

# RSASA

**Royal South Australian Society of Arts**

(Founded 1856)

ABN 18 504 345 871

## **By-Laws**

(adopted by RSASA Council, 5 October 2021)

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## 1 Membership

Subject to the approval of the membership (Rule 5) , the Council can establish categories of membership in such terms as it considers appropriate in addition to those contained within the Society's Rules.

**1.** Membership of the Society shall take the following procedure:

**1.1.** A natural person may apply for membership of the Society by completing the appropriate Membership Application form as approved by the Council.

**1.2.** Where applicable the Applicant shall pay the relevant joining fee at the time of submitting the completed application form.

**1.3** Where the application for membership is from a practising artist the completed application form shall be submitted to Council for approval.

**1.4.** Following approval by Council the applicant will be notified and advised of the subscription fee payable. Council may at its discretion determine if the applicant is eligible to a reduction in the subscription fee based on hardship. Membership of the Society is effected once the subscription fee is paid.

**1.5.** In becoming a member of the Society, a person agrees to abide by the Rules, By-Laws an

d Code of Conduct of the Society. A copy of these documents shall be made available to all new members. [By-Law 1.17]

**1.6.** New practising members shall commence as Standard members of the Society. Individuals whose background or reputation indicates a reconsideration of their membership status can be given the opportunity to seek a review by Council on such terms as the Council considers appropriate. If that person's quality of artistic achievement is clearly exceptional the Council may subsequently give that person a promotion to a higher category of membership. [Rule 5.10]

**1.7.** A Standard member of the Society who is enrolled in a recognized visual arts training academy may request a reduction in their subscription fees during their period of enrolment as a student. To apply for such reduction the member must provide proof of their enrolment.

**1.8.** The personal information collected from 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 details will not be available to the public. [Rule 6]

**1.9.** Membership of the Society shall continue provided the member's subscription remains current. Failure to renew a subscription within 3 months of a new financial year will cause the membership to lapse.

**1.10.** A Standard member has full entitlements of membership and subject to the limitations contained in the Rules may stand for election to the Council as a Standard

Member. After a minimum of two years continuous membership and subject to the Rules the member may advance to an Associate member.

**1.11.** An Associate is a practising member who through recognition of their artistic abilities and by obtaining ten (10) points from awards or accolades, as approved by the Selection Committee, over the period of at least two (2) years will be granted status as an Associate. An Associate member has full entitlements of membership and subject to the limitations contained in the Rules may stand for election to the Council as an Associate Member. An Associate member can use the post nominals ARSASA to reflect their status within the Society provided their membership remains current.

**1.11.1** Points shall be allocated for awards or accolades as follows:

**1.11.1.1** For Excellence 5 points

**1.11.1.2** For Highly Commended 4 points

**1.11.1.3** For Commended 3 points

**1.11.1.4** For Merits 2 points

**1.12.1** A Fellow is a practising member who has been a member for at least five (5) years and who as an Associate has demonstrated through their active contribution to the Society that they are eligible to make an application. For advancement to Fellow an applicant will need to have had their artistic abilities in their nominated genre of art successfully considered by the College of Peer Review. Subject to the Colleges' assessment of materials provided, the College will determine if the Associate is suitable for advancement to a Fellow. [Rule 10 By-law 5]

**1.12.2** The Council will notify successful candidates of their Fellowship and invite them to attend the next AGM to receive their Diploma. Their name shall also be published in the 'Kalori'. A Fellow member who has full entitlements to membership, may stand for election to Council and has the right to use the post nominals FRASASA to reflect their status within the Society provided their membership remains current.

**1.12.3** Newly admitted Fellows shall be entitled to space within the Gallery to exhibit their works and portfolio materials at a time and on terms agreed with the Gallery Director. The New Fellows Exhibition shall become part of the Gallery calendar.

**1.12.4** The Secretary will notify any applicants who were unsuccessful and invite and encourage them to reapply.

**1.13.** Corporate membership is available to an organisation having an interest in the Society or with similar objects. Organisations may apply using the application form approved by Council and are required to pay an application fee. Corporate membership is subject to the approval of Council and subsequent payment of the subscription fee.

