



# **SMSA**

# **Sydney Mechanics School of Arts**

# **The By-laws**

Approved in Special General Meeting on 3 December 2025

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## **PART 1—PREAMBLE**

The primary legislation is the Sydney Mechanics' School of Arts Incorporation Act of 1886 (herein after referred to as "the Act"). There are two later amendment Acts, 1926 and 1940; the 1926 amendment was subsequently repealed. The Act can be accessed through the SMSA's website. Importantly, the Board has the authority to make By-laws under section 9. These By-laws form a significant part of the governance processes for the Sydney Mechanics' School of Arts. The Act uses the term "the Committee," which is now referred to as the Board. It sets out in broad terms the role, powers and some of the processes to which the Board must adhere. In other respects, these By-laws provide more detail of both policies and processes that the membership has adopted.

The provisions of the Interpretation Act 1987 apply to and in respect of these By-laws in the same manner as those provisions would so apply if these By-laws were an instrument made under the Act.

Where the Act and By-laws of the Sydney Mechanics' School of Arts are silent on any point reference shall be made to the Model Rules for Associations incorporated under the Associations Incorporation Act, 2009 (New South Wales).

These By-laws can only be amended by a vote at a Special General Meeting in accordance with S.9. Amendments are usually made to reflect changing circumstances or to improve clarity in interpretation and application.

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## **1. Definitions**

In these By-laws:

- (a) “CEO” means the chief executive officer of the Sydney Mechanics’ School of Arts (or similar position, howsoever named) who is appointed by the Directors.
- (b) The Committee referred to in the Sydney Mechanics’ School of Arts Incorporation Act 1886 shall be referred to as “the Board” and the Committee-men as “the Directors”.
- (c) “Library” means the Sydney Mechanics’ School of Arts Library which, as at the date of this By-law, is located on Level 2 of 280 Pitt Street, Sydney NSW 2000.
- (d) “Property” means any real property owned by the Sydney Mechanics’ School of Arts.
- (e) “Special General Meeting” means a General Meeting of the Sydney Mechanics’ School of Arts other than an Annual General Meeting.
- (f) “The Act” means the Sydney Mechanics’ School of Arts Incorporation Act 1886 as amended.

## **Part 2 — Membership**

### **2. Membership Qualifications**

- 2.1 The Sydney Mechanics’ School of Arts shall consist of all persons who shall from time to time be admitted as members, and who comply with the By-laws for the time being of the Sydney Mechanics’ School of Arts and such amended and new By-laws and as may be approved.
- 2.2 A person is qualified to be a member of the Sydney Mechanics’ School of Arts if the person is a natural person:
  - (a) who has applied for membership of the Sydney Mechanics’ School of Arts as provided by By-law 3; and
  - (b) who has been approved for membership of the Sydney Mechanics’ School of Arts by the Board.
- 2.3 If a member becomes an employee of the school, their membership shall be suspended during their employment and their membership will automatically resume when he/she ceases employment. Time employed shall be included when calculating membership duration.

### **3. Types of Membership**

- 3.1 Ordinary Members—any person wishing to become a member shall make application to the CEO in such form as the Board may from time to time prescribe and shall accompany such application with the prescribed subscription. The acceptance or rejection of an application for membership shall be the responsibility of the Board, which shall not be bound to give reasons for its decisions. The Board may delegate its power for determining membership applications in accordance with By-law 18. Ordinary members may vote at General Meetings in accordance with By-law 28 and stand for election in accordance with By-law 14.314.
- 3.2 Honorary Member—any person who has rendered exceptional service to the community in ways consistent with the broader objectives of the Sydney Mechanics’ School of Arts, or who is eminent for their attainments in history, literature, science, or art may, upon the recommendation of the Board, be elected for any period as an Honorary Member at any General Meeting of the members. Honorary Members shall not be entitled to vote or to stand for election.
- 3.3 Life Members—any member who has rendered exceptional service to the Sydney Mechanics’ School of Arts may, upon the recommendation of the Board, be elected as a Life Member at any General Meeting of the members. Life Members will not be required to pay any further annual fees or subscriptions. They shall be entitled to vote and to stand for election.

