

**VICTORIA**  
**COMPANIES ACT 1961**  
**A COMPANY LIMITED BY GUARANTEE**  
**WITHOUT A SHARE CAPITAL**  
  
**MEMORANDUM OF ASSOCIATION**  
  
**OF**  
  
**FOOTSCRAY COMMUNITY ARTS CENTRE**

1. The name of the Company is FOOTSCRAY COMMUNITY ARTS CENTRE LTD (hereinafter referred to as “the Centre”).
2. The objects for which the Centre is established are:
  - (i) To support and promote the development of a diverse and vital Australian culture.
  - (ii) To provide access to the arts for people of all ages and backgrounds in the Western Region of Melbourne.
  - (iii) Provide arts activities and facilities for people regardless of their experience or ability to pay.
  - (iv) Assist people in the Western Region of Melbourne to make art for themselves, and enhance their appreciation of the arts.
  - (v) Initiate and encourage the formation of autonomous community arts groups.
  - (vi) Encourage artistic excellence through high quality skills development and training.
  - (vii) Encourage innovations and interaction between the various art forms.
  - (viii) Develop community participation in decision making and community support for the arts.
  - (ix) Promote the exchange of information about community arts.
  - (x) Create opportunities for the expression of community aspirations and feeling, and the use of the arts as a vehicle of social change.

Solely for the purpose of carrying out the aforesaid objects and not otherwise deal with all or any part of the property of the Centre.

- (a) To purchase, sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Centre.
- (b) To borrow and raise money in such a manner as the Centre may think fit.
- (c) To solicit subscriptions and donations as the Centre may think fit.
- (d) To cause the monies of the Centre to be invested from time to time in such manner as may be authorised by the laws of the State of Victoria.
- (e) To undertake and execute any trusts which are directly or indirectly conducive to any of the objects of the Centre.
- (f) To amalgamate with any companies, institutions, societies or associations having objects similar to those of the Centre and whose Memorandum of Association or Constitution prohibits the division of its income and property amongst its members at least to the same extent as is provided by paragraph 3 herein.
- (g) To employ staff and other assistants upon such terms and conditions as are approved of by the Management Committee of the Centre provided that nothing herein contained shall prevent the payment by the Centre of retiring allowances or superannuation benefits to any members of the staff of the Centre or their dependents.
- (h) To construct furnish equip maintain and alter any houses buildings premises or works necessary or convenient for the objects of the Centre.
- (i) To accept any gift of money or property or subsidy whether subject to any trust or not for any one or more of the objects of the Centre and in accordance with any restrictions or conditions imposed by law or otherwise relating thereto.
- (j) To complete print publish and exhibit such material as would further the above objects.
- (k) To produce or help to produce and exhibit, on other than printed form, such materials as would further the above objects.
- (l) To do all such things as may seem to the Centre incidental or conducive to the attainment of the above objects or any of them.
- (m) To grant money on such terms and conditions as the Board of Management may determine to organisations/individuals engaged in activities in the Arts in the Region.

The provisions of the Third Schedule to the Companies Act 1961 shall not apply to the Centre and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule. Provided that the Centre shall not support with its funds, or

endeavour to impose on or procure to be observed by its members or others any regulation or restriction of which an object of the Centre would make it a trade union within the meaning of the Trade Union Act 1958.

3. The income and property of the Centre whencesoever derived, shall be applied solely towards the promotion of the objects of the Centre as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Centre, PROVIDED THAT nothing herein contained shall prevent the payment in good faith remuneration to any officers or servants of the Centre of any member of the Centre in return for any services actually rendered to the Centre nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association the money borrowed from any member of the Centre or reasonable and proper rent for premises demised or let by any member to the Centre but so that no member of the Management Committee of the Centre shall be appointed to any salaried office of the Centre or any office of the Centre paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Centre to any member of such Management Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Centre.
4. The liability of the members is limited.
5. Each member of the Centre undertakes to contribute to the assets of the Centre in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Centre contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$20.00.
6. If upon the winding up or dissolution of the Centre there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Centre but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Centre and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members such institution or institutions to be eligible for tax deductibility of donations under Section 78 (12) (a) of the Income Tax Assessment Act 1936 and listed on the register of cultural organisations maintained under the act and to be determined by the members of the Centre at or before the time of dissolution, and in default thereof such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
7. True accounts shall be kept of the amounts of money received and expended by the Centre and the matters in respect of which such receipts or expenditure takes place and of the property, credits and liabilities of the Centre and subject to any reasonable restrictions as to time and manner or inspecting the same that may be imposed in accordance with the regulations of the Centre for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Centre shall be examined by one or more properly qualified auditor or auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this

Names, address and description of Subscriber

DATED this                      day of

WITNESS to all the above signatures: .....  
.....  
.....  
.....

