

AUSTRALIAN NATIONAL CAPITAL ARTISTS INCORPORATED

1 Rosevear Place, Dickson ACT 2602
Phone (02) 6247 8736

RULES
AUSTRALIAN NATIONAL CAPITAL ARTISTS INCORPORATED

NAME

1. The name of the association shall be AUSTRALIAN NATIONAL CAPITAL ARTISTS INCORPORATED

INTERPRETATION

2. (a) In these rules, unless the contrary intention appears:

"ANCA" means Australian National Capital Artists Incorporated;

"Board" means the Board of Management constituted as set out in rule 31;

"general meeting" means a general meeting of members convened in accordance with rule 21;

"nominated Board member" means a member of the Board to whom sub-rule 31 (a) relates;

"member" means unless the contrary intention appears, a person admitted to membership in accordance with rule 6 of whatever type;

"Minister" means the Minister of the Government of the Australian Capital Territory for the time being having responsibility for the Arts;

"the officers of ANCA" means the persons appointed to the offices specified in rule 34;

"the Act" means the Associations Incorporation Act 1991 of the Australian Capital Territory as amended from time to time;

"the Regulations" means the Associations Incorporation Regulations

"Board member" means a member of the Board to whom sub-rule 31 (b) relates;

"tenancy" means subject to rule 42 an agreement by ANCA whether by license or by lease, for the occupation of space in the Mitchell Dickson or any other ANCA campus for a particular period of time and other than for one or more specified occasions and "tenant" has the like meaning.

- (b) In these rules:

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

- ii) words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act 1967

- iii) a reference to a function includes a reference to a power, authority or duty
- iv) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

OBJECTS

3. The objects for which ANCA is established are: -
- (a) to manage and operate campuses in which artists may occupy space for the purpose of practising art of any kind
 - (b) in pursuance of the foregoing object to provide studio accommodation, gallery accommodation and associated facilities for visual artists, arts groups and arts organisations in the Australian Capital Territory; and
 - (c) to promote the visual arts.

POWERS

4. In order to carry out the objects ANCA shall have the power to do anything whatsoever that a person not under a legal disability could do and which is lawful for an Association to do, and, in particular but without limiting the foregoing, the following powers: -
- (a) to purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property;
 - (b) to buy, sell and supply, and deal in, goods of all kinds;
 - (c) to construct, maintain and alter buildings or works;
 - (d) to accept any gift, whether subject to a special trust or not;
 - (e) to take such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of ANCA whether by way of donations, grants, subscriptions or otherwise;
 - (f) to produce, publish and disseminate such print and non-print media that the Board or the members in general meeting may think desirable;
 - (g) to borrow and raise money in such a manner and on such terms as the Board may think fit or as may be approved by resolution passed at a general meeting; and to secure the repayment of money so raised or borrowed or the payment of a debt or liability of ANCA by over all or any of the real or personal property of ANCA;
 - (h) to invest any moneys of ANCA in such manner as the Board may from time to time determine;
 - (i) to make gifts, subscriptions, or donations to any of the funds, authorities or institutions to which paragraph 78-(1) (a) of the Income Tax Assessment Act 1936 of the Commonwealth relates;

- (j) to employ such persons as the Board or the members in general meeting may deem desirable or expedient;
- (k) to enter into any arrangements with any governments or authorities, municipal, territorial, state, local or otherwise that may seem to the Board or to the members in general meeting conducive to the objects of ANCA;
- (l) to establish and support, or aid in the establishment and support, of Associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees of ANCA and their dependants, and to make payments towards insurance in relation to any of those purposes;
- (m) to establish and support or aid in the establishment or support, of any other association formed for or in support of any of the objects of ANCA;
- (n) to do all such other lawful things as are incidental or conducive to the attainment of the objects of ANCA or the exercise of any of the powers specified in the foregoing provisions of this sub-rule;
- (o) to take up or acquire copyright and other intellectual property rights and artistic rights and other copyright subject matter and other intangible property, to grant and take license in respect of such rights, and to receive and pay royalties in respect of such rights;
- (p) to create or administer any trust which the Board or the members in general meeting consider will advance the objects of ANCA.

