



AICCM CONSTITUTION

PRELIMINARY

1 NAME

The name of the association shall be the Australian Institute for the Conservation of Cultural Material Incorporated ('the Institute').

2 DEFINITIONS

(1) In these rules a definition applies except so far as the contrary intention appears (see *Legislation Act 2001, s 155*).

- (a) 'financial year' means the year ending on 30 June.
- (b) 'member' means a member, however described, of the Institute.
- (c) 'ordinary Council member' means a member of the Council who is not an office-bearer of the Institute as referred to in rule 14 (1) (c).
- (d) 'secretary' means the person holding office under these rules as secretary of the Institute or, where no such person holds that office, the public officer of the Institute.
- (e) 'the Act' means the *ACT Associations Incorporations Act 1991*.
- (f) 'the regulations' means the *Associations Incorporation Regulations 1991*.
- (g) 'the committee as referred to in the Act is known as 'the Council'
- (h) 'the Council' means the Council as established in accordance with rule 14 of this constitution
- (i) 'the association' as referred to in the Act is known as 'the Institute' in these rules.
- (j) 'the Institute' is the Australian Institute for the Conservation of Cultural Material Incorporated
- (k) 'cultural material' refers to items of cultural significance
- (l) 'rules' means the rules in this constitution
- (m) 'public fund' means a fund established under the criteria of the Australian Taxation Office defined in Tax Ruling 95/27
- (n) 'Commissioner' means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.
- (o) 'Department' means the federal government department responsible

for the Register of Cultural Organisations under Subdivision 30-F of ITAA 97.

- (p) 'ITAA 97' means the Income Tax Assessment Act 1997 (Cth).
- (q) 'Responsible Person' means an individual who meets the requirements of the Department as set out in the guidelines for the Register of Cultural Organisations, such as an individual who:
 - i. performs a significant public function;
 - ii. is a member of a professional body having a code of ethics or rules of conduct;
 - iii. is officially charged with spiritual functions by a religious institution;
 - iv. is a director of a company whose shares are listed on the Australian Stock Exchange;
 - v. has received formal recognition from government for services to the community; or
 - vi. is approved as a Responsible Person by the Department.

(2) In this constitution, expressions referring to writing shall, unless the contrary intention appears, be construed as service of documents as defined in *Legislation Act 2001, part 19.5*

(3) The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

(4) References to Acts and Regulations include amendments to and republications of acts as published from time to time.

3 OBJECTS AND PURPOSES OF THE INSTITUTE

(1) The basic object of the Institute is the conservation of movable cultural heritage by:

- (a) promoting the advancement of the science and art of the conservation of cultural materials.
- (b) promoting cooperation and an exchange of information and ideas between those concerned with the conservation of cultural material; in particular to improve scientific and technical knowledge and disseminate information within the field.
- (c) informing and making recommendations to government and organisations on matters relating to the conservation of cultural material.
- (d) informing the general public about the care of items of cultural significance.
- (e) representing the conservation profession in Australia.

(2) In addition to the basic object of the Institute, the objects and purposes of the Institute shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Institute;
- (b) the buying, selling, and supplying of, and dealing in goods of all kinds;
- (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Institute;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Institute;
- (e) the employment on a casual or permanent basis, of staff of the Institute to carry out duties as directed by the Council;
- (f) the taking of such steps from time to time as the Council or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Institute, whether by way of donations, subscriptions, or otherwise;
- (g) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Council or the members in general meeting may think desirable for the promotion of the objects and purposes of the Institute;
- (h) the borrowing and raising of money in such manner and on such terms as the Council may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Institute by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Institute;
- (i) subject to the provisions of the Trustee Act 1925, the investment of any moneys of the Institute not immediately required for any of its objects or purposes in such manner as the Council may from time to time determine;
- (j) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1936-65 of the Commonwealth relates;
- (k) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and

conveniences calculated to benefit employees or past employees of the Institute and their dependants, and the granting of pensions, allowances, or other benefits to employees or past employees of the Institute and their dependants, and the making of payments towards insurance in relation to any of those purposes;

(l) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Institute; in particular the establishment of Local Divisions to carry out the objects of the Institute;

(m) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Institute or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

4 ADMINISTRATION OF THE INSTITUTE

The Institute will be administered in accordance with a Procedures Manual, to be approved by Council. The Procedures Manual will be drawn up according to the objects and purposes of the Institute.