**VICTORIA**  
**COMPANIES ACT 1961**  
**A COMPANY LIMITED BY GUARANTEE**  
**WITHOUT A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**FOOTSCRAY COMMUNITY ARTS CENTRE LIMITED**

**INTERPRETATION**

In these Articles:  
The Act                                      means the Companies Act 1961 of Victoria.  
  
The Municipality                            within the boundaries of the Municipality of the  
City of Footscray.  
  
The Centre                                    means the Footscray Community Arts Centre  
Limited.  
  
The Seal                                        means the Common Seal of the Centre.  
  
The Secretary                                means any person for the time being with the  
approval of the Centre acting as Secretary or  
performing the duties of that office.

The masculine gender is used throughout for the purposes of brevity and in all cases include the feminine.

### PURPOSE

2. The Centre is established for the purpose of carrying out the objects set out in the Memorandum of Association.

### MEMBERSHIP

3. The members of the Centre shall consist of:
  - (i) The subscribers to the Memorandum of Association who shall on incorporation become Ordinary Members.
  - (ii) Nominee Members being any person nominated by the following bodies. One person may be nominated by:
    - (a) Arts Victoria
    - (b) The City of Maribyrnong
    - (c) The Australia Council
    - (d) Victoria University
  - (iii) Ordinary Members being individual members of the Community. Any person proposed and seconded by two members of the Centre may on written application be admitted by the Management Committee on behalf of the Centre as an Ordinary Member.
  - (iv) Honorary Members being persons who have made outstanding contributions to the Centre or to the Arts generally and have been invited by the Management Committee to become Honorary Members of the Centre.
4. All members shall be entitled to receive notices of meetings of the Centre and to attend, speak and vote at such meetings.
5. All members other than Honorary members shall be eligible for appointment as office bearers or members of the Management Committee.
6. The number of members with which the Centre proposes to register is 300, but the Management Committee may from time to time register an increase of members.
7. A register of members of the Centre for the time being shall be kept by the Secretary. Such Register shall set forth in full the names, addresses and occupations of all members of the Centre, the class of Membership, the date of submission to that class and the date of the last payment by each member of his subscription. In the case of

Nominee Members the Register shall also state the name nominator or nominating body of each such member. Such Register shall be available for inspection by members of the Centre at the registered office during normal office hours.

8. Applications for membership shall be considered by the Management Committee at the first meeting of the Management Committee held following receipt by the Secretary of the application. Provided however that no application received by the Secretary between the date on which the Secretary first notifies in writing any member of a General Meeting of the Centre and the Date of such General Meeting shall be considered by the Management Committee until after such meeting.
9. A member may resign his membership of the Centre by notice in writing addressed to the Secretary deposited at the registered office of the Centre. A member resigning as a member of one class may apply to become a member of another class in accordance with these Articles. A member shall not be a member of more than one class at any one time.

#### TERMINATION OF MEMBERSHIP

10. The Management Committee is empowered by two-thirds majority of those present at a meeting to terminate the membership of any Nominee Ordinary or Honorary Member. Before exercising such power the Management Committee shall give one calendar month's notice in writing to the member of the proposed termination and of the grounds therefore and shall give to the member a reasonable opportunity of being heard on the matter.

The decision of the Management Committee shall be subject to appeal by such member to a General Meeting of the Centre such appeal to be notified in writing to the Secretary within one calendar month of notification to such member of termination of membership. A General Meeting shall be called within one month of the receipt of the notice or appeal and the Centre shall decide by a simple majority whether any such termination of membership shall be confirmed or lifted and may impose such conditions as it deems fit to be fulfilled by such member as conditions for reversal of the decision of the Management Committee.