MEMBERSHIP

5. There shall be three classes of membership:
 - (a) Tenant membership - which shall be available to all tenants;
 - (b) Associate membership - which shall be available to any person other than a tenant member.
 - (c) Honorary membership - which shall be available either for life or during the period that the person holds some office or performs some function or duty.
6.
 - (a) Any person to whom an occupancy has been granted by ANCA is eligible to be a tenant member of ANCA and shall be admitted to membership by the Board.
 - (b) A person who is not a tenant may apply for membership in accordance with sub-rule (3) hereof and may be admitted to membership by the Board.
 - (c) All applications for membership shall be made in writing on the form prescribed by the Board signed by the applicant and, in the case of a person who is not a tenant signed by or on behalf of two members of ANCA who are prepared to support the application and shall be submitted to the Secretary who shall refer such applications to the next succeeding meeting of the Board following their receipt.
 - (d) The Board shall consider all applications referred to it and except in the case of a tenant member who it shall in its absolute discretion admit or not admit the applicant to membership.

- (e) Any person who is giving or who has given significant service to ANCA may, by resolution of the Board, be admitted to Honorary Membership and the resolution shall specify the period, office or functions or duties for which that person or organisation is admitted to Honorary Membership. The Secretary shall as soon as the period specified in the resolution expires, remove the name of the Honorary member from the Register of Members.
 - (f) Where the Board admits a person to membership, the Secretary shall, with as little delay as possible, notify the applicant, in writing that he or she has been approved for membership of ANCA and, upon receipt of the sum payable or by or on behalf of the applicant as the appropriate entrance fee (if any) and appropriate subscription (if any), shall enter the applicant's name in a Register of Members to be kept by the Secretary whereupon the applicant becomes a member of ANCA.
- 7.
- (a) A tenant member shall, upon admission to membership and unless his or her membership otherwise ceases in accordance with these rules remain a member during the currency of his or her tenancy and forthwith upon the termination of such tenancy howsoever occurring the Secretary shall remove the name of the member from the Register of Members whereupon the member ceases to be a member.
 - (b) An associate member shall, upon admission to membership, remain a member of ANCA until the cessation of his or her membership in accordance with these rules.
 - (c) An Honorary Member shall, upon admission to membership, remain a member either for life or until he or she ceases to hold the office or perform the function or duty or the expiry of the period specified in the resolution by which he or she was admitted to membership and, in the latter event, the Secretary shall, as soon thereafter as it may come to his or her notice that the Honorary Member has ceased to hold office or perform the function or duty, remove the name of the member from the Register of Members whereupon the person ceases to be a member.
- 8.
- (a) A member of ANCA may, at any time, resign from ANCA by delivering or sending by post to the Secretary written notice of resignation.
 - (b) Upon the receipt of a notice under sub-rule (1) of this rule, the Secretary shall remove the name of the member by whom the notice was given from the Register of Members, whereupon that person ceases to be a member of ANCA.
- 9.
- (a) An associate member may attend any general meeting and speak thereat but may not vote on any business including the election of Board members. An Honorary Member may nominate other persons or be nominated for election as a Board member and be elected as such.
 - (b) An Honorary Member may attend any general meeting and speak thereat but may not unless otherwise qualified to do so vote on any business, including the election of Board members. An Honorary Member may nominate other persons for election as a Board member, but may not, unless otherwise qualified to do so, be nominated or elected to such office.
10. A right, privilege, or obligation of a person by virtue of his or her membership of ANCA -

- (a) is subject to rule 27, not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his or her membership, whether by death, resignation or otherwise.
11. A member of ANCA is not liable to contribute to the payment of the liabilities of ANCA on a winding up.

INCOME AND PROPERTY OF ANCA

12. (a) The funds of ANCA shall be derived from rents paid by tenants, annual subscriptions of members and donations and subject to Section 114 of the Act, such other sources as the Board determines.
- (b) The income and property of ANCA however derived, shall be applied solely towards the promotion of ANCA and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of ANCA or used to reduce any liability a member might have to ANCA or which might accrue in the future.
- (c) Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or member of ANCA whether such employee or member is a member of ANCA or otherwise, of -
- i) remuneration (including superannuation) benefits, and allowances in return for services actually rendered to ANCA by the employee or member or for goods supplied to ANCA by the employee or member in the ordinary course of business;
 - ii) interest at appropriate current bank overdraft rate on money lent to ANCA by the employee or member;
 - iii) a reasonable and proper sum by way of rent for premises let to ANCA by the employee or member; or
 - iv) the reimbursement to the employee or member of ANCA or in carrying on the affairs of ANCA

PUBLIC FUND

- 12A. (a) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from ANCA's other funds of the Association and will only be used to further ANCA's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (b) The fund will be administered by a management committee or a subcommittee of the management, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of ANCA.
- (c) No monies / assets in this fund will be distributed to members or office bearers of ANCA, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

