



Megalo Access Arts Incorporated

Constitution

Last amended: 2016

As presented to Special Meeting of Members on 25th March 2002

Amended 20 July 2004 – Public Fund
Amended 29 March 2005 – meeting Quorum
Amended 24 March 2009 – meeting Quorum
Amended 25 May 2016 – meeting Quorum

Name

The name of the Association shall be Megalo Access Arts Incorporated (hereinafter referred to as "Megalo").

I. Objects

- (a) to practice, promote and present printmaking in the ACT, across Australia and around the world;
- (b) to provide workshop facilities for the printmaking and other related forms of visual arts;
- (c) to provide education in printmaking that promotes the visual arts and facilitates socially and culturally inclusive access to the experience of art-making;
- (d) to increase awareness, access, participation and appreciation of printmaking and the visual arts in the community;
- (e) to initiate and foster programs which support artists at all levels to engage in printmaking and associated activities
- (f) to be an accessible and socially inclusive arts facility, which actively supports and promotes:
 - i. cultural and linguistic diversity;
 - ii. equality;
 - iii. Aboriginal and Torres Strait Islander arts and cultures;
 - iv. accessibility and the needs of people with disability.

2. Powers

- (a) the appointment and employment of staff, including the Director at Megalo, and other persons considered necessary for the purposes of Megalo and the payment to them of salaries and gratuity and the dismissal of any such staff or any other person;
- (b) accept gifts or donations, whether subject to special trust or not, for any of the objects of Megalo;
- (c) make gifts, subscriptions or donations to any fund, authority or institution;
- (d) raise income from its activities, in a manner consistent with and for the purposes of promoting and realising the objects of Megalo;
- (e) the purchase, taking on lease or in exchange, and hire or otherwise acquire and/or dispose of any real or personal property that may be deemed necessary or convenient for any of the objects of Megalo;

- (f) take such steps from time to time as the Board of Management may or the members in General or Special Meeting may deem expedient for the purpose of procuring contributions to the funds of Megalo, whether by way of donation, subscription or otherwise;
- (g) print and publish posters, fabric samples, cards, periodicals, books, leaflets or other documents for the promotion of the objects of Megalo;
- (h) the establishment, maintenance and management of any building for the purposes of Megalo and the expenditure of money and the doing of any other things necessary or advisable to be done in the furtherance of the objects of Megalo;
- (i) the borrowing or raising of money in such a manner and on such terms as the Board of Management may think fit or as may be approved or directed by resolution passed at a General or Special Meeting and securing the repayment of money so raised or borrowed or the payment of a debt or liability of Megalo by giving mortgages, charges or securities upon or over all or any of the real or personal property of Megalo;
- (j) the investment of any moneys of Megalo not immediately required for any of its objects in such a manner as the Board of Management may from time to time determine but subject at all times to the Trustee Act 1925;
- (k) the establishment and support, or aiding in the establishment or support, of associates, institutions, funds, trusts, schemes, and conveniences calculated to benefit workers or past workers of Megalo and their dependents and the making of payments towards insurance in relation to any of these purposes;
- (l) the buying, selling and supplying of, and dealing in, goods of any kind;
- (m) do all such other lawful things as are necessary incidental or conducive to the attainment of the objects of Megalo.

3. Membership

- (a) any person or group may become a member of Megalo, subject to agreement with its objectives and upon payment of the current subscription fixed under these rules and shall be entitled to attend General and Special Meetings;
- (b) the Secretary of Megalo shall cause to be kept a roll of members showing their addresses and it shall be the responsibility of members to notify the Secretary of changes of addresses;
- (c) a right, privilege or obligation of a person by virtue of membership of Megalo, is not capable of being transferred or transmitted to another person;
- (d) no member may act on behalf of Megalo without the authority of either a General Meeting or half the majority vote agreement of the Board of Management;
- (e) members of Megalo are not liable to contribute towards the payment of the liabilities of the organisation upon winding up;

- (f) the membership of a member is terminated by the vote of any absolute majority of the members at a Special Meeting especially convened for that purpose. At such meetings, the member shall be given the opportunity to fully present his/her case;
- (g) a member ceases to be a member of Megalo if they:
 - (i) die;
 - (ii) ceases to be a member of the Association;
 - (iii) fail to pay all arrears of subscription due by them within twenty eight (28) days after the Administrator, under the authority of the Secretary, has notified them that their subscription is in arrears;
 - (iv) has their membership terminated in accordance with clause 3(f).

