



Associations Incorporation Reform Act 2012

MELBOURNE STRING ENSEMBLES INCORPORATED

ABN 73 271 811 464

ASSOCIATION NUMBER A0011694R

RULES OF INCORPORATION

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PART 1 – PRELIMINARY

1 Name

The name of the incorporated association is "Melbourne String Ensembles Incorporated" (**'the Association'**).

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Association are:

- 2.1 to promote music in any community;
- 2.2 to provide musical training and tuition for musicians and prospective musicians of any age;
- 2.3 to form and manage a group or groups to perform music privately or publicly in any community and to undertake tours of those groups;
- 2.4 to broaden the musical experience of any person;
- 2.5 to hold concerts either alone or in association with any other person or body; and
- 2.6 to conduct such activities as are incidental to the purposes in rules 2.1 to 2.5.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

"absolute majority", of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

"adult player" means a person aged 18 years or over who has been admitted to membership pursuant to rule 7;

"annual subscription" means the annual subscription (if any) determined by the Association under rule 14;

"Committee" means the Committee having management of the business of the Association;

"committee meeting" means a meeting of the Committee held in accordance with these Rules;

"committee member" means a member of the Committee elected or appointed under Division 3 of Part 5;

"disciplinary appeal meeting" means a meeting of the members of the Association convened under rule 25.3;

"**disciplinary meeting**" means a meeting of the Committee convened for the purposes of rule 24;

"**disciplinary subcommittee**" means the subcommittee appointed under rule 21.2.1;

"**entrance fee**" means the fee (if any) determined by the Association under rule 14;

"**financial year**" means the 12 month period specified in rule 3;

"**general meeting**" means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

"**infant player**" means a person under the age of 18 years who is a member of the Association;

"**Meeting Chairperson**", of a general meeting or committee meeting, means the person chairing the meeting as required under rule 47;

"**member**" means a member of the Association and includes a parent member, adult player, infant player and the musical director but excludes friends of the Association;

"**member entitled to vote**" means a parent member and adult player who is entitled to vote at a general meeting;

"**musical director**" means the person appointed from time to time and holding that position pursuant to rule 50;

"**ordinary Committee member**" means a member of the Committee who is not an officer of the Association;

"**officer**" means those persons listed at rules 45.1 to 45.6;

"**parent member**" means a parent or guardian of an infant player who has been admitted to membership pursuant to rule 9;

"**secretary**" means the person who holds office as Secretary of the Association;

"**special resolution**" means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

"**the Act**" means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

"**the Registrar**" means the Registrar of Incorporated Associations.

PART 2 – POWERS OF ASSOCIATION

5 Powers of Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting subrule 5.1, the Association may—

5.2.1 acquire, hold, lease, hire, sell, improve, manage or dispose of, or otherwise deal with real or personal property;

- 5.2.2 open and operate accounts with financial institutions;
 - 5.2.3 invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6 appoint agents to transact business on its behalf;
 - 5.2.7 enter into any other contract it considers necessary or desirable;
 - 5.2.8 to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not;
 - 5.2.9 to indemnify any person for any loss or damage incurred as a result of having, on behalf of the unincorporated association, become liable to pay any amount by way of damages or otherwise;
 - 5.2.10 To take any gift of property whether subject to any trust or not.
- 5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 **Not for profit organisation**

- 6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Subrule 6.1 does not prevent the Association from paying a member—
- 6.2.1 reimbursement for expenses properly incurred by the member; or
 - 6.2.2 for goods or services provided by the member—
- if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

A natural person who:

- 8.1 is 18 years of age or over and has been nominated by the musical director pursuant to Rule 50.3.2 as a fit and proper person to become an adult player; or

8.2 is a parent or guardian of an infant player;
is eligible to be a member of the Association.

9 **Acknowledgements by members**

9.1 Members acknowledge that:

- 9.1.1 Being a member of the Association does not entitle members to represent the Association and play at musical events;
- 9.1.2 The Musical Director has absolute discretion in determining who will represent the Association and play at musical events; and
- 9.1.3 The Musical Director may select non-members of the Association to represent the Association and play at musical events.

10 **Application for membership**

10.1 To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—

- 10.1.1 wishes to become a member of the Association; and
- 10.1.2 supports the purposes of the Association; and
- 10.1.3 agrees to comply with these Rules.