#### OFFICE BEARERS

11. At the first meeting of the Management Committee after the date of incorporation and thereafter at the first meeting of the Management Committee after each Annual General Meeting the Management Committee shall elect two office bearers consisting of a President and Vice-President, such Office Bearers to be elected from amongst the members of the Management Committee nominated at or before the meeting for each office. Any person may be nominated for more than one office but may only be elected to one office.
12. Office Bearers shall hold office until the commencement of the first meeting of the Management Committee after the Annual General Meeting subsequent to the election and shall if then members of the Management Committee be eligible for re-election.
13. The President, or in his absence, the Vice-President shall preside as Chairman at the meetings of the Centre and the Management Committee, but, if neither of these Office Bearers is present, within fifteen minutes of the scheduled starting time, the members

present at such meeting shall choose one of their number to be Chairman.

14. The Chairman at all meetings of the Centre and Management Committee shall have a deliberative vote and if there be an equality of votes a casting vote.

#### THE MANAGEMENT COMMITTEE OF THE CENTRE

15. (a) The Management Committee shall consist of eleven members. The members of the first Management Committee shall be appointed in writing to the subscribers to the Memorandum of Association and shall hold office until the commencement of the first meeting of the Management Committee which takes place after the first General Meeting of the Centre. Until the Subscribers have appointed the first Management Committee the Subscribers shall have the powers of the Management Committee including the power to admit members.  
  
(b) The Director of the Centre shall sit with the Management Committee in an advisory, non-voting capacity.
16. The Management Committee shall meet as soon as practicable after the Annual General Meeting of the Centre and thereafter in at least nine of the months in the year in full session to consider reports from the President and the Administrator of the Centre. The making of general policy decisions for the Centre shall be a matter for the Management Committee. A special meeting of the Management Committee shall be called by the Secretary on the requisition of the President or three members of the Management Committee.

17. Meetings of the Management Committee shall be open to all members of the Centre unless the Management Committee by a majority of two less than the total number of members of the Management Committee present resolves that the meeting or part thereof shall be held in private. Members of the Centre who are not members of the Management Committee shall not be entitled to vote on any issue but may raise matters in General Business for consideration at that or the next meeting.
18. The quorum at meetings of the Management Committee shall be five.
19. The term of office for members of the Management Committee shall be twelve months. Members of the Management Committee are eligible for re-election.
20. The election of members of the Management Committee shall take place in the following manner:
  - (a) Members shall be notified in writing at least four weeks prior to the Annual General Meeting that nominations are called from members of the Centre for the position of Management Committee member.
  - (b) Nominations shall close two weeks before the Annual General Meeting.
  - (b) Each such nomination shall bear the name and signature of the nominator seconder and nominee.
  - (c) If the number of nominations exceeds the number of vacancies to be filled the Management Committee shall during the two weeks before the Annual General Meeting advertise in a newspaper circulated throughout the Municipality the names and all relevant information concerning the Annual General Meeting.
  - (e) If a ballot for members is necessary, it shall take place at the Annual General Meeting.  
Each member of the Centre shall be eligible to vote for members of the Management Committee.
  - (f) If a ballot is necessary for members of the Management Committee a ballot paper shall be prepared listing the names of the candidates in alphabetical order. Voters shall be required to mark with numbers opposite the names of all or any of the candidates the order of preference for such of the candidates as they wish to vote for, placing the number 1 opposite the name of the candidate of their first preference. The ballot paper shall then be placed by the voter in the ballot box provided.
  - (g) If a ballot is necessary for members of the Management Committee, the Management Committee shall appoint, not less than seven days before the Annual General Meeting three members of the Centre not being candidates for election to act as tellers. Subject to Article 20 (h) the report of the tellers as to the number of votes polled for the candidates shall be final and conclusive. The tellers shall supervise the conduct of the election and shall count

the votes.

When all votes have been counted the tellers shall hand to the Chairman of their Meeting their report of the number of votes given to each candidate. The Chairman of the meeting shall read the report of the tellers and subject to Article 20 (h) shall declare elected the required number of candidates who gained the highest number of votes. In the case of two or more candidates receiving an equal number of votes and it being necessary to separate such candidates a further ballot shall be held between such candidates.

(h) When required by a majority of members present at a General Meeting at which the results of an election are to be declared the Chairman shall appoint three members not being candidates or tellers to examine the report upon any aspect of election procedure

at

the election indicated by a majority of members present. The declaration of the Chairman upon the receipt of the report of such members shall be final and conclusive.

