

Royal South Australian Society of Arts Inc.

RSASA

Rules

Established 1856

Granted 'Royal' Status 1935

16 September 2021

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1 Name

The name of the body is “Royal South Australian Society of Arts Incorporated” and shall be referred to throughout these Rules as ‘the Society’.

2 Definitions

2.1 Member means a person or organisation approved by the Council for membership of the Society and who has paid the relevant subscription.

2.2 Council means the committee elected at the Annual General Meeting to manage and administer the business of the Society.

2.3 Office Bearers are the offices of President, Vice President, Treasurer, Secretary and Gallery Director elected at the AGM.

2.4 Chairman of College of Peer Review means the Fellow member elected at the AGM to co-ordinate the Panels for the advancement of Associates to Fellows and who is a member of Council.

2.5 Executive means the committee of Council with special responsibilities to act on behalf of the Council in urgent decision making and subject to the approval of Council.

2.6 Committees means sub-committees or working parties appointed by the Council on such terms as the Council shall determine.

2.7 Officer means any member elected to office or appointed to a position by the Council.

2.8 Returning Officer means a member appointed by Council to manage the annual election of members of Council, the Office Bearers and other elected members of the Society.

2.9 Public Officer means the person appointed by the Council who is responsible for ensuring the Society complies with the statutory requirements of the legislation.

2.10 Compliance Officer means a person appointed by Council who is responsible for ensuring that the Council is informed on its regulatory obligations.

2.11 General Meetings are meetings of members and includes the Annual General Meeting and any Special General Meeting.

2.12 Collections means the body of artworks, books and other materials acquired by the Society and used to achieve its objectives. The Collections provide valuable resources for research and learning for members and others.

2.13 ‘Kalori’ is the journal published periodically by the Society.

3 Objectives

The Objectives of the Society are the advancement of Art and artists in South Australia by the provision of services to members and the public including:

3.1 The periodical exhibition of works of Visual Arts.

3.2 The custodianship of books and works of art of any nature or kind whatsoever and of real or personal property.

3.3 The organising of lectures, tutorials, demonstrations and publications as the means of carrying out the above objectives.

3.4 Any other means for the purpose of carrying out the above objectives together with and to the intent and purpose of furthering the advancement of art in any way whatsoever.

4 Powers

4.1 As an Incorporated Association the Society has all the powers conferred by Section 25 of the *SA Associations Incorporation Act 1985* as amended.

4.2 The Council shall administer and manage said powers.

4.3 The Council shall manage and control the affairs of the Society except for those matters which under these Rules shall be dealt with by the membership at a General Meeting.

4.4 The Council shall make, repeal or amend By-Laws of the Society as considered necessary provided such By-Laws are consistent with these Rules.

4.5 The Society shall make Rules and By-Laws consistent with the requirements of the Australian Charity and Not-for-Profit Commission legislation.

4.6 The Council may make, repeal or amend any Regulations (not inconsistent with these Rules or the By-Laws) considered necessary for the management of Exhibitions, Lectures or other functions of the Society.

4.7 The Council may recommend the appointment of a Patron of the Society.

4.8 The Council may award the honour of a Life Membership in recognition of long or outstanding service to the Society.

4.9 The Society will develop policies to assist in the appropriate acquisition of new items to the Collections. The Society will take the necessary action to ensure the effective documentation of donations and acquisitions to the Collection and the effective care and preservation of the Collections.

4.10 The Society may support, subscribe to and/or affiliate with other bodies provided the independence of the Society shall not be impeded or compromised and their objectives are similar or complementary to the objects of the Society.

5 Membership

5.1 A member of the Society shall be a person who has applied for membership on a Form approved by the Council, paid the approved application fee (if required) for the current financial year and agreed to abide by these Rules and By-Laws of the Society. Council may at its discretion approve an application.

5.2 Membership of the Society shall consist of:

- **practising visual artists in the categories of Standard, Associate, Fellow and Guest Member.**
- **non-practising visual artists as Corporate members and Friends.**

The Council shall determine the categories of membership and include any other category of membership the Society may from time to time approve. Progression through categories of membership will be in accordance with these Rules and the By-Laws.

5.3 A Standard member is a practising artist who may advance to Associate and Fellow. Standard members have full entitlements of membership and subject to the limitations prescribed by these Rules may be members of Council and Committees.