**1.13.1** Corporate members are entitled to receive newsletters and the “Kalori” and their representatives can attend Society functions and attend meetings to the extent approved by Council.

**1.13.2** Corporate members cannot receive ballot papers and have no voting rights nor can they hold positions on Council or committees.

**1.13.3** The nominated personal representative of a corporate member can vote, be a member of Council or committee and exhibit only in their own right as a member of the Society and subject to the limitations provided by the Rules for their category of membership.

**1.14.** An individual with an interest in the Society may apply to be a Friend of the Society by completing the application form approved by Council and paying the application and subscription fees. A Friend has all the entitlements of membership with the exception of exhibiting but is entitled to stand for Friend member on Council as provided in the Rules.

**1.15.** Guest membership may be granted at the discretion of the Council for a period not exceeding 6 months. Guest members are not required to pay any fees or subscription.

**1.15.1** An eminent artist may apply in writing to the Council for Guest membership of the Society by providing grounds why the artist could be considered for Guest membership.

**1.15.2** Following determination by the Council the Secretary will notify the prospective Guest member whether or not the application was successful.

**1.15.3** The Council shall have discretion in respect of each application as to whether or not the Guest member is able to exhibit in Society Exhibitions however generally this right shall not apply.

**1.15.4** Guest members are not entitled to receive any notices of meetings or vote at any meeting. Guest members may receive copies of newsletters and the ‘Kalori’ and may be invited to be temporary members of working committees.

**1.15.5** Guest memberships shall expire automatically by the effluxion of time.

**1.16.** A Life Membership can be granted by Council in recognition of long or outstanding service to the Society [Rule 5.9] subject to the following:

**1.16.1** A Fellow member may nominate a member for Life Membership by submitting to the Secretary in writing detailed reasons for the recommendation which is supported by two (2) additional referees from members of the Society.

**1.16.2** Nominations must be received at least two (2) months prior to the AGM to allow time for the request to be fully researched by the Secretary and if appropriate referred to the Council for consideration. Life memberships may be awarded to any category of membership except Guest and Corporate.

**1.16.3** Where the Council supports the award of Life Membership the Secretary will confer with the nominee to ensure willingness to accept the honour.

**1.16.4** The award of Life Membership shall be announced at the next AGM and the awardee presented with a Certificate of Life Membership. The Life Member is not required to pay annual subscription fees and will continue to have full membership entitlements including the use of any post-nominals.

**1.16.5** The number of Life Memberships recorded on the membership list cannot exceed 2% of the total financial membership of practising artists of the Society excluding Guest members at the end of the previous financial year.

**1.17.** New members shall receive a Member Pack which shall include a copy of the Rules and By-Laws as well as other pertinent information.

**1.18.** A re-joining member in addition to complying with Rule 5.1 may request in writing reasons for Council to reinstate them to their former membership category **[adopted by Council 8 August 2023]**

## **2 Membership Subscriptions**

Council will review the joining fee and subscription fees for the various categories of membership and make recommendations for approval at the Annual General Meeting. The new subscription fees will take effect from the following 1 July. Subscription fees shall remain in force until revised at a subsequent AGM.

**2.1.1** Annual subscription renewal notices for the next financial year shall be forwarded either electronically or by post in June of each year showing the due date for payment.

**2.1.2** A member who is an enrolled student in a recognized tertiary art course may seek a reduction in their subscription as a Standard member of the Society. The amount of the reduction shall be determined by the Council. [By-Law 1.7]

**2.1.3** Pursuant to Rule 5.2 a new artist category of membership **NP Non practising artist** was created to apply to any practising artist wanting to retain membership while absent from the country. An NP will pay the same subscription fees as a Friend. Upon return to a practising member category Council will determine membership category on a case-by-case basis taking into consideration length of service and of absence. **[approved 11 July 2023]**

**2.2** Reminders about outstanding subscriptions shall be forwarded either electronically or by post with the Society journal 'Kalori'.

**2.3** A member who resigns their membership during the financial year is not entitled to any refund of member subscription paid.