MEMBERSHIP

5 MEMBERSHIP QUALIFICATIONS

(1) The Institute shall consist of members who shall be designated ordinary members, student members, concessional members, retired members, complimentary members and a professional category of membership known as professional members, institutional members, life members or honorary life members and any other membership category designated by Council.

(2) Any person who shall have shown an interest in the objects for which the AICCM is organised shall be eligible to become an ordinary member.

(3) Every application for membership as an ordinary member shall be made in writing on a membership application form to be supplied by and returned to the National Secretary. Election to membership as an ordinary member shall be approved upon receipt of the completed membership application form and upon payment of the annual membership fee as provided in rule 9.

- (4) All AICCM members shall agree to abide by the AICCM 'Code of Ethics' and AICCM 'Code of Practice'.
- (5) Student members are ordinary members who are full-time students or part-time students.
- (6) Professional members of the Institute shall be those ordinary members of not less than two years standing who have satisfied the criteria of the Professional Membership Committee of Council. These criteria will be accessible on the Institute's web site or otherwise published from time to time, and will be endorsed by the members before adoption as per articles 32 and 33.
- (7) A professional member shall have the right to use the appendix PMAICCM (Professional Member of the Australian Institute for the Conservation of Cultural Material) after his/her name in a professional capacity.
- (8) Institutional members shall be associations, bodies and organisations, whether incorporated or unincorporated. Election to membership as an institutional member shall be approved upon receipt of the membership application form and upon payment of the annual membership fee for institutional members.
- (9) Life members shall be those ordinary members who have paid to the Institute the sum equivalent to twenty (20) times the annual ordinary membership subscription or such other sum as may be determined by the Council from time to time. Members may not hold professional membership for life.
- (10) Honorary life members shall be those persons who in the opinion of the Council have performed outstanding service for the Institute and/or the cause of conservation of cultural material. Honorary life members are exempt from paying the annual ordinary membership subscription.
- (11) Complimentary members shall be persons who in the opinion of the Council have a requirement to hold membership of the AICCM for the purposes of furthering the objects for which the AICCM is organised. This membership shall be reviewed on an annual basis.
- (12) Subject to this Constitution, professional members, institutional members, life members and honorary life members and student, concessional, retired and complimentary members shall have the same rights, privileges and obligations as ordinary members.

(13) Subject to paragraph (e) of sub-rule (2) of rule 3, without approval of Council, no member, other than an office bearing member, is an agent, employee, or officer of the Institute, and no member, other than an office bearing member, can incur any debts or liabilities on behalf of the Institute.

(14) A Professional Membership Committee of Council shall be elected to examine the credentials of applicants for professional membership and any other membership category approved by National Council, and to forward recommendations to Council.

(a) This committee will consist of three professional members of the Institute.

(b) The chair of the committee will be an elected member of Council.

(c) The other two members of the committee shall be periodically elected in the same way as Council (15, 18-19), but the call for nominations and elections may be held at any time.

(d) The committee shall hold office for a maximum period of five years, with one member eligible for re-election for a maximum of two consecutive terms

(e) The committee shall meet regularly to facilitate processing of applications within six months of an application being made for professional membership.

(f) Any vacancy arising in the committee shall be filled by a professional member nominated by Council. The person(s) elected will hold office until the next election.

(g) Any person whose application for professional membership has been denied by the Professional Membership committee may make representation to the Council and appeal in accordance with rules 11 and 12.

(h) Professional Members may apply for a minimum of 6 months and a maximum of 24 months leave from AICCM Professional Membership for parental leave, sick leave or compassionate leave (written documentation required). The leave time will be added to the Professional Membership period of 5 years prior to renewal. The member does not need to earn points during the period of leave. The member must maintain their AICCM membership throughout. Discretion regarding the time period to be shown in exceptional circumstances.