(i) Any member who has been nominated for membership of the Management Committee may if a ballot is required notify the Secretary not less than three days prior to the date

on which the votes are to be counted that he wishes to nominate a named member of the Centre not being a candidate for election to scrutinise the votes on his behalf. The Secretary shall thereupon make arrangements with the tellers for such member nominated to scrutinise the votes at the counting.

(j) In case there shall not be a sufficient number of candidates nominated for election to the Management Committee then the members of the Centre present at the Annual General Meeting may elect candidates nominated at the meeting to fill the remaining vacancies; such election shall take place after the members nominated in accordance with Article 20 (c) have been declared elected.

21 (a) Failure to attend three consecutive meetings of the Management Committee of the Centre without reasonable excuse to the Management Committee shall empower the Management Committee in its discretion to declare a vacancy of the position of that member of the Management Committee, provided that:

(i) Due notice under the Articles of Association has been given of the meetings of the Management Committee:

(ii) Where appropriate leave of absence can be given by the Management Committee to cover any period and for any reason for which they may in their discretion accept.

(b) A member of the Management Committee shall cease to be a member of the Committee

if he ceases to be a member of the Centre.

(c) A member of the Management Committee may resign from the Management Committee by notice in writing addressed to the Secretary.

22. In the event of a vacancy arising on the Management Committee after the elections have taken place, the vacancy shall be filled in the following manner:

(a) By invitation to the candidate who received the largest number of votes in the previous election without being elected.

(b) If the vacancy cannot be filled by the procedure referred to in the previous sub-regulation and less than six months have elapsed since the previous Annual General Meeting an election shall be held to fill the vacancy using the procedure laid down in Article 20 with such changes as may be required by reason of the fact that the election is not taking place in conjunction with an Annual General Meeting.

(c) If the vacancy cannot be filled by the procedure referred to in the previous sub-regulations the Management Committee may co-opt a member to fill the vacancy.

23. A member of the Management Committee may be removed from office by a vote of at least fifty per cent of the members of the centre present at a General Meeting of the Centre, if notice of the intention to move the resolution for removal of that member from the Management Committee has been given to the Centre at least twenty-eight days before the meeting and the Centre has notified the members of the Centre of the intention to move such a resolution at least fourteen days before the meeting at which it is to be proposed. The Director whom it is proposed to remove may require the Centre to notify the members of his representation in respect of the resolution, in accordance with the procedure set out in Section 120 of the Act.

#### VOTING RIGHTS OF MEMBERS OF THE MANAGEMENT COMMITTEE

24. (a) Each member of the Management Committee shall have one deliberative vote on any motion and in the event of an equality of votes the Chairman shall also have a casting vote.
- (b) Subject to Article 10 any motion shall be passed by a simple majority of members present.
- (c) A quorum will be constituted when six of the members of the Management Committee are present.

#### POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

25. The powers and duties of the Management Committee shall be to do all or any of the following acts or things, namely:
- (a) The Management Committee may appoint an Administrator upon such terms and conditions as it may determine and may define the powers, authorities, discretions and duties of such administrator.
- (b) Accept and raise monies for the purpose of the Centre in such a manner as it may think fit.
- (c) Use the monies of the Centre or any part or parts thereof for the purpose of carrying into effect the said objects of the Centre in such a manner as the Management Committee may in its absolute discretion see fit.
- (d) Employ such staff, servants or agents or other assistants upon such terms and conditions as to remuneration or otherwise as the Management Committee may think proper.

(e) Cause to be paid from the monies of the Centre all the expenses of and incidental to the Centre.

(f) Purchase or lease such accommodation and purchase, lease or hire such chattels as the Management Committee may think necessary for the administration of the Centre.

(g) Register the Centre under any appropriate Law of the Commonwealth of Australia or of the State of Victoria.

(h) Cause the monies of the Centre to be invested from time to time in such manner as may be authorised by the Laws of the State of Victoria for the time being for the investment of trust funds.

(i) Subject to Article 40 authorise any person or persons to sign and execute letters, documents and writings of all descriptions on behalf of the Centre including inter alia the signing and endorsing of cheques, pay-in slips, withdrawal forms and other documents relating to finance.

(j) Manage the business of the Centre (including payment of all expenses incurred in promoting, constituting and registering the Centre) and to exercise all such powers of the Centre as are not by the Act or by these regulations required to be exercised by the Centre in General Meeting.