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- 3.4 Student Members — Any person wishing to become a Student Member shall make application to the CEO in such form as the Board may from time to time prescribe and shall accompany such application with the prescribed subscription. The acceptance or rejection of an application for membership shall be the responsibility of the Board, which shall not be bound to give reasons for its decisions. The Board may delegate its power for determining membership applications in accordance with By-law 18. Student Members may not vote or stand for election. A current student ID card must be produced on applying for, or renewing, membership.
- 3.5 Perpetual Members — any ordinary members who have paid a subscription such that no further annual subscriptions need to be paid.
- 3.6 The Board may create additional categories of membership.

#### **4. Cessation of Membership**

A person shall cease to be a member of the Sydney Mechanics' School of Arts if the person:

- (a) dies;
- (b) resigns that membership;
- (c) fails to renew their membership within one month of it falling due for renewal (see By-law 8); or
- (d) has their membership cancelled by the Board of the Sydney Mechanics' School of Arts.

#### **5. Membership Entitlements**

A right, privilege or obligation which a person has by reason of being a member of the Sydney Mechanics' School of Arts may not be transferred or transmitted to another person and terminates on cessation of the person's membership.

#### **6. Resignation of Membership**

- 6.1 A member of the Sydney Mechanics' School of Arts who has paid all amounts payable may resign their membership in writing to the CEO.
- 6.2 If a member of the Sydney Mechanics' School of Arts ceases to be a member under this By-law, and in every other case where a member ceases to hold membership, the CEO must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. Register of Members**

The CEO of the Sydney Mechanics' School of Arts must establish and maintain a register of members of the Sydney Mechanics' School of Arts specifying the full name, and residential address, email address (where available) and telephone number of each person who is a member of the Sydney Mechanics' School of Arts together with the date on which the person became a member.

#### **8. Fees and Subscriptions**

- 8.1 The rates of subscription payable by members shall be as determined by the Board. At least one month's notice of any proposed change in subscription shall be given to members.
- 8.2 The membership year is from 1st January to 31st December (i.e. a calendar year) and membership subscriptions are due by 31st December of the previous year.
- 8.3 Every member, on paying their subscription, shall receive a receipt. Members must produce evidence of their membership identity if required by the CEO or other officers of the Board.
- 8.4 In determining the rates of subscription, the Board may also (in its absolute discretion):

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- (a) set different rates for the different classes of member;
  - (b) reduce or waive the fees payable; and
  - (c) enter into payment plans for the payment of a subscription.

## **9. Members' Liabilities**

The liability of a member of the Sydney Mechanics' School of Arts to contribute towards the payment of the debts and liabilities of the Sydney Mechanics' School of Arts or the costs, charges and expenses of the winding up of the Sydney Mechanics' School of Arts is limited to the amount, if any, unpaid by the member in respect of membership of the Sydney Mechanics' School of Arts as required by By-law 8.

## **10. Conduct of Members**

10.1 Members will behave with due decorum and in consideration of other people whilst engaged in activities run by the Sydney Mechanics' School of Arts or in premises operated by the Sydney Mechanics' School of Arts. Staff of the Sydney Mechanics' School of Arts or Board members may request any member who acts or speaks in a manner contrary to the spirit of this By-law to remove themselves from the premises.

10.2 The Library may not be used for purposes not authorised by the Board.

## **11. Complaints Against Members**

11.1 A complaint, which must be in writing, may be made to the CEO by any person, that a member:

- (a) has persistently refused or neglected to comply with a provision or provisions of these By-laws; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Sydney Mechanics' School of Arts.

11.2 On receiving such a complaint, the CEO will refer the matter to the Board. The CEO :

- (a) will cause notice of the complaint to be served on the member concerned; and
- (b) will give the member at least 7 days from the time the notice is deemed to be served to make submissions to the CEO in connection with the complaint; and
- (c) may make recommendations to the Board.