6 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Institute:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

7 CESSATION OF MEMBERSHIP

A person ceases to be a member of the Institute if the person:

- (a) dies or, in the case of a body corporate, is wound up; or
- (b) resigns from membership of the Institute; or
- (c) is expelled from the Institute; or
- (d) fails to renew membership of the Institute.

8 RESIGNATION OF MEMBERSHIP

(1) A member is not entitled to resign from membership of the Institute except in accordance with this rule.

(2) A member who has paid all amounts payable by the member to the Institute may resign from membership of the Institute by first giving notice (being not less than 1 month or, if the Council has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 FEES, SUBSCRIPTIONS etc

(1) Members of the Institute will pay an annual subscription to the Institute.

(2) The amount of annual subscription will be set by the Council, and may be altered from time to time.

(3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Institute. Any member who fails to pay such subscription by the end of the third month after the commencement of the financial year shall be deemed to be no longer a member of the Institute.

(4) Upon payment of financial obligations to the Institute incurred prior to the forfeiture of membership and upon payment of current membership dues and any other financial obligations owing to the Institute, any former member shall be reinstated in the same class of membership as that held by the said former member. However, if five or more years have elapsed from the date of said forfeiture, a former professional member must re-apply for that status to the current Professional Membership Committee.

(5) Where Local Divisions of the Institute are established, there will be an annual transfer of a percentage of the subscriptions received (to apply to each member registered in the Local Division), to the financial accounts of the Local Division.

(6) The percentage of transfer of subscription to the Local Divisions may be altered from time to time by Council.

10 MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount (if any) unpaid by the member in respect of membership of the Institute as required by rule 9.

11 DISCIPLINING OF MEMBERS

(1) Where the Council is of the opinion that a member:

(a) has refused, or neglected to comply with a provision of these rules;
or

(b) has acted in a manner prejudicial to the interests of the Institute;
including without limitation not complying with the code of ethics and code of practice, the Council may, by resolution:

(i) expel the member from the Institute; or

(ii) suspend the member from such rights and privileges of membership of the Institute as the Council may determine for a specified period; or

(iii) issue a letter of warning.

(2) A resolution of the Council under sub rule (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub rule (3), confirms the resolution in accordance with this rule.

(3) Where the Council passes a resolution under sub rule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the Council and the grounds on which it is based; and
- (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.

(4) Subject to the Act, section 50, at a meeting of the Council mentioned in sub rule (2), the Council shall:

- (a) give to the member mentioned in sub rule (1) an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution of the Council made under sub rule (1).

(5) Where the Council confirms a resolution under sub rule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 12.

(6) A resolution confirmed by the Council under sub rule (4) does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Institute confirms the resolution in accordance with rule 11 (4).

(7) Where the Council withdraws the professional membership status of a professional member or rejects an application for professional membership, the procedures to be followed are the same as sub-rules (1) - (6) in this rule.

(8) Without limiting any of the sub rules under this rule 11, the Council may in considering any representations submitted to the Council by a member, take advice from a member or members who are specialist in the same area(s) as that of the member making the representation.

12 RIGHT OF APPEAL OF DISCIPLINED MEMBER

(1) A member may appeal to the Institute in a general meeting against a resolution of the Council which is confirmed under rule 11 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) On receipt of a notice under sub rule (1), the secretary shall notify the Council which shall convene a general meeting of the Institute to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act, section 50, at a general meeting of the Institute convened under sub rule (2):

(a) no business other than the question of the appeal shall be transacted; and

(b) the Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

(c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 11 (4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 11 (4), that resolution is confirmed.

COUNCIL

13 POWERS OF COUNCIL.

(1) The Council, subject to the Act, the Regulations, these rules, and to any resolution passed by the Institute in general meeting:

(a) shall control and manage the affairs of the Institute; and

(b) may exercise all such functions as may be exercised by the Institute other than those functions that are required by these rules to be exercised by the Institute in general meeting; and

(c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Institute.

(d) shall appoint a Public Officer who shall hold office for a period of two years and shall be eligible for re-appointment at the end of this term. The Public Officer must be a person resident in the Australian Capital Territory.