4. Management

- (a) the affairs of Megalo shall be managed by a Board of Management (hereinafter referred to as "the Board") elected by the members at a General Meeting;
- (b) the Board:
 - (i) shall control and manage the business and affairs of Megalo;
 - (ii) may, subject to this Constitution, exercise all such powers and functions as may be exercised by the Board other than those powers and functions that are required by the Constitution to be exercised by the members in Annual General Meeting;
 - (iii) subject to the Associations Incorporation Act 1991 and this Constitution, has power to perform all acts and things as appear to the Board to be essential for the proper management of the business and affairs of Megalo;
 - (iv) shall have power to appoint sub-committees for the purpose of carrying out such functions of Megalo as the Board directs. Such sub-committees may include non-members and staff of Megalo but must include one or several members of Megalo who are responsible for the activities of that sub-committee;
 - (v) each member of the Board shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election;
 - (vi) the Board may delegate to the Director at Megalo and a delegation may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the delegation;
 - (vii) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (c) the Board shall consist of:
 - (i) the Chairperson;
 - (ii) the Secretary;
 - (iii) the Treasurer; and
 - (iv) up to seven ordinary members elected in accordance with clause 4(a).

- (d) the Officers of Megalo shall be:
 - (i) Chairperson
 - (ii) Secretary
 - (iii) Treasurer
- (e)
 - (i) Chairperson The Chairperson shall, where possible, preside at all meetings of Megalo, and at meetings held under its auspices. The Chairperson shall be responsible for the maintenance and order, the proper conduct of business and the observance of the Constitution of Megalo.
 - (ii) Secretary The Secretary shall, in person, or by deputy, attend such meetings of the Association, keep minutes of the proceedings, read and file all communications and other papers, issue notice of meetings when directed, conduct the correspondence of the Board, and perform such duties as may be directed by the Board.
 - (iii) Treasurer The Treasurer shall be responsible for the keeping of accurate accounts of all money belonging to the funds of Megalo, shall accept all money of Megalo and be responsible for banking same as soon as possible after receipt, and shall be responsible for receiving and scrutinising all accounts; at the Annual General Meeting the Treasurer shall present a properly audited financial statement.
- (f) the Board shall meet as often as necessary but at least six (6) times in each year;
- (g) every financial member of Megalo shall be eligible for nomination to the Board;
- (h) casual vacancies occurring in the Board may be filled by co-option of financial members of Megalo;
- (i) the continuing Officers may act notwithstanding any vacancy in their number;
- (j) the quorum for meetings of the Board shall number half plus one of the number of Board members;
- (k) a resolution proposed in writing and approved in writing by all available members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted;
- (l) true and accurate minutes shall be kept of all meetings of the Board by the Secretary or by a person nominated for that purpose by the Board;
- (m) all acts done in good faith at any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that afterwards it shall be discovered that there was some defect in the appointment of any such member acting as aforesaid or that they or any of them were disqualified, be as valid as if such person had been duly appointed and qualified as a member of the Board;
- (n) questions arising at any meeting of the Board shall be decided by a majority of votes of the members of the Board then present;

- (o) oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours before the time appointed for the holding of the meeting;
- (p) matters of business to be discussed at a Board meeting must be provided to the Secretary 48 hours before the scheduled Board meeting so that an agenda can be prepared for the meeting. Other matters can be discussed at the meeting after all agenda items have been dealt with and with the consent of all Board members present;
- (q) for the purpose of this Constitution, a vacancy in the office of a member of the Board occurs if the member:
 - (i) dies;
 - (ii) ceases to be a member of Megalo;
 - (iii) resigns from office;
 - (iv) is absent for three consecutive Board meetings without prior consent of the Board.

