

FREEMANTLE WOMEN'S CHOIR



CONSTITUTION

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Contents

1. NAME OF ASSOCIATION	1
2. WHO WE ARE	1
3. OBJECTIVES OF ASSOCIATION.....	1
4. INTERPRETATION	1
4.1 Terms Used	1
5. NOT FOR PROFIT	4
5.1 The Association is a not-for-profit body.....	4
5.2 The Property and Income of the Association	4
6. MEMBERS	4
6.1 Membership Type	4
6.2 Start of Membership.....	4
6.3 End of Membership.....	5
6.4 Suspension of Membership or Expulsion of a Member.....	5
6.5 Membership Fees of the Association	6
6.6 Register of Members.....	6
7. MANAGEMENT.....	7
7.1 Powers of the Committee.....	7
7.2 Composition of the Committee.....	7
7.3 Office Bearers	8
7.4 Election or Appointment of Committee Members.....	9
7.5 Terms of Office of Committee Members	10
7.6 Ceasing to be a Committee Member	10
7.7 Vacant Positions on the Committee	10
7.8 Payments to Committee Members.....	11
7.9 Payments to Contractors	11
8. COMMITTEE MEETINGS AND PROCEDURES	11
8.1 Committee Meetings	11
8.2 Notice of Committee Meetings.....	12
8.3 Quorum for Committee Meetings.....	12
8.4 Chairing Committee Meetings and Procedures	12
8.5 Voting at Committee Meetings.....	13
8.6 The Making and Keeping of Records at Committee Meetings	13

9. GENERAL MEETINGS AND PROCEDURES.....	14
9.1 Annual General Meetings	14
9.2 Special General Meetings.....	14
9.3 Notice of General Meetings and Motions	15
9.4 Quorum for General Meetings	15
9.5 Chairing General Meetings and Procedures	16
9.6 Voting at General Meetings	16
9.7 Minutes of General Meetings	17
10. FINANCES AND PROPERTY	17
10.1 Source of Funds.....	17
10.2 Control of Funds	17
10.3 Financial Records	18
10.4 Financial Statements	18
10.5 Financial Year.....	18
11. RESOLVING DISPUTES	18
11.1 Procedure for Resolving Disputes.....	18
11.2 Step-by-Step Procedure	18
11.3 Determination of Dispute by Committee or by Special General Meeting of the Members.....	19
11.4 Determination of Dispute by Mediation	19
12. GENERAL MATTERS	19
12.1 Protocols.....	19
12.2 Giving Notices of Meetings to Members	19
12.3 Amendment of Rules	20
12.4 Common Seal.....	20
12.5 Custody of Books and Securities	20
12.6 Inspection by Members of Books, Records and Documents of the Association.....	20
12.7 Distribution of Surplus Property When Association is Wound Up or Incorporation Cancelled	21

1. NAME OF ASSOCIATION

The name of the Association is the FREMANTLE CHOIR INCORPORATED, known also as the FREMANTLE WOMEN'S CHOIR (FWC), hereafter called 'the Association'

2. WHO WE ARE

The Association is an ensemble of women of all ages and backgrounds who, through a shared passion for creating high quality music, provide their families, the community and other artists with a unique opportunity to learn about, participate in and enjoy a variety of musical and choral performances

3. OBJECTIVES OF ASSOCIATION

The objectives of the Association are to:

- (a) provide an avenue for women to experience the joy of singing in a positive, non-threatening and inclusive setting; and
- (b) encourage and develop excellence in the performance of choral music; and
- (c) provide entertainment to others through performances and foster a wide appreciation of music in the community; and
- (d) promote a sense of achievement, belonging and shared endeavour; and
- (e) nurture self-confidence, mental stimulation and emotional well-being; and
- (f) promote music in Western Australia by encouraging the endeavours of singers, composers, musicians and other musical groups

4. INTERPRETATION

4.1 Terms Used

'Act' means the Associations Incorporation Act 2015;

'annual general meeting' means a general meeting held once a year as described in rule 9.1;

'associate member' means a person who by right of position in the Association (e.g. musical director) has automatic membership but with limited rights as specified in rule 6.1(c);

'Association' means the incorporated association to which these rules apply;

'books' means the following:

- (a) a register; and
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored; and
- (c) a document; and
- (d) any other record of information

'chairperson' means the committee member, usually the president, 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; referred to as ‘the committee’;

‘committee meeting’ means a meeting of the committee;

‘committee member’ means a member of the committee;

‘constitution’ means this constitution, referred to also as the rules, as amended from time to time;

‘executive committee’ means the group of office bearers comprising the president, vice president, secretary and treasurer;

‘face-to-face communication technology’ means any technique or device that enables members to see and talk with each other instantaneously, e.g. in person, video Skype, video conference and other similar technology;

‘financial member’ means a member who has membership fees paid up to the prescribed date;

‘financial records’ means:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

‘financial statements’ means the tier 1 financial statements in relation to the Association required under section 62 of the Act;

‘financial year’ of the Association has the meaning given in rule 10.5;

‘general meeting’ of the Association means a meeting that all members are entitled to receive notice of and to attend. There are 2 types of general meeting:

- (a) annual general meeting; and
- (b) special general meeting;

‘instantaneous communication technology’ means any technique or device that enables simultaneous exchange of information, e.g. face-to-face, audio Skype, telephone conference and other similar technology;

‘material personal interests’ means financial and non-financial concerns a member may have that could cause conflict of interest;

‘member’ means a person who is:

- (a) a fee-paying member of the Association with rights as specified in rule 6.1(b); or
- (b) an associate member;

‘model rules’ means the standard set of rules that meets all the requirements of the Act and have been developed by the appropriate government department for use by Associations;

‘motion’ means a proposal that is put before a meeting for discussion and a decision. If a motion is passed it becomes a resolution;

‘office bearer’ means a committee member who is the president, vice president, secretary or treasurer;

‘ordinary resolution’ means a resolution that is not a special resolution and is passed by a majority of members present and entitled to vote at a general meeting to decide a question or matter;

‘protocols’ means the additional practices adopted by the Association in accordance with rules 7.1(d) and 12.1. Protocols supplement the rules but do not form part of the rules;

‘proxy’ means a person who is appointed by a member to vote on her behalf at a meeting;

‘record of office bearers’ means the list of names and contacts of the office bearers of the Association as recorded in the register of members;

‘register of members’ means the list of members’ names and their contact details;

‘resolution’ means a decision made at a meeting;

‘rules’ means these rules of the Association, referred to also as the constitution, as amended from time to time;

‘secretary’ means the committee member holding office as the secretary of the Association;

‘section leader’ means a nominated member who assists members in her voice section (e.g. soprano, mezzo or alto) and acts as a liaison between her section and the committee;

‘special general meeting’ means a general meeting of the Association, other than the annual general meeting, where specific matters are discussed;

‘special resolution’ means a resolution in accordance with section 51 of the Act; for matters as specified in rule 9.5(c). It must be passed by at least 75% of members present and entitled to vote at a general meeting;

‘subcommittee’ means a group of members appointed by the committee to undertake a specific task;

‘surplus property’ in relation to the Association means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association;

'tier 1 association' means an incorporated association whose revenue is prescribed in section 64(1) of the Act;

'treasurer' means the committee member holding office as the treasurer of the Association;

'vice president' means the committee member holding office as the vice president of the Association.

5. NOT FOR PROFIT

5.1 The Association is a not-for-profit body

5.2 The Property and Income of the Association

Property and income will be applied solely towards the promotion of the objectives 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

6. MEMBERS

6.1 Membership Type

- (a) There are two types of membership:
 - (i) members who are women who take part in choral activities under the direction of the musical director;
 - (ii) associate members who may be contractors, e.g. musical director and accompanist

- (b) Members described in rule 6.1(a)(i) have full voting rights and any other rights conferred on them by these rules

- (c) Associate members:
 - (i) do not pay membership fees; and
 - (ii) do not have voting rights; and
 - (iii) are not included in a quorum at any meeting; and
 - (iv) cannot be elected to a committee but can be associate members of the committee or a subcommittee

6.2 Start of Membership

- (a) Membership commences when a person has:
 - (i) expressed commitment to become a member of the Association; and
 - (ii) agreed to accept the rules and protocols of the Association; and
 - (iii) paid the prescribed fee or commenced employment as a contractor, e.g. associate member