5.4 An Associate is a person who has been a Standard member for at least two years and who has earned accolades totalling ten (10) points (as described in the By-laws) given as a recognized reward for outstanding achievement in Society Member Exhibitions. The Secretary shall notify the member once they qualify to become an Associate. Associates are entitled to use the ARSASA post-nominal as long as they remain a member of the Society. Associate members have full entitlements of membership and subject to the limitations prescribed by these Rules may be members of Council and Committees.

5.5 A Fellow member is a practising artist who has been active in the Society for at least five years of membership and whose application for advancement from Associate to Fellow has been approved by the College of Peer Review and announced by the Council. Fellows are entitled to use the FRSSASA post-nominal as long as they remain a member of the Society. Fellows have full entitlements of membership and can be members of Council, Office Bearers and Executive Committee members as prescribed by these Rules. [By-law 5].

5.6 Corporate members include organisations having an interest in the Society who have been approved for membership by the Council. Corporate members cannot be members of the Council or committees, have no voting rights and cannot exhibit except by an invitation from the Council.

5.7 Friends of the Society are individuals with an interest in the activities of the Society. Friends may be members of the Council and committees of the Society subject to the limitations prescribed by these Rules. Friends are precluded from exhibiting in Society exhibitions.

5.8 Guest membership may be granted at the discretion of the Council for a period not exceeding six (6) months. Guest members are not required to pay any fees or subscriptions. Guest members are not entitled to be members of Council or Office Bearers, vote or receive notices pursuant to the Rules nor shall they be entitled to exhibit within the Gallery except by an invitation from the Council.

5.9 The Council may award a Life Membership to a member in recognition of long or outstanding service to the Society. A Life Member is entitled to all entitlements of membership free from subscription fees.

5.9.1 The number of Life Memberships recorded on the membership list cannot exceed 4% of the total financial membership of the Society excluding Guest Member and Corporate members and Friends of the Society.

5.10 The Council has the power to accelerate the advancement of a practising member in exceptional circumstances provided at least ten (10) of the members of the Council agree.

6 Member Register

6.1 The Society shall maintain a Register of current members which must contain:

6.1.1 The name and address of each member.

6.1.2 The email address of each member.

6.1.3 The phone number of each member.

6.1.4 The date on which each member was admitted to or resigned from the Society.

6.1.5 The date of and reason(s) for suspension of or expulsion from membership (if applicable).

6.1.6 Positions held by the individual within the Society.

6.1.7 All significant honours and prizes granted to the member by the Society.

6.2 The personal information of all members of the Society shall be kept in accordance with The Privacy Act 1988 and disclosed only as necessary to comply with the Rules of the Society. Personal information collected shall not be used for any secondary purpose.

6.3 Personal information will not be made available to any member of the Society or the public other than in compliance with these Rules and the By-Laws.

6.4 The Secretary may provide limited information following a request.

6.5 Each member is responsible to notify the Society in writing of any change of address or other contact details including email address.

7 Member entitlements

Subject to the limitations prescribed by their category of membership, financial members shall be entitled to:

7.1 Admission to all Exhibitions, Lectures and Social events of the Society.

7.2 Access to the Society's Collections on terms consistent with requirements for preservation of these resources and such other property and amenities as Council may from time to time determine.

7.3 Receive newsletters and the 'Kalori'.

7.4 Submit for selection for exhibition items of their own works subject to any rules governing such an exhibition.

7.5 Receive notices of meetings, the Society's annual report and to vote at Annual or Special General Meetings.

7.6 Participate in all general activities of the Society.

8 Subscriptions

8.1 The financial year for subscriptions shall be 1 July to 30 June of the following year.

8.2 The Council shall recommend subscription fees for the various categories of membership for approval by the members of the Society at the Annual General Meeting. Subscription fees shall remain in force until varied by the members of the Society at a subsequent General Meeting.

8.3 New or re-joining members shall pay the joining fee as fixed by the Council to the extent provided by these Rules.

8.4 Any new member admitted after the first day of January in any financial year shall be required to pay one half only of the relevant annual subscription for that year.

8.5 Office Bearers are not required to pay subscriptions during their period of office.

8.6 Annual subscription renewal notices will be sent to members showing the due date for payment.

8.7 Members who fail to renew their subscriptions by the due date shall be considered to be non-financial and the entitlements of membership shall be suspended until payment has been received.

