

VICTORIAN ASSOCIATION OF PERFORMING ARTS CENTRES INC.

STATEMENT OF PURPOSES & RULES

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VICTORIAN ASSOCIATION OF PERFORMING ARTS CENTRES INC.

STATEMENT OF PURPOSES & RULES

A. STATEMENT OF PURPOSES

The Statement of Purposes of the Victorian Association of Performing Arts Centres Incorporated is:

VAPAC promotes and fosters a co-operative network of performing arts centres across Victoria which strive for arts industry best practice in their artistic programming, management and operations so as to encourage and support the performing arts throughout Victoria and bring the performing arts to Victorians.

B. RULES

1. NAME

The name of the incorporated association is:

The Victorian Association of Performing Arts Centres Incorporated (in these rules called “the Association”).

2. INTERPRETATION

(1) In these rules, unless the contrary intention appears:-

“Chairperson’s Group” means the committee of management comprising the Office Bearers.

“Financial Year” means the year ending on 31st December.

“General Meeting” means a general meeting of Members convened in accordance with Rule 9.

“Delegate” means a person nominated by a Member to represent it on the Association.

“The Act” means the Associations Incorporation Act 1981.

“Regulations” means regulations under the Act.

“Member” means any Full Member or Associate Member of the Association.

“Full Member” means any member whose primary purposes are consistent with the purposes of the Association; which qualifies and is admitted to the Association as a Full Member; and which has paid annual subscriptions to the Association and has agreed to abide by the Rules of the Association.

“Associate Member” means any member which/who either fulfils a part of the full membership criteria or is in some way aligned with the goals of the Association and the performing arts industry as a whole; which/who is admitted to the Association as an Associate Member and which/who has paid annual subscriptions to the Association and has agreed to abide by the Rules of the Association.

(2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

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3. MEMBERSHIP

- (1) Full Membership shall be open to Performing Arts Centres, performing arts venues and theatres in the State of Victoria which:
 - a) undertake entrepreneurial presentation of performing arts events;
 - b) is primarily active in the performing arts;
 - c) has facilities designed for the performing arts;
 - d) has full time professional management;
 - e) is a not for profit organisation or has the contract to provide a service for a not for profit organisation; and
 - f) has Internet capability.
- (2)
 - a) Associate Membership shall be open to any organisation or individual who either fulfils a part of the Full Membership criteria, or who is in some way aligned with the goals of the Association and the performing arts industry as a whole.
 - b) Notwithstanding any other provisions in the Statement of Purposes and Rules of the Association Associate Members are not entitled to vote in any proceedings of the Association, or to become an Office Bearer of the Association.
- (3) Each Full Member shall appoint from its membership two Delegates to represent it at the Association, one of whom must be the Member Centre's Director (or equivalent), with the other one being drawn from the Member Centre's Management or Advisory Committee, or from the owner of the Member Centre.
- (4) Each Associate Member may appoint one or two delegates to represent it at the Association.
- (5) The Association shall have no say over the conduct and activities of Members.
- (6) A Member may at any time withdraw a Delegate's nomination, at which time such Delegate shall cease to be a Delegate.
- (7) When a Delegate ceases to be a Delegate for whatever reason, the Member shall immediately nominate a replacement Delegate.
- (8) Where a Delegate is unable to attend a General Meeting of the Association, the Member may nominate a substitute by written advice to the Public Officer/Treasurer at least 48 hours in advance.
- (9) A nomination for Membership of the Association
 - a) shall be made in writing;
 - b) shall be lodged with the Public Officer/Treasurer of the Association; and
 - c) shall include: - .
 - i) a statement of its aims and ideals;
 - ii) a copy of its constitution or rules of incorporation;

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- iii) a list giving names, addresses and occupation of its office bearers;
 - iv) particulars of buildings, facilities, arts programs, staffing and hours of opening;
 - v) hereby its status may be determined; and
 - vi) the extent and nature of the support of the owner of the centre.
- (10) As soon as is practicable after the receipt of a nomination, the Public Officer/Treasurer shall refer the nomination to the General Meeting.
- (11) Upon a nomination being referred to the General Meeting, the General Meeting shall determine whether to approve or to reject the nomination.
- (12) The Minister for the Arts may nominate a non-voting representative to attend General Meetings.

4. ANNUAL SUBSCRIPTION / ENTRANCE FEES

- (1) An annual subscription shall be paid to the Association by each Member, the level of which shall be determined from time to time by the Association, and payable in bulk on or before August 31 of each year.
- (2) The payment of the annual subscription as provided in Sub-Clause (1) above entitles Members to retain their membership of the Association.
- (3) There shall be no entrance fees.