- (b) The committee may allow potential members to attend some initial choir rehearsals at no cost before becoming a member

- (c) The number of free rehearsals described in rule 6.2(b) will be determined by the committee
- (d) All members and associate members will receive an electronic or hard copy of the Association's constitution (rules) and protocols at commencement of membership

6.3 End of Membership

- (a) Membership ceases when a member:
 - (i) dies; or
 - (ii) seeks permanent termination of membership; or
 - (iii) has not paid the membership fee within the period of 3 months after the due date; or
 - (iv) is expelled
- (b) The rights of a member are not transferable and end when membership ceases

6.4 Suspension of Membership or Expulsion of a Member

- (a) The committee may suspend a member's membership or expel a member from the Association if:
 - (i) the member contravenes any of these rules; or
 - (ii) the member's conduct is detrimental to the interests of the Association
- (b) An initial committee meeting will be held to decide whether to suspend or expel a member
- (c) The secretary will, not less than 14 days before a subsequent committee meeting, give written notice to the member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based; and
 - (ii) of the date, time and place of the subsequent committee meeting; and
 - (iii) that the member, or the member's representative, may attend the committee meeting; and
 - (iv) that the member, or the member's representative, may address the meeting orally, or in writing, or both
- (d) At the subsequent committee meeting referred to in rule 6.4(c) the committee will:
 - (i) give the member, or the member's representative, a full and fair opportunity to state the member's case; and
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine, by not less than two-thirds majority vote, whether or not the member should be expelled or suspended from membership and, if so, the duration of the suspension
- (e) 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 referred to in rules 6.4(c) and 6.4(d) at which the decision was made

- (f) A member's suspension or expulsion takes effect 14 days after the decision made by the committee referred to in rule 6.4(d)(iii)
- (g) A suspended member loses all membership rights, must return sheet music currently held and is not entitled to a refund for membership fees covering the duration of the suspension
- (h) An expelled member must return sheet music currently held and will be refunded unused membership fees on receipt of sheet music
- (i) A member who is expelled or suspended can appeal the decision, by giving written notice to the secretary requesting mediation under rule 11.4, within 7 days of receiving notice of the committee's decision

6.5 Membership Fees of the Association

- (a) The committee will determine the annual membership fee and the structure of payment, whether annually or in term instalments
- (b) Members will pay the membership fee to the treasurer, or another person authorised by the committee to accept payments, by the due date determined by the committee
- (c) The committee will determine the membership fee payment structure for:
 - (i) each new member joining throughout the calendar year; and
 - (ii) members whose financial circumstances prevent compliance with rule 6.5(b)

6.6 Register of Members

- (a) The vice president, or another person authorised by the committee, will be responsible for maintaining the register of members
- (b) In addition, the register of members will include:
 - (i) each member's name; and
 - (ii) a residential, postal or email address; and
 - (iii) the date on which membership commences; and
 - (iv) the record of office bearers showing their names and addresses (residential or PO Box or email)
- (c) The register of members will be kept at the vice president's place of residence, or at another place determined by the committee, and will be available only to members of the Association via an electronic secure facility
- (d) A member who wishes to inspect the register of members may access it via the Association's electronic secure facility or contact the vice president for a hard copy
- (e) A member who accesses the register of members must only do so for:
 - (i) communication purposes between members; or
 - (ii) other purposes directly connected with the affairs of the Association

- (f) The register of members will be reviewed regularly at the discretion of the committee

7. MANAGEMENT

7.1 Powers of the Committee

- (a) The governing body of the Association is the committee which has the power and authority to do all things necessary for the proper management of the affairs of the Association
- (b) The committee will:
 - (i) apply care and diligence; and
 - (ii) act in good faith in the best interests of the Association; and
 - (iii) maintain proper purpose; and
 - (iv) not misuse position or information
- (c) The committee will have the power to make, alter and rescind any protocols that it considers necessary for the effective management of the Association, provided these protocols are consistent with the rules of the Association
- (d) The committee may appoint subcommittees of members and non-members for specific purposes who will meet as necessary or as directed by the committee and who will report to the committee
- (e) Committee members will not represent any other organisation during committee meetings of the Association unless requested
- (f) The executive committee may liaise to carry out the day-to-day business and report to the subsequent committee meeting