10.2 The application—

- 10.2.1 must be signed by the applicant; and
- 10.2.2 may be accompanied by the entrance fee.

11 **Consideration of application**

11.1 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

11.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

11.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.

11.4 No reason need be given for the rejection of an application.

12 **New membership**

12.1 If an application for membership is approved by the Committee—

- 12.1.1 the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
- 12.1.2 the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

- 12.2 A person becomes a member of the Association and, subject to rule 15.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
- 12.2.1 the Committee approves the person's membership; or
 - 12.2.2 the person pays the entrance fee.

13 **Membership Process**

- 13.1 The Secretary must be satisfied that a person is eligible to be a member of the Association in accordance with rule 8.
- 13.2 A person becomes a member of the Association in the appropriate category determined by the Committee and, subject to rule 15.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
- 13.2.1 the musical director approves the person's membership; or
 - 13.2.2 the person pays the entrance fee (if any) and/or the annual subscription (if any).
- 13.3 The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 13.4 A person proposing to become a parent member in respect of two or more infant players must follow the procedure set out in this rule for each infant player.

14 **Annual subscription and entrance fee**

- 14.1 At each annual general meeting, the Association must determine—
- 14.1.1 the amount of the annual subscription and entrance fee (if any) for the following financial year; and
 - 14.1.2 the date for payment of the annual subscription (if any).
- 14.2 The Association may determine that a lower annual subscription is payable by infant players. This may also be reduced where the infant player's parent or guardian is a parent member.
- 14.3 The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- 14.3.1 the full annual subscription; or
 - 14.3.2 a pro rata annual subscription based on the remaining part of the financial year; or
 - 14.3.3 a fixed amount determined from time to time by the Association.
- 14.4 The rights of a member entitled to vote who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- 14.5 The Committee may reduce or waive subscriptions and fees where a member is experiencing financial hardship.

15 General rights of members

- 15.1 A member of the Association has the right—
- 15.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 15.1.2 to submit items of business for consideration at a general meeting; and
 - 15.1.3 to attend and be heard at general meetings; and
 - 15.1.4 to vote at a general meeting (for members entitled to vote); and
 - 15.1.5 to have access to the minutes of general meetings and other documents of the Association as provided under rule 78; and
 - 15.1.6 to inspect the register of members.
- 15.2 A member is entitled to vote if—
- 15.2.1 the member is a member other than an infant player; and
 - 15.2.2 more than 10 business days have passed since he or she became a member of the Association; and
 - 15.2.3 the member's membership rights are not suspended for any reason.

16 Infant players

- 16.1 Infant players of the Association include:
- 16.1.1 Any members under the age of 18;
 - 16.1.2 Any other category of members as determined by special resolution at a general meeting.
- 16.2 An infant player has all rights as any other member, including the right to attend and be heard at any general meeting, but is not entitled to vote.

17 Rights not transferable

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

18 Ceasing membership

- 18.1 The membership of a person ceases on resignation, expulsion or death.
- 18.2 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- 18.3 A Parent Member will cease to be a Parent Member with respect to an infant player if the infant player's name is removed from the register of members as a result of resignation, expulsion, death or where the infant player reaches the age of 18 years.

19 Resigning as a member

- 19.1 A member may resign by giving one month's notice in writing to the Association.

- 19.2 A member is taken to have resigned if—
- 19.2.1 the member's annual subscription is more than 12 months in arrears; or
- 19.2.2 where no annual subscription is payable—
- (a) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (b) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

20 Register of members

- 20.1 The Secretary must keep and maintain a register of members that includes—
- 20.1.1 for each current member—
- (a) the member's name;
 - (b) the address for notice last given by the member;
 - (c) the date of becoming a member;
 - (d) the category of membership;
 - (e) in the case of a parent member, details of the infant player in respect of which that parent member is a parent member;
 - (f) any other information determined by the Committee; and
- 20.1.2 for each former member, the date of ceasing to be a member.
- 20.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 – Disciplinary Action

21 Grounds for taking disciplinary action

- 21.1 The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
- 21.1.1 has failed to comply with these Rules; or
- 21.1.2 refuses to support the purposes of the Association; or
- 21.1.3 has engaged in conduct prejudicial to the Association.
- 21.2 The Association may, after receiving written advice from the musical director, expel or suspend:
- 21.2.1 an adult player, if the adult player's musical performance is not up to a reasonable standard required by the musical director for adult players; or

- 21.2.2 an infant player, if the infant player's musical performance is not up to a reasonable standard required by the musical director for infant players.