## DELEGATION TO SUB-COMMITTEES

### **25A**

#### **1 DELEGATION**

The Management Committee may delegate any of its powers to a Sub Committee or Sub-Committees as determined by the Management Committee and may revoke or vary any such delegation at any time.

#### **2 MEMBERS OF SUB-COMMITTEE**

The Management Committee must appoint the members of a Sub-Committee and may make such appointments from members and adult non-members. The Management Committee may revoke any such appointment at any time.

#### **3 CONFORMITY**

Any Sub-Committees so formed must, in the exercise of its delegated powers, conform to any regulations and directions imposed on it by the Management Committee and to the provisions of these Articles relating to Management Committee meetings insofar as such provisions can be interpreted to apply to Sub-Committee meetings.

#### **4 POWERS**

Subject to Article 25A.3 a Sub-Committee appointed by the Management Committee may:

- 4.1 meet and adjourn as it thinks proper
- 4.2 conduct its meetings as it sees fit.

## SECRETARY

26. The Management Committee shall appoint a person to be Secretary of the Centre and such person shall act as Secretary to the Management Committee of the Centre. The Management Committee may also appoint one or more Assistant Secretaries.
27. The Management Committee shall determine the terms of employment and remuneration, if any, of the Secretary and any Assistant Secretary.
28. The person appointed as Secretary may also hold office of Administrator.

#### PROCEEDINGS OF MANAGEMENT COMMITTEE

29. (a) Minutes - the Management Committee shall cause Minutes to be made:
  - (i) of all appointments of officers and servants;
  - (ii) of names of members of the Management Committee present at all meetings of the Centre and of the Management Committee; and
  - (iii) of all proceedings at all meetings of the Centre and of the Management Committee

Such Minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman at the next succeeding meeting.

(b) The Management Committee shall cause true accounts to be kept of all sums of money received and expended by the Centre, and of the matters in respect of which such receipt and expenditure takes place and of all property, credits and liabilities of the Centre.

(c) The Management Committee shall at every Annual General Meeting lay before the Centre a duly audited statement of the income and expenditure of the Centre during the proceeding year and also a balance sheet covering the same period together with a report which in addition to any other particulars which it shall deem desirable shall contain a summary of the activities of the Centre since the previous report.

#### AUDITORS

30. Auditors shall be appointed and their duties regulated in accordance with the Act or any Statutory modification thereof for the time being in force.

#### MEETINGS

31. (a) First Meeting - the first General Meeting of the Centre shall be held at such time, not being less than one month, nor more than six months after the incorporation of the Centre and at such place as the Management Committee may determine.
- (b) (i) An Annual General Meeting shall be held in accordance with the provisions of the Act during the second quarter of each calendar year.  
  
(ii) A Quarterly General Meeting shall be held in the months of February, May and November in each year.

(iii) All General Meetings of the Centre other than the Annual General Meeting and the Quarterly General Meetings shall be called Extraordinary General Meetings.

(c) Upon the written requisition of at least ten per cent of membership of the Centre entitled to vote at meetings or of the President or Vice-President or upon receipt of a notice of appeal pursuant to Article 10 hereof an Extraordinary General Meeting of the Centre shall be convened by the Secretary

(d) Voting - At any General Meeting of the Centre a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (i) by the Chairman, or
- (ii) by at least five members present in person.

The demand for a poll may be withdrawn.

(e) Poll - if a poll is duly demanded it shall be taken in in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

(f) Casting Vote - In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting

(g) Vote - On a show of hands and on a poll every person present and entitled to vote shall have one vote.

### QUORUM

32. If on the day appointed for the meeting of the Centre a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting members present, not being less than fifteen (15) shall be a quorum. Save as herein provided a quorum shall consist of fifteen (15) members or one quarter of the total membership of the Centre whichever is the lesser personally present.

### PROCEEDINGS AT GENERAL MEETING

33. (a) The President of the Centre or in his absence the Vice President shall preside at all meetings of the Centre and of the Management Committee. Should neither the President or the Vice-President be present within fifteen (15) minutes after the time for which the meeting was called the persons then present shall elect a Chairman of the meeting.
- (b) Adjournment - The Chairman may adjourn a meeting from time to time and place to

place as he thinks fit, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notices of an adjournment or of the business to be transacted at an adjourned meeting.