7.2 Composition of the Committee

- (a) A committee member must not be a person, as described under section 39 of the Act, who:
 - (i) is a bankrupt or whose affairs are under insolvency laws; or
 - (ii) has been convicted of fraud or dishonesty within the last 5 years
- (b) Committee members who find they are disqualified from holding a committee position, under the conditions of the Act described in rule 7.2(a), must resign immediately from the committee
- (c) A member of any committee must be at least 18 years old
- (d) The committee will comprise no fewer than 6 and no more than 12 members
- (e) The office bearers of the Association will be the executive committee
- (f) Other committee member positions and roles will be decided by the committee

- (g) Contractors of the Association, notwithstanding that employment, will be entitled to be associate members of the Association, the committee or any subcommittee
- (h) Contractors will remain absent from deliberations at a committee meeting relating to their own employment and fee conditions and those of others

7.3 Office Bearers

- (a) The president will:
 - (i) be an authorised bank signatory; and
 - (ii) act on behalf of the Association as the official representative or spokesperson; and
 - (iii) call and arrange all meetings, and prepare the agendas in consultation with the secretary; and
 - (iv) chair executive, committee and general meetings, provide leadership and support and decide on matters of order; and
 - (v) be a member of all subcommittees as appropriate
- (b) The vice president will:
 - (i) in the absence of the president, perform the duties of the president as contained herein; and
 - (ii) act as registrar by having custody of and maintaining the register of members, unless another member is authorised by the committee to do so; and
 - (iii) perform other duties as decided by the committee
- (c) The secretary will:
 - (i) have custody of the following records of the Association:
 - A. constitution and policies; and
 - B. past and current minutes; and
 - C. a file of correspondence; and
 - D. submissions or reports made by or on behalf of the Association; and
 - E. names of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act; and
 - (ii) give notice of meetings in accordance with the rules of the Association; and
 - (iii) deal with all in and outgoing correspondence; and
 - (iv) take accurate minutes of all meetings and distribute minutes to all members electronically or via hard copy; and
 - (v) maintain an up-to-date copy of these rules, as required under section 35(1) of the Act; and
 - (vi) perform other secretarial duties as they arise
- (d) The treasurer will:
 - (i) be the administrator of the bank account; and
 - (ii) be the authorised primary bank signatory; and
 - (iii) have custody of all books and documents of a financial nature; and
 - (iv) receive all monies and issue receipts for monies received; and

- (v) pay received monies into an account authorised by the committee in the name of the Association; and
- (vi) pay all accounts on the authority of the committee and in a correct and timely manner; and
- (vii) make payments by petty cash, cheque or by electronic funds transfer (ETF) signed or approved by 2 authorised bank signatories; and
- (viii) keep accurate and true records of all receipts and payments and other financial transactions; and
- (ix) report on the finances at each committee meeting; and
- (x) prepare and present a budget and financial statement at the annual general meeting in accordance with revenue tier 1 requirements of the Act; and
- (xi) ensure that the Association complies with the relevant requirements of part 5 of the Act; and
- (xii) manage other fiscal tasks as they arise

7.4 Election or Appointment of Committee Members

- (a) A member becomes a committee member if the member:
 - (i) is elected at an annual general meeting; or
 - (ii) is appointed by the committee to fill a casual vacancy
- (b) At the annual general meeting, a separate election will be held for each position on the committee with the election of office bearers first followed by other committee members
- (c) A financial member who wishes to be considered for election to the committee at the annual general meeting will nominate for election or be nominated by another member
- (d) Nomination of committee members is verbal and is an informal process in keeping with the ethos of the Association
- (e) If there is no nomination for a position nominations may be called from the members at the meeting
- (f) If only 1 member has nominated for a position the member will be declared elected to the position
- (g) If more than 1 member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position
- (h) Each financial member at the meeting may vote for 1 member who has nominated for the position
- (i) Members who have nominated for the position may vote for themselves
- (j) Committee positions that have not been filled at the annual general meeting may be filled later by the appointment of casual vacancies by the committee
- (k) A newly elected president may take over as chairperson for the remainder of the meeting