11.3 The Board will then take into consideration any submissions made by the member in connection with the complaint, and the recommendations of the CEO (if any) in determining the complaint.

11.4 The Board may, by resolution, suspend a member or cancel their membership of the Sydney Mechanics' School of Arts if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been substantiated.

11.5 If the Board suspends a member or cancels their membership, the CEO must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under By-law 12.

11.6 The suspension or cancellation of membership shall not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

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- (b) if within that period the member exercises the right of appeal, unless and until the Sydney Mechanics' School of Arts confirms the resolution under By-law 12.4,

whichever is the later.

## **12. Right of Appeal of Disciplined Member**

- 12.1 A member may appeal a resolution of the Board under By-law 11, within 7 days after notice of the resolution is served on the member, by lodging with the CEO a notice to that effect. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 12.2 On receipt of a notice from a member under By-law 12.1, the CEO will notify the Board and convene a Board meeting to be held within 14 days after the date on which the CEO received the notice.
- 12.3 At the Board Meeting of the Sydney Mechanics' School of Arts convened under By-law 12.2:
- (a) no business other than the question of the appeal is to be transacted, and the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (b) the Directors present are to vote by open ballot on the question of whether the resolution should be confirmed or revoked.
- 12.4 If, at the Board Meeting, the Board passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 — Board Matters**

### **13. The Board**

- 13.1 Subject to the Act, these By-laws and any resolution passed by the members in a General Meeting, the Board:
- (a) is to control and manage the affairs of the Sydney Mechanics' School of Arts, and
- (b) may exercise all the functions that may be exercised by the Sydney Mechanics' School of Arts, other than a function that is required to be exercised by the Sydney Mechanics' School of Arts in a General Meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Sydney Mechanics' School of Arts.
- 13.2 The Board must not sell, transfer, or dispose of the Property unless the members have passed an ordinary resolution at a General Meeting or Special General Meeting to approve the sale, transfer or disposition.
- 13.3 Subject to anything contrary in the Act, the Board consists of:
- (a) the President; and
- (b) not less than six (6) and no more than eight (8) other Directors.

### **14. Election of Board Members**

- 14.1 Each member of the Board shall hold office until the conclusion of the third Annual General Meeting following the meeting at which the Director was elected. A Director is eligible for re-election.
- 14.2 The elections for the Board shall be conducted at the Annual General Meeting as follows:



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- (a) The President shall be elected directly by the members for a term of three years. To be eligible to nominate for election, the nominee must have served as a Director on the Board for a period of at least eighteen (18) months.
  - (b) A Director cannot serve in the role of President for more than nine years. The years of appointment do not have to be continuous. However, the Board may, by special resolution, determine a member eligible for re-appointment as President beyond the nine-year maximum under this By-law. The applicable member would still need to stand for election and be approved by the members in the ordinary course.
  - (c) All other members of the Board shall be elected as Directors for terms of approximately three years. The Board shall determine which Directors are to fill the offices of Treasurer and Vice President at the first Board meeting after the Annual General Meeting.
  - (d) Votes can be lodged in person for a period commencing seven days before an Annual General Meeting and a sealed ballot box is to be provided in the Library for the purpose of lodging votes. The lodgement of votes shall cease 15 minutes after the scheduled commencement time of an Annual General Meeting.
  - (e) Excluding the President, to allow for a staggered election process for the remainder of the Board at least one third of the Board must retire annually (notwithstanding that their terms may not have expired). Where the number of Directors retiring by virtue of the expiry of their term:
    - (i) is equal to or more than one-third of the Directors then in office – then it is those Directors that must retire; and
    - (ii) is less than one-third of the Directors then in office – then the balance of the Directors (excluding the President) must decide amongst themselves who else must retire to meet the 1/3 threshold.
- 14.3 A person wishing to stand for election as the President or as another Director is required to be a member of the Sydney Mechanics' School of Arts and should possess special skills in management or other technical areas of benefit to the Sydney Mechanics' School of Arts.
- 14.4 Nominations for election must be made in the format prepared by the CEO and submitted by the closing date of nominations. Details of the closing date for nominations shall accompany the Notice of the AGM.
- 14.5 A member of the Board may be nominated for the office of President whilst sitting as a Director however, any member may:
- (a) be elected to only one office; and
  - (b) hold only one office at any one time.
- Note:** A member may nominate for both the President and a Director position, but if elected as the President, the nomination as a Director lapses.
- 14.6 If a sitting Director is elected President, then that Directorship will be declared vacant and filled by the election of another member. If there are insufficient candidates to complete the full complement of Directors then the provisions of By-law 14.8 shall be used.
- 14.7 Nominations received to fill vacant positions on the Board will be required to be interviewed by an appointed Committee. The CEO shall then prepare a list showing:
- (a) the names of the candidates;
  - (b) the name of their proposer; and
  - (c) the offices for which the candidates are nominated and show those standing for re-election.