**2.4** Any applicant whose application for membership is not approved by the Council shall not be entitled to a refund of the application fee unless otherwise determined by Council.

### **3 Election of Office Bearers Council and Chairs**

**3.1** Annually the Society shall elect at the AGM the Office Bearers (as defined in Rule 2.3), Councillors, the Chair of the Principal Selection Committee and the Chair of the College of Peer Review and members of the Principal Selection Committee. [Rule 21]

**3.2** Council shall appoint a Returning Officer two (2) months prior to the date of the AGM and the Returning Officer shall be responsible to ensure a fair and transparent election pursuant to Rule 14.

**3.3** The Returning Officer shall be responsible for the printing of the ballot papers with all the names of the nominees and positions nominated for in respect of contested positions.

**3.4** Subject to the Rules each member shall have one vote for each vacant position on the ballot paper. This is not a preferential voting system if a member marks the ballot paper with digits, only the nominee allocated "1" shall be counted. Members should make their intended vote clear so as to avoid the potential for errors.

**3.5** At the point time in the meeting for the conduct of the election, the President shall vacate the chair and the Returning Officer shall assume the chair. The first item of business shall be to declare all those positions due for election vacant.

**3.6** The election for all vacant positions shall be conducted contemporaneously such that all results shall be available at the same time.

**3.7** Following the announcement of the results of the election by the Returning Officer, the elected or continuing President will be invited to assume the Chair, [Rule 14.2.11] the elected President shall welcome the newly elected members to their positions.

### **4 Appointment of Sub-Committee**

**4.1** The Council may appoint members to sub-committees and working parties to undertake specific short-term tasks on such terms and conditions as the Council shall determine including reporting to Council.

**4.2** The President and Gallery Director may attend meetings of any sub-committee or working party but shall not have a vote unless appointed to the sub-committee or working party in their own right.

## **5 College of Peer Review Rules 10**

**5.1** The Chair of College of Peer Review is responsible for identifying and appointing a Fellow with specialist knowledge in a particular genre of art to act as the Chair of a Peer Review Panel to assess an application from an Associate for Fellowship.

**5.2** A Peer Review Panel will have at least 6 other Fellows with knowledge in the particular genre of art to be assessed. [Rule 10.2] An individual from outside the Society with expertise in a particular genre may be invited to join the Peer Review Panel. [Rule 10.3]

**5.3** The Chair of the College can be a Panel Chair or a Panel member if they are knowledgeable in a particular genre of art.

**5.4** A Peer Review Panel will be established for each artist practising in a particular genre of art to ensure that the Associate receives the most appropriate assessment of their application as possible.

**5.5** A Peer Review Panel shall collectively consider the Associate's resume and will take note of the Associate's contribution to the Society during their years of membership.

**5.6** The Panel shall review the sample of works submitted by the Associate to ensure that the artist has reached an appropriate standard and technical ability worthy of being rated as a Fellow of the Society. The Panel shall have regard to the artist's exhibition history including the number of points attained through winning accolades in Society Members Exhibitions and accolades external to the Society.

**5.7** Following determination of all aspects of the Associate's application by the Panel, the Chair of the Peer Review Panel shall submit their recommendation with reasons to the Chair of the College of Peer Review who shall review the findings. If the Chair of the College is satisfied the recommendation shall be advised to the Council. [Rule 10.4]

**5.8** In circumstances where the Chair of the College has reservations about the reasons for a recommendation of the Peer Review Panel, the College Chair may request a review.

## **6 Principal Selection Committee Rule 21**

**6.1** Members of the Principal Selection Committee are elected by members of the Society at the AGM and are required to perform functions including:

**6.1.1** Responsibility for selecting works of art and craft to be exhibited in any Society Members' Exhibitions.

**6.1.2** Responsibility for judging works for the awarding of accolades in Member Exhibitions.



**6.2** The Chair of the Principal Selection Committee should be an accomplished artist capable of providing guidance, rationale and impartiality to develop transparent protocols for the Committee both in the selection of artwork to be exhibited and in the awarding of accolades.