8.8 Members with fees in arrears for three months will be considered to have lapsed their membership and that person ceases to be a member of the Society and will be considered to have constructively resigned from the Society. All rights to claim association with the Society as well as any rights and claims upon the Society shall be forfeited. The member shall no longer be entitled to use any post-nominals.

8.9 A former member may apply to revive their membership within twelve months on such terms as determined by the Council and upon payment of all arrears of subscription.

9 Resignations

9.1 A member may resign from the Society at any time by giving the Society written notice. A member resigning is not entitled to any refund of subscription fee.

9.2 A person whose membership has lapsed shall be considered to have resigned by default. Such person may revive their membership within twelve months without paying a joining fee.

9.3 A person may apply for re-admission to the Society on such conditions as determined by the Council.

9.4 Resigned members forfeit all rights to use any post-nominals or to claim association with the Society as well as all rights and any claims upon the Society and its property and funds.

10 College of Peer Review

10.1 The Society shall elect at the Annual General Meeting a Fellow to be Chair of the College of Peer Review who shall be a member of Council. The Chair shall invite suitably qualified members to form College Panels whose function is to receive and consider applications from Associates to be recognised as Fellows of the Society pursuant to Rule 5.5. [By-law 5]

10.2 The Peer Review Panel shall comprise a Panel Chair expert in a particular genre of art to head the review plus at least six other Fellows with the relevant knowledge and competencies to conduct the review.

10.3 The College may invite individuals with specialist knowledge in a genre of art from outside the Society to join a particular Panel if thought necessary.

10.4 Members of the College shall consider the resume and sample works submitted by the applicant to determine if the artist has achieved a standard and competency worthy of being a Fellow of the Society and shall advise the Council accordingly.

11 Appointment as Fellow

11.1 At least annually the College of Peer Review shall meet to consider applications from eligible Associates seeking advancement to membership as a Fellow of the Society. [By-law 5]

11.2 To be eligible an Associate must have been an active contributing member of the Society for at least five (5) years and achieved recognition in Members Exhibitions.

11.3 An applicant for Fellowship must complete the application form and submit it together with their resume and a representative sample of their work as specified in the *Guidelines for nomination for Appointment to Fellow* to the Secretary.

11.4 The College will advise the Council both of the applications considered and of those Associates considered suitable for advancement.

11.5 The Council shall accept the recommendation of the Chair of the College of Peer Review and will notify the applicant of their appointment as a Fellow of the Society and of their entitlement to use the post-nominal FRASASA.

12 Council

12.1 Direction, Management and Administration of the Society shall be vested in a Council normally consisting of:

12.1.1 A President who shall be a Fellow.

12.1.2 A Vice-President who shall be Fellow.

12.1.3 A Gallery Director who shall be a Fellow.

12.1.4 A Treasurer – ideally with background in Finance.

12.1.5 A Secretary – ideally with knowledge of Administration including Minute taking.

12.1.6 The Chair of the College of Peer Review who shall be a Fellow.

12.1.7 The Chair of the Principal Selection Committee who shall be a Fellow

12.1.8 Up to four other Fellows.

12.1.9 Two Associates.

12.1.10 One Standard Member

12.1.11 One Friend

12.2.1 The President, Gallery Director and Vice President shall be elected for a term of two-years however, the periodic election of the President and Vice President will not occur in the same year.

12.2.2 The President, Vice President and Gallery Director can seek re-election for up to three consecutive terms of two years.

12.2.3 The Treasurer shall be elected for a term of two years and will be eligible for re-election without limit on the number of terms.

12.2.4 The Secretary shall be elected for a term of two years and will be eligible for re-election without limit on the number of terms.

12.2.5 The Chairs of the College of Peer Review and the Principal Selection Committee shall be elected for a term of two years and will be eligible for re-election for up to three consecutive terms of two years.

12.2.6 The four Fellows and Two Associates will be elected for a two-year Term of Office however two of the Fellows and one of the Associates shall retire after one year, but shall be eligible for re-election. The continuing two Fellows and one Associate shall retire at the end of the second year, but shall be eligible for re-election. Fellows and Associates can seek re-election for up to three consecutive terms of two years.

12.2.7 Unless the required two Fellows and an Associate volunteer to retire at the end of the first year of the term of office, the order of retirement shall be determined by reference to the date of election so that those elected earlier shall retire before those elected later. If all members were elected at the same time, the order of retirement shall be determined by ballot.