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The list of candidates will be displayed to members whilst the voting is open prior to the Annual General Meeting together with the formal notice of the meeting and agenda for the meeting.

14.8 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected. Any vacant position remaining on the Board following the close of nominations is to be treated as a casual vacancy.

14.9 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held (see By-law 29.4).

## **15. CEO**

15.1 The position of CEO shall be appointed by the Board and may be filled by an employee of the Sydney Mechanics' School of Arts.

15.2 It is the duty of the CEO to keep minutes of:

- (a) all appointments of office-bearers and members of the Board;
- (b) the names of members of the Board present at a Board meeting or a General Meeting; and
- (c) all proceedings at Board meetings and General Meetings.

15.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15.4 The CEO will be responsible for:

- (a) the supervision of all employees of the Sydney Mechanics' School of Arts; and
- (b) any other duties specified by the Board from time to time.

## **16. Treasurer**

It is the duties of the Treasurer of the Sydney Mechanics' School of Arts to:

- (a) ensure that all money due to the Sydney Mechanics' School of Arts is collected and received by the Sydney Mechanics' School of Arts' Accounts Section, and that all payments authorised by the Sydney Mechanics' School of Arts are made; and
- (b) work with the Chief Financial Officer (**CFO**) to ensure that correct books and accounts are kept showing the financial affairs of the Sydney Mechanics' School of Arts, including full details of all receipts and expenditure connected with the activities of the Sydney Mechanics' School of Arts, and
- (c) work in conjunction with the CFO to prepare the Financial Reports for the Finance Committee bi-annual meeting, and present the Financial Report at the Annual General Meeting (**AGM**).

## **17. Casual Vacancies**

17.1 For the purposes of these By-laws a casual vacancy in the office of a Director occurs if the Director:

- (a) dies;
- (b) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
- (c) resigns office by notice in writing given to the CEO;

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- (d) (if they are also a member) is removed from membership under By-law 11;
  - (e) becomes a mentally incapacitated person;
  - (f) is absent without the consent of the Board from three consecutive meetings of the Board;
  - (g) breaches the Directors Code of Conduct; or
  - (h) is removed by an ordinary resolution of the members at a General Meeting or Special General Meeting.
- 17.2 The term of the office of any member appointed to fill a casual vacancy shall be for the remainder of their predecessor's term of office.
- 17.3 If the President resigns or becomes incapacitated or is granted extended Leave of Absence, the Board shall select one of their number as Acting President, with all the authority of the President's role. This member will remain as Acting President until either:
- (a) the elected President resumes the position; or
  - (b) the next Annual General Meeting.
- 18. Meetings and Quorum**
- 18.1 The Board shall meet every second month at such place and time or by such other means as the Board may determine.
- 18.2 Notice of a meeting of the Board must be given by the CEO to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 18.3 The President, a Vice-President, or any three Directors may call a special meeting of the Board, provided forty-eight (48) hours' notice of such meeting is conveyed by the CEO to each member of the Board.
- 18.4 Notice of a meeting given under By-law 18.2 and 18.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 18.5 The quorum for a meeting of the Board is 50% of the number of Directors then in office (or if that percentage of the number of Directors is not a whole number, the whole number next higher than one half).
- 18.6 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 18.7 The President shall normally preside at Board meetings. In the absence of the President, the Treasurer or the Vice President shall preside.
- 18.8 A Board Meeting can be held using any technology that gives the Directors a reasonable opportunity to participate. The Board can otherwise determine the procedures for calling and conducting business at a Board Meeting.
- 18.9 The Board may transact its business by the circulation of papers, including by electronic means, among all Directors. If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of the Directors, is taken to be a decision of the Board made at a meeting of the Board.