7.5 Terms of Office of Committee Members

- (a) The term of office of a committee member begins when the member:
 - (i) is elected at an annual general meeting; or
 - (ii) is appointed to fill a casual vacancy
- (b) A committee member holds office until the positions on the committee are declared vacant at the next annual general meeting
- (c) In order to foster a diverse and dynamic committee no office bearer will hold the same office for more than 3 consecutive years

7.6 Ceasing to be a Committee Member

- (a) A committee member will cease to hold such office or role upon:
 - (i) dying or otherwise ceasing to become a member; or
 - (ii) verbal resignation; or
 - (iii) suspension or expulsion as a member of the Association; or
 - (iv) removal from office by a resolution at a special general meeting; or
 - (v) becoming ineligible to accept an appointment or act as a committee member as described in rule 7.2(a); or
 - (vi) becoming permanently unable to act as a committee member because of a mental or physical disability; or
 - (vii) absence from 3 consecutive committee meetings, of which the person has been given notice, without explanation acceptable to the committee
- (b) Where members cease to be committee members they will deliver to a member of the committee all the relevant documents and records held pertaining to the management of the Association's affairs in accordance with section 41 of the Act

7.7 Vacant Positions on the Committee

- (a) Vacancies on the committee occur when members cease being committee members as described in rule 7.6(a)
- (b) Vacancies, unfilled or arising in the office bearers or other committee members, may be filled as casual vacancies by the committee by appointing members for the unexpired remainder of the term
- (c) The committee may function validly notwithstanding any vacancies so long as its number is not reduced to below the quorum
- (d) The committee may appoint another committee member or another member to fill the position of a committee member who is absent for an extended time (e.g. travelling) for the duration of the absence

7.8 Payments to Committee Members

- (a) Upon presentation of a receipt a committee member, including a member of a subcommittee, is entitled to be reimbursed out of the funds of the Association for any out-of-pocket expenses incurred in connection with the Association's business
- (b) A committee member who, by authority, accepts or incurs any pecuniary liability on behalf of the Association will be held indemnified against any personal loss or damage in respect of such liability provided that the committee member's action:
 - (i) has been made in good faith
 - (ii) has not been fraudulent, criminal or negligent

7.9 Payments to Contractors

- (a) Committee members will negotiate with each contractor regarding remuneration for services rendered together with terms and conditions
- (b) Decisions arising from such consultations will be included in an individual written agreement to be signed by the contractor and president of the Association
- (c) Agreements will be reviewed annually or as required

8. COMMITTEE MEETINGS AND PROCEDURES

8.1 Committee Meetings

- (a) The committee will meet:
 - (i) as soon as practicable after the annual general meeting; and
 - (ii) as often as may be required to conduct the business of the Association but not less than 5 times each calendar year
- (b) The president or 2 other committee members will have power to call a meeting of the committee
- (c) Provided that all committee members are notified, there is a quorum, a chairperson and voting is in accordance with rule 8.5, urgent decisions may be made by the committee:
 - (i) at a choir rehearsal; or
 - (ii) via face-to-face or another instantaneous communication technology
- (d) The committee will not make decisions (urgent or otherwise) via email or any communication technology that is not face-to-face or instantaneous
- (e) Meetings described in rule 8.1(c) will be recorded in the minutes of the subsequent committee meeting with details of date, type of meeting and resolutions

8.2 Notice of Committee Meetings

- (a) Notice of each committee meeting will be given:
 - (i) at the previous committee meeting; or
 - (ii) by 7 days' written notice, distributed to all committee members; or
 - (iii) by consensus of committee members not less than 14 days before the meeting; or
 - (iv) in an emergency, by such other notice as will be ratified by the committee
- (b) All members will be notified of upcoming committee meetings and will be invited to attend and/or submit agenda items
- (c) The agenda will be prepared by the secretary in consultation with the president and other committee members and distributed to committee members not less than 2 days before the meeting

8.3 Quorum for Committee Meetings

- (a) The quorum for committee meetings will be half the number of committee members but no fewer than 3 committee members
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting will be adjourned and the committee members present will determine when and where this meeting will take place
- (c) If a quorum at an adjourned meeting is not present within half an hour of the time appointed, the committee members present will constitute a quorum