**6.3** The Society shall endeavour to hold multiple Members' Exhibitions each year.

**6.4** The Chair of the Principal Selection Committee shall be responsible for preparing a report for inclusion in the Annual Report on the activities of the Committees during the year including a list of prize, accolade and merit winners.

## **7 RSASA Collections – Art works and Books**

**7.1** The Society will ensure the Society's Collection of Books and Collection of Art Works are appropriately documented and catalogued.

**7.2** The Society will arrange for the safe storage of its Collections and for the appropriate preservation of its works of Art.

**7.3** The Society will promote its Art Collection and Book Collection and develop processes so that members understand how to make use of and access the Collections for their education and artistic development.

**7.4** The Society will develop processes to enable authorised non-members of the Society to access its Collections to further the knowledge and understanding of Art in the broader community.

## **8 RSASA Special Purpose Fund**

The Society maintains a Special Purpose Fund which has been given Deductible Gift Recipient status by the Australian Taxation Office (ATO). The Society will administer the RSASA Special Purpose Fund in accordance with the requirements of the ATO and as a registered charity under the Federal *Australian Charities and Not-for-Profit Commission Act 2012*. Compliance with these requirements ensures RSASA retains Tax Deductible Recipient status for tax deductible donations received from members and the public.

**8.1** The Special Purpose Fund is overseen by 3-5 Trustees being responsible persons (as defined) who are appointed by the Council and ratified at the AGM. The Trustees will report on the Fund to the Council at least quarterly as well as whenever requested to do so. Details of transactions in Special Purpose Fund will be part of the Treasurer's Report in the Annual Accounts reported to the AGM.

**8.2** From time to time the Council will identify projects to be supported through the Special Purpose Fund as distinct from the general funds of the Society. These projects will further the principal purpose of the Society – the advancement of art and artists in South Australia including through:

**8.2.1** The expansion and improvement of the RSASA exhibition program of fine and applied art. The funding of the prizes for outstanding work displayed in these exhibitions provides an incentive for artistic effort and creativity. Visitors see a wider range of work which enriches their experience of art and its exhibition.

**8.2.2** The improved documentation and storage of the Society's valuable Collections of Art works and Books and increased opportunities for both Society members and the public to be able to access these resources for study and research.

**8.2.3** The expansion of opportunities and facilities for members and the public to participate in workshops, lectures and demonstrations about art and art practise.

**8.2.4** The improved guardianship of the Society's cultural history (archived reports, catalogues, correspondence, papers and objects of historical significance) as the longest continuing art Society in Australia – established in 1856 – to enrich the understanding of the place of art and practising artists in South Australia and to facilitate the work of art historians and researchers.

## **9 Designated Funds**

From time to time the Society receives gifts as donations and bequests to be allocated to designated purposes.

9.1 Where a gift is designated for a named designated purpose and the amount of the gift is substantial, subject to any conditions, Council will treat such money as if a trust and may invest the capital sum and hold it in the accounts in the name of the designated purpose. It may be up to the discretion of the Council to just apply the income of the investment towards the designated purpose.

9.2 Where the gift is provided annually for a designated purpose Council shall ensure that such funds are only applied for the intended purpose.

9.3 Winners of the designated purpose shall be published either in newsletters or the 'Kalori'.

9.4 All moneys received as gifts shall be recorded in the financial records of the Society and a periodic report made by the Treasurer to Council and be included in the Treasurer's Report to the AGM

At the time of the adoption of these By-laws the following Designated Funds were held:

1. Gwenda Hackett Memorial Prize for watercolour
2. Margareta Stiepniks Memorial Prize for oil or acrylic
3. Malcolm Campbell Prize (Youthscape)
4. Margaret Raymond Prize

## **10 Conduct of Council and Committee members**

**10.1** Each Council and Committee member shall sign the *Council and Committee Code of Conduct* at the commencement of their term of office. The *Code* requires that:

**10.1.1** New Council members shall be required to attend an Induction.

**10.1.2** Council and Committee members shall undertake their duties with due diligence and in the best interests of the Society.

**10.1.3** Council and Committee members shall observe the confidentiality of Council and Committee business whenever such business is considered confidential to the interests of the Society.