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## **19. Delegation by the Board**

- 19.1 The Board may delegate to:
- (a) one or more Committees (consisting of such members of the Sydney Mechanics' School of Arts as the Board thinks fit);
  - (b) one or more employees of the Sydney Mechanics' School of Arts (as the Board thinks fit),
- the exercise of such of the functions of the Board other than:
- (c) this power of delegation; and
  - (d) a function which is a duty imposed on the Board by the Act or by any other law.
- 19.2 A function, the exercise of which has been delegated to a Committee or employee under this By-law, may, while the delegation remains in force, be exercised from time to time by the Committee or the employee (as applicable) in accordance with the terms of the delegation.
- 19.3 Any act or thing done or suffered by a Committee or the employee (as applicable) acting in the exercise of a delegation under this By-law has the same force and effect as it would have if it had been done or suffered by the Board.
- 19.4 The Board may revoke wholly or in part any delegation given under this By-law.
- 19.5 A Committee may meet and adjourn, as it thinks proper.
- 19.6 Any Committee may be dissolved by a decision of the Board, or reinstated if required.

## **20. Voting and Decisions**

- 20.1 Questions arising at a meeting of the Board, or of any Committee appointed by the Board, are to be determined by a majority of the votes of members of the Board or Committee present at the meeting. Each member present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 20.2 Subject to By-law 18.6, the Board may act despite any vacancy on the Board. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Committee.

## **Part 4 — General Meetings**

### **21. Annual General Meetings**

- 21.1 The Annual General Meeting of the Sydney Mechanics' School of Arts shall be convened on such date and at such place and time as the Board thinks fit and within three months of the end of the Financial Year (1 January to 31 December annually).
- 21.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive from the Board the Annual Report on the activities of the Sydney Mechanics' School of Arts during the last preceding financial year;
  - (c) to elect the President of the Sydney Mechanics' School of Arts and/or Directors of the Board in accordance with By-law 14; and

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- (d) to appoint the Auditor.

21.3 An Annual General Meeting must be specified as such in the notice convening it.

## **22. Annual Report**

22.1 The Annual Report of the Sydney Mechanics' School of Arts shall be prepared by the CEO and CFO and approved by the Board before presenting for approval by the members at the Annual General Meeting.

22.2 The Annual Report shall be made available for inspection by the members in the Library at least ten working days before the Annual General Meeting. The Annual Report shall consist of the President's report of the activities of the Sydney Mechanics' School of Arts in the preceding year and the Audited Accounts for the previous Financial Year.

## **23. Special General Meetings**

23.1 A majority of the Board may, whenever it thinks fit, convene a Special General Meeting of the Sydney Mechanics' School of Arts.

23.2 The Board must, on the requisition in writing of at least 50 members, convene a Special General Meeting of the Sydney Mechanics' School of Arts. A requisition of members for a Special General Meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the members making the requisition;
- (c) must be lodged with the CEO, and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

23.3 If the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the CEO, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

23.4 A Special General Meeting convened by a member or members as referred to in By-law 23.2 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board.

