

Keppel Coast Arts Council Incorporated

Special Resolution at AGM 13 November 2022

That the Keppel Coast Arts Council Inc Constitution be amended (as described below, with green shading being wording to be removed and yellow shading being wording to be added) to reflect updated law, model rules, current operating practices and where possible, simplified language and consistency.

Rule 2 Definitions	Rule 2 Definitions – Proposed Addition
	4. Written and signed to be taken to mean all currently accepted forms including electronic signatures and electronic forms of communication.
Reason – this will enable all existing mention of notices etc being in writing and documents being signed to encompass currently accepted forms of these activities.	

Rule 5 Powers (current)	Rule 5 Powers (proposed)
8) To co-operate with institutions which may be deemed capable of assisting in the facilitating the fulfilment of the objects of the association	8) To co-operate with institutions which may be deemed capable of assisting in the facilitating the facilitation of the fulfilment of the objects of the Association
Reason for Change: Correction of grammar for language flow.	
10) To network with other Arts Councils through Queensland to develop arts activity on a regional basis.	10) To network with other Arts Councils organisations throughout Queensland to develop arts activity on a regional basis.
Reason for Change: Amended to broaden the ability to network with Arts groups beyond those that are Arts Councils.	

Rule 7 Automatic Membership (current)	Rule 7 Automatic Membership (removal proposed)
A person who, on the day the association is incorporated, was a member of the unincorporated association and whom, on or before a day fixed by the management committee, agrees in writing to become a members of the incorporated association, must be admitted by the management committee – <ul style="list-style-type: none"> a) To the equivalent class of membership of the association as the member held in the unincorporated association or b) If there is no equivalent class of membership – as an ordinary member. 	
Reason for Change: As KCAC has been operating for over 20 years, this rule for initial incorporation is no longer required. Endorsement of this amendment will endorse consequential renumbering.	

Rule 9 Membership Fees (current)	Rule 9 Membership Fees (proposed)
1) The membership fees for each class of membership shall be such sum as the members shall from time to time at a general meeting so determine.	1) The membership fees for each class of membership shall be such sum as the members Management Committee shall from time to time at a general meeting so determine.
Reason for Change: Setting of membership fees are part of the 'general control and management of the administration of the Association' which is the role of the Management Committee.	

Rule 13 Register of Members (current)	Rule 13 Register of Members (proposed)
1) The Management Committee must keep a register of members of the Association. 2) The register must include the following particulars for each member – a) The full name of the member; b) The postal or residential address of the member	1) The Management Committee must keep a register of members of the Association. 2) The register must include the following particulars for each member – a) The full name of the member; b) The email , postal or residential address of the member
Reason for Change: Inclusion of contact address most utilised for communication with members.	

Rule 16 Appointment or Election of Secretary (current)	Rule 16 Appointment or Election of Secretary (proposed)
1) The secretary must be an individual residing in Queensland or in another state but not more than 65k from the Queensland border, who is	1) The secretary must be an adult individual residing in Queensland or in another state but not more than 65k from the Queensland border, who is
2) If the Association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within on months after incorporation.	2) If the Association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within on months after incorporation.
Reason for Change: Specification of requirement for Secretary to be an Adult as per changes to the model rules. As KCAC has been operating for over 20 years, this rule for initial incorporation is no longer required. Endorsement of this amendment will endorse consequential renumbering.	

Rule 20 Electing the Management Committee (current)	Rule 20 Electing the Management Committee (proposed)
3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.	3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting on the website or other regular communication portal of the association for at least 7 days

	immediately preceding the annual general meeting.
Reason for Change: As KCA does not have an exclusive area for meetings, the KCA Website is used as the central point of communication and information, as is a facebook page and a e-newsletter.	
Rule 27 Minutes of Management Committee Meetings (current)	Rule 27 Minutes of Management Committee Meetings (proposed)
1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.	1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book, recorded in the minutes which must be stored electronically and secured appropriately.
Reason for Change: Amended to recognised that minutes are now stored, secured and distributed electronically.	

Rule 30 Resolutions of Management Committee without Meeting (current)	Rule 30 Resolutions of Management Committee without Meeting (proposed)
1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held. 2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.	1) A written resolution signed by each member a majority of the Management Committee or circulated by email and endorsed by email by a majority of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held. 2) A resolution mentioned in sub-rule (1) may consist of several documents or emails in like form, each signed or endorsed by email by 1 or more members of the committee.
Reason for Change: The rule has been amended to include currently acceptable electronic forms of written communication.	

Rule 31 First Annual General Meeting (current)	Rule First Annual General Meeting (removal proposed)
The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.	
Reason for Change: As KCAC has been operating for over 20 years, this rule for initial incorporation is no longer required. Endorsement of this amendment will endorse consequential renumbering.	