22 **Disciplinary subcommittee**

- 22.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 22.2 The members of the disciplinary subcommittee—
- 22.2.1 may be Committee members, members of the Association or anyone else determined by the Committee in its absolute discretion to have the necessary skills and competencies to be a member of the disciplinary subcommittee; but
- 22.2.2 must not be biased against, or in favour of, the member concerned.

23 **Notice to member**

- 23.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
- 23.1.1 stating that the Association proposes to take disciplinary action against the member; and
- 23.1.2 stating the grounds for the proposed disciplinary action; and
- 23.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
- 23.1.4 advising the member that he or she may do one or both of the following—
- (a) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
- (b) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- 23.1.5 setting out the member's appeal rights under rule 25.
- 23.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24 **Decision of subcommittee**

- 24.1 At the disciplinary meeting, the disciplinary subcommittee must—
- 24.1.1 give the member an opportunity to be heard; and
- 24.1.2 consider any written statement submitted by the member.
- 24.2 After complying with subrule 24.1, the disciplinary subcommittee may—
- 24.2.1 take no further action against the member; or

- 24.2.2 subject to subrule 24.3—
- (a) reprimand the member; or
 - (b) suspend the membership rights of the member for a specified period; or
 - (c) expel the member from the Association; or
 - (d) fine the member but ensure that the fine does not exceed the amount stated in the regulations.

24.3 The disciplinary subcommittee may not fine the member.

24.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

25 **Appeal rights**

25.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 24 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

25.2 The notice must be in writing and given—

25.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

25.2.2 to the Secretary not later than 48 hours after the vote.

25.3 If a person has given notice under subrule 25.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

25.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

25.4.1 specify the date, time and place of the meeting; and

25.4.2 state—

- (a) the name of the person against whom the disciplinary action has been taken; and
- (b) the grounds for taking that action; and
- (c) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

26 **Conduct of disciplinary appeal meeting**

26.1 At a disciplinary appeal meeting—

26.1.1 no business other than the question of the appeal may be conducted; and

- 26.1.2 the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- 26.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 26.2 After complying with subrule 26.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 26.3 A member may not vote by proxy at the meeting.
- 26.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 – Grievance Procedure

27 Application

- 27.1 The grievance procedure set out in this Division applies to disputes under these Rules between—
 - 27.1.1 a member and another member;
 - 27.1.2 a member and the Committee;
 - 27.1.3 a member and the Association.
- 27.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28 Parties must attempt to resolve the dispute

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

29 Appointment of mediator

- 29.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days—
 - 29.1.1 notify the Committee of the dispute; and
 - 29.1.2 agree to or request the appointment of a mediator; and
 - 29.1.3 attempt in good faith to settle the dispute by mediation.
- 29.2 The mediator must be—
 - 29.2.1 a person chosen by agreement between the parties; or
 - 29.2.2 in the absence of agreement—
 - (a) if the dispute is between a member and another member—a person appointed by the Committee; or

- (b) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

29.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

29.3.1 has a personal interest in the dispute; or

29.3.2 is biased in favour of or against any party.

30 **Mediation process**

30.1 The mediator to the dispute, in conducting the mediation, must—

30.1.1 give each party every opportunity to be heard; and

30.1.2 allow due consideration by all parties of any written statement submitted by any party; and

30.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

30.2 The mediator must not determine the dispute.

31 **Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

32 **Annual general meetings**

32.1 The Committee must convene an annual general meeting of the Association to be held not later than 30 April.

32.2 The Committee may determine the date, time and place of the annual general meeting.

32.3 The ordinary business of the annual general meeting is as follows—

32.3.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

32.3.2 to receive and consider—

- (a) the annual report of the Committee on the activities of the Association during the preceding financial year; and

- (b) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

32.3.3 to elect officers of the Association and the ordinary Committee members (except the musical director);

32.3.4 to confirm or vary the amounts (if any) of the annual subscription and entrance fee;

32.3.5 to elect an auditor.

