

Constitution

1.0 Name

The name of the incorporated Association is the ***Australian Network for Art and Technology Incorporated*** referred to herein as “the Association”.

2.0 Definitions

In the interpretation of this constitution the following renderings shall apply:

- a) “Association” refers to the Australian Network for Art and Technology Incorporated.
- b) “the Act” means the Associations Incorporation Act 1985
- c) “Special Resolution” means a special resolution defined in the Act.
- d) “Month” shall mean a calendar month.
- e) “Board” means the board of management of the association.
- f) “General Meeting” means a general meeting of Members of the association convened in accordance with this constitution.
- g) “Member” means a Member of the Association.

3.0 Objectives

- a) The primary aim of the Association is to promote, foster and develop the arts and artists, and in particular in the area of interaction between art, technology and science in any way as determined appropriate from time to time by the Board.
- b) To be a non-profit organisation that is administered for the public good without purpose of private gain and which provides the objectives in 3.0 a subject to the constitution and policies of the organisation.

4.0 Powers of the Association

- a) The Association shall have all the powers conferred by section 25 of the Act.
- b) The Association shall have whatever powers necessary for, conducive to, or incidental to the realisation of the objectives of the association.
- c) The Board shall exercise the powers of the Incorporated Association subject to any legitimate legislation and regulations imposed from outside the Association and subject to any restrictions placed on the Association by its constitution, bylaws and internal policy.

5.0 Membership

5.1 Types of Membership

- a) *ANAT Member*: An ANAT Member shall be any person who supports the objectives of the association and agrees to be bound by its rules and who applies for membership of the association.
- b) The application for membership shall be made in writing, in a form decided by the Board from time to time. In writing may include digital, electronic and telecommunication applications.
- c) Upon the acceptance of the application by the Board and upon payment of the first annual subscription, the applicant shall be a member of the association.

5.2 Membership Fees

- a) The membership fees shall be such sum as the Board shall determine from time to time.
- b) Membership fees shall be payable at 1 January and expire on 31 December of any given year or at a time that the Board determines.
- c) Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member of the Association, provided always that the Board may reinstate such a person’s membership on such terms as it thinks fit.

5.3 Resignations

A Member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any resigning Member shall be liable for any outstanding membership fees which may be recovered as a debt due to the Association.

5.4 Expulsion of a Member

- a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- b) Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Board at which the matter will be determined.
- c) The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 5.4d below), cease to be a Member 14 days after the Board has communicated its determination to the Member.
- d) It shall be open to a Member to appeal the expulsion to the association at a General Meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Board has been communicated to the Member.
- e) In the event of an appeal under 5.4d above, the appellant's Membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Association in General Meeting after the appellant has been heard by the Members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

5.5 Register of Members

A register of Members must be kept and contain:

- I. The name and address of each Member,
- II. The date on which each Member was admitted to the Association, and
- III. If applicable, the date of and reason(s) for termination of membership.

6.0 The Board

6.1 Powers and Duties

- a) The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by this constitution, may exercise all such powers and do all such things as are within the objectives of the Association, and are not by the Act or by this constitution required to be done by the Association in General Meeting.
- b) The Board has the management and control of the funds and other property of the Association.
- c) The Board shall have authority to interpret the constitution and any other matter relating to the affairs of the Association on which the constitution is silent.
- d) The Board shall appoint a public officer as required by the Act.
- e) The Board shall appoint a chief executive officer.
- f) The Board shall monitor chief executive officer performance.
- g) The Board shall ensure it meets all its obligations required of it by legislation.

6.2 Appointment

- a) The Board shall be elected at the annual general meeting.
- b) The Board shall be comprised of a chairperson, secretary, chief executive officer (ex officio) and no more than six (6) other Board members.
- c) A Board member shall be a natural person.
- d) A Board member shall be a Member of the Association.
- e) A retiring Board member shall be eligible to stand for re-election without nomination.
- f) No other person shall be eligible to stand for election unless a Member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that

person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

- g) Notice of all persons seeking election to the board shall be given to all Members and included in this will be the notice calling the meeting at which the election is to take place.
- h) Any staff Member wishing to be elected to the board, excluding the chief executive officer, must resign their employment upon being appointed to the Board.
- i) Those elected as Members of the Board will then elect a chairperson and secretary from those elected as Members of the Board. This election shall be by simple majority.
- j) The Board may co-opt a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Board without nomination.

6.3 Rotation of Board Members

- a) Board members shall be elected for a two-year term.
- b) No person may hold a position as a Board member for a period in excess of six (6) consecutive years, unless unanimously approved by the Board that the member be invited to serve further terms, to a maximum period of ten (10) consecutive years.