Rule 32 Subsequent Annual General Meetings (current)	Rule 32 Subsequent Annual General Meetings (proposed)
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Each subsequent Annual General Meeting must be held –	Each subsequent Annual General Meeting must be held –
Reason for Change: As KCAC has been operating for over 20 years, this rule for initial incorporation is no longer required. Endorsement of this amendment will endorse consequential renumbering.	
Rule 42 Minutes of General Meeting (current)	Rule 42 Minutes of General Meeting (proposed)
<ol style="list-style-type: none"> 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book. 3) If asked by a member of the Association, the Secretary must, within 28 days after the request is made – <ol style="list-style-type: none"> a) Make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place, and 	<ol style="list-style-type: none"> 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book- recorded in the minutes which must be stored electronically and secured appropriately. 3) If asked by a member of the Association, the Secretary must, within 28 days after the request is made – <ol style="list-style-type: none"> a) Make the minute book a copy of the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place, and
Reason for Change: Amended to recognised that minutes are now stored, secured and distributed electronically.	

Rule 43 By-Laws (current)	Rule By-Laws and Policies (proposed)
<ol style="list-style-type: none"> 1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association. 2) A by-law may be set aside by a vote of members at a general meeting of the Association. 	<ol style="list-style-type: none"> 1) The Management Committee may make, amend or repeal by-laws and policies, not inconsistent with these rules, for the internal management of the Association. 2) A by-law or policy may be set aside by a vote of members of the Management Committee or at a general meeting of the Association as appropriate.
Reason for Change: Amended to reflect contemporary language and need to have internal policies to manage the Association.	

Rule 44 Alteration of Rules (current)	Rule 44 Alteration of Rules (proposed)
<ol style="list-style-type: none"> 1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting. 	<ol style="list-style-type: none"> 1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried by a 75% majority of eligible members present (or by proxy) at a general meeting.
Reason for Change: Amended to make explicit the requirement for a 75% majority of members attending a general meeting for a special resolution to be carried.	

Rule 45 Common Seal (current)	Rule 45 Common Seal (proposed)
<p>1) The Management Committee must ensure the Association has a common seal.</p> <p>2) The common seal must be –</p> <p>a) Kept securely by the Management Committee; and</p> <p>b) Used only under the authority of the Management Committee.</p> <p>3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by –</p> <p>c) The secretary; or</p> <p>d) Another member of the Management Committee; or</p> <p>e) Someone authorised by the Management Committee.</p>	<p>1) The Management Committee must ensure the Association has a common seal.</p> <p>2) The common seal must be –</p> <p>f) Kept securely by the Management Committee; and</p> <p>g) Used only under the authority of the Management Committee.</p> <p>3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by –</p> <p>h) The secretary; or</p> <p>i) Another member of the Management Committee; or</p> <p>j) Someone authorised by the Management Committee.</p> <p>1. The Association will no longer have a Common Seal. All instruments where a Common Seal would have been affixed in the past shall be signed by a member of the Management Committee and shall be countersigned by the Secretary, or by some other person appointed by the Management Committee for the purpose.</p>
<p>Reason for Change: Changes to the Act no longer require Associations to use a Common Seal. Where they choose not to, this needs to be reflected in their Constitution as per this amendment.</p>	

Rule 46 Funds and Accounts (current)	Rule 46 Funds and Accounts (proposed)
<p>4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.</p> <p>5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following.</p> <ol style="list-style-type: none"> The president The secretary The treasurer; Any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issues by the association. <p>6) However, one of the persons who sign the cheque must be the president, the secretary or the treasurer.</p> <p>7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable</p> <p>8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.</p> <p>9) All expenditure must be approved or ratified at a Management Committee meeting.</p>	<p>4) All payments by the Association of \$100 or more must be made by cheque Debit Card or electronic funds transfer.</p> <p>5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following.</p> <ol style="list-style-type: none"> The president The secretary The treasurer; Any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issues by the association. <p>6) However, one of the persons who sign the cheque must be the president, the secretary or the treasurer.</p> <p>7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable</p> <p>8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.</p> <p>5) All expenditure must be approved or ratified at a Management Committee meeting.</p>
<p>Reason for Change: Updated to reflect modern financial practices and governance.</p>	

Rule 49 Documents (current)	Rule 49 Documents (proposed)
<p>The Management Committee must ensure the safe custody of books, documents, instrument of title and securities of the Association.</p>	<p>The Management Committee must ensure the safe custody and secure electronic storage of books, documents, instruments of title and securities of the Association.</p>
<p>Reason for Change: Amended to recognise electronic storage of Association information is now normal practice.</p>	