14 CONSTITUTION AND MEMBERSHIP OF THE COUNCIL:

(1) The Council shall consist of:

(a) the office bearers of the Institute; and

(b) one representative of each of the Local Divisions, elected by the Local Division; and

(c) up to four other ordinary Council members; including a publications officer;

all of whom, apart from the representatives of the Local Divisions, shall be elected under rule 15 or appointed in accordance with sub rule (4).

(2) The office bearers of the Institute shall be:

(a) the President;

(b) the Vice-President;

(c) the Treasurer; and

(d) the Secretary.

(3) Each office bearer and member of the Council shall hold office until the conclusion of the annual general meeting-following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Council may appoint one of its members to the vacant office, (except in the case of Division representatives which are elected by the local Division); and the member so appointed may continue in office until the annual general meeting next after the date of his/her appointment.

15 ELECTION OF MEMBERS OF COUNCIL

(1) The Secretary shall call for nominations of members for election as office bearers of the Institute, or as ordinary Council members, at least forty-two (42) days before the date fixed for the holding of the annual general meeting.

(2) Nominations of candidates for election to Council:

(a) shall be made in writing signed by two members of the Institute and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

(b) shall be delivered to the Secretary of the Institute not less than twenty-eight (28) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected, and further nominations shall be received at the annual general meeting. If necessary a ballot will be held amongst those members at the annual general meeting to fill the vacancies on Council.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated shall be deemed to be elected.

(5) If the number of nominations exceeds the number of vacancies to be filled a postal ballot shall be held. In this event:

(a) The Secretary shall arrange for a ballot paper to be distributed to members twenty-one (21) days before the date fixed for the holding of the annual general meeting.

(b) Ballot papers must be returned to the Secretary prior to the commencement of the annual general meeting.

(c) If a postal ballot has been held it will not be possible to vote for election of Council members at the annual general meeting.

(6) The ballot for the election of Council members shall be conducted in such usual and proper manner as the Council may direct.

(7) A person is eligible to simultaneously hold more than 1 position on the Council.

16 SECRETARY

(1) The secretary of the Institute shall, as soon as practicable after being appointed as secretary, notify the Institute of his or her address.

(2) The secretary shall keep minutes of:

- (a) all elections and appointments of office-bearers and ordinary Council members; and
 - (b) the names of members of the Council present at a Council meeting or a general meeting; and
 - (c) all proceedings at Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

17 TREASURER

- (1) The treasurer of the Institute shall:
- (a) collect and receive all moneys due to the Institute and make all payments authorised by the Institute; and
 - (b) keep correct accounts and books showing the financial affairs of the Institute with full details of all receipts and expenditure connected with the activities of the Institute.

18. VACANCIES

In these rules, a vacancy in the office of a Council member of the Institute occurs if the Council member:

- (a) dies; or
- (b) ceases to be a member of the Institute; or
- (c) resigns the office; or
- (d) is removed from office under rule 19; or
- (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the Council from all meetings of the Council held during a period of 6 months.
- (i) fails to pay all arrears of subscription due by him/her within fourteen days after the/she has received a notice in writing signed by the Secretary stating that he/she has ceased to be a financial member of the Institute.

19 REMOVAL OF COUNCIL MEMBERS

The Institute in general meeting may by resolution, subject to the Act, section 50, remove any member of the Council from the office of member of the Council before the expiration of the member's term of office.

20 MEETINGS AND QUORUM

(1) The Council shall meet at least 3 times in each calendar year at such place and time as the Council may determine.

(2) Additional meetings of the Council may be convened by any member of the Council.

(3) Oral or written notice of a meeting of the Council shall be given by the secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under sub rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.

(5) Any 5 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

(6) No business shall be transacted by the Council unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

(8) At meetings of the Council.

(a) the President, or in the absence of the president, the Vice President shall preside, or

(b) if the President and the Vice-President are absent, one of the remaining members of the Council may be chosen by the members present to preside.

21 DELEGATION BY COUNCIL TO SUBCOMMITTEE

(1) The Council may, by instrument in writing, delegate to 1 or more subcommittees (consisting of such member or members of the institute as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a function imposed on the Council by the Act, by any other Territory law, or by resolution of the Institute in general meeting.

(2) A function, the exercise of which has been delegated to a sub committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

(3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation including without any limitation any budgetary or reporting conditions required by Council.