**10.1.4** Council and Committee members shall be responsible for recognising any actual or perceived conflict of interest. A member who considers they could have a potential conflict of interest in relation to any matter for consideration shall disclose the actual or perceived conflict and leave the meeting for the duration of the discussion and should not attempt to influence the decision in any way.

**10.1.5** 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 set aside, and the motion put again with the conflicted member's vote excluded and the actions minuted in full.

**10.1.6** Any member of Council or a Committee who fails to observe the *Code of Conduct* will be considered to be in breach of the required standard of behaviour and by a resolution of Council could face disciplinary action.

## **11 Disputes Mediation & Appeal**

**11.1** The Society recognises that disputes may involve members, officers of the Society and non-members and the Society. The Council recognises that an effective feedback and complaints process is the best way to deal with disputes and has established disputes resolution guidelines.

**11.2.** The Society aims to resolve concerns at an early stage and therefore encourages members to express their concerns when they become aware of unacceptable behaviour or any other matter causing distress. In promoting a speedy resolution, the parties are encouraged to meet in person and within thirty (30) days to discuss their dispute openly, the greatest barrier to effective communication is a failure to listen. Complaints are to be considered respectfully in a non-judgmental manner such that each party to the dispute respects the position of others and is committed to reaching a resolution.

**11.3** On becoming aware that a complaint has been made in writing to a member of Council, the Council must promptly investigate the circumstances of the complaint

which may include interviewing relevant people to understand the full nature of the complaint. Following completion of the investigation the complainant will be notified within ten (10) days in writing of the outcome. Where the outcome involves any disciplinary action against the member, the member shall be given twenty one (21) days to respond.

**11.4.** Where a resolution cannot be reached by mutual agreement or compromise it may be necessary to proceed to mediation. Or, if the complainant is dissatisfied with the determination of the Society mediation may be a method of resolution.

**11.5.** Where the complainant elects to participate in mediation then:

**11.5.1** The Council will promptly appoint an independent person to act as mediator who will collect information to identify the matters in dispute. The mediator will at all times keep the negotiations confidential and work towards a solution that does not bring the individuals involved or the Society into disrespect.

**11.5.2** The mediation should take place within two (2) months of the complainant electing to participate in mediation.

**11.5.3** Where the complaint is resolved through mediation a record of the settlement signed by the complainant and mediator shall be retained by the Society and the outcome reported to Council.

**11.5.4** If the complaint is not resolved through mediation or the member or complainant refuse to participate in mediation the Council will need to determine what, if any, action should be taken.

**11.5.5** If the unresolved complaint involves a member of the Society and the nature of the complaint is sufficiently serious the Council may resolve to implement disciplinary action against the member by moving to suspend or expel the member from the Society depending on the seriousness of the complaint.

**11.6.** Where the Council resolves to expel a member, the Secretary will write to the member within seven (7) days setting out the nature of the complaint, the reasons for the Council's decision, the effective date of the expulsion and advising the former member of their right to lodge an Appeal within three (3) months.

**11.7.** If the complainant requests an Appeal the request must be made within three (3) months to the Society in writing setting out the grounds for appeal. Upon receipt of such request the Council must promptly move to establish an Appeals Panel.

**11.7.1** In establishing the Appeal Panel Council will consider the need for impartiality and neutrality and approach members of the community having appropriate expertise and prepared to join the Panel.

**11.7.2** The person requesting the Appeal will be given the opportunity to select three (3) people from those available (11.7.1) to comprise the Appeal Panel otherwise the Council will select three independent impartial people.

**11.7.3** The complainant will promptly be advised in writing of the composition of the Appeal Panel and the date and place of the hearing. The member shall also be advised of their right to have a personal representative attend with them.

**11.7.4** The Appeals Panel shall collect information to understand the nature of the dispute and basis of the Appeal. The Panel at its discretion shall meet with and interview the complainant as well as any other person including members of the Society relevant to the dispute.

**11.7.5** The Council shall be bound by the findings of the Appeal Panel and shall deal with those findings at the next scheduled meeting of Council.