5. Public Officer

- (a) the Board of Management of Megalo shall appoint a Public Officer (who is a person resident in the Australian Capital Territory) and that person shall continue as Public Officer until she or he resigns by notice in writing to the Board;
- (b) the Public Officer will notify the Registrar-General's Office of their appointment within 14 days. This notice will state date of appointment, full name and residential address. A change of address will be notified within 14 days;
- (c) the Public Officer will file within three months after incorporation a copy of the Constitution certified by a statutory declaration to be a true copy.

6. Income and Property

- (a) the funds of Megalo shall be derived from members' annual subscriptions and fees, donations and such other sources as the Board determines;
- (b) the income and property of Megalo, however derived, shall be applied solely to the promotion of the objects of Megalo and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member or employee of Megalo;
- (c) this does not prevent the payment in good faith to a worker or member of Megalo of:
 - (i) remuneration in return for services actually rendered to Megalo by a worker or member or for goods supplied to Megalo by a worker or member in the ordinary course of business;
 - (ii) interest at current bank overdraft rate on money lent; or
 - (iii) a reasonable and proper sum by way of rent for premises or equipment to let to Megalo by a worker or member;

- (d) Megalo shall retain a representative collection of prints and fabrics produced by members, contractors and participants in artists-in-residence and related programs of Megalo. This collection shall not be sold. In the event of the winding up of Megalo, or at any time decided by the Board, this collection, or any part of it, shall only be bequeathed to a gallery or collection nominated by the Board. The retention of any prints and fabrics by a printer employed by Megalo shall also be a matter for decision by the Board.

7. Accounts, Finance and Audit

- (a) true accounts shall be kept:
 - (i) of all sums of money received and expended by Megalo and the manner in respect of which the receipt or expenditure takes place;
 - (ii) of the property, credits and liabilities of Megalo;
- (b) the financial year of Megalo shall be the period commencing on the first day of January in each year and ending on the thirty first day of December next following unless a period of greater or less than twelve months has been fixed by the Board;
- (c) Megalo shall cause to be opened with such bank or banks as the Board selects a banking account or accounts in the name of Megalo into which all moneys received shall be paid as soon as possible after receipt thereof;
- (d) no cheques shall be drawn on Megalo's bank account or accounts except for payment of expenditure that has been authorised by such persons as the Board shall from time to time nominate for that purpose;
- (e) all cheques, drafts, bills of exchange, promisory notes, and other negotiable instruments shall be signed by such persons as the Board shall from time to time nominate for that purpose;
- (f) no reimbursements shall be made to any person for purchases made on behalf of Megalo unless such purchases have been authorised by the Director at Megalo;
- (g) the Auditor:
 - (i) has the right of access to the accounts, books, records, vouchers and documents of Megalo;
 - (ii) may require from the employees and Board such information and explanations as may be necessary for the performance of his or her duties as Auditor;
 - (iii) the financial affairs of Megalo will be audited by a person who is not a member or Public Officer;
 - (iv) a balance sheet will be prepared at least once in each period of twelve months;
 - (v) the balance sheet will be filed with the Registrar-General's Office by the Public Officer within one month after preparation.