8.4 Chairing Committee Meetings and Procedures

- (a) The president or, in the president's absence, the vice president, will preside as chairperson of each committee meeting
- (b) If the president and vice president are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting will choose one of them to act as chairperson of the meeting
- (c) A committee member will be physically present at a committee meeting in order to be included in the quorum and to vote but at the discretion of the committee it:
 - (i) may allow a committee member to be physically absent but be in contact by phone or other instantaneous communication technology with the committee; and
 - (ii) may allow a committee member referred to in rule 8.4(c)(i) to be taken as present at the meeting, included in the quorum and eligible to vote
- (d) Meeting procedures not specifically addressed in the Association rules may be determined by the committee

- (e) The order of business is determined by the agenda but may be changed by consensus at the commencement of the committee meeting
- (f) Committee members are required to disclose any material personal interests they have in matters being considered at any meeting of the Association and will:
 - (i) leave the meeting while the matter is discussed and voted on; and
 - (ii) have their interests recorded in the minutes of the committee meeting; and
 - (iii) declare their interests at the following general meeting
- (g) Members who are not committee members may attend committee meetings:
 - (i) provided they inform the president of their intention; or
 - (ii) when invited by the committee
- (h) Non-members may attend a committee meeting if invited to do so by the committee
- (i) A person described in rules 8.4(g) or 8.4(h) who attends a committee meeting:
 - (i) has no right to any agenda, minutes or other document circulated at the meeting unless approval is given by the committee; and
 - (ii) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (iii) cannot vote on any matter that is to be decided at the meeting

8.5 Voting at Committee Meetings

- (a) Each committee member present at a committee meeting will have 1 vote on any question arising at the meeting
- (b) Decisions will be made by general agreement, show of hands or vote
- (c) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion
- (d) The chairperson (president or nominated committee member) of the meeting will have a personal vote and, in addition, will have a casting vote if votes are equal
- (e) If a secret ballot is needed, the chairperson of the meeting will decide how the ballot is to be conducted
- (f) If a member cannot attend a meeting, that member may authorise another committee member to act as her proxy when voting. The president must receive notification of the proxy in writing before the meeting

8.6 The Making and Keeping of Records at Committee Meetings

- (a) The secretary, or person authorised by the committee, will keep the minutes and record:
 - (i) the name of the chairperson; and

- (ii) the names of the committee members present at the meeting; and
 - (iii) apologies; and
 - (iv) the name of any other person attending the meeting; and
 - (v) the business considered at the meeting; and
 - (vi) any motion on which a vote is taken at the meeting and the resolution of the vote
- (b) The minutes of a committee meeting will be available electronically or in hard copy to all members of the Association as soon as possible after a committee meeting

9. GENERAL MEETINGS AND PROCEDURES

9.1 Annual General Meetings

- (a) The annual general meeting will be held once in each calendar year and within 6 months after the close of the financial year as prescribed in rule 10.5
- (b) The committee will determine the date, time and place of the annual general meeting
- (c) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year
- (d) The business of the annual general meeting will be:
 - (i) to confirm the minutes of the preceding annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed; and
 - (ii) to receive the president's report on the Association's activities for the previous financial year; and
 - (iii) to receive the treasurer's report and the financial statements for the previous financial year, together with the financial budget for the current financial year; and
 - (iv) to receive the musical director's report; and
 - (v) to elect or re-elect committee members; and
 - (vi) to conduct any other business of which notice has been given in accordance with these rules

9.2 Special General Meetings

- (a) The committee may call special general meetings
- (b) A special general meeting will be called when there is:
 - (i) a resolution to do so by the committee; or
 - (ii) a request from at least 3 committee members; or
 - (iii) a request from at least 20% of the members
- (c) Members requiring a special general meeting to be called under rules 9.2(b)(ii) and (iii) must:
 - (i) give written notice to the secretary; and

- (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign the notice
- (d) A special general meeting must be called by the committee within 28 days after notice is received under rule 9.2(b)

9.3 Notice of General Meetings and Motions

- (a) All members, including associate members, are entitled to receive notice of and to attend general meetings of the Association, and to vote if eligible
- (b) Written notice of not less than 14 days of general meetings will be displayed at the Association's rehearsal venue and distributed electronically, or by hard copy to all members
- (c) Written notice of not less than 21 days will be given for a general meeting if a special resolution is to be proposed to be moved at that meeting
- (d) Written notice of a general meeting will:
 - (i) state the date, time and place of the meeting; and
 - (ii) specify the agenda by indicating the general nature of each item of business to be considered at the meeting; and
 - (iii) include the minutes from the previous general meeting(s); and
 - (iv) if applicable, state proposed motions to be resolved by ordinary resolution or special resolution