**11.8** The written decision of the Appeals Panel will be provided to the Council as the final decision in relation to the matter.

**11.8.1** If the Appeal is not upheld Council may decide that due to the nature of the complaint the member's membership of the Society be suspended for a limited period. During the period of suspension, the member shall lose all rights of membership. The member shall be informed in writing of the suspension and of their opportunity to re-join the Society following the period of suspension.

**11.8.2** If the Appeal is not upheld Council may decide that due to the severity of the complaint that the member will be expelled from the Society and the member shall be notified in writing. Membership shall be cancelled, and all rights extinguished.

**11.8.3** If the Appeal is upheld Council will reverse the resolution to suspend or expel and the member will be advised in writing of the reinstatement of their membership. Where possible the reinstated member can resume their previous role within the Society.

## **12 Co-Ordinator Functions**

**12.1** The Society undertakes a wide variety of regular and short-term activities. The Council shall periodically review the Society's activities and identify important functions that are best facilitated by a co-ordinator rather than a sub-committee or working party.

**12.2** The following procedure shall apply to the appointment of members to the co-ordination roles:

**12.2.1** Expressions of interest shall be called for through the 'Kalori' and/or by newsletter and submitted in writing to the Gallery Director.

**12.2.2** Each candidate must be a financial member of the Society.

**12.2.3** Candidates may offer to co-ordinate more than one activity or function in addition to being members of Council or Committees.

**12.2.4** Co-ordinators are expected to hold their position(s) for one year from the date of appointment and may apply to continue their position(s) from year to year at the discretion of Council.

**12.2.5** Where a Co-ordinators position is contested the Gallery Director shall negotiate with the candidates for an amicable resolution.

**12.2.6** The Council shall confirm the appointments of the co-ordinators to the various positions which can be amended at the discretion of the Council.

**12.2.7** Appointed Co-ordinators shall undertake their duties with due diligence.

**12.3** The contributions of all Co-ordinators shall be recorded in the Annual Report and at the Annual General Meeting.

### **13 Reporting and Accountability of Co-ordinators**

**13.1** The Council shall develop a duty statement for each co-ordinator of an activity to ensure the activities are undertaken effectively.

**13.2** The Co-ordinator shall operate within the budget allocated for each activity. The Co-ordinator is required to identify details of any proposed or unexpected cost in excess of the allocated budget and obtain Council approval prior to incurring such expenditure.

**13.3** Co-ordinators may be invited to attend meetings at the request of Council.

**13.4** Co-ordinators shall provide either a written or verbal report on the activities of their area of responsibility to the Gallery Director or relevant member of Executive prior to each scheduled Council meeting or otherwise as determined by the Council.

**13.5** The Co-ordinator shall prepare a written report to the Council at the conclusion of the activity to be retained for future reference.

### **14 Conduct on Society Premises and at Society Functions**

Council will adopt the protocols of behaviour from the Library Rules to ensure appropriate conduct on Society premises (*Libraries Act 1982* and 2013 Libraries Regulations).

**14.1** Individuals are welcome to use the Society's resources or view exhibitions provided they behave in a reasonable manner including:

**14.1.1** Acts of aggression, verbal abuse and derogatory, racist, sexist or grossly defamatory remarks will not be tolerated.

**14.1.2** Threats of harm to self or others, threats with a weapon or threats to damage or actual damage is unacceptable and may result in a Police report.

**14.1.3** Stalking whether in person or online.

- 14.1.4** Defacing Society property or deliberately causing damage to Society equipment rendering it inoperable.
- 14.1.5** Occupying areas which may block or restrict access creating a physical hazard.
- 14.1.6** Creating noise in a manner that may cause distress because of the volume or intensity of the sound so as to disturb other activities within the building through playing loud music, yelling or otherwise cannot be allowed.
- 14.1.7** Having unacceptable personal hygiene that may cause discomfort or a potential health and safety issue for visitors, members, or volunteers of the Society.
- 14.2** The Society has a zero-tolerance policy towards any harm, abuse or threats directed towards any member of the Society or volunteers.
- 14.3** On meeting days during the times of the meeting members shall not distract the meeting by noise or inappropriate activity. On occasions visitors or guests may be requested to leave to allow sensitive or serious matters to be discussed by the meeting.
- 14.4** At Exhibition openings or any other Society event where alcohol is being served it may only be consumed within the Society premises – the Gallery, office or kitchen areas.
- 14.5** No goods or services shall be displayed or offered for sale in the Society premises except for those consigned to the Society for sale on behalf of a member. Normally the Society will retain a sale commission of 30%. (Exceptions may be made with the authorisation of the Gallery Director).
- 14.6** Members of the Society or invited guests who display any unreasonable behaviour may be requested to leave. Repeated unacceptable conduct by a member may result in disciplinary action.

