



VISUAL ARTS & DESIGN
EDUCATORS ASSOCIATION

**VISUAL ARTS AND DESIGN EDUCATORS' ASSOCIATION
NEW SOUTH WALES, INCORPORATED**

CONSTITUTION

2016

OBJECTIVES

The Visual Arts Educators' Association of New South Wales seeks to promote the study and teaching of Visual Arts and related subjects of Visual Design, and Photography and Digital Media, and to provide professional support for those working in the area of visual arts and design education.

We will fulfil VADEA NSW's statement of purpose by:

- promoting interest in the Visual Arts and related subjects in schools and within the wider community;
- providing information and services to Visual Arts teachers and students;
- identifying and serving the needs of VADEA NSW's members to enable them to function optimally as professionals;
- actively representing Visual Arts teachers in all relevant forums.

1. PRELIMINARY

1.1 Definitions:

- "VADEA NSW" refers to the Visual Arts and Design Educators' Association of New South Wales Inc.;
- "ordinary member" means an ordinary member of the Association who is not an office-bearer of the association;
- "person" includes a corporation and an association or society (whether or not incorporated);
- "Executive" is the management committee of VADEA NSW, made up of elected Office Bearers and Executive Members;
- "Executive Member" is an elected member of the Executive with a role to be allocated by the Executive on a needs basis;
- "Executive meeting" is a meeting of Office Bearers and Executive Members, to be held a number of times during the year;
- "annual general meeting" is a meeting of all members of the association, to be held annually;
- "special general meeting" is a general meeting of all members of the Association other than an annual general meeting;
- "project officer" a member of VADEA NSW who takes on a non-voting role to assist the Members of the Executive.

2. MEMBERSHIP

2.1 Membership Application

2.1.1 A person may apply for membership of the Association by submitting a completed membership form and on payment of an annual membership fee, as determined by the Executive.

2.1.2 The Executive, on a two-thirds majority vote, may refuse admission of membership to any applicant.

2.1.3 Once an application is approved and fees paid, an applicant's name must be entered in the register of members and the applicant becomes a member of the association.

2.2 Categories of Membership

2.2.1 The Executive may establish different categories of membership of the Association and may determine to which category a member of the Association belongs.

2.2.2 Different categories of membership may pay different membership fees and have different membership privileges.

2.2.3 Institutional, publisher and other corporate members shall have the right to nominate one representative who shall possess the rights and privileges of ordinary members.

2.2.4 Undergraduate student members shall be eligible for student membership and be entitled to hold office in the Association and to vote at its meetings.

2.2.5 The Executive from time to time may award Honorary Membership of VADEA NSW and / or Life Membership of VADEA NSW.

a) Honorary Membership

The Executive may appoint a person who is not a Member of the Association but who has made an extraordinary contribution to the objects of the Association as an Honorary Member of the Association. An Honorary Member does not pay membership fees and is not entitled to vote unless they are a financial member of the Association.

b) Life Membership

A person who has been a Member of the Association for 7 or more years, has served on the Executive for 6 or more years and has contributed significantly through involvement in Visual Arts Education to the advancement of the discipline in NSW may be nominated for life membership by a financial member. Nominations seconded by two Members, should be made in writing to the Secretary with supporting documentation as identified in the members section of the VADEA Website. The process for application and closing date for Life Member submission is to be communicated to Association Members at least 6 weeks ahead of closing date for applications. A Life Member does not pay membership fees, registration to the Association's Conference and can vote on matters of the Association.

2.3 Annual Membership Fees

2.3.1 The amounts of all membership fees shall be fixed by the Executive.

2.3.2 The annual membership fees shall be payable to the VADEA NSW on the first day of January in each calendar year.

2.3.3 No member shall be eligible to vote or to hold office unless his or her annual dues are fully paid up at least one month (31 days) before the event at which they wish to exercise this privilege.

2.4 Cessation of Membership

2.4.1 A person ceases to be a member of the Association if the person:

- (a) Being a natural person, dies; or
- (b) Not being a natural person, is wound up or dissolved or, in the opinion of the committee, has ceased to exist; or
- (c) Resigns membership; or
- (d) Is expelled from the association; or
- (e) Fails to pay when due an annual subscription, and the Executive determines that the person's membership has ceased.

2.4.2 Notwithstanding Rule 2.4.1 (e), a member resigns by submitting written notice of their intention to resign to the Secretary or any Co-President.

2.5 Register of Members

The Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

2.6 Members' Liability

2.6.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the member in respect of the membership of the Association as required by Rule 2.3.2.

2.6.2 No ordinary member or Executive Member shall be liable for any claim whatsoever, monetary or otherwise in the event of any action against the Association. This includes claims by persons whether they are members or non-members.