32.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32.5 The annual general meeting must be in addition to any other general meetings that may be held in the same financial year.

33 **Special general meetings**

33.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

33.2 The Committee may convene a special general meeting whenever it thinks fit.

33.3 No business other than that set out in the notice under rule 35 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 35 and the majority of members at the meeting agree.

34 **Special general meeting held at request of members**

34.1 The Committee must convene a special general meeting if a request to do so is made in accordance with subrule 34.2 by at least 5 or more members.

34.2 A request for a special general meeting must—

34.2.1 be in writing; and

34.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and

34.2.3 include the names and signatures of the members requesting the meeting; and

34.2.4 be given to the Secretary.

34.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

34.4 A special general meeting convened by members under subrule 34.3—

34.4.1 must be held within 3 months after the date on which the original request was made; and

34.4.2 may only consider the business stated in that request.

34.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 34.3.

35 **Notice of general meetings**

- 35.1 The Secretary (or, in the case of a special general meeting convened under rule 34.3, the members convening the meeting) must give to each member of the Association—
- 35.1.1 at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 35.1.2 at least 14 days' notice of a general meeting in any other case.
- 35.2 The notice must—
- 35.2.1 specify the date, time and place of the meeting; and
 - 35.2.2 indicate the general nature of each item of business to be considered at the meeting; and
 - 35.2.3 if a special resolution is to be proposed—
 - (a) state in full the proposed resolution; and
 - (b) state the intention to propose the resolution as a special resolution.
- 35.3 This rule does not apply to a disciplinary appeal meeting.

Note

Rule 25.4 sets out the requirements for notice of a disciplinary appeal meeting.

36 **Use of technology**

- 36.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 36.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule 36.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 **Quorum at general meetings**

- 37.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 37.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of the lesser of either a simple majority of eligible members entitled to vote or 15 eligible members entitled to vote.
- 37.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
- 37.3.1 in the case of a meeting convened by, or at the request of, members under rule 34—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to

have the business reconsidered at another special meeting, the members must make a new request under rule 34.

37.3.2 in any other case—

- (a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- (b) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

37.4 If a quorum set out in sub rule 37.2 is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 37.3.2, the meeting must be dissolved.

38 **Adjournment of general meeting**

38.1 The Meeting Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

38.2 Without limiting subrule 38.1, a meeting may be adjourned—

38.2.1 if there is insufficient time to deal with the business at hand; or

38.2.2 to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

38.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

38.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

39 **Voting at general meeting**

39.1 On any question arising at a general meeting—

39.1.1 subject to subrule 39.3, each member who is entitled to vote has one vote; and

39.1.2 members may vote personally or by proxy;

39.1.3 except in the case of a special resolution, the question must be decided on a majority of votes;

39.1.4 a parent member who is a parent member in respect of two or more infant players will have one vote only; and

39.1.5 in the case of two parent members who are married to each other, each Parent Member is not entitled to exercise an individual vote but instead is entitled to exercise one joint vote. In the absence of agreement between the two parent members as to the exercise of that vote, the

parent member appearing first in the register of members will determine the exercise of that vote.

- 39.2 If votes are divided equally on a question, the Meeting Chairperson has a second or casting vote.
- 39.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 39.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 26.

40 **Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

41 **Determining whether resolution carried**

41.1 Subject to subsection 41.2, the Meeting Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- 41.1.1 carried; or
- 41.1.2 carried unanimously; or
- 41.1.3 carried by a particular majority; or
- 41.1.4 lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

41.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- 41.2.1 the poll must be taken at the meeting in the manner determined by the Meeting Chairperson; and
- 41.2.2 the Meeting Chairperson must declare the result of the resolution on the basis of the poll.

41.3 A poll demanded on the election of the or on a question of an adjournment must be taken immediately.

41.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Meeting Chairperson.