## **15 Insurance & Risk Management**

- 15.1** The Council shall be responsible for ensuring that the Society has appropriate insurance cover in respect of:
- 15.1.1** The protection of the Society's assets from fire, theft and any other insurable cause of damage or loss.
- 15.1.2** Public liability.
- 15.1.3** Personal accident cover for members while volunteering on Society business.
- 15.1.4** Any other insurances Council considers necessary for the good management of the Society generally to protect the business of the Society and its members.

**15.2** The Council shall be responsible for the development of a risk management plan and developing a range of strategies for managing:

**15.2.1** Safe operating procedures on Society premises in the Institute Building.

**15.2.2** The analysis and evaluation of the risks associated with the installation of an exhibition.

**15.2.3** The preparation, transport, and management of exhibitions off site (in venues other than the in the Society premises in the Institute Building).

**15.2.4** The development of after-action reports to identify opportunities for improvement and for reducing the risks in future endeavours.

## **16 Security of Information**

**16.1** The Council shall be responsible for protecting the security of all information held to facilitate the operation of the Society – both hard copy and digital format.

**16.2** The Council shall be responsible for the development and implementation of systems to protect the integrity and security of all digital information held by the Society including the regular update of software and hardware and ongoing virus protection.

**16.3** The Council shall be responsible to develop systems to protect the privacy of personal information it collects (e.g., membership records, exhibitor records) and to ensure such information is not used for any secondary purpose.

**16.3.1** The software programs containing personal information shall be password protected and only accessed by authorised IT personnel.

**16.3.2** Council will ensure that hard copy records containing personal information will be stored securely and only accessed by authorised personnel.

**16.4** Council will implement systems to ensure all computer information is backed up on portable storage media preferably daily and at least once per (week/fortnight/month) and an additional back up made to be stored away from the Society premises.

**16.5** Council will ensure that the procedures used to secure the information held by the Society are frequently monitored to ensure their effectiveness.

## **17 Recognition**

**17.1** The Council, at its discretion, may recognise a member's significant contribution to the Society through the sacrifice of their time and energy to successfully run the



organisation. Certificates of recognition and length of service shall be awarded at the Annual General Meeting.

Certificates may be awarded in respect of any of the following:

**17.1.1** Excellent Service to the Society over an extended period in an area of responsibility.

**17.1.2** Mentoring/Teaching for an extended period of time, providing support, encouragement and excellence in teaching skills.

**17.1.3** Volunteering for a lengthy period of service in one or more areas or projects.

**17.1.4** Continuous active membership of the Society over an extended period of time.

**17.2** There will be a standing notice in 'Kalori' advising the categories of awards of recognition and the procedure for recommending a member. The published deadline for receiving recommendations shall be at least two months prior to the Annual General Meeting to enable appropriate vetting and for time for Council to consider the nomination.

**17.3** A member may recommend another member for a certificate of recognition by forwarding a written submission with reasons to the Secretary.

**17.4** A person is eligible to receive a certificate in more than one area, but no person can receive more than one award per calendar year.

**17.5** A person cannot be awarded the same certificate of recognition within five years.

**17.6** No member is precluded from being recommended for a certificate of recognition.

**17.7** In exceptional circumstances a Certificate may be presented at a time other than the Annual General Meeting.

## **18 Journal 'Kalori'**

**18.1** The Society shall publish a journal to be known as "Kalori" or such other name as may be determined by Council. Council shall each year decide the number and due dates for publication of the journal but in any case the Society shall issue regular editions of 'Kalori'.

