

Constitution of Perth Artifactory Inc

December 2, 2022

Contents

PART 1 PRELIMINARY

1	Definitions	3
2	Purpose/Objects	5
3	Financial year	6

PART 2 ASSOCIATION TO BE NOT FOR PROFIT BODY

4	Not for Profit Body	6
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PART 3 MEMBERS

Division 1 — Membership 6

5	Applying for Membership	6
6	Dealing with Membership Applications	7
7	Becoming a member	7
8	Classes of membership	7
9	When Membership Ceases	8
10	Resignation	8
11	Rights not Transferable	8

Division 2 — Membership fees 9

12	Membership fees	9
----	---------------------------	---

Division 3 — Register of members 9

13	Register of members	9
----	-------------------------------	---

PART 4 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used 10

14	Term Used: Member	10
----	-----------------------------	----

Division 2 — Disciplinary action 10

15	Emergency Temporary Suspension	10
----	--	----

16	Suspension or expulsion	11
17	Consequences of suspension	12
Division 3 — Resolving disputes		13
18	Terms Used	13
19	Application of Division	13
20	Parties to attempt to resolve dispute	13
21	How grievance procedure is started	13
22	Determination of dispute by committee	14
Division 4 — Mediation		15
23	Application of division Appointment of mediator ^{proofing}	15
24	Appointment of mediator	15
25	Mediation process	16
26	If mediation results in decision to suspend or expel being revoked	16

- A. The name of the Association is: Perth Artifactory Inc.
- B. The objects of the Association are:
- promote the creative use of technology;
 - establish, maintain, and equip a shared work space for its members;
 - provide work space, storage, and other resources for the creative and artistic use of technology;
 - foster a collaborative, inclusive, safe, and creative environment for artistic and technological projects;
 - educate and train its members in skills relevant to its objects;
 - organise educational, social and cultural events to promote the creative use of technology;
 - raise funds to support its other objects;
 - communicate and collaborate with others with similar objectives.
- C. Any 20% of the ordinary members (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- D. Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.
- E. The Association's financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

Part 1 - PRELIMINARY

1 Definitions

In these rules, unless the contrary intention appears —

- **Act** means the Associations Incorporation Act 2015;
- **associate** member means a member with the rights referred to in rule 8.4;
- **Association** means the incorporated association to which these rules apply;
- **books** of the Association, includes the following —
 1. a register;
 2. financial records, financial statements or financial reports, however compiled, recorded or stored;
 3. a document;

4. any other record of information;
- **by laws** means by-laws made by the Association under rule ??;
 - **chairperson / chair** means the Committee member holding office as the chairperson of the Association;
 - **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;
 - **committee** means the management committee of the Association;
 - **committee meeting** means a meeting of the committee;
 - **committee member** means a member of the committee;
 - **executive committee** means the office bearers of the Association;
 - **financial records** includes —
 1. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 2. documents of prime entry; and
 3. working papers and other documents needed to explain —
 4. the methods by which financial statements are prepared; and
 5. adjustments to be made in preparing financial statements;
 - **financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;
 - **financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;
 - **financial year** of the Association, has the meaning given in rule 3;
 - **general meeting** of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;
 - **member** means a person who is an ordinary member or an associate member of the Association;
 - **ordinary committee member** means a committee member who is not an office holder of the Association under [rule 28.1](#);
 - **officer bearer** – refers to the Chairperson, Treasurer, Secretary, Vice Chairperson
 - **ordinary member** means a member with the rights referred to in rule 8.3;
 - **register of members** means the register of members referred to in section 53 of the Act;

- **rules** means these rules of the Association, as in force for the time being;
- **secretary** means the committee member holding office as the secretary of the Association;
- **special general meeting (SGM)** means a general meeting of the Association other than the annual general meeting;
- **special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;
- **subcommittee** means a subcommittee appointed by the committee under rule 49.1.a ;
- **tier 1 association** means an incorporated association to which section 64(1) of the Act applies;
- **tier 2 association** means an incorporated association to which section 64(2) of the Act applies;
- **tier 3 association** means an incorporated association to which section 64(3) of the Act applies;
- **treasurer** means the committee member holding office as the treasurer of the Association.