9.4 Quorum for General Meetings

- (a) A quorum at any general meeting will be 10 members or two-thirds of the total membership, whichever is less
- (b) If at a general meeting, other than an annual general meeting, there is no quorum within 30 minutes of the time appointed for the meeting, a majority of members present may decide to:
 - (i) declare the meeting lapsed; or
 - (ii) adjourn the meeting for a period not exceeding 14 days. The quorum for such an adjourned meeting will be reduced to 5 failing which the meeting will lapse altogether
- (c) If at an annual general meeting a quorum is not present within 30 minutes after the notified commencement time the meeting is adjourned to the same time, day and place the following week unless the majority of members present decide otherwise
- (d) If at an adjourned annual general meeting a quorum is not present within 30 minutes after the commencement time and at least 2 members are present at the meeting, those members present are taken to constitute a quorum

9.5 Chairing General Meetings and Procedures

- (a) The president or, in the president's absence, the vice president will preside as chairperson of each general meeting
- (b) If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting will choose one of them to act as chairperson of the meeting
- (c) A special resolution is required if it is proposed at a general meeting to:
 - (i) affiliate the Association with another body; or
 - (ii) amend the rules; or
 - (iii) amend the name or objects of the Association; or
 - (iv) voluntarily wind up the Association; or
 - (v) request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager;
or
 - (vi) cancel incorporation
- (d) All other resolutions are ordinary resolutions
- (e) If a member cannot attend a general meeting, that member may authorise another member to act as her proxy when voting. The president must receive notification of the proxy in writing before the meeting
- (f) A member will be physically present at a general meeting in order to be included in the quorum and to vote but at the discretion of the committee it:
 - (i) may allow a member to be physically absent but be in contact with the meeting by phone or other instantaneous communication technology; and
 - (ii) may allow a member referred to in rule 9.5(f)(i) to be taken as present at the meeting, included in the quorum and eligible to vote

9.6 Voting at General Meetings

- (a) Financial members will each be entitled to 1 vote at any general meeting at which they are present
- (b) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion
- (c) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote
- (d) Voting is by show of hands except that:
 - (i) any contested election at an annual general meeting or otherwise is by secret ballot; or
 - (ii) the meeting may, by show of hands, require any other vote to be by secret ballot
- (e) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote

- (f) Resource persons with special interests or knowledge, relevant to the Association, may be invited to attend any meetings and to speak at the discretion of the president or the president's representative but such persons may not vote

9.7 Minutes of General Meetings

- (a) The secretary, or a person authorised by the committee from time to time, will take and keep minutes of each general meeting
- (b) The minutes must record:
 - (i) the name of the chairperson; and
 - (ii) the names of the members attending the meeting; and
 - (iii) apologies; and
 - (iv) the business considered at the meeting, any motions on which a vote is taken and the result of the vote; and
 - (v) the financial statements presented at the meeting; and
 - (vi) any other reports; and
 - (vii) results of elections if applicable
- (c) The minutes of a general meeting will be available electronically or in hard copy to all members of the Association as soon as possible after the meeting

10. FINANCES AND PROPERTY

10.1 Source of Funds

The funds of the Association may be derived from annual membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the committee

10.2 Control of Funds

- (a) The Association must operate an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited
- (b) The committee may approve expenditure above the maximum amount set by the committee from time to time
- (c) Electronic funds transfers must be approved by 2 authorised bank signatories
- (d) At least 3 committee members, including the treasurer and president, are required to be authorised bank signatories
- (e) All funds of the Association must be deposited into the Association's account as soon as practicable after their receipt

10.3 Financial Records

- (a) The Association, in accordance with section 66 of the Act, will keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with part 5 of the Act

- (b) The Association, in accordance with section 67 of the Act, will retain its financial records for at least 7 years after the transactions covered by the records are completed

10.4 Financial Statements

Financial statements will be:

- (a) prepared and presented at the annual general meeting in accordance with tier 1 requirements

