two to sign or approve EFT.
- ii.) All accounts shall be paid by cash with receipt, electronic transfer, authorised credit card or PayPal.
- iii.) The financial year shall end on the 30th June, each year.

11c.) Custody of books and securities

- i.) Unless otherwise decided by the committee, the books and any securities of the Arts Centre must be kept in the Secretary's custody or under the Secretary's control.
- ii.) Unless otherwise decided by the committee, the financial records and as applicable the financial statements or reports of the Arts Centre must be kept in the Treasurer's custody or under the Treasurer's control.
- iii.) The books must be retained for at least seven years.
- iv.) A member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Arts Centre provided they give written notice of their request, of at least 72 hours.

11b.) Lodgement of Documents with Consumer Protection

- I. Lodgement of documents and changes of rules, information or any other statutory requirement under the act will be the responsibility of the Chair, Secretary or Treasurer who will be nominated in the next quorate committee meeting after changes are ratified under the process necessary (AGM, Special General Meeting for constitution or bylaws or committee meeting for general P&P or annual returns.



12. FINANCIAL YEAR AND FINANCIAL RECORDS

The financial year is aligned to the standard ATO financial year from THE 1st of July to the 30th of June the following year.

Under section 66 of the Act, an incorporated association must keep financial records that:

- correctly record and explain its transactions and financial position and performance; and
- enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.

Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

13. THE INTERVALS BETWEEN MEETINGS AND MANNER OF CALLING MEETINGS *SEE SECTION 7*

14. THE MANNER OF ALTERING AND RESCINDING THE RULES AND OF MAKING ADDITIONS RULES OF THE INCORPORATED ASSOCIATION.

14a.) Alteration of rules

If the Association wants to alter or rescind any of these rules or bylaws, or to make additional rules or bylaws, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act. 23.

14b.) Alterations to the constitution

- Any proposal to alter, rescind or add to Arts Centre rules will require a Special Resolution.
- 21 days' notice must be given to members in which the details of the Special Resolution shall be provided.
- Changes to the Constitution require a 75% majority of members present and voting, at a Special General Meeting.
- Any alteration, addition to or rescinding of Arts Centre rules must comply with the Act.

14c.) By-laws

Guidance Note – Status of By-laws – A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

- The Association may, by resolution at a general meeting, make, amend or revoke rules or by-laws.
- By-laws may –provide for the rights and obligations that apply to any classes of associate membership approved under rule 3; and



- iii.) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
- iv.) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
- v.) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- vi.) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- vii.) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- viii.) At the request of a member, the Association must make a copy of the rules or by-laws available for inspection by the member.

15. COMMON SEAL

The organisation currently does not have one signatory process as below still applies. The Arts Centre may have and use a Common Seal inscribed with the name of the "Mitchell House Arts Centre Inc.". The seal shall be held in the custody of the President and used or affixed to any document only after the Arts Centre has given authority. The affixation of the Seal shall be witnessed by the President and one other Officer. In the absence of the need for a common seal on a document any executive may sign if given authority during an executive meeting duly minuted or via circulating resolution.

16. THE CUSTODY OF BOOKS AND SECURITIES OF THE INCORPORATED ASSOCIATION *SEE SECTION 11C*

17. INSPECTION BY MEMBERS OF THE INCORPORATED ASSOCIATION

See Section 4 rule 4 c, also Rule 11-c-iv and 14-c-viii

18. DEALING WITH DISPUTES

The procedure set out in this Division (the grievance procedure) applies to disputes — The process is guided by the Fair work act 2009 Minimum employment conditions and the Fair work – effective dispute resolution best practice guide (see also bylaws)

- between members; or
- between one or more members and the Association.

18a.) Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.



18b.) How grievance procedure is started

- i.) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 18a, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - the parties to the dispute; and
 - the matters that are the subject of the dispute.
- (ii.) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (iii.) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (iv.) The notice given to each party to the dispute must state —
 - when and where the committee meeting is to be held; and
 - that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (v.) If —
 - the dispute is between one or more members and the Association; and
 - any party to the dispute gives written notice to the secretary stating that the party —
 - does not agree to the dispute being determined by the committee; and
 - requests the appointment of a mediator See bylaws for process,the committee must not determine the dispute.

18c. Determination of dispute by committee

- i.) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - give due consideration to any submissions so made; and
 - determine the dispute.
- ii.) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- iii.) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule 18b & 18c give written notice to the secretary requesting the appointment of a mediator. For further information see under bylaws Mediation



19. AUDITOR

The auditor shall be appointed at the Annual General Meeting and shall be an appropriately qualified person. Their report shall be attached to the accounts, presented by the Treasurer at the Annual General Meeting.

20. PATRONS

Patrons of the Arts Centre may be nominated by any member of the Arts Centre; elections will be held at the Annual General Meeting.

21. ALTERATIONS TO THE CONSTITUTION

- a. Any proposal to alter, rescind or add to Arts Centre rules will require a Special Resolution.
- b. 21 days' notice must be given to members in which the details of the Special Resolution shall be provided.
- c. Changes to the Constitution require a 75% majority of members present and voting, at a Special General Meeting.
- d. Any alteration, addition to or rescinding of Arts Centre rules must comply with the Act.

22. DISSOLUTION OF MITCHELL HOUSE ARTS CENTRE INC.

- a. The Arts Centre may be wound up by resolution to be passed by a 75% majority of the members present and voting at the Special General Meeting summoned for that purpose.
- b. If such a resolution be passed, upon winding up of the affairs of the Arts Centre after the satisfaction of official debts and liabilities, any property remaining shall not be paid to members or former members. The surplus property must be transferred for charitable purposes to a fund, authority or institution:
 - i) Which is charitable at law.
 - ii) Has objects similar to the objects of Mitchell House Arts Centre Inc. and
 - iii) Whose rules prohibit distributions or payments to its members to an extent at least as great as is outlined in rule 17.

Constitution was amended:

- July 1999
- Converted to Rules of Association in March 2019
- Amended April 15, 2002
- Amendments to name and objects of the association made in January 2021
- Further amendments initially proposed in June 2022, approved at a special general meeting on Dec 9, 2022.
- Draft V5 proposed June 2025 Voted and approved AGM 28th March 2026