(4) Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.

(5) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(6) A subcommittee may meet and adjourn as it thinks proper.

(7) Executive Committee

(a) The President, the Vice-President, the Treasurer, and the Secretary constitute an executive committee, which may issue instructions to the members of Council, Public Officer and the employees of the Institute connected with the management of affairs of the Institute during the intervals between meetings of the Council, and where any such instructions are issued shall report thereon to the next meeting of the Council.

(b) Three members of the executive committee shall constitute a quorum at any meeting of the executive committee.

(8) Local Divisions:

(a) Subject to the written approval of Council, the members of any State, Territory or Region of Australia may form a Local Division of the Institute.

(b) A Local Division will seek to become incorporated in the local State or Territory following the guide-lines of this Constitution, and as approved by Council.

(c) The Local Division will be administered in accordance with its state's Associations Incorporation Act. A Procedures Manual will be drawn up according to the objects and purposes of the Institute.

(d) The operations of the Local Division shall follow the rules for sub-committees specified in Rule 21.

(9) Special Interest Groups

(a) The Council may at any time appoint a Special Interest Group from its members as it may think fit, or on request of a group of members, and shall prescribe the powers and functions thereof. Such special interest groups are established to foster special fields of interest and activities of members of the Institute.

(b) The operations of the Special Interest Group shall follow the rules specified in this Rule 21.

(c) Council shall appoint a convenor of the special interest group as it may think fit, or on request of a group of special interest group members, and also determine a quorum for the meeting of the special interest group.

(d) The convenor of a special interest group is responsible for calling meetings of the group, and reporting to National Council of AICCM.

(e) Applications for the procurement of government and other grants to the funds of Special Interest Groups shall be submitted to the Treasurer of Council for approval and co-ordination.

22. VOTING AND DECISIONS

(1) Questions arising at meetings of Council or any subcommittee appointed by Council shall be determined by a majority of the votes of the members of the Council or subcommittee present at the meeting, on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine provided this allows all persons present to cast a vote.

(2) Each Council member present at a meeting of the Council or any subcommittee appointed by Council (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.

(3) Members of the Council or of any sub-committee appointed by the Council are entitled to appoint another Council or committee member as proxy by written or electronic notice given to the secretary prior to the commencement of the meeting.

(4) Subject to rule 18, the Council may act notwithstanding any vacancy on the Council.

(5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

23 EMPLOYMENT AND DISCLOSURE OF INTEREST IN CONTRACTS, etc

(1) A member of the Council who is interested in any contract or arrangement made or proposed to be made with the Institute, shall disclose their interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration, if the member's interest then exists, or, in any other case, at the first meeting of the Council after the acquisition of the member's interest.

(2) If a member of the Council becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose their interest at the first meeting of the Council after the member becomes so interested.

(3) No member of the Council shall vote as a member of the Council in respect of any contract or arrangement in which the member has an interest, and if the member does so vote, the vote shall not be counted.

(4) The Institute shall not:

(a) appoint a person who is a member of the Council to any office in the gift of the Institute to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or

(b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

GENERAL MEETINGS

24 ANNUAL GENERAL MEETINGS - HOLDING OF:

- (1) The Institute shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than five months after the close of the financial year of the Institute) as the Council may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

25 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT:

- (1) The annual general meeting of the Institute shall, subject to the Act, be convened on such date and at such place and time as the Council thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meetings held since that meeting; and
 - (b) to receive from the Council, auditor, and employees of the Institute reports upon the transactions of the Institute during the last preceding financial year and;
 - (c) to elect the office bearers of the Institute and the ordinary Council members
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
 - (e) to determine the remuneration of employees of the Institute.
- (3) Annual general meeting shall be specified as such in the notice convening it in accordance with rule 27.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this rule 25
- (5) The annual general meeting may also transact special business of which notice is given in accordance with these rules.
- (6) All general meetings other than the annual general meeting shall be called special general meetings.

26 SPECIAL GENERAL MEETINGS – CALLING OF:

- (1) The Council shall, whenever it thinks fit, convene a special general meeting of the Institute.
- (2) The Council shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Institute.
- (3) A requisition for a special general meeting:
 - (a) shall state the purpose or purposes of the meeting; and
 - (b) shall be signed by the members making the requisition; and
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Council fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members referred to in sub rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Institute for any reasonable expense so incurred.