Winding up clause

- (d) If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* (the Act) and listed on the Register of Cultural Organisations maintained under the Act.
- (e) Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

FINANCE

- 13. (a) True accounts shall be kept -
 - i) of all sums of money received and expended by ANCA and the matter in respect of which the receipt or expenditure takes place; and
 - ii) of the assets and liabilities of ANCA.and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by ANCA for the time being, those accounts shall be open to the inspection of the members of ANCA.
- (b) The Treasurer of ANCA shall cause to be kept general records, accounting books, and records of receipt and expenditure connected with the operations of the business of ANCA in such form and manner as ANCA may direct.
- 14. (a) The Treasurer of ANCA shall, on behalf of ANCA, receive, or cause to be received, all moneys paid to ANCA and forthwith after the receipt thereof issue or cause to be issued official receipts therefore.
- (b) The Board shall cause to be opened with such bank as the Board selects a banking account in the name of ANCA into which all moneys received shall be paid by the Treasurer as soon as possible and without deduction after receipt thereof.
- (c) No payment shall be made from the funds of ANCA otherwise than cheque, or by electronic funds transfer, drawn on ANCA's bank account or in accordance with regulations relating to petty cash and the meeting of urgent expenditure as may be made by the Board from time to time.
- (d) Every cheque drawn on ANCA's bank account shall be signed by two persons, at least one of whom shall be a member of the Board and the Board may otherwise provide for the manner in which cheques may be so drawn and authorise persons who are not members of the Board to sign cheques.
- (e) Nothing in this rule shall be taken to prevent the Board from investing the funds of ANCA in accordance with rule 4.
- (f) Every electronic funds transfer affected on ANCA's bank account shall be authorised by two persons, at least one of whom shall be a member of the

Board, and the Board may otherwise provide for the manner in which electronic funds transfer may be so made.

FINANCIAL YEAR

15. The financial year of ANCA shall be the period beginning on the first day of January in each year and ending on the thirty-first day of December next following.

AUDIT

16. (a) At each annual general meeting of ANCA the members present shall appoint a person who is not a member nor the public officer of ANCA but who is an accountant as the auditor of ANCA.
- (b) A person so appointed shall hold office until the conclusion of the annual general meeting next after that at which he or she is appointed and is eligible for re-appointment.
- (c) The first auditor of ANCA may be appointed by the Board before the first annual general meeting, and, if so appointed, shall hold office until the conclusion of the first annual general meeting and is eligible for re-appointment.
- (d) If an auditor is not appointed at an annual general meeting the Board shall appoint an auditor of ANCA for the then current financial year of ANCA.
- (e) If a casual vacancy occurs in the office of auditor during the course of the financial year of ANCA the Board shall appoint a person who is not a member nor the public officer of ANCA but who is an accountant as the auditor and the person also appointed shall hold office until the conclusion of the next succeeding annual general meeting following his or her appointment and is eligible for re-appointment.
17. (a) Once at least in each financial year, ANCA's books and financial records shall be examined by the auditor who shall report thereon at each annual general meeting to the members present.
- (b) In his or her report the auditor shall state -
- i) where he or she has obtained the information required by him or her;
- ii) whether, in his or her opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of ANCA according to the information at his or her disposal and the explanations given to him or her and as shown by ANCA's books and financial records; and
- iii) whether the rules relating to the administration of the funds of ANCA have been observed.
- (c) The Treasurer of ANCA shall cause to be delivered to the auditor a list of all the accounts, books and records of ANCA.
- (d) The auditor -

- i) has a right of access to the accounts, books, records, vouchers, and documents of ANCA;
- ii) may require from the employees of ANCA such information and explanations as may be necessary for the performance of his or her duties as auditor;
- iii) may employ persons to assist him or her in investigating the accounts of ANCA; and
- iv) may, in relation to the accounts of ANCA and subject to the approval of the Board, question any member of the Board or any employee.