42 **Minutes of general meeting**

42.1 The Committee must ensure that minutes are taken and kept of each general meeting.

- 42.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 42.3 In addition, the minutes of each annual general meeting must include—
- 42.3.1 the names of the members attending the meeting; and
 - 42.3.2 the financial statements submitted to the members in accordance with rule 32.3.2(b); and
 - 42.3.3 the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 42.3.4 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – COMMITTEE

Division 1 – Powers Of Committee

43 Role and powers

- 43.1 The business and management of the Association must be managed by or under the direction of a Committee.
- 43.2 The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 43.3 The Committee may—
- 43.3.1 control and manage the business and affairs of the Association;
 - 43.3.2 appoint and remove staff;
 - 43.3.3 establish subcommittees consisting of members with terms of reference it considers appropriate.

44 Delegation

- 44.1 The Committee may delegate to a member of the Committee, a subcommittee or staff or any other person, any of its powers and functions other than—
- 44.1.1 this power of delegation; or
 - 44.1.2 a duty imposed on the Committee by the Act or any other law.
- 44.2 The delegation referred to in rule 44.1 must be in writing and may be subject to the conditions and imitations the Committee considers appropriate.
- 44.3 The Committee may, in writing, revoke a delegation made under rule 44.1.
- 44.4 An office bearer may, with the prior written consent of the Committee, delegate his or her powers, functions and responsibilities to any person but may not delegate the following powers and functions:
- 44.4.1 this power of delegation; or

- 44.4.2 a duty imposed on him or her by the Act or any other law.
- 44.5 The delegation referred to in rule 44.4 must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 44.6 The office bearer or the Committee may, in writing, revoke a delegation made under rule 44.4.

Division 2 – Composition of Committee and duties of members

45 Composition of Committee

The Committee may consist of—

- 45.1 a Chairperson (also known as a President); and
- 45.2 an immediate Past Chairperson; and
- 45.3 a Vice Chairperson (also known as a Vice President); and
- 45.4 a Secretary; and
- 45.5 a Treasurer; and
- 45.6 a musical director; and
- 45.7 up to 7 ordinary members (if any) elected under rule 55.

46 General Duties

- 46.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 46.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 46.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 46.4 Committee members must exercise their powers and discharge their duties—
- 46.4.1 in good faith in the best interests of the Association; and
- 46.4.2 for a proper purpose.
- 46.5 Committee members and former committee members must not make improper use of—
- 46.5.1 their position; or
- 46.5.2 information acquired by virtue of holding their position—
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- 46.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

47 President/Chairperson and Vice President/Vice Chairperson

- 47.1 Subject to subrule 47.2, the Chairperson or, in the Chairperson's absence, the Vice Chairperson or, in the Vice Chairperson's absence, the Past Chairperson is the Meeting Chairperson for any general meetings and for any committee meetings.
- 47.2 If the Chairperson, Vice Chairperson and the Past Chairperson are absent, or are unable to preside, the Meeting Chairperson of the meeting must be—
- 47.2.1 in the case of a general meeting—a committee member elected by the committee or in the absence of all committee members, a member elected by the other members present; or
- 47.2.2 in the case of a committee meeting—a committee member elected by the other committee members present.

48 Secretary

- 48.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- 48.2 The Secretary must—
- 48.2.1 maintain the register of members in accordance with rule 20;
- 48.2.2 keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 72.3, all books, documents and securities of the Association in accordance with rules 75 and 78;
- 48.2.3 keep minutes of the resolutions, attendances and proceedings of each general meeting and each committee meeting;
- 48.2.4 subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- 48.2.5 perform any other duty or function imposed on the Secretary by these Rules.
- 48.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49 Treasurer

- 49.1 The Treasurer must—
- 49.1.1 receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association and deal with such moneys in such manner as the Committee may direct; and

- 49.1.2 ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - 49.1.3 make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - 49.1.4 ensure cheques are signed by at least 2 committee members (other than the musical director).
- 49.2 The Treasurer must—
- 49.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and
 - 49.2.2 coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- 49.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

50 **Musical Director**

- 50.1 The Committee must appoint a person as the musical director of the Association from time to time and on such terms and conditions as it sees fit.
- 50.2 The Committee shall have power at all times to remove and appoint the musical director, subject to applicable law and the terms of any agreement between the Association and the musical director.
- 50.3 The musical director's powers and duties are as follows:
 - 50.3.1 To be responsible for the musical expression and musical direction of the Association and any group or groups run by the Association;
 - 50.3.2 To nominate people to be infant players or adult players of the Association within the constraints imposed by the Committee;
 - 50.3.3 To, where required, recommend to the Committee that an infant player or adult player be expelled or suspended from the Association or any group or groups run by the Association as a result of poor musical performance;
 - 50.3.4 To hold all relevant musical materials and certificates; and
 - 50.3.5 To appoint a substitute in their absence provided such substitute is acceptable to an absolute majority of the Committee.