5. REGISTER OF MEMBERS

- (1) The Public Officer /Treasurer shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each Member and of each Delegate and the register shall be available for inspection by members at the address of the Public Officer.

6. RESIGNATION

- (1) Resignation - Members may resign from the Association by notice in writing.

7. EXPULSION

- (1) Removal - The General Meeting may suspend or expel any Delegate or Member of the Association:-
- a) who commits any breach of any rule or by-law of the Association; or
 - b) who, in the opinion of the General Meeting, acts in a manner which is contrary to the interests of the Association; or
 - c) no longer complies with the membership requirements of the Association.

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- (2) The Delegate or Member shall be informed of the allegation and invited to present a verbal or written explanation to the General Meeting at which the matter is to be considered.
- (3) The decision of the General Meeting shall be final.

8. ANNUAL GENERAL MEETING

- (1) The Association shall in each calendar year convene an Annual General Meeting of its Members.
- (2) The Annual General Meeting shall be held on such day as the General Meeting determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Clause 9(4) Notice of Meeting.
- (4) The ordinary business of the Annual General Meeting shall be -
 - a) to confirm the minutes of the last preceding Annual General Meeting and of the last General Meeting for which minutes have not been confirmed;
 - b) to receive from the Treasurer reports upon the transactions of the Association during the last preceding financial year;
 - c) to elect the officers of the Association;
 - d) to receive from the Treasurer, and consider, the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (5)
 - a) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
 - b) Notice for Annual General Meeting business shall be given by written notification to the Public Officer/Treasurer at least fourteen (14) days in advance.
- (6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- (7) The rules for conduct of meetings as detailed in Clause 9 shall also be applicable to Annual General Meetings.

9. GENERAL MEETING

- (1) General Meetings – Meetings of all Members may be called -
 - a) by resolution of the General Meeting;
 - b) at the request of the Chairperson of the Association; or
 - c) by the written request of not less than three (3) Full Members of the Association.
- (2) A minimum of three General Meetings in addition to the Annual General Meeting shall be held in any one calendar year.

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- (3) Such a General Meeting shall be held not less than fourteen (14) days or more than one month after the request or resolution is made. In the case of sub clause (IC), request by Full Members, the Full Members may convene the General Meeting if a meeting has not been held within the required time.
- (4) Notice of Meeting - Fourteen (14) days notice in writing of every General Meeting shall be given to every Delegate at the address appearing in the register of members by post stating the time, place and the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any General Meeting, without the approval of a majority of those present.
- (5) Omission of Notice - The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any Delegate shall not invalidate any proceedings or resolutions at any meeting of the Association.
- (6) Chairperson of Meetings - The Chairperson of the Association shall preside at all General Meetings. In his/her absence or if unwilling to chair the meeting, the Deputy Chairperson shall preside, and failing that a Chairperson may be appointed for that meeting.
- (7) Adjournment - Delegates present at a meeting may agree to adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- (8) Voting - Each Delegate or Substitute Delegate present from a Full Member is entitled to one vote. Resolutions other than special resolutions or resolutions to alter the Statement of Purposes and Rules of the Association shall be carried by a majority of the Delegates or Substitute Delegates present and voting. In the case of equality of votes, the Chairperson shall have a second or casting vote. Associate Members are not entitled to vote.
- (9) Division - At any General Meeting a declaration by the Chair that a resolution has been carried or not, shall be sufficient evidence of Delegates voting intention unless three (3) Delegates from Full Members call for a poll. When a poll is taken the number of votes in favour and against the resolution shall be recorded. In this instance, all votes shall be given personally and no proxies shall be allowed.
- (10) Quorum at General Meetings - At all General Meetings 50 per cent of Delegates plus one from Full Members, and in person, shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened by request of Delegates shall be dissolved. If not so convened, the meeting shall stand adjourned to the same day in the next week at the same time and place at such adjourned meeting and those then present shall form a quorum for all purposes.
- (11) Minutes - Minutes of the proceedings of every General Meeting shall be kept in a minute book, which shall be available at the business address of the Public Officer for inspection by Delegates of Full Members.
- (12) The General Meeting shall have such powers as the employment and dismissal of staff and consultants, the hiring and renting of premises and do all other acts, matters and things and to engage in such other activities as it considers to be in the interest of the Association.