GENERAL MEETING

18. (a) ANCA shall, in each financial year hold an annual general meeting.
- (b) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of ANCA) as the Board may determine.
- (c) The annual general meeting shall be held in addition to any other general meetings that may be held in the same year.
- (d) The annual general meeting shall be specified as such in the notice convening it.
- (e) The ordinary business of the meeting shall be -
- i) to confirm the minutes of the last preceding annual general meeting;
 - ii) to receive from the Board, the auditor, and the Secretary of ANCA and such other persons as the Board may determine reports upon the transactions and affairs of ANCA during the last preceding financial year;
 - iii) to elect the ordinary Board members of ANCA; and
 - iv) to appoint the auditor;
- (f) The annual general meeting may transact business other than that set out in sub-rule (e) hereof if notice of such business is given by a member to the Secretary not less than twenty-one days prior to the date of the meeting.
19. All general meetings other than the annual general meeting shall be called special general meetings.
20. (a) The Board may, whenever it thinks fit, convene a special general meeting of ANCA.
- (b) The Board shall, on the requisition in writing of not less than ten members, convene a special general meeting of ANCA.
- (c) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and left with the Secretary and may consist of several documents in like form, each signed by one of the

requisitionists.

- (d) If the Board does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefore is received by the Secretary, 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 on which the requisition is left with the Secretary.
 - (e) 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 Board, and all reasonable expenses incurred in convening the meeting shall be refunded by ANCA to the persons incurring them.
21. The Secretary shall, at least twenty-one days before the date fixed for holding a general meeting of ANCA:
- (a) cause a notice to be prominently displayed at each ANCA campus;
 - (b) send a notice by prepaid post to the member at the member's address shown in the Register of Members; and
 - (c) cause a notice to be published in "The Canberra Times", such notice to specify the place, day and time for the holding of the meeting and which need only specify the general nature of the business to be transacted at it.
22. (a) No item of business shall be transacted at a general meeting unless a quorum is present during the time when the meeting has considered that item.
- (b) Subject to the next succeeding sub-rule, twelve tenant members personally present constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of the 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 such time, day and place as shall be stated by the chairperson of the meeting when announcing the adjournment and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting those persons present then shall constitute the quorum.
23. The President, or in his or her absence, the Vice-President, or in the absence of both the President and the Vice-President, a person elected by and from the tenant members present shall preside at every general meeting of ANCA.
24. (a) The person presiding at 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 from which the adjournment took place.
- (b) Where a meeting is adjourned for sixteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

25. A question arising at a general meeting of ANCA shall be determined on the voices unless a call for a show of hands is made and unless before or on the declaration of the result of the show of hands a poll is demanded. A declaration by the person presiding at the meeting that a resolution has been carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book of ANCA is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
26. (a) Subject to this rule and rule 27, a member has one vote only upon any question arising at a general meeting.
- (b) In the case of an equality of voting on a question arising at a general meeting the person presiding at the meeting is, if otherwise eligible to vote, entitled to exercise a second or casting vote.
27. (a) Subject to this rule, any member entitled to a vote at a general meeting may vote thereat in person or by proxy and, on a show of hands, or a poll, every person who is a proxy shall have one vote for the proxy he or she is in addition to any vote he or she may otherwise have, provided that no person may hold more than one proxy.
- (b) The instrument appointing a proxy shall be in writing in the common usage form under the hand of the appointer and handed to the Secretary before the commencement of the meeting.
- (c) A proxy need not be a member of ANCA and where a proxy is not a member of ANCA he or she shall have authority to call for and join in calling for a show of hands or a poll but shall not have any right to speak at the meeting unless authorised to do so by the meeting.
28. If at any meeting a poll on any question is demanded it shall be taken at that meeting in such a manner as the person presiding at the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
29. A poll that is demanded on the election of a person to preside at a meeting, or on a question of an adjournment, shall be taken forthwith, and if a poll is demanded on any other question it shall be taken at such time before the close of the meeting as the person presiding at the meeting may direct.

BOARD

30. (a) The affairs of ANCA shall be managed by a Board as provided in rule 31.
- (b) The Board -
- i) shall control and manage the business and affairs of ANCA;
- ii) may, subject to these rules, exercise all such powers as may be exercised by ANCA other than those powers and functions that are expressly required by these rules to be exercised by the members in general meeting; and
- iii) subject to the Act, Regulations and these rules, has power to perform all such acts and things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of ANCA.