27 NOTICE OF GENERAL MEETINGS

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the secretary shall, at least 42 days before the date fixed for the holding of the general meeting, cause to be sent by email to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. If a member has no email address appearing in the register of members a notice will be sent by prepaid post.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub rule (1) specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

(5) A member or proxy is not entitled to vote at any general meeting of the Institute unless all money due and payable by the member or proxy to the Institute has been paid.

28 GENERAL MEETINGS - PROCEDURE AND QUORUM

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Fifteen members personally present or ten percent of members whichever is the lesser, (being members entitled under these rules to vote at a general meeting), constitute a quorum for the transaction of the business of a general meeting.

(3) If within 30 minutes after the appointed time for the commencement of a 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 the same day in the next week, at the same time and (unless another date, time and place are specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

29 PRESIDING MEMBER

(1) The President, or in the absence of the president, the Vice-President, shall preside at every general meeting of the Institute.

(2) If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside.

30 ADJOURNMENT

(1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of the members present at 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 at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Institute stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in sub rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 MAKING OF DECISIONS

(1) A question arising at a general meeting of the Institute shall be determined on a show of hands, and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minutes of the Institute is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(2) At a general meeting of the Institute, a poll may be demanded by the person presiding or by not less than fifteen members present in person or by proxy at the meeting.

(3) Where the poll is demanded at a general meeting, the poll shall be taken:

(a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment;

or

(b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32 VOTING

(1) Subject to sub rule (3), on any question arising at a general meeting of the Institute, a member has one vote only.

(2) All votes shall be given personally or by proxy or by post but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the Institute unless all money due and payable by the member or proxy to the Institute has been paid, other than the amount of the annual subscription payable in respect of the then current year.

(5) Postal votes must be received by the Secretary, or duly authorised person, not later than fifteen (15) minutes before the time appointed for the meeting at which votes are to be cast.

(6) Persons representing an institution must be nominated in writing by the institution.

33 APPOINTMENT OF PROXIES

Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than fifteen (15) minutes before the time of the meeting in respect of which the proxy is appointed.

MISCELLANEOUS

34 FINANCIAL YEAR

The financial year of the Institute is the period beginning on the first of July in each year and ending on the thirtieth of June next following.

35 FUNDS - SOURCE

(1) The funds of the Institute shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Institute in general meeting and subject to Section 114 of the Act, such other sources as the Council determines.

(2) All money received by the Institute shall be deposited as soon as practicable and without deduction to the credit of the Institute's bank account.

(3) The Institute shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36 FUNDS - MANAGEMENT

(1) Subject to any resolution passed by the Institute in general meeting, the funds of the Institute shall be used for the objects of the Institute in such manner as the Council determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Executive sub-committee or employees of the Institute, being members of the Council or employees authorised to do so by the Council.

(3) The Council shall cause to be opened with such bank as the Council selects, a banking account in the name of the Institute into which all money received shall be paid by the Treasurer as soon as possible after receipt thereof.

(4) The Council shall also cause to be opened with said Bank additional accounts as necessary to efficiently use income generated and received by the Institute. All accounts which operate under the auspices of the AICCM and signatories thereof, must be approved by the National Council, and records of receipts and expenditure will be kept in such form and manner as the Council may direct.

(5) Except with the authority of the Council, no payment of a sum exceeding an amount fixed by the Council shall be made from the funds of the Institute otherwise than by cheque drawn on the Institute's bank account, but the Council may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Council may impose.

(6) No cheques shall be drawn on the Institute's bank account except for the payment of expenditure that has been authorised by the Council.

(7) True accounts shall be kept:

- (a) of all sums of money received and expended by the Institute and the matter in respect of which the receipt or expenditure takes place;
- (b) of the property, credits and liabilities of the Institute,

37 AUDITOR

(1) Once at least in each financial year of the Institute, the accounts of the Institute shall be examined by the auditor.