2 Purpose/Objects

The Purpose of the Association is to encourage and facilitate creative use of technology. The objects of the Association are to:

- 2.1. promote the creative use of technology;
- 2.2. establish, maintain, and equip a shared work space for its members;
- 2.3. provide work space, storage, and other resources for the creative and artistic use of technology;
- 2.4. foster a collaborative, inclusive, safe, and creative environment for artistic and technological projects;
- 2.5. educate and train its members in skills relevant to its objects;
- 2.6. organise educational, social and cultural events to promote the creative use of technology;
- 2.7. raise funds to support its other objects;
- 2.8. communicate and collaborate with others with similar objectives.

3 Financial year

The Association's financial year will be the period of 12 months commencing on 1st July and ending on the 30th June each year.

Part 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

4 Not for Profit Body

- 4.1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 4.2. A payment may be made to a member out of the funds of the Association only if it is authorised under rule 4.3
- 4.3. A payment to a member out of the funds of the Association is authorised if it is —
 - 4.3.a. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - 4.3.b. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - 4.3.c. the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - 4.3.d. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Part 3 - MEMBERS

Division 1 - Membership

5 Applying for Membership

- 5.1. Any person who is at least 18 years of age and supports the objects or purposes of the Association is eligible to apply to become a member.
- 5.2. A person who wishes to become a member of the Association must submit an application to the Committee.
- 5.3. The applicant must specify in the application the class of membership.

6 Dealing with Membership Applications

- 6.1. The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- 6.2. The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 6.3. The committee must not accept an application unless the applicant —
 - 6.3.a. is eligible under rule 5.1; and
 - 6.3.b. has applied under rule 5.2.
- 6.4. The committee must notify the applicant of the committee's decision to reject an application as soon as practicable after making the decision.
- 6.5. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

7 Becoming a member

- 7.1. An applicant for membership of the Association becomes a member when —
 - 7.1.a. the applicant pays any membership fees payable to the Association under rule 12.4; and
 - 7.1.b. the committee accepts the application at a committee meeting or as stated in the by-laws.

8 Classes of membership

- 8.1. The Committee may make multiple classes of ordinary membership and associate membership and may make individual arrangements for membership.
- 8.2. A person or entity can only hold one class of membership.
- 8.3. An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- 8.4. An associate member has the rights referred to in rule 8.3 —
 - 8.4.a. other than full voting rights;
 - 8.4.b. and rights restricted under a particular class of associate membership.

- 8.5. The Committee may limit the number of members of any class of membership and associate membership.
- 8.6. If a particular class of membership is in use, the Association does not have the right except at a General Meeting to change a class of membership to an Associate Class or vice versa.

9 When Membership Ceases

- 9.1. A person ceases to be a member when any of the following takes place —
 - 9.1.a. for a member who is an individual, the individual dies;
 - 9.1.b. the person resigns from the Association under rule 10;
 - 9.1.c. the person is expelled from the Association under rule 16;
 - 9.1.d. the person ceases to be a member under rule 12.5
- 9.2. The Association must keep a record, for at least one year after a person ceases to be a member, of —
 - 9.2.a. the date on which the person ceased to be a member; and
 - 9.2.b. the reason why the person ceased to be a member.

10 Resignation

- 10.1. A member may resign from membership of the Association by giving written notice of the resignation to the Secretary or other methods described in the by-laws.
- 10.2. The resignation takes effect —
 - 10.2.a. when the Secretary receives the notice; or
 - 10.2.b. if a later time is stated in the notice, at that later time; or
 - 10.2.c. when described in the by-laws.
- 10.3. A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- 10.4. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