**18.2** Copies of each issue shall be distributed to members either by digital means or in hard copy. The content of the Journal will inform the membership of Society news and activities within the Society and the Arts community.

## **19 Workshops**

**19.1** A schedule of workshop fees recommended by the Workshop Co-ordinator must be submitted for approval by the Council. Workshops shall be conducted to be cost-neutral so whenever possible the educational experience is as economical as possible for members. The Society will charge a commission for arranging workshops for the education and development of members.

**19.2** Workshops shall be advertised in 'Kalori', newsletters, mailed flyers or other promotional strategy.

**19.3** Enrolment shall be by registration and payment of the full workshop fee made in advance. There shall be no entitlement to a refund for cancellation by the member except in extenuating circumstances as agreed by the Workshop Co-ordinator and Gallery Director.

**19.4** Workshops may be open to non-members subject to availability and a 50% surcharge on the registration fees.

## **20 Other Activities**

**20.1** Any activity arranged for the benefit of members that may involve a booking fee or other financial risk to the Society (e.g., camp, social event, outside art event or exhibition in another venue) shall be first approved by the Council.

**20.2** Such activities shall be advertised in 'Kalori' newsletters, mailed flyers or other promotional strategy.

**20.3** Members shall confirm their participation in such activities by advance payment of the advertised cost (if any) and shall not be entitled to a refund.

## **21 Society Property**

**21.1** Any member in possession of Society property is personally responsible for its care and shall return it in the same condition as when borrowed and on the agreed return date.

**21.2** Any damage to Society property must be reported. A member may be liable for the cost of repair or replacement as considered necessary.

## **22 Members' property on Society Premises**

**22.1** The Council may request that a member remove goods or property belonging to the member from the Society's premises. Written notice to remove their property within thirty (30) days from the date of the notice which shall be sent to the member at the last known email or address on record.

**22.2** Failure to make any alternate arrangements will cause any goods remaining on the Society premises after the specified date to be deemed to have been forfeited and will become the property of the Society without payment or compensation.

**22.3** Any forfeited goods may be retained or otherwise disposed of by the Society at its discretion.

## **23 Reimbursements**

**23.1** Out of pocket expenses incurred in conducting the business of the Society may be reimbursed with the approval of Council.

## **24 Petty Cash**

**24.1** The Society shall implement an imprest system of petty cash. The amount of the imprest shall be determined from time to time by the Council.

**24.2** All claims against petty cash shall be signed by the member incurring the cost and shall be supported by receipts or other evidence of expenditure as agreed with the Treasurer.

**24.3** Petty cash expenditure shall be recorded on a timely basis against the appropriate account in the accounting records of the Society.

**24.4** The Treasurer will be responsible for replenishing petty cash as required and on a timely basis to the level of the imprest.

**These By-Laws were passed by resolution of the Council on the 5th day of October 2021 and are made under the powers vested in the Council by the RSASA Constitution. These By-Laws shall come into effect concurrently with the adoption of the 2021 RSASA Rules and are effective from that time. These By-laws will abrogate all previous By-Laws passed by the Council once they come into effect.**

## **AMENDMENTS**

**8.3** Where a donor seeks to make a donation to the Special Purpose Fund by way of artworks only individual pieces of artwork with a minimum donor's valuation of \$200 ...  
**added 8 November 2022**

**2.1.3** New membership category NP Non practising artist to apply to artist members residing overseas - **added 11 July 2023**

**1.18.1** Re-joining members, Council to consider category of membership – **added 8 August 2023**

## **BY-LAWS**

**Adopted AGM 26 October 2014**

Amended RSASA Council 27 August 2015

Amended RSASA Council 10 July 2018

Amended RSASA Council 9 April 2019

Amended RSASA Council 10 December 2019

**By-laws adopted at RSASA Council 5<sup>th</sup> October 2021**

Amended 8 November 2022

Amended RSASA Council 11 July 2023

Amended RSASA Council 8 August 2023

Adopted by Council 14 November 2023 8.3 rescinded

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