2.7 Local Associations

2.7.1 VADEA NSW may choose to support local associations of Visual Arts educators formed to support and promote the teaching of Visual Arts and related subjects in their regions/districts.

2.7.2 Regardless of any financial support or advice provided, these associations will not be branches of VADEA NSW and VADEA NSW will not be responsible in any legal or financial sense for these associations.

2.7.3 Regardless of the name they may adopt, local associations are not entitled to represent themselves as acting for VADEA NSW or with general endorsement from VADEA NSW.

3. THE EXECUTIVE

3.1 Powers of the VADEA Executive

The Executive is the committee of management of the Association and – subject to the Associations Incorporation Act 2009, these rules and to any resolution passed by the Association in general meeting – is to control and manage the affairs of the association. The Executive has power to perform all such acts as appear to be desirable for the proper management of the affairs of the association.

VADEA Executive:

3.2.1 The Executive is to consist of:

- (a) The Office-Bearers of the association; and
- (b) Up to 3 Executive Members which may include immediate past Co-President(s).

3.2.2 The Office-Bearers of the Association are to be:

- (1) The Co-President – Professional Learning;
- (2) The Co-President – Membership, Advocacy and Special Projects;
- (3) The Treasurer;
- (4) The Secretary;
- (5) Director of Communications;
- (6) Director of Membership Services;
- (7) Director of Professional Learning.

3.2.3 The Office Bearers and Executive Members will report to the Co-President supporting their portfolio:

- a) Co-President Professional Learning –
 - i) Director of Professional Learning;
 - ii) Executive Member (portfolio to be advised, in discussion with the Executive Member and the Executive);
 - iii) Executive Member (portfolio to be advised, in discussion with the Executive Member and the Executive).
- b) Co-President Membership, Advocacy and Special Projects
 - i) Director of Membership Services;
 - ii) Director of Communications;
 - iii) Executive Member (portfolio to be advised, in discussion with the Executive Member and the Executive).

3.2.4 All members of the Executive, except for the immediate previous Co-Presidents, are to be elected at the annual general meeting.

3.2.5 At the annual general meeting up to two of the Office Bearers or Executive Members may nominate to be elected as Co-Presidents.

3.2.6 From time to time the Executive may vary the number and titles of executive offices, providing that the maximum number on the Executive, including non-office bearing Executive Members, does not exceed 10.

3.2.7 The number of Executive Members to be elected to the Executive each year, up to a maximum of 3 will be at the discretion of the Office Bearers who are elected to the Executive in that year.

3.2.8 Immediate previous Co-Presidents may have one year in a non-elected capacity on the Executive as an Executive Member.

3.2.9 From time to time, the Executive may co-opt ordinary members to assist the Executive. These co-opted members will not have voting rights on the Executive.

3.2.10 The executive will determine the filling of casual vacancies on the Executive.

3.2.11 An executive will hold office from the conclusion of one annual general meeting to the conclusion of the succeeding annual general meeting.

3.2.12 Duties of Office Bearers and Executive Members will be determined by the Executive and may vary from time to time.

3.3 Election of Executive Members

3.3.1 Nominations of candidates for election as office-bearers of the Association or as Executive Members of the Executive:

(a) Must be made in writing on the nomination form issued by the Executive, signed by 2 members of the Association and accompanied by the written consent of the candidate and

(b) Must be delivered to the VADEA NSW office at least 7 days before the date fixed for the holding of the annual general meeting.

3.3.2 If insufficient nominations are received to fill all positions prior to the annual general, further nominations may be received at the annual general meeting.

3.3.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

3.3.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held in a manner determined by the Executive.

3.3.5 Candidates for Co-President should not hold office for a period exceeding four years consecutively.

3.3.6 Other Office Bearers or Executive Members may not serve in the same position for a consecutive period exceeding three years.

3.4 Meetings and Quorum

3.4.1 The Executive must meet at least 4 times in each period of 12 months.

3.4.2 Oral or written notice of a meeting of the Executive must be given by the Co-Presidents to each member of the Executive at least 48 hours before the time appointed for the holding of the meeting. Notice of a meeting must include an agenda.

3.4.3 Any 6 members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned until the next designated meeting.

3.4.4 At a meeting of the Executive any Co-President may preside or, in their absence, any past Co-President is to preside.

3.5 Journal Editors

3.5.1 The Executive may appoint and dismiss from time to time an editorial committee of up to 4 persons, to be responsible to the Executive for producing the Association's journal.

3.5.2 The journal editors may or may not be members of the Executive. A journal editor who is not an Executive Member may attend Executive meetings and be accorded voting rights, at the discretion of the Executive.