6.4 Proceedings of the Board

- a) The Board shall meet together for the dispatch of business no less than 6 times over a calendar year.
- b) Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the Board shall be four of the members of the Board.
- d) If there are fewer members of the Board than that needed for quorum the Board can officially meet to pass a resolution to co-opt casual Board members only.
- e) A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- f) The Board may meet either in person or by telephone or by other means of communication consented to by all members of the Board subject to the right of a member of the Board to withdraw their consent within a reasonable period before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the members of the Board attending the meeting, provided that at least one of the members of the Board present at the meeting is at that place for the duration of the meeting.
- g) A resolution in writing of which notice has been given to all members of the Board and which is signed by all such members of the Board entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the members of the Board. A facsimile transmission or other document produced by mechanical or electronic means under the name of a member of the Board with the member of the Board's authority is deemed to be a document in writing signed by that member of the Board.

6.5 Disqualification of Board Members

The office of a Board member shall become vacant if a board member:

- a) Is disqualified from being a Board member by the Act.
- b) Expelled as a Member under this constitution.
- c) Is permanently incapacitated by ill health.
- d) Fails to attend three meetings in a row.
- e) Takes up a paid position of employment in the Association.

7.0 General Meetings

7.1 Annual General Meetings

- a) The Board shall call an annual general meeting in accordance with the Act and this constitution.
- b) The annual general meeting shall be held within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
 - I. The confirmation of the minutes of the previous annual general meeting and of any Special General Meeting held since that meeting.
 - II. The consideration of the accounts and reports of the Board and the auditor's report.
 - III. The election of Board members.
 - IV. The appointment of auditors.
 - V. Any other business requiring consideration by the association in General Meeting.

7.2 Special General Meetings

- a) The Board may call a special general meeting of the Association at any time.
- b) Upon a requisition in writing of not less than 25%, of the total number of Members of the Association, the Board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting. If a Special General Meeting is not convened within one month, as required by 7.2b above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

7.3 Notice of a General Meeting

- a) Subject to 7.3b, at least 14 calendar days notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a Special Resolution is to be proposed shall be given no less than 21 calendar days prior to the date of the meeting.
- c) Notice may be given by the Association to any Members by serving the Members with the notice personally, or by sending it by post to the address, or through digital, or electronic delivery.
- d) Where a notice is sent by post:
 - I. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - II. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

7.4 Proceedings at a General Meeting

- a) A quorum for a General Meeting shall be four of the Members of the Association.
- b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 7.4d, the chairperson shall preside as chairperson at a General Meeting of the Association.
- d) If the chairperson is unable to attend in person, or not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Board may choose a Board member to be the chairperson of that meeting.

7.5 Voting at General Meetings

- a) Subject to this constitution, every member of the Association has only one vote at a meeting of the Association.
- b) Subject to this constitution, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who vote in person or, by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a General Meeting must be determined by a show of hands.

7.6 Poll at General Meetings

- a) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7 Special and Ordinary Resolutions

- a) A Special Resolution is a Special Resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority of those present, in person, or by proxy, at a General Meeting.

7.8 Proxies

- a) A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy, and attend and vote at any General Meeting of the Association.
- b) A proxy signed by a Member may be delivered to the ANAT offices for a vote at any General Meeting of the Association either physically, or digitally.

8.0 Minutes

- a) Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Board (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

9.0 Public Fund

- a) The Association will establish and maintain a public fund.
- b) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- c) The fund will be administered by the ANAT Board or a Subcommittee of the ANAT Board, the majority of whom, because of their tenure of public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Australian Network for Art and Technology Inc.

- d) No monies/assets in this fund will be distributed to Members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- e) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- f) Recipients for gifts to the public fund must state:
 - I. The name of the public fund and that the receipt is for a gift made to the public fund;
 - II. The Australian Business Number of the Association;
 - III. The fact that the recipient is for a gift; and
 - IV. Any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

10.0 Financial Reporting

10.1 Financial Year.

The financial year shall be a period of 12 months commencing on the 1st of January and end on the 31st of December.

10.2 Accounts Kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

10.3 Accounts and Reports to be Laid Before Members

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before Members at the annual general meeting.

10.4 Annual Return

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

10.5 Appointment of an Auditor

- a) At each annual general meeting, the Members shall appoint a person to be auditor of the Association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

11.0 Prohibition Against Securing Profits for Members

The income and capital of the Association shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of Members or their associates for services rendered or expenses incurred on behalf of the Association.

12.0 Winding Up

- a) The Association may be wound up in the manner provided for in the Act.
- b) If, upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property, the property 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 is to be eligible for tax deductibility of donations under Subdivision 30-

B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

- c) If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.
- d) Such organisation or organisations shall be identified and determined by a resolution in a General Meeting.

13.0 Alteration to the Constitution

- a) This constitution may be altered (including an alteration to the association’s name) by Special Resolution of the Members of the Association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with the Office of Consumer and Business Affairs and Compliance Branch, as required by the Act.
- c) The registered constitution shall bind the Association to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all provisions thereof.
- d) Subject to any provision in the constitution or a resolution to the contrary, an alteration to the constitution comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.