(c) The business of the Annual General Meeting shall be:

- (i) Confirmation of minutes of previous Annual General Meeting.
- (ii) Appointment of an Auditor or Auditors.
- (iii) The reception, consideration, approval and adoption of the Annual Report and Financial Statement of the Centre for the previous Financial year.
- (iv) The fixing of the Annual Subscription payable by members of each class.
- (v) Such special business (if any) of which not less than fourteen days notice has been given in writing to the Secretary.

(d) The business of the General Meeting other than the Annual General Meeting shall consist from a report from the Management Committee and such other business of which the Secretary has received notice in writing at least fourteen days before the meeting.

## FINANCE

- 34. The Centre's financial year shall be from the first day of January to the 31st day of December in successive years.
- 35. The Management Committee shall recommend to the Centre any alteration considered desirable in the annual subscription for each class of membership (other than Honorary Membership) and such annual subscription may be fixed from time to time by the Centre at the Annual General Meeting.
- 36. The Annual subscription shall be due and payable on the first day of January in each year, except that the first subscription shall be determined by subscribers to the Articles, and shall be immediately payable upon joining the Centre.
- 37. Any member whose current annual subscription is in arrears for a period of three months shall unless such subscription is paid within thirty days of notification by the Secretary forwarded to the last known address cease to be a member of the Centre.
- 38. The Secretary shall keep accounts of all monies received and expended by the Centre and of the matters in respect of which such receipt and expenditure takes place.
- 39. The Accounts of the Centre shall be kept at the Office of the Centre or at such other place or places as the Management Committee may deem fit. The Management Committee shall from time to time determine in accordance with Clause 7 of the

Memorandum of Association the times when and the place at which the accounts at the Centre shall be open to the inspection of the members of the Centre not being members of the Management Committee and the manner of inspecting the same.

- 40. All accounts should be audited and certified annually by the Auditor or Auditors.
- 41. The funds of the Centre shall be kept in the name of the Centre with a bank approved by the Management Committee. All cheques in connection with the bank shall be signed by one person from each of the following two groups as named by the Management Committee:

Director )  
A member of staff to be appointed by the Management Committee )

President )  
Vice- President )

Cheques, bills of exchange, drafts, and promissory notes may be endorsed by the Secretary or, in the case of his inability to act, by an office bearer authorised by the Management Committee. Other documents in connection with the bank account shall be signed by the Administrator or the Secretary.

42. The Management Committee shall establish and maintain a Public Fund for donations. The Public Fund shall be used to support and further the aims and objectives of the Centre. The Public Fund shall be maintained separately from all other funds of the Centre and shall be administered by an appointed subcommittee of four members of the Management Committee. The appointments shall be subject to the Commonwealth Department for the Arts guidelines pertaining to office bearers of public funds of this nature. Any monies administered through the Public Fund shall be reported on as part of the Centre's accounts and duly audited.

#### INDEMNITY

43. Subject to Section 133 of the Act:
- (a) Every member of the Management Committee Administrator Agent Auditor Secretary or other officer for the time being of the Centre shall be indemnified by the Centre against and it shall be the duty of the Management Committee out of the funds of the Centre to pay all costs losses and expenses which any such officer or Committee Member may incur or become liable to pay by reason of any contract entered into or any act or thing done by him as such officer or Committee Member or in any way in discharge or purported discharge of his duties.
- (b) Every Committee Member Auditor Secretary and other officer for the time being of the Centre be indemnified out of the assets of the Centre against any liability arising out of the execution of his duties which is incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the Court in of trust.
44. The Seal of the Centre shall not be affixed to any instrument except by the authority of a resolution by the Management Committee and in the presence of either the President or Vice-President and the Administrator or such other person or persons of the Management Committee may by ordinary resolution appoint and every such person shall sign every instrument to which the Seal is to be affixed in their presence.

#### NOTICES

45. (a) (i) Subject to the provisions of the Companies Act with respect to special resolutions the Secretary shall cause not less than fourteen days nor more than twenty-eight days notice stating the proposed date time and venue of every meeting of the Centre to be given or sent to each person entitled to be present at such meeting.
- (ii) The Secretary shall cause not less than ten days notice of meetings of the Management Committee to be given to the members of the Management Committee and shall cause notice of meetings of the Management Committee to be posted at the registered office of the Centre not less than ten days prior to such meeting.
- (b) A notice required to be given under those Articles shall be in writing and shall be served on the person to whom it is to be given either personally or by sending it through