3.6 Publisher

3.6.1 The Executive may appoint and dismiss from time to time a Publisher, to be responsible for liaising with the Association's printer, commissioning and project managing new titles, stock control, marketing, organising reprints and other aspects of managing VADEA NSW's publications.

3.6.2 The Publisher may or may not be member of the Executive. A Publisher who is not an Executive Member may attend Executive meetings and be accorded voting rights, at the discretion of the Executive.

3.7 Office Manager

3.7.1 The Executive may appoint and dismiss from time to time an Office Manager, to be responsible for managing VADEA NSW's office on behalf of the Executive. The Secretary will oversee the role and performance of the Office Manager.

3.7.2 The Office Manager may or may not be member of the Executive. An Office Manager who is not an Executive Member may attend Executive meetings but will not have voting rights.

3.8 Professional Officer

3.8.1 The Executive may appoint and dismiss from time to time a Professional Officer, to work full or part time for VADEA NSW.

3.8.2 The Professional Officer may or may not be member of the Executive. A Professional Officer who is not an Executive Member may attend Executive meetings and be accorded voting rights, at the discretion of the Executive.

3.8.3 If appointing a Professional Officer the Executive must approve;

- (1) a detailed job description,
- (2) an appropriate remuneration arrangement,
- (3) a set period of employment.

3.9 Project Officers

3.9.1 The following positions can be filled by volunteer members who wish to assist the Executive. These positions will not have voting rights on the Executive. These positions can work in a sub-committee structure and advise the Executive. These positions can be filled at the AGM through volunteer nominations and/or be invited to contribute. If there is more than one nomination for a Volunteer Project Officer a ballot will be held determined by the Executive.

Under direction of Co-President Professional Learning–

- a) K-6 Professional Learning Project Officer
- b) Accreditation Project Officer
- c) Mentoring and Grants Project Officer
- d) Conference / Event Project Officer
- e) Professional Development Regional Project Officer
- f) Professional Development Metropolitan Project Officer

Under direction of Co-President Membership, Advocacy and Special Projects -

- a) Promotions and Sponsors Project Officer
- b) Website Project Officer
- c) Design Project Officer
- d) Public Relations Project Officer
- e) Assistant Membership Project Officer
- f) Resources, Research and Publications Project Office

3.9.2 The Project Officer will be supported in their role by a Member of the Executive, who will facilitate occasional meetings and sharing of information about the different projects.

3.9.3 Reports on the Project can be presented to the Executive at an Executive Committee meeting by either;

- a) The Project Officer
- b) A Project Officer who is a representative of a Project Team
- c) The Member of the Executive supporting the project

3.9.4 Project Officers may work on different projects and with different Members of the Executive throughout the 12 month period.

4. ANNUAL GENERAL MEETINGS

4.1 Business of the Annual General Meeting

4.1.1 At least once in each calendar year and within the period of 6 months after the expiration of each financial year, the Association must convene an annual general meeting of its members.

4.1.2 The business of an annual general meeting is to include the following:

- (a) To confirm the minutes of the last preceding annual general meeting;
- (b) To receive from Co-Presidents and Office Bearers reports on the activities of the preceding year;
- (c) To receive and consider the audited annual accounts;
- (d) To elect office-bearers and Executive Members of the association;

(e) Announce Life and Honorary Memberships

4.1.3 Seven (7) members shall constitute a quorum at an annual general meeting.

4.2 Members' Notification and Nominations for the VADEA NSW Executive

4.2.1 At least 21 days' notice of the holding of the Annual General Meeting shall be given in writing to each Member of the Association. This notice shall specify the place, the date, the time of the opening of the Annual General Meeting and the nature of the business to be transacted.

4.2.2 Notice of the annual general meeting will be accompanied by a nomination form for Executive positions. Members' nominations shall be returned to the VADEA NSW office not less than 7 days before the date fixed for the Annual General Meeting.

5. SPECIAL GENERAL MEETINGS

5.1 The Executive may, whenever it thinks fit, convene a special general meeting of the association.

5.2 The Executive must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

5.3 All members must receive 21 days written notice of a special general meeting, with all details and material that will allow them to attend the meeting and be informed of the matters to be dealt with.

5.4 Seven (7) members shall constitute a quorum at a special general meeting. If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting:

(a) If convened on the requisition of members, is to be dissolved; and

(b) In any other case, may be reconvened by the Executive at a later date.

5.5 A special general meeting is to be presided over by any Co-President or their delegate.

5.6 Only questions that all members have had notification of may be decided at a special general meeting.

5.7 A resolution is passed if two thirds of those eligible to cast a vote at the special general meeting support the resolution.