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10. OFFICE BEARERS & VACANCY

- (1) Four (4) office bearers shall be elected at the Annual General Meeting of the Association. Those office bearers shall be a:-
 - a) Chairperson
 - b) Deputy Chairperson
 - c) Treasurer
 - d) Public Officer
- (2) If an election is required for any of the positions of office bearers, first past the post voting shall apply.
- (3) Not more than one (1) person representing any one (1) Performing Arts Centre shall be entitled to be an Office Bearer
- (4) The term of office shall be two (2) years
- (5) No Office Bearer, except for the Public Officer, may hold office for more than two (2) consecutive terms, after which they must retire for one term, before being eligible for re-election. The Public Officer has no limit to the number of terms of service, subject to re-election at the end of each term.
- (6) In the event of a casual vacancy in any position the General Meeting may appoint any Delegate from a Full Member not in breach of sub-clause (5) to the vacant position, and the person so appointed may hold office only until the next Annual General Meeting and shall be eligible for re-election to such Extra-ordinary vacancy.
- (7) The position of an Office Bearer becomes vacant if the Delegate who is an Office Bearer:-
 - a) ceases to be a Delegate of the Association;
 - b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - c) resigns his/her office by notice in writing given to the Public Officer/Treasurer;
 - d) fails to attend more than three (3) meetings without apology.
- (8) Nominations of candidates for election of Office Bearers must be:
 - (a) made in writing signed by two Full Members of the Association and accompanied by a written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Public Officer of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- (9) The Office Bearers will constitute a Chairperson's Group which will have day to day management of the Association.

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11. PUBLIC OFFICER

- (1) The Public Officer will ensure that:-
 - a) Full and correct minutes of all resolutions and proceedings of every General Meeting are recorded and maintained in books provided for that purpose together with a record of the names of persons present at all meetings;
 - b) A register of Members and Delegates setting forth their membership status, names and addresses is maintained, in consultation with the Chairperson;
 - c) In consultation with the Chairperson all correspondence attended to; and
 - d) Perform such other duties as the General Meeting may prescribe.

12. TREASURER / CHEQUES

- (1) The Treasurer of the Association:-
 - a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (5) shall be available for inspection by members.
- (3) With the assent of the General Meeting, the day to day operation of accounts may be managed on behalf of the Association by a member body to which the Treasurer is connected.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or authorised via the member body as provided in sub-clause (3) by the Treasurer.
- (5) The Treasurer shall prepare and present to the Annual General Meeting a statement submitted in accordance with Section 30(3) of the Act.
- (6) The Treasurer shall prepare and present to the Annual General Meeting a budget of income and expenditure for the Association for the next following financial year, together with a recommendation as to the contribution required from the Members towards financing the operations of the Association.

13. SEAL

- (1) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of the Chairperson and the Public Officer.

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14. ALTERATION OF RULES & STATEMENT OF PURPOSES

- (1) Any alteration to the Statement of Purposes or the Rules of the Association shall be done only by resolution at a General Meeting. Notice of the resolution shall be 21 days and the process for notice of resolution shall be in accordance with Clause 9 and the resolution must be passed by $\frac{3}{4}$ majority of the total of Full Members, each of which shall in this instance have only one (1) vote.
 - (2) A Full Member may assign a proxy to another Full Member to vote on their behalf in their absence. The proxy is to be on the form distributed by the Association and signed and witnessed by both members. Members with proxies are to table them prior to the resolution being considered at the meeting.
- 14.A** The assets and income of the Association shall be applied exclusively to the promotion of its purposes and objects and no portion shall be paid or distributed directly or indirectly to any or all of the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

15. WINDING UP

- (1) The Association shall be wound up in accordance with the provisions of the “Act” with consent of three-fourths of Delegates from Full Members present at a General Meeting of members called specially for that purpose.
- (2) If upon the winding-up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any assets or property whatsoever, the same shall not be paid or distributed to any member of the Association but shall be given or transferred to some organisation(s), fund(s) or institution(s) which:-
 - a) has objects similar to the objects of the Association;
 - b) prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under these rules;
 - c) has been approved by the Commissioner of Taxation under Section 78(1) (a) of the Income Tax Assessment Act 1986, and is listed on the Register of Cultural Organisations maintained under such Act.

16. CUSTODY OF RECORDS

- (1) Except as otherwise provided in these Rules, the Chairperson or the Public Officer /Treasurer shall keep and control all books, documents and securities of the Association which shall be available for inspection by members of the Association upon reasonable notice to the Chairperson or Public Officer.

17. FUNDS

- (1) The funds of the Association shall be derived from subscriptions, donations, Government grants, and such other sources as the General Meeting determines.

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18. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the presence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) the mediator must not determine the dispute.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.