12.2.8 The Standard Member and Friend shall be elected for a term of one year but will be eligible for re-election for up to three consecutive terms.

12.3 An Officer of the Society in exercising their powers or discharging their duties of office must not commit an act with the intent to deceive or defraud the Society, its members or creditors for any fraudulent purpose.

12.4 An Officer or former Officer must not make improper use of information acquired by virtue of their position in the Society so as to cause detriment to the Society.

12.5 No person can be elected to serve on Council or a Committee or hold any Office within the Society if the disqualifying provisions apply:

a) if insolvent,

b) has been indicted of an offence in connection with the promotion, formation or management of a body corporate,

c) has been charged with an offence involving fraud or dishonesty,

- d) or any indictable offence,
- e) ceases to be a 'responsible person' as defined by the ACNC Act.

12.6 If a member of Council or a Committee becomes disqualified during their term of office a casual vacancy is created.

12.7 The Council may fill any casual vacancy by co-opting any willing Society member of appropriate category of membership. Any person co-opted shall remain a member of Council until the next AGM. A person who has been co-opted shall be eligible for election.

13 Executive Committee

The Executive is a committee of Council comprising the President, Vice President, Treasurer, Secretary and Gallery Director who shall also be the Responsible Persons for the purposes of the Australian Charities and Not-for-Profit Commission (ACNC). The Executive shall have such powers and authority as given to it by the Council including decision making on urgent matters relating to the management of the Society. The Executive Committee shall meet as required and shall report to the Council at the next monthly meeting. Any decisions made by the Executive must be ratified by the Council. Minutes of the Executive Committee meetings form part of the official records of the Society.

14 Election of Council

14. Election of Council Members will adhere to the following protocols:

14.1 Council shall appoint a Returning Officer who shall not be a member of Council at least two (2) months prior to the date of the Annual General Meeting.

14.2 The Returning Officer is responsible to ensure that the election of Council and other officers proceeds in a fair and transparent manner and as follows:

14.2.1 The Returning Officer shall prepare the Notice calling for nominations for all vacant positions on Council which will include the closing date for nominations. The Returning Officer shall cause the Notice to be sent to eligible members at least 28 days prior to the date of the AGM.

14.2.2 The Notice will include the eligibility criteria for each of the vacant positions and of the obligations and expectations associated with nominating for positions of Office with provision for the nominee to consent to comply with Council policies and procedures.

14.2.3 All nominations for positions on Council, the Chair of the College of Peer Review and members of the Principal Selection Committee must be submitted in writing signed by both the proposer and accepted by the nominee.

14.2.4 The Returning Officer shall receive all returned nominations and shall formally declare acceptance when nominations close at least ten (10) days prior to the date of the Annual General Meeting.

14.2.5 Without exception Nominations shall not be accepted once the Returning Officer has declared that nominations are closed. (i.e. 10 days prior to the AGM).

14.2.6 The Returning Officer shall be responsible for the design, preparation and printing of all ballot papers which will identify the position a nominee is standing for.

14.2.7 Where there is only one nomination for a position that nominee will be declared elected and all filled positions will be omitted from the ballot paper.

14.2.8 The Returning Office shall, just prior to the distribution of ballot papers obtain from the Secretary a listing of the full names of the current financial members of the Society recorded on the Membership Register to ensure ballot papers are only issued to those members who are eligible to vote.

14.2.9 The Returning Officer may co-opt other members of the Society to assist to distribute appropriate voting papers to financial members of the Society.

14.2.10 The election for all vacant positions shall take place concurrently so that the Returning Officer can arrange for the collection and counting of all completed ballot papers in a fair and transparent manner. The Returning Officer shall select at least two (2) independent members present to scrutineer the count.

14.2.11 The Returning Officer shall announce to the meeting the results of all the elected members and afterwards invite the elected or continuing President to take the chair of the meeting.

14.2.12 The Returning Officer will be responsible for the security of all used voting slips which are held in the office of the Society for three months in case of a challenge to the result. After three months all voting slips are to be destroyed.

14.3 The position of Returning Officer expires immediately by effluxion of time once the ballot papers have been destroyed.

15 Meetings

15.1 The Annual General Meeting of the Society shall be held in the month of October in each year on a date and time and place to be fixed by the Council. Notice of the meeting must be sent out at least 28 days prior to the meeting.