(2) The auditor of the Institute shall be a person who is not a member nor the Public Officer of the Institute. This person must not have prepared or helped to prepare the accounts. The auditor must not be a partner or employee or employer of an officer of the Institute or a partner or employee of an employee of the Institute.

(3) If the Institute has gross assets or gross income of more than \$150,000 at the end of its financial year, or has more than a thousand members, the auditor must be registered as an auditor under the Corporations Law or must be a member of one of the following institutions: Institute of Chartered Accountants in Australia; National Institute of Accountants; Australian Society of Certified Practising Accountants.

(4) The auditor may be appointed by the members or National Council.

38 AUDIT OF ACCOUNTS

(1) The audit of accounts must be completed at least 14 days before the audited statement is required to be presented at the annual general meeting (pursuant to Section 74(1) of the Act).

(2) The auditor shall certify as to the correctness of the accounts of the Institute and shall report thereon to the members present at the annual general meeting.

(3) In the report, and in certifying to the accounts, the auditor shall state:

- (a) whether he/she has obtained the information required;
- (b) whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Institute according to the information at his/her disposal and the explanations given to him/her and as shown by the books of the Institute; and

- (c) whether the rules relating to the administration of the funds of the Institute have been observed.
- (4) The Treasurer of the Institute shall cause to be delivered to the auditor a list of all the accounts, books and records of the Institute.
- (5) The auditor:
 - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Institute;
 - (b) may require from the employees of the Institute such information and explanations as may be necessary for the performance of this duties as auditor;
 - (c) may employ persons to assist in investigating the accounts of the Institute; and
 - (d) may, in relation to the accounts of the Institute, examine any member of the Council or any employee of the Institute.

39 ALTERATION OF OBJECTS AND RULES

- (1) Neither the objects of the Institute referred to in the Act at section 29, nor these rules shall be altered except in accordance with the Act.
- (2) The rules of this Constitution may be amended by resolution passed by a three-quarters majority of members voting at a general meeting.
- (3) Notice of the proposed amendment shall be included in the notice calling the general meeting or as outlined in rule 27 (2).
- (4) An amendment to the rules shall not be effective until notification of the change has been received by the Registrar of Incorporated Associations.
- (5) In the case of an amendment to the objects and purposes of the Institute, this shall not be effective until approved by the Registrar.
- (6) The Institute must not pass a special resolution making a material alteration to, or materially affecting, rules 3, 44 or 45, or any other alteration to the constitution, if, as a result, the Institute is no longer charitable.
- (7) The Institute must notify the Commissioner and, if the Institute is on the Register of Cultural Organisations maintained by the Department, the Department, if:
 - (a) a special resolution is passed materially altering rules 3 or 46; or
 - (b) the Institute is no longer eligible to be endorsed as a charitable institution or as a deductible gift recipient as a result of a change in its

constitution or activities or otherwise.

40 COMMON SEAL

- (1) The common seal of the Institute shall be kept in the custody of the secretary.
- (2) The seal of the Institute shall be in the form of a rubber stamp, inscribed with the name of the Institute.
- (3) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Council or of 1 member of the Council and of the secretary.

41 CUSTODY OF BOOKS

- (1) 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 the Institute.
- (2) The Treasurer of the Institute shall faithfully keep or cause to be kept all accounting books, and records of receipts and expenditure connected with the operations and business of the Institute in such form and manner as the Council may direct.

42 INSPECTION OF BOOKS

The records, books and other documents of the Institute shall be open to inspection at a place in the ACT, free of charge, by a member of the Institute at any reasonable hour.

43 SERVICE OF NOTICE

- (1) For these rules, a notice may be served by or on behalf of the Institute on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) 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 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.

(3) Service of notices includes methods outlined in rule 2(2).

44 SURPLUS PROPERTY

(1) If, on the winding up or dissolution of the Institute, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:

- (a) which is charitable at law;
- (b) whose constitution prohibits distributions or payments to its members and directors or committee members (if any) to an extent at least as great as is outlined in rule 45; and
- (c) if the Institute is on the Register of Cultural Organisations maintained by the Department, gifts to which can be deducted under Subdivision 30-B, due to it being characterised as a cultural organisation under item 12.1.1 of section 30-100 of ITAA 97, and listed on the Register of Cultural Organisations.