8. Annual General Meeting

- (a) Megalo shall, in each year, hold an Annual General Meeting;
- (b) the Annual General Meeting shall be held on such a day (being not later than five (5) months after the close of financial year of Megalo) as the Board shall determine. If in any year the Board fails to make such determination the next ensuing Special General Meeting called in accordance with this Constitution shall also be the Annual General Meeting in respect of that year;
- (c) the ordinary business of the Annual General Meeting shall be:
 - (i) to confirm the minutes of the last preceding Annual General Meeting;
 - (ii) to receive the reports, audited balance sheet and statement of accounts in respect of the preceding financial year;
 - (iii) to elect the Officers and Auditors of Megalo;
- (d) the Annual General Meeting may consider any other business brought forward by the Board or, by leave of a majority of the financial members present, by other members;
- (e) Megalo shall give at least twenty-one (21) days notice in writing to members of the place, day and time for the holding of the Annual General Meeting and notices of motion;
- (f) all members of Megalo shall be entitled to speak at the Annual General Meeting but only financial members who are present at the meeting shall have a vote;
- (g) voting at the Annual General Meeting shall be by a show of hands, or, if a resolution requiring a ballot is carried, by ballot, and subject to this Constitution, questions shall be decided by a majority of 3/4 of financial members present. The Chairperson has a deliberative and casting vote;
- (h) the accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of any meetings;
- (i) the quorum for the Annual General Meeting shall be five (5).

9. Special General Meeting

- (a) all business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specifically referred to in Clause 8(c) as being the ordinary business of the Annual General Meeting, shall be deemed as special business;
- (b) a Special General Meeting may be called by the Board and shall be called by the Secretary so as to be held within one (1) month after receipt by the Secretary of a request by any twelve (12) financial members specifying the business proposed to be dealt with;

- (c) Clause 8(d), (e), (f) and (h) of this Constitution applying to Annual General Meetings shall also apply to a Special General Meeting.

10. Annual Subscription

- (a) the annual subscription payable by members shall be prescribed by the Board;
- (b) the annual subscription of a member is due and payable on or before the first day of Megalo's financial year.

11. Alterations to the Constitution

- (a) this constitution may be amended at a General Meeting by resolution - for which twenty-one (21) days notice has been given and which is carried by a 3/4 majority of financial members present.

12. Common Seal

- (a) the Common Seal of Megalo shall be in the form of a rubber stamp inscribed with the name of Megalo encircling the word "seal";
- (b) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the secretary.;
- (c) the Seal shall remain the responsibility of the Secretary.

13. Winding Up

- (a) if, upon winding up or dissolution of Megalo, there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of Megalo but shall be given or transferred to some other organisation having similar objects to Megalo, and whose rules shall prohibit the distribution of its income and property among members;
- (b) in the event of a winding up or dissolution of Megalo, the members of Megalo shall not be liable to contribute any amount for payment of the debts and liabilities of Megalo and costs, charges and expenses of winding up.

14. Formation Costs

Megalo may pay all costs of and incidental to the promotion and formation of Megalo.

15. Control of Documents

Subject to the Act, the Regulations and this Constitution the Secretary shall keep in his or her control all records and other documents relating to Megalo.

16. Inspection of Documents

The records, books and other documents of Megalo shall be open to inspection at the office of Megalo, free of charge, by a member of Megalo during normal office hours subject to prior approval by the Board. Such request by a member for inspection should be notified in writing to the Board so the request can be considered at the next meeting of the Board.

17. Notices

- (a) a notice may be served by or on behalf of Megalo upon any member either personally or by sending it through the post in a prepaid letter addressed to the members usual or last known place of abode or address.
- (b) the Director at Megalo shall, at least twenty one (21) days before the date fixed for holding a General Meeting cause to be publicly advertised the place, day and time for the holding of the meeting, and the nature of the business to be transacted.

18. Public Fund

- (1) donations received by Megalo will be deposited into the Public Fund listed on the Register of Cultural Organizations. These monies will be kept separate from other funds of Megalo and will only be used to further Megalo'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;
- (2) 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 Megalo;
- (3) no monies/assets in this fund will be distributed to members or office bearers of Megalo, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services;
- (4) 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 the members of Megalo 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* (Cth);
- (5) 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 Organizations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.