15.2 A Special General Meeting can be called by the Council at any time. A Special General Meeting can be called on the requisition in writing of at least ten (10) % of financial members. Every requisition for a Special General Meeting shall state the purpose of the meeting and shall be signed by all members requesting it.

15.3 Ten (10) per cent of members personally present and eligible to vote shall constitute a quorum for the transaction of business at any general meeting.

15.4 No resolution at a General Meeting shall be deemed to have passed unless carried by a majority:

15.4.1 for all general resolutions at least fifty (50) per cent of members in attendance and eligible to vote,

15.4.2 for all special resolutions, including amendments to the Rules, at least seventy five (75) per cent of members in attendance and eligible to vote.

15.5 Voting by proxy is not permitted at any General meetings.

15.6 General meetings may be held with one or more members taking part by telephone or video link. Members using technology will be considered as attending the meeting for the purpose of determining a quorum.

15.7 If a quorum is not present within thirty (30) minutes of the appointed time the meeting shall be adjourned to a time and place determined by the Council.

15.8 The Council must re-convene the meeting and must give seven (7) clear days' notice of the re-convened meeting stating the place, time and date.

15.9 Any member seeking to move any resolution at any Annual or Special General Meeting must give Notice and submit the proposed resolution in writing to the Secretary not less than thirty five (35) days before the date of the meeting. No business other than that included in the Notice shall be raised at the meeting.

16 Proceedings of Council

16.1 The Council shall meet in ordinary Council meetings at least once in each calendar month for the transaction of business but may by a majority of the members of Council, waive any two ordinary Council meetings in any one year.

16.2 The quorum for a Council meeting is eight (8) with the President taking the Chair.

16.3 Council meetings may be held with one or more Council members taking part by telephone or video link. Members using technology will be considered as attending the meeting.

16.4 In the President's absence the Vice President shall take the Chair and in the absence of the Vice President the meeting shall by a show of hands elect a Fellow to chair the meeting.

16.5 Every resolution proposed must be moved and seconded and in the event of a tied vote the Chairperson shall have a casting vote in addition to a deliberative vote.

16.6 If a quorum is not present an informal meeting may be held but any resolutions will not be binding until and unless ratified at the next quorate meeting of Council.

16.7 Members of Council shall be given at least seven (7) days' notice of a Council meeting.

16.8 The Council may appoint members to sub-committees or working parties for specific purposes which shall operate and report as directed by the Council.

16.9 The Council shall appoint a Public Officer. The Public Officer shall hold office until the Council appoints another person to the position. The Public Officer may be a Society member other than a member of Council. The Public Officer may also be the Compliance Officer.

16.10 The Council shall appoint a Compliance Officer. The Compliance Officer shall hold office until the Council appoints another person to the position. The Compliance Officer may be a Society member other than a member of Council.

16.11 The Secretary shall be responsible for recording the official Minutes of the meeting. Personal recordings of proceedings at meetings is prohibited.

16.12 The Council may by its own resolution at any time for any special purpose convene a Special General Meeting. Refer Rule 15.

16.13 The Council shall promptly convene a Special General Meeting at the request of ten (10) per cent of members eligible to vote where the request is made in writing and stating the purpose. Refer Rule 15.

17 MINUTES

17.1. Minutes of all proceedings of general or formal committee meetings must be recorded and retained as part of the records of the Society. The Minutes must be confirmed at a subsequent meeting and signed and dated by the Presiding member at that meeting. Once confirmed and signed as correct the minutes cannot be altered.

18 Conduct of Council and Committee Members

18.1 Each Council and Committee member in nominating for a position shall undertake to sign the *Council and Committee Code of Conduct* at the beginning of their term of office.

18.2 Councillors and Committee members shall conduct themselves in a respectful and orderly manner in meetings and when representing the Society. Unacceptable behaviour could be cause to initiate disciplinary action against the member.

18.3 Any member of Council or a Committee who considers they could have a potential conflict of interest in relation to any matter for consideration should disclose that actual or perceived conflict and leave the meeting for the duration of the discussion and should not attempt to influence other members of the Council or a Committee.

18.4 If any member of Council or a Committee recognises after a decision that there is an actual or perceived conflict of interest, then the resolution will be put again without the conflicted member's vote and the actions minuted.