## **24. Notice**

24.1 The periods for the giving of notice shall be as provided in the Act. The notice must specify:

- (a) the place and time at which the meeting will be held, and
- (b) the nature of the business to be transacted at the meeting, and
- (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
- (d) for an annual general meeting - that the meeting to be held is an annual general meeting.

Notice may be given to members through a sign in the Library, a newsletter and/or electronically (as determined by the Board from time to time).

24.2 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under By-law 21.2.

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- 24.3 A member desiring to bring any business before a General Meeting shall give notice in writing of that business to the CEO not less than 14 days before the notice of the meeting has to be published. The notice must be signed by not less than three members qualified to vote.

## **25. Procedure**

- 25.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these By-laws to vote is present during the time the meeting is considering that item. The quorum for a General Meeting is 15 members of the Sydney Mechanics' School of Arts.
- 25.2 If within half an hour after the appointed time for the commencement of a 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 case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 25.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10) is to constitute a quorum.

## **26. Presiding Member**

At every General Meeting of the Sydney Mechanics' School of Arts the President shall preside, if present, or a Vice President or Treasurer. In the absence of the President, the Vice-President and the Treasurer, the Presiding Officer shall be elected from the members of the Board present. Should no member of the Board be present, the members assembled shall have power to elect a Presiding Officer from among their number.

## **27. Adjournment**

- 27.1 The Presiding Officer of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to a nominated date, time and place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 27.2 If a General Meeting is adjourned for 14 days or more, the CEO must give notice of the adjourned meeting to members of the Sydney Mechanics' School of Arts stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. This notice is to be through a sign in the Library and by email.
- 27.3 Except as provided in By-laws 27.1 and 27.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28. Making of Decisions**

- 28.1 A question arising at a General Meeting of the Sydney Mechanics' School of Arts is to be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded. A declaration by the Presiding Officer that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, is to be entered to that effect in the minute book of the Sydney Mechanics' School of Arts and is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 28.2 At a General Meeting of the Sydney Mechanics' School of Arts, a poll may be demanded by the Presiding Officer or by at least 6 members (entitled to vote) present at the meeting.
- 28.3 If a poll is demanded at a General Meeting, the poll must be taken:

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- (a) immediately in the case of a poll which relates to the election of the Presiding Officer of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the Presiding Officer directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **29. Voting Entitlements**

- 29.1 On any question arising at a General Meeting of the Sydney Mechanics' School of Arts a member has one vote only. All votes must be given personally. In the case of an equality of votes on a question at a General Meeting, the Presiding Officer of the meeting is entitled to exercise a second or casting vote.
- 29.2 A member is not entitled to vote at any General Meeting of the Sydney Mechanics' School of Arts unless they have paid the subscription for the present year by 31st December of the previous year, and all money due and payable by the member to the Sydney Mechanics' School of Arts has been paid.
- 29.3 At every General Meeting, except as otherwise provided, the voting shall be by show of hands.
- 29.4 Voting for elections shall be only by a secret ballot of qualified members. The ballot may be conducted physically or through the use of technology (as determined by the CEO from time to time). All votes received up until voting is closed shall be counted. Any qualified member wishing to vote shall use only the ballot papers provided. Qualified members must complete the ballot papers personally in accordance with the directions given by the Presiding Officer of the Annual General Meeting. Those unable to complete ballot papers may be assisted by the CEO or their nominee only.
- 29.5 At least two Returning Officers shall be appointed by the members present on the recommendation of the Presiding Officer at the start of the Annual General Meeting. They shall collect completed ballot papers, count the votes cast and report to the Presiding Officer the number of votes recorded for each candidate and the number of invalid votes. The Presiding Officer shall declare the results.
- 29.6 If two or more candidates have an equal number of votes for any office further elimination ballots of these candidates shall take place. If the final elimination ballot between two candidates provides equal votes, the Presiding Officer alone shall determine the ballot by lot.
- 29.7 Notwithstanding any other By-law, in any election for the office of President where the voting results in the candidate with the highest number of votes achieving less than forty per cent of the total number of valid votes cast, the vote shall be repeated with the candidate with the least number of votes deleted from the ballot paper. If necessary the procedure will be repeated until such time as a candidate achieves at least forty per cent of the valid votes cast. If the final elimination ballot between two candidates results in equal votes, the Presiding Officer alone shall determine the ballot by lot.