11 Rights not Transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 - Membership fees

12 Membership fees

- 12.1. The committee must determine the entrance fee (if any) and the period of the membership fee (if any) to be paid for membership of the Association.
- 12.2. The membership fee and payment schedule will be fixed by the Management Committee, subject to review by the members at a general meeting.
- 12.3. All members must pay the membership fees on the schedule set by the Management Committee.
- 12.4. A member must pay the membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the due date) determined by the committee.
- 12.5. If a member has not paid the membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- 12.6. If a person who has ceased to be a member under rule 12.5 offers to pay the appropriate membership fee relevant to their membership level after the period referred to in that rule has expired —
 - 12.6.a. the committee may, at its discretion, accept that payment; and
 - 12.6.b. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 - Register of members

13 Register of members

- 13.1. The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 13.2. In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
- 13.3. The register of members must be kept at place determined by the committee.
- 13.4. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- 13.5. If —

- 13.5.a. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- 13.5.b. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

Part 4 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 - Term used

14 Term Used: Member

In this Part (Pt 4) — member in relation to a member who is expelled from the Association, includes former member.

Division 2 - Disciplinary action

15 Emergency Temporary Suspension

- 15.1. In the event that the actions of a member pose an imminent risk to the Objects of the Association as defined by this Constitution any two members of the Management Committee may temporarily modify member rights.
- 15.2. An emergency temporary suspension cannot be used to
 - 15.2.a. modify the rights of a member in a way that prevents them from exercising their voting rights as defined by this Constitution.
 - 15.2.b. modify the rights of a member of the Management Committee in a way that prevents them from exercising their ability to vote as a member of the Management Committee.
- 15.3. **Notice of Emergency Temporary Suspension** An initial notice must be provided verbally or in writing by an instigating Management Committee member. A written notice must be delivered to the suspended member and all members of the committee within 3 days and include -
 - 15.3.a. The rights being restricted

15.3.b. The reason for the Emergency Temporary Suspension

15.3.c. A summary of this section of the Constitution

15.3.d. Any applicable rights or methods of appeal available to the member

15.3.e. A link to, or a copy of, this Constitution as a whole

15.4. **Length of Emergency Temporary Suspension** An Emergency Temporary Suspension under this section must not exceed 31 days from the date of initial notification.

15.5. Upholding and withdrawing an emergency temporary suspension

15.5.a. An emergency temporary suspension must be reviewed and can be modified, withdrawn or upheld at every subsequent meeting of the management committee where allowable under this constitution.

15.5.b. Any two members of the Management Committee may choose to withdraw or modified an emergency temporary suspension unless that emergency temporary suspension has been upheld by a meeting of the Management Committee. Any changes can be delivered verbally but must also be sent via written notice within 3 days.

15.6. Appealing an Emergency Temporary Suspension

15.6.a. A member subject to a emergency temporary suspension defined by this section may opt to provide a written appeal of reasonable length to the Secretary. The Management Committee must consider this appeal when considering the suspension.

16 Suspension or expulsion

16.1. The committee may decide to suspend a member's membership or to expel a member from the Association if —

16.1.a. the member contravenes any of these rules; or

16.1.b. the member acts detrimentally to the interests of the Association.

16.2. The secretary must give the member written notice of the suspension or proposed expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.

16.3. The notice given to the member must state —

16.3.a. when and where the committee meeting is to be held; and

- 16.3.b. the grounds on which the proposed suspension or expulsion is based;
and
 - 16.3.c. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- 16.4. At the committee meeting, the committee must —
- 16.4.a. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
and
 - 16.4.b. give due consideration to any submissions so made; and
 - 16.4.c. decide —
 - 16.4.c.i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - 16.4.c.ii. whether or not to expel the member from the Association.
- 16.5. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 16.6. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- 16.7. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under rule 16.6, give written notice to the secretary requesting the appointment of a mediator under rule 24.
- 16.8. If notice is given under rule 16.7, the member who gives the notice and the committee are the parties to the mediation.

17 Consequences of suspension

- 17.1. During the period a member's membership is suspended, the member —
- 17.1.a. loses any rights (including voting rights) arising as a result of membership; and
 - 17.1.b. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 17.2. When a member's membership is suspended, the secretary must record in the register of members —

- 17.2.a. that the member's membership is suspended; and
- 17.2.b. the date on which the suspension takes effect; and
- 17.2.c. the period of the suspension.