18.5 Any member of the Council or a Committee who fails to observe the *Council and Committee Member Code of Conduct* is considered to be in breach of the required standard of behaviour and therefore can be asked to stand down by a resolution of the Council or Committee.

18.6 No member of Council during any meeting shall whatsoever vilify or malign any other member of Council.

19 Disqualification of Council Members

19.1 Council Members may be disqualified if any of the following occurs:

19.1.1 They become "disqualified" [Refer Rule 12.5].

19.1.2 Expulsion as a result of not fulfilling the commitments required by the *Council and Committee Member Code of Conduct*.

19.1.3 Is absent from three (3) consecutive ordinary Council Meetings without leave of absence approved by Council and recorded in the Council Minutes of the Meeting.

19.1.4 Permanently incapacitated by ill health and unable to fulfil their duties.

19.1.5 Tender their Resignation from Council in writing.

19.1.6 They cease to be a member because their subscription has lapsed.

19.2 If a member of Council or a Committee becomes disqualified during their term of Office a casual vacancy is created.

19.3 The Council may fill any casual vacancy by co-opting any willing Society member of appropriate category of membership. Any person co-opted shall remain a member of Council until the next election. A person who has been co-opted shall be eligible for election.

20 Positions in the Society

20.1 The Office Bearers within the Society are not required to pay subscriptions during their term of Office but will enjoy all the privileges and benefits of membership. [Rule 8.5]

20.2 President

20.2.1 The role of the President is to oversee the operations of the Society and chair Council and General meetings. The President may attend any other Committee meetings but shall not have a vote unless a member of the Committee in their own right.

20.2.2 The President with the Secretary shall prepare the agenda for the Council meetings and the Annual General Meeting.

20.2.3 The President shall act as spokesperson for the Society.

20.3 Vice President

20.3.1 The Vice President will assist the President by representing the President whenever requested to do so and by chairing meetings in the absence of the President.

20.4 Secretary

20.4.1 The Secretary shall cause records to be kept of submissions and reports and conduct all correspondence, issue notices of meetings and keep the minutes.

20.4.2 The Secretary shall be responsible for the membership register and for notifying Ordinary members when they have met the criteria for advancement to an Associate.

20.4.3 The Secretary will co-ordinate the general administration of the Society.

20.4.4 The Secretary is responsible for collating the Annual Report.

20.5 Gallery Director

20.5.1 The Gallery Director shall be responsible for the operations of the Gallery.

20.5.2 The Gallery Director shall be a member of the Principal Selection Committee and all Gallery related committees. The Gallery Director may be a member of other committees in their own right.

20.6 Treasurer

20.6.1 The Treasurer shall be responsible to receive all moneys due to the Society and shall forthwith pay them into the appropriate Bank account to the credit of the Society on a timely basis.

20.6.2 The Treasurer shall pay all claims as directed by the President and or the Gallery Director who are responsible to the Council for general financial oversight. Processing of invoices and payments shall be made in a timely manner.

20.6.3 The Treasurer will support the administrative staff in processing renewals, banking and processing of new members.

20.6.4 The Treasurer will prepare a statement of receipts and expenditure and of the financial position for each Council Meeting and prepare the Annual Accounts for Audit and report for the Annual General Meeting.

20.6.5 The Treasurer shall produce the books of account with all entries duly made when called upon to do so and shall hand to the Council, when required, all books and documents belonging or relating to the Society.

20.7 Chair of College of Peer Review

20.7.1 The Chair of the College of Peer Review is responsible to receive applications from Associates for progression to Fellow pursuant to Rule 5.5 and to establish the appropriate Panel of Peer Review to consider the applications in a timely manner. [By-law 5]

20.8 Chair of Principal Selection Committee

20.8.1 The Chair of the Principal Selection Committee is responsible for co-ordinating the activities of Committees established to select works for Members Exhibitions and for providing expertise and support to the Gallery Director as requested. [By-law 6]

20.9 Public Officer

20.9.1 The Public Officer shall be responsible for the Society complying with its statutory obligations and preparing and lodging any notices on a timely basis with the appropriate regulatory authorities. The Public Officer may also be the Compliance Officer.

20.10 Compliance Officer

20.10.1 The Compliance Officer is responsible to ensure that the Council is aware of the legislation governing the Society as well as any changes to legislation that may impact on the Society.