- (b) audited only:
 - (i) if decided by resolution at a general meeting; or
 - (ii) if directed by the Commissioner; or
 - (iii) as a required condition, e.g. funding

10.5 Financial Year

The Association's financial year is the period of 12 months commencing on the 1st January and ending on 31st December. Start and finish dates may be reviewed from time to time at the discretion of the committee

11. RESOLVING DISPUTES

11.1 Procedure for Resolving Disputes

- (a) The procedure is a step-by-step process and applies to disputes:
 - (i) between members; or
 - (ii) between 1 or more members and the Association

- (b) The procedure comprises an informal process and a formal 'mediation' process. However, due to the nature of the Association the aim is always to settle disputes amicably and informally without resorting to a formal process

- (c) The parties to a dispute must attempt to resolve the dispute between themselves

11.2 Step-by-Step Procedure

- (a) Step 1: If the parties to a dispute are unable to resolve the dispute between themselves they may seek informal counsel from their respective section leader(s) or, if this not possible or appropriate, from another committee member

- (b) Step 2: If section leaders/committee members are unable to resolve the dispute they must refer the matter informally to the president
- (c) Step 3: If the president is unable to resolve the dispute, and subject to the nature of the dispute, the president must invite the parties to discuss their grievances at:
 - (i) a committee meeting; or
 - (ii) a special general meeting of all members; or
 - (iii) mediation

11.3 Determination of Dispute by Committee or by Special General Meeting of all Members

- (a) At the committee meeting or special general meeting of all members at which a dispute is to be considered and resolved, the committee or members must:
 - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions about the dispute; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) endeavour to resolve the dispute by vote or by an agreed method determined at the meeting
- (b) If the dispute cannot be resolved at a committee meeting or a special general meeting of all members then it must go to formal mediation

11.4 Determination of Dispute by Mediation

- (a) The president will appoint a mediator in consultation with the committee and the parties involved in the dispute
- (b) The appointment of the mediator and the process of mediation will be guided by the model rules as appropriate to the situation
- (c) The parties to the dispute must pay for the mediation themselves

12. GENERAL MATTERS

12.1 Protocols

Protocols provide for practices such as dress code, code of conduct, use of sheet music, music files and any other matters the Association considers necessary or convenient to address

12.2 Giving Notices of Meetings to Members

A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:

- (a) delivered by hand or posted to the member; or

- (b) sent by electronic transmission to the email address of the member

12.3 Amendment of Rules

- (a) Rules of the Association may be added, repealed or amended by special resolution and passed by at least 75% of members present and entitled to vote at a general meeting in accordance with rules 9.3(c), 9.3(d)(i) and (iii), and 9.5(c)
- (b) When a special resolution amending the rules, including the name or objects of the Association, is passed, the required documents must be lodged with the Commissioner within 1 month after the special resolution is passed
- (c) Any amendment to the rules, including changes to the name or objectives of the Association, does not take effect until approval of the Commissioner is given in writing

12.4 Common Seal

The Association will not use a Common Seal

12.5 Custody of Books and Securities

- (a) The books and any securities of the Association, except the financial records and statements and the register of members and office bearers, must be kept in the Secretary's custody unless otherwise decided by the committee
- (b) The financial records and the financial statements or financial reports of the Association must be kept in the treasurer's custody unless otherwise decided by the committee
- (c) The register of members must be kept in the vice president's custody unless otherwise decided by the committee
- (d) The books must be retained for at least 7 years

12.6 Inspection by Members of Books, Records and Documents of the Association

- (a) A member may inspect the books, records and documents free of charge at a time and place mutually convenient to the Association and the member
- (b) The member must contact the secretary to make the necessary arrangements for the inspection
- (c) The member may make a copy of or take an extract from a record or document but does not have a right to remove the record or document for that purpose
- (d) The member must not use or disclose information in a record or document except for a purpose:
 - (i) that is directly connected with the affairs of the Association; or

(ii) that is related to complying with a requirement of the Act

12.7 Distribution of Surplus Property When Association is Wound Up or Incorporation Cancelled

- (a) The Association will not be dissolved or its incorporation cancelled except by approval of members by special resolution
- (b) On the winding up of the Association or cancellation of the incorporation, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act