## **30. Disposal of Ballot Papers**

After a ballot is concluded the papers (whether physical or technological) are to be destroyed by the Returning Officers.

## **Part 5 — Miscellaneous**

### **31. Insurance**

The Sydney Mechanics' School of Arts shall effect and maintain appropriate levels and types of insurance.

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## **32. Funds I**

- 32.1 The funds of the Sydney Mechanics' School of Arts are to be derived from entrance fees and annual subscriptions of members, donations, investments, rental of office space, hiring of meeting rooms with associated equipment and facilities and, subject to any resolution passed by the Sydney Mechanics' School of Arts at a General Meeting, such other sources as the Board may determine.
- 32.2 All money received by the Sydney Mechanics' School of Arts must be deposited as soon as practicable and without deduction to the credit of the Sydney Mechanics' School of Arts bank account.
- 32.3 The Sydney Mechanics' School of Arts must, as soon as practicable after receiving any money, issue an appropriate receipt for monies not covered by Sydney Mechanics' School of Arts issued invoices.

## **33. Funds II**

- 33.1 Subject to any resolution passed by the Sydney Mechanics' School of Arts in a General Meeting, the funds of the Sydney Mechanics' School of Arts are to be used in pursuance of the objects of the Sydney Mechanics' School of Arts in such manner as the Board determines.
- 33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of the nominated members of the Board or employees of the Sydney Mechanics' School of Arts, being members or employees authorised to do so by the Board.
- 33.3 The Board shall ensure that payments made by means other than cheques are managed under a system that has adequate safeguards to protect the funds and assets of the Sydney Mechanics' School of Arts.
- 33.4 Any member of the Board may be reimbursed for reasonable expenditures made on behalf of the Sydney Mechanics' School of Arts, provided such expenditure is approved by the Board or the CEO under proper delegation from the Board.

## **34. Common Seal**

- 34.1 The custody and use of the common seal of the Sydney Mechanics' School of Arts (if any) shall be controlled by the Board.
- 34.2 If a common seal is used by the Sydney Mechanics' School of the Arts the common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of 2 duly authorised members of the Board or a member of the Board duly authorised and the Secretary.

## **35. Custody of Books**

Except as otherwise provided by these By-laws, the CEO must keep in their custody, or under their control, all records, books and other documents relating to the Sydney Mechanics' School of Arts.

## **36. Annual Report**

The latest Annual Report shall be available for inspection on request by members during normal office hours.

**Note:** The latest Annual Report is usually available on the School's website.

## **37. Service of Notices**

- 37.1 For the purpose of these By-laws, a notice may be served on or given to a person:
- (a) by delivering it to the person personally; or



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- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 37.2 Service of notices on Sydney Mechanics' School of Arts shall be either in person on the CEO or by postal mail or email to the CEO.
- 37.3 For the purpose of these By-laws, unless the contrary is proved, a notice is taken to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- 38. Non-profit Clause**
- 38.1 The Sydney Mechanics' School of Arts is constituted by an Act of the NSW Parliament that established it as a literary institution with the objects of the intellectual improvement of its members and the cultivation of history, literature, science and art.
- 38.2 These By-laws hereby require that:
- (a) the income and assets of the Sydney Mechanics' School of Arts shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Sydney Mechanics' School of Arts;
- (b) in the event of the Sydney Mechanics' School of Arts being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another institution with similar purposes which is not carried on for the profit or gain of its individual members.
- 39. Deductible Gift Recipient Organisation (DGRs) Registered with the Australian Charities and Not for Profit Commission (ACNC)**
- 39.1 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; or
- (c) money received by the organisation because of such gifts and contributions.