21 Principal Selection Committee

21.1 The Principal Selection Committee will be responsible for selecting works of art and craft to be exhibited at any of the Members Exhibitions, the Committee is expected to be responsible for the judging of all works for awards and accolades at every Member Exhibition. [By-law 6]

21.2 The Principal Selection Committee shall consist of:

21.2.1 The Chair – a Fellow, elected at the AGM and a member of Council,

21.2.2 The Gallery Director,

21.2.3 Four (4) Fellows and one (1) Associate – all elected at the AGM,

21.2.4 Additional individuals may be co-opted to the Committee at the discretion of the Council if requested by the Chair of the Principal Selection Committee.

21.3. No member can serve more than three (3) years consecutively on the Principal Selection Committee but may be re-elected after an absence of one year.

21.4 The Principal Selection Committee is not responsible for selecting or judging any other Society Exhibitions but members of the Committee may be invited to provide their expertise to other Exhibition committees.

22 RSASA Special Purpose Fund

22.1 The Society will maintain the RSASA Special Purpose Fund which has been given Deductible Gift Recipient status by the Australian Taxation Office (ATO) and Australian Charities and Not-for-Profit Commission (ACNC) registration.

22.2 The Council will administer the Special Purpose Fund in accordance with the requirements of the ATO and the ACNC.

22.3.1 Donors gifting money to the Special Purpose Fund will receive a tax-deductible receipt that meets ATO requirements. These Donated monies must be kept separately from any other funds of the Society

22.3.2 Donations of property/assets given to the RSASA Special Purpose Fund will receive a receipt in the name of the RSASA Special Purpose Fund quoting the ABN and the fact that the property was a gift. The gift must be recorded in the detailed Register maintained for the purpose.

22.4 The Council will appoint 3 – 5 Trustees to oversee the RSASA Special Purpose Fund to be ratified at the AGM. The Trustees will include persons who, because of their tenure of some public office or their professional standing, are in a position to make decisions informed by their underlying community responsibility as distinct from obligations solely in regard to the objectives of the Society.

22.5 The Special Purpose Fund will be actively promoted within the RSASA community and to the wider public.

22.6 All monies and assets of the Special Purpose Fund will be used to further the principal purpose of the Society. Council may, from time to time, identify specific projects to be supported through the Special Purpose Fund.

22.7 No monies/assets from the Special Purpose Fund shall be used for the general administration of the Society.

22.8 No monies/assets from the Special Purpose Fund shall be distributed to individual members or office holders of the Society except as reimbursement of out-of-pocket expenses incurred on behalf of the Fund.

22.9 The Trustees will provide a report to Council on the operation of the RSASA Special Purpose Fund quarterly and as requested. At the AGM, members will be provided with details about the activities of the Fund during the year including a summary of donations received and the projects supported through a report included in the Annual Report.

22.10 The Society will notify the ATO and the ACNC of any proposed amendments or alteration to any provisions of the Special Purpose Fund to enable any impact of such proposed changes on the Deductible Gift Recipient Status to be assessed.

22.11 If upon the winding up or dissolution of the Special Purpose Fund, there remains, after satisfaction of all its debts and liabilities, any monies or assets shall not be paid to or distributed among the Society's members, but shall be transferred to some other fund, authority or institution having objects similar to the objects of the Special Purpose Fund and whose rules also prohibits the distribution of income among its members and which has Deductible Gift Recipient status.

23 Designated Funds

From time to time the Society receives gifts as donations and bequests for designated purposes and Council shall be responsible for ensuring that any such gifts shall be properly managed in compliance with any terms or conditions that may apply. Subject to any other conditions Council may determine to hold the capital sum in a nominated investment account. [By-law 9]

24 Dispute Resolution

24.1 The Society recognises that disputes can arise between members and between members and the Society and encourages members to bring matters of concern to the attention of the Society for investigation and resolution.

24.2 The Society takes complaints seriously and has developed policies and procedures with a view to a resolution applying procedural fairness and natural justice. The procedure for lodging a formal written complaint and the process toward resolution are outlined in By-Law 11.

24.3 Membership of the Society may be temporarily suspended by a resolution of the Executive in urgent cases or Council where that member brings the reputation of the Society into dispute or whose actions are deemed inappropriate or unacceptable. Suspension shall take effect from the time of the decision of Executive or Council. The suspended member must be given the right to appeal those decisions in accordance with the By- Laws.