17.3. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 - Resolving disputes

18 Terms Used

In this Division —

grievance procedure means the procedures set out in this Division;
party to a dispute includes a person -

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- a) who is a party to the dispute;
- b) and who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

19 Application of Division

The procedure set out in this Division (Pt 4, Div 3) (the grievance procedure) applies to disputes —

- 19.1. between members; or
- 19.2. between one or more members and the Association.

20 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

21 How grievance procedure is started

21.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —

- 21.1.a. the parties to the dispute; and
- 21.1.b. the matters that are the subject of the dispute.

21.2. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

21.3. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

21.4. The notice given to each party to the dispute must state —

21.4.a. when and where the committee meeting is to be held; and

21.4.b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

21.5. If —

21.5.a. the dispute is between one or more members and the Association; and

21.5.b. any party to the dispute gives written notice to the secretary stating that the party —

21.5.b.i. does not agree to the dispute being determined by the committee; and

21.5.b.ii. requests the appointment of a mediator under rule 24,

21.5.c. the committee must not determine the dispute.

22 Determination of dispute by committee

22.1. At the committee meeting at which a dispute is to be considered and determined, the committee must —

22.1.a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and

22.1.b. give due consideration to any submissions so made; and

22.1.c. determine the dispute.

22.2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

22.3. A party to the dispute may, within 14 days after receiving notice of the committee's determination under rule ~~22.1.c~~^{22.1.b^{proofing}}, give written notice to the secretary requesting the appointment of a mediator under rule 24.

22.4. If notice is given under rule 22.3, each party to the dispute is a party to the mediation.

Division 4 - Mediation

23 ~~Application of division~~Appointment of mediator^{proofing}

23.1. This Division (Pt 4, Div 4) applies if written notice has been given to the secretary requesting the appointment of a mediator —

23.1.a. by a member under rule ~~16.7~~16.6^{proofing}; or

23.1.b. by a party to a dispute under rule ~~21.5.b.ii~~21.5.b.i^{proofing} or 22.3.

23.2. If this Division (Pt 4, Div 4) applies, a mediator must be chosen or appointed under rule 24.

24 Appointment of mediator

24.1. ~~Rule 22 applies if written notice has been given to the secretary requesting the appointment of a mediator —~~

24.1.a. ~~by a member under rule 16.6; or~~

24.1.b. ~~by a party to a dispute under rule 21.5.b.ii~~21.5.b.i^{proofing} or 22.3.

24.2. The mediator must be a person chosen —

24.2.a. if the appointment of a mediator was requested by a member under rule 16.6 — by agreement between the Member and the committee; or

24.2.b. if the appointment of a mediator was requested by a party to a dispute under rule ~~21.5.b.ii~~21.5.b.i^{proofing} or 22.3 — by agreement between the parties to the dispute.

24.3. If there is no agreement for the purposes of rule 24.2.a or 24.2.b, then, subject to rules 24.4 and 24.5 the committee must appoint the mediator.

24.4. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

24.4.a. a member under rule 16.6; or

24.4.b. a party to a dispute under rule ~~21.5.b.ii~~21.5.b.i^{proofing}; or

24.4.c. a party to a dispute under rule 22.3 and the dispute is between one or more members and the Association.

24.5. The person appointed as mediator by the committee may be a member or former member of the Association but must not —

24.5.a. have a personal interest in the matter that is the subject of the mediation; or

24.5.b. be biased in favour of or against any party to the mediation.

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25 Mediation process

- 25.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 25.2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 25.3. In conducting the mediation, the mediator must —
 - 25.3.a. give each party to the mediation every opportunity to be heard; and
 - 25.3.b. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - 25.3.c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 25.4. The mediator cannot determine the matter that is the subject of the mediation.
- 25.5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 25.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

26 If mediation results in decision to suspend or expel being revoked

- 26.1. If —
 - 26.1.a. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 16.6; and
 - 26.1.b. as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- 26.2. that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.