6. FINANCIAL MANAGEMENT

6.1.1 The elected Treasurer is to be the public officer of the association.

6.1.2 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, sale of publications, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Executive determines.

6.1.3 All money received by the Association must be deposited as soon as practicable to the credit of the Association's bank account.

6.1.4 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

6.1.5 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive determines.

6.1.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive or employees of the association, being members or employees authorised to do so by the Executive.

6.1.7 The Association must maintain appropriate insurance.

6.1.8 Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

6.1.9 As a non-profit body, the assets and income of the Association shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to its members except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.

6.2 Annual Audit requirements

6.2.1 Financial records must be audited as at 31 December each year to comply with Federal Government Financial Questionnaire Reporting.

6.2.2 The Auditor must be a qualified and independent Accountant

6.2.3 The Annual Audit should be completed in time to be accepted by the first General Meeting of the New Year.

6.2.4 The Treasurer as public officer should prepare financial records in preparation for annual Audit Requirements.

7. MISCELLANEOUS

7.1 Dispute Resolution & Discipline of Members

7.1.1 The following rules and procedures apply to ordinary members, Office Bearers and Executive Members and to disputes between members and between members and the association.

7.1.2 In the first instance, any dispute should be notified to the Co-Presidents, who will attempt mediation. A second step will involve intervention by a senior Executive sub-committee made up of one or more Co-Presidents, one or more immediate past Co-Presidents, and Treasurer, any one of whom may be asked to step aside from the committee at the request of any of the parties involved in the dispute.

7.1.3 Where mediation fails, parties involved in a dispute will be asked to put their case to a full meeting of the Executive, which will adjudicate on the issue. A failure by either party to accept the Executive's adjudication may necessitate disciplinary procedures (rules 7.1.4 – 7.1.7).

7.1.4 Disciplinary procedures may be necessary where it becomes evident that a member:

(a) Has persistently refused or neglected to comply with a provision or provisions of these rules; or

(b) Has persistently and wilfully acted in a manner prejudicial to the interests of the association; or

(c) Has rejected all reasonable attempts to resolve a dispute.

7.1.5 The Executive must cause notice of the complaint to be served on the member concerned and must give the member at least 14 days within which to make submissions to the Executive in connection with the complaint.

7.1.6 The Executive may then proceed to expel or suspend the member from the Executive and/or the Association, a decision which must be carried by a two thirds majority of the Executive.

7.1.7 An expelled or suspended member must be notified of this decision within 7 days and be given a further 7 days to lodge an appeal. This appeal will be considered at the next Executive meeting. If the appeal is rejected, the expulsion or suspension will take effect.

7.2 Voting and Proxies at all Meetings

7.2.1 One member is entitled to one vote. All decisions will be taken on a show of hands and be carried on a simple majority of those at the relevant meeting except for those dealt with in the following rule.

7.2.2 Any decision to decline an application for membership, exclude a member or support a special resolution to alter the constitution must be carried by a two thirds majority of those at the relevant meeting.

7.2.3 Any Co-President will chair all meetings. In their absence, a past Co-President may chair a meeting. Where a simple majority is required for a decision, the chairperson of a meeting may exercise a second or casting vote to break a deadlock.

7.2.4 Any member is entitled to appoint another member as a proxy. The chair of the meeting for which the proxy is to be exercised must receive notification of the proxy 48 hours before the meeting is to take place. (See Appendix 1)

7.2.5 No member may hold more than five proxies.

7.2.6 Proxy votes may not be counted towards a meeting quorum.

7.3 Alteration of the Constitution

7.3.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

7.3.2 All Members must receive written notification of a proposed amendment by special resolution. A vote thereon shall be taken at a special general meeting, or at the ensuing annual general meeting.

7.3.3 A resolution is passed if there is two thirds of those eligible to cast a vote at the special general meeting or annual general meeting support the resolution.

7.4 Dissolution

7.4.1 The Association may be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up or dissolved at a special general meeting of the Association called for this purpose.

7.4.2 A special resolution requires that not less than two-thirds of the members attending the meeting, being entitled so to do, vote in person at a special general meeting of which not less than twenty-one (21) days written notice specifying intention to propose the resolution, as a special resolution, is given in accordance with the rules.

7.4.3 If upon winding up or dissolution of the Association after the satisfaction of all its debts and liabilities, any monies or property whatsoever remaining shall NOT be paid or distributed among the registered members but shall be given or transferred to some other body or Association having objectives similar to those of the association, or shall be paid to the credit of a selected charitable institution, determined by a two-thirds majority of the registered members of the Association and subject to the provisions of the New South Wales Incorporation (Amendment) Act, 1985, No. 75.