25 Auditors

25.1 At each Annual General Meeting the members shall appoint an appropriately qualified Accountant to be Auditor of the Society.

25.2 The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

25.3 If an auditor is not appointed at an Annual General Meeting the Council shall appoint an auditor for the current financial year.

25.4 The Auditor must furnish a report to the Society in time for distribution to the membership for the AGM which states that in their opinion the Income and Expenditure Statement and Statement of Financial Position whether or not the Auditor is satisfied that the accounts have been prepared to present fairly:

25.4.1 the results of the Society's income and expenditure for the financial year;
and

25.4.2 the financial state of the Society as at the end of the financial year.

25.5 Whether the Auditor has obtained all of the information and explanations required from the Society in order to formulate an opinion on the financial statements.

26 Risk management

26.1 Council shall be responsible for protecting the assets of the Society by ensuring that it has appropriate insurance in place at all times and for the development of management strategies for safely managing the operations of the Society. [By-Law 15].

26.2 Council shall be responsible for the development and implementation of systems to ensure the integrity and security of all information captured by the Society to facilitate its operations. [By-Law 16].

27 Not for Profit

The income and capital of the Society shall be applied exclusively to the promotion of its objects and no portion shall be paid directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Society.

28 Common Seal

28.1 The Society shall have a Common Seal upon which its corporate name shall appear in legible characters.

28.2 The Seal shall be kept securely in the Society's Office together with the Seal Register.

28.3 The Seal shall not be used without the express authorisation of the Council and every use of the Seal shall be recorded in the minutes of the Society.

28.4 The affixing of the Seal shall be witnessed by any two of the President, Vice President, Secretary, Treasurer or Gallery Director and recorded in the Seal Register noting:

28.4.1 Date

28.4.2 Document to which the Seal fixed

28.4.3 Signatures of the two (2) witnesses.

29 Interpretation of Rules

The Council is the sole authority for the interpretation of the Rules and By-Laws and any regulations made thereunder, the decision of the Council on any question of interpretation shall be final and binding on all members.

30 Amendment to the Rules

30.1 These Rules may be added to, repealed or amended by special resolution at any Annual or Special General Meeting provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least seventy five (75) per cent of the votes of the members in attendance who are eligible to vote.

31 Winding Up

The Society may be wound up in a manner provided for in the *Associations Incorporations Act 1985*.

Pursuant to the Act an association may be wound up:

- a) voluntarily
- b) by the Supreme Court
- c) on a certificate from the Commission issued with the consent of the Minister.

31.1 If the Society is to be wound up voluntarily then it requires the passing of a Special resolution by at least seventy five 75 % of the membership.

31.2 If after the satisfaction of all debts and liabilities there remains "surplus assets" as defined by the Act, such surplus assets shall be distributed as follows:

31.2.1 In the first instance the Society's archives and library would be offered to the Mortlock Library of South Australia and all art work and craft to the Art Gallery of South Australia.

31.2.2 Any assets remaining shall be offered to another society or museum or to any organisation(s) which have similar objects and has Rules which prohibit the distribution of its assets and income to its members and has Deductible Gift Recipient status and is a registered charity.

31.3 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

32 Transition provisions

32.1 Members of the Society under the Constitution will remain members under the new Rules at the same or equivalent category of membership.

32.2 Office bearers and Council members elected under the Constitution will remain in office until the next election unless the new Rules are amended before the election in which case the Rules shall prevail. 50% of Fellows & Associates elected under the Constitution shall remain in office under Rule 12.2.5.

32.3 Vice Patrons appointed under the Constitution will remain as Vice Patrons until the period of their appointment expires. There is no equivalent position under the new Rules, no new Vice Patrons will be appointed.

32.4 Any specialist committees or working groups appointed by the Council under the Constitution will continue to function until such time as the Council established under the new Rules directs otherwise.

32.5 No Gallery arrangements or Exhibitions shall be affected by the implementation of the new Rules other than as may be required to comply with the new Rules and/or new By-Laws.

32.6 The Returning Officer appointed pursuant to 20.1 of the Constitution shall remain in office until the discharge of all their duties with respect to the election of Office Bearers, Council Members and all other positions required to be elected pursuant to these Rules and the results of the election declared.

32.7 Any accolades awarded to entry level members (however described) and Associates shall be converted to points in accordance with the Society By-Laws 2021.