31. The Board of ANCA shall consist of:
- (a) for the period until the first annual general meeting of ANCA nine (9) persons appointed by the Chief Minister for the Australian Capital Territory.
 - (b) following the first annual general meeting of ANCA:
 - i) three persons not being tenant members, nominated by the Minister;
 - ii) two members who are tenants of the Mitchell campus elected by the tenant members occupying that campus;
 - iii) two members who are tenants of the Dickson campus elected by the tenant members occupying that campus; and
 - iv) one member who is a former ANCA tenant, elected by the board
 - v) one non-tenant member with the necessary professional expertise to meet ANCA's needs, elected by the board
32. (a) Subject to the provisions of this rule and of rule 35 each of the Board members shall take office at the conclusion of the annual general meeting and shall hold office until the conclusion of the next succeeding annual general meeting but he or she is eligible for re-election.
- (b) In the event of a casual vacancy from among the officers of ANCA the Board may appoint one of its members to the vacant office, and the member so appointed shall continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.
- (c) In the event of a casual vacancy from among the Board members, the Board may appoint a member of ANCA to fill the vacancy, and the person so appointed shall hold office subject to these rules until the conclusion of the annual general meeting next following the date of his or her appointment.
33. (a) Nominations of tenant members for election as Board members -
- i) shall be made in writing signed by two members of ANCA or delegates and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - ii) shall be delivered to the Secretary at least one day before the date fixed for the holding of the annual general meeting.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting only for the position remaining unfilled.
- (c) 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 and further nominations shall not be received at the annual general meeting.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (e) The ballot for the election of tenant Board members shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

34. The officers of ANCA shall be:

- (a) President, or Chair;
- (b) Vice-President, or Deputy Chair;
- (c) Treasurer
- (d) Secretary

and shall be elected from amongst their number by the members of the Board to hold office until the close of the annual general meeting next following their appointment.

35. For the purpose of these rules, the office of Board member becomes vacant if the Board 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 or her creditors;
- (c) becomes medically unfit to act;
- (d) resigns his or her office by writing under his or her hand addressed to the Board;
- (e) fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
- (f) ceases to be a member of ANCA; or
- (g) fails to pay all arrears of subscription due by him or her within fourteen days after he or she has received a notice in writing signed by the Secretary stating that he or she has ceased to be a financial member of ANCA.

36. The nominated Board member shall hold office for a period of two years from such date as the Minister may specify and at the pleasure of the Minister but may resign in writing under his or her hand addressed to the Minister.

- 37.
- (a) The Board shall meet at least once in each two months at such place and at such times as the Board may determine.
 - (b) Special meetings of the Board may be convened by the President, Secretary or any three of its members.
 - (c) Reasonable notice orally or in writing shall be given to members of the Board of any meeting, specifying the general nature of the business to be transacted.
 - (d) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
 - (e) 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 a time and place advised by the person announcing the adjournment.

- (f) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.
 - (g) The Board may fill any casual vacancy on the Board by appointment, if the vacancy is that of a tenant member, from the tenant members of the campus from which that member was elected and in the case of a member appointed by the Minister, by a person appointed by the Minister and any person appointed to fill a casual vacancy shall hold office until the next annual general meeting.
38. (a) A member of the Board who is interested in any contract or arrangement made or proposed to be made by ANCA shall disclose his or her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his or her interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of his or her interest.
- (b) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Board after he or she has become so interested.
- (c) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and if he or she does so vote that vote shall not be counted.
39. (a) The Board may at any time appoint such committees as it may think fit and shall prescribe the powers and functions thereof.
- (b) The Board shall appoint members of each committee and its chair as it thinks fit, whether or not those persons are members of the Board or ANCA, and may specify the attendance, speaking and voting rights of such members.
- (c) Three members of a committee constitute a quorum at a meeting of the committee.

PUBLIC OFFICER

40. (a) The Board shall appoint a person resident in the Australian Capital Territory to be Public Officer in accordance with the Act and Regulations.
- (b) If the office of the Public Officer becomes vacant the Board shall appoint some other person resident in the Australian Capital Territory to be Public Officer in his or her place.

SUBSCRIPTION

41. (a) The members in general meeting may set an amount for the annual subscription payable by tenant and associate members and such amount may be altered from time to time by the members in general meeting by ordinary resolution. Until so set, the annual subscription payable by members shall be ten dollars.

- (b) The annual subscription of an associate member is due and payable on or before the first day of the financial year of ANCA.
- (c) The members in general meeting may, by ordinary resolution, prescribe an entrance fee to be payable by an applicant for associate membership after his or her application has been approved by the Board and prior to his or her admission to membership but until so prescribed no entrance fee shall be payable.

MAXIMUM TERM OF TENANCIES

42. The Board shall not grant a tenancy or tenancies whether successive or not that would have the effect of a person being granted a tenancy or tenancies exceeding in total a period of six years unless:
- (a) A tenant member of the Board serves for three or more years on the Board they shall be granted an extension of no more than six months beyond the six year maximum tenancy.
 - (b) In the case of proven hardship or extenuating circumstances, the Board can use its discretion to grant an extension of the tenancy for a further period.