(2) Rule 44(1) takes precedence over any previous special resolution of the members nominating an organisation to receive any surplus assets on a winding up or dissolution.

45 INCOME AND PROPERTY

(1) The Institute's income and property must be applied solely towards promoting the Institute's purpose and exercising its powers as set out in these Rules. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members.

(2) However, this rule does not prohibit making a payment in good faith for:

- (a) out-of-pocket expenses incurred by a member; or
- (b) a service rendered to the association by a member in a professional or technical capacity where:
 - i. the provision of the service has the prior approval of the Council; and
 - ii. the amount payable is not more than an amount which commercially would be reasonable payment for the

service,

or prohibit payment:

- (a) in good faith to any member for goods supplied in the ordinary and usual course of business;
- (b) of reasonable and proper interest on money borrowed from a member; or
- (c) of reasonable and proper rent for premises let by any member to the Institute.

46 ESTABLISHMENT AND OPERATION OF PUBLIC FUND

(1) Maintaining Public Fund

If the Institute is on the Register of Cultural Organisations maintained by the Department, the Institute must maintain a public fund (Public Fund) for the object of the Institute as set out in rule 3(1). The Public Fund will be known as the AICCM Public Fund or any other name decided by the Council and notified to the Department.

(2) Use of Public Fund

The Institute must ensure that:

- (a) the Public Fund receives all gifts of money and property for object of the Institute;
- (b) all money (including interest, income or money from the realisation of property) derived from money or property in the Public Fund is paid into the Public Fund;
- (c) the Public Fund does not receive any money or property other than money or property described in rules 46(2)(a) and 46(2)(b);
- (d) the Public Fund is only used to further the Institute's object;
- (e) a separate bank account is established and maintained for the Public Fund into which all money in the Public Fund will be paid;
- (f) the public is invited to make gifts to the Public Fund for the object of the Institute.

(3) Public Fund management

At a particular time, the Council may administer the Public Fund if the majority of the members of the Council are then Responsible Persons. If at that time

there is not a majority of members of the Council who are Responsible Persons the Council must delegate the power to administer the Public Fund to a committee of at least 3 persons, a majority of whom are Responsible Persons.

The Institute must notify the Department of any change to the members of the Council or the committee responsible for the Public Fund.

(4) Winding up

At the first occurrence of:

- (a) the winding up of the Public Fund;
- (b) the Institute and the Public Fund ceasing to be on the Register of Cultural Organisations; or
- (c) the Institute ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97 for the operation of the Public Fund,

any surplus assets of the Public Fund must be transferred to a public fund: which is charitable at law; and

- (a) gifts to which can be deducted under Subdivision 30-B due to it being characterised as a public fund of a cultural organisation under item 12.1.1 of section 30-100 of ITAA 97, and listed on the Register of Cultural Organisations.

The identity of the fund must be decided by the Council.

(5) Bank account and receipts

The Institute must maintain a separate bank account for the Public Fund.

Receipts for gifts to the Public Fund must include:

- (a) the Australian Business Number and name of the Institute;
- (b) the name of the Public Fund;
- (c) the date the donation was received;
- (d) the fact that the receipt is for a gift;
- (e) the signature of a person authorised to act on behalf of the Public Fund;
- (f) the name of the donor;
- (g) the type of donation (money or property) and value; and

(h) an indication that the Public Fund is listed on the Register of Cultural Organisations.

47 OBLIGATIONS OF CULTURAL ORGANISATIONS

If the Institute is on the Register of Cultural Organisations maintained by the Department:

(1) The Institute must comply with any rules that the Treasurer of the Commonwealth of Australia and the Department make to ensure that gifts made to the Public Fund (established under rule 46) will only be used only for the cultural objects set out in rule 3(1);

(2) It must provide to the Department:

(a) within 21 days of the end of each six-monthly period January-June and July-December, information on tax deductible donations received;

(b) statistical and other information required by the Department within the time frame requested by the Department;

(3) It must notify the Department of:

(a) any changes to the Institute's contact details, directors or persons responsible for the Public Fund;

(b) the selection process used to choose recipients of any grants, scholarships or prizes.

15 November 2019