EXPULSION

43. (a) The Board may revoke a tenancy if a tenant's use of the studio jeopardises the financial viability of the complex, exposes ANCA to legal liabilities, or adversely affects other tenants' use of their studio.
- (b) If the use of the studio changes from that foreshadowed at the initial selection interview and that change could affect the financial viability of ANCA, expose ANCA to legal liability or adversely affect other tenants' use of their studio then the tenant must notify the Board of the nature of the proposed change, the anticipated time frame of changed operations and actions which will be taken to address these concerns.
- (c) Conditions that need to be addressed by the tenant and the Board include:
- i) Unpaid rent in excess of three month's studio rental;
 - ii) Structural modifications to the studio;
 - iii) Breaches of security through the use of the tenant's key by non-tenants of ANCA;
 - iv) Breaches of OH&S requirements by the tenant or persons engaged by the tenant which may affect other ANCA tenants;
 - v) Pressure on communal facilities and resources by the tenant or persons engaged by the tenant;
 - vi) Excessive or hazardous activities which may adversely affect other tenants' use of their studio.
- (d) The Board must satisfy itself that the proposed change is acceptable and note any conditions which must be observed. If after a process of discussion and negotiation with the tenant the Board is not satisfied, it must then formally

notify the tenant that the lease will be revoked with a minimum notice of one month.

44. (a) Subject to this rule, the Board may expel a member from ANCA if, in the opinion of the Board, the member has been guilty of conduct detrimental to the interests of ANCA.
- (b) The expulsion of a member pursuant to sub-rule (a) hereof does not take effect
- i) until the expiration of fourteen days after the service on the member;
 - ii) if the member exercises his or her right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (c) Where the Board expels a member from ANCA, the Board shall, without undue delay, cause to be served on the member a notice in writing -
- i) stating that the Board has expelled the member;
 - ii) specifying the grounds for expulsion; and
 - iii) informing the member that if he or she so desires he or she may, within fourteen days after the service of the notice on him or her, appeal against the expulsion as provided in this rule.
- (d) A member on whom notice under sub-rule (c) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Secretary, 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 or her appeal.
- (e) Upon receipt of a requisition under sub-rule (c) of this rule, the Secretary shall forthwith notify the Board, which 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.
- (f) At a special general meeting convened for the purpose of this rule -
- i) no business other than the question of the expulsion shall be transacted;
 - ii) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
 - iii) the expelled member shall be given an opportunity to be heard; and
 - iv) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (g) If the member does not appeal in accordance with sub-rule (d) or the general meeting referred to in sub-rule (f) votes to confirm the expulsion, the Secretary shall remove the name of the member from the Register of Members whereupon the member ceases to be a member.

COMMON SEAL

45. (a) The common seal of ANCA shall be in the form of a rubber stamp, inscribed with the full name of ANCA encircling the word "Common Seal".
- (b) The common seal of ANCA shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures of two members of the Board and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- (c) The common seal shall be kept in the custody of the Secretary.

CUSTODY AND INSPECTION OF BOOKS

46. (a) Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to ANCA.
- (b) The records, books and other documents of ANCA shall be open to inspection at a place in the Territory, free of charge, by a member of ANCA at any reasonable hour.

SERVICE OF NOTICES

47. (a) For the purposes of these rules, a notice may be served by or on behalf of ANCA upon any member by either personally or by sending it by post to the member at the member's address shown in the Register of Members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP

48. (a) At the first general meeting of ANCA, ANCA shall pass a special resolution nominating
- i) another association for the purpose of paragraph 92 (1)(a) of the Act;
or
- ii) a fund, authority or institution for the purpose of paragraph 92 (1)(b) of the Act
- but ANCA may at any succeeding general meeting by special resolution substitute another such association fund authority or institution for that already nominated.

REGULATIONS

49. The Board by a majority decision may make regulations regulating the operation of ANCA or prescribing any matter or thing permitted or required by or under these rules to be prescribed and such regulations by the Board or any subsequent Board shall be binding on members.

AMENDMENT OF THE CONSTITUTION

50. (a) The objects and rules of ANCA may be amended only by special resolution complying with section 70 of the Act, being a resolution -
- i) passed at a general meeting at which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution; and
 - ii) it is passed by at least three-quarters of those members of ANCA entitled to vote in person or by proxy at the meeting.
- (b) A notice of any such special resolution shall be lodged with the Registrar of Incorporated Associations not later than one month after it was passed and the special resolution shall have no effect until it is so lodged.