Division 3 – Election of Committee members and tenure of office

51 **Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- 51.1 is 18 years or over; and
- 51.2 is entitled to vote at a general meeting.

52 Positions to be declared vacant

- 52.1 This rule applies to—
- 52.1.1 the first annual general meeting of the Association after its incorporation;
or
 - 52.1.2 any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- 52.2 The Meeting Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 53 to 56.

53 Nominations

- 53.1 Prior to the election of each position, the Meeting Chairperson of the meeting must call for nominations to fill that position.
- 53.2 An eligible member of the Association may—
- 53.2.1 nominate himself or herself; or
 - 53.2.2 with the member's consent, be nominated by another member.
- 53.3 Nominations of candidates for election as officers of the Association (other than the musical director) or as ordinary Committee members:
- 53.3.1 be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 53.3.2 must be delivered to the Secretary not less than two days before the date fixed for holding the annual general meeting.
- 53.4 A nomination of a candidate for election under this rule is not valid if that candidate has been nominated for another office for election at the same election.

54 Election of Chairperson etc.

- 54.1 At the annual general meeting, separate elections must be held for each of the following positions—
- 54.1.1 Chairperson;
 - 54.1.2 Vice Chairperson, unless the members resolve to keep this position vacant;
 - 54.1.3 Past Chairperson;
 - 54.1.4 Secretary;
 - 54.1.5 Treasurer.
- 54.2 If only one member is nominated for the position, the Meeting Chairperson of the meeting must declare the member elected to the position.

- 54.3 If more than one member is nominated, a ballot must be held in accordance with rule 56.
- 54.4 On his or her election, the new Chairperson may take over as Meeting Chairperson of the meeting.

55 **Election of ordinary members**

- 55.1 The annual general meeting must by resolution decide the number of ordinary Committee members (if any) it wishes to hold office for the next year.
- 55.2 The number of ordinary Committee members referred to in rule 55.1 cannot exceed 7.
- 55.3 A single election may be held to fill all of those positions.
- 55.4 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Meeting Chairperson of the meeting must declare each of those members to be elected to the position.
- 55.5 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 56.

56 **Ballot**

- 56.1 The ballot for the election of officers (other than the musical director) and ordinary Committee members must be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 56.2 If a ballot is required for the election for a position, the Meeting Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 56.3 The returning officer must not be a member nominated for the position.
- 56.4 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 56.5 The election must be by secret ballot.
- 56.6 The returning officer must give a blank piece of paper to—
 - 56.6.1 each member present in person; and
 - 56.6.2 each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- 56.7 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 56.8 If the ballot is for more than one position—
 - 56.8.1 the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - 56.8.2 the voter must not write the names of more candidates than the number to be elected.

- 56.9 Ballot papers that do not comply with subrule 56.8.2 are not to be counted.
- 56.10 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 56.11 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 56.12 If the returning officer is unable to declare the result of an election under subrule 56.11 because 2 or more candidates received the same number of votes, the returning officer must—
- 56.12.1 conduct a further election for the position in accordance with subrules 56.5 to 56.11 to decide which of those candidates is to be elected; or
 - 56.12.2 with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

57 Term of office

- 57.1 Subject to subrule 57.3 and rule 58, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 57.2 A committee member may be re-elected.
- 57.3 A general meeting of the Association may—
- 57.3.1 by special resolution remove a committee member from office; and
 - 57.3.2 elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 57.4 A member who is the subject of a proposed special resolution under subrule 57.3.1 may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 57.5 The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

58 Vacation of office

- 58.1 A committee member may resign from the Committee by written notice addressed to the Committee.
- 58.2 A person ceases to be a committee member if he or she—
- 58.2.1 ceases to be a member of the Association (except for the musical director); or
 - 58.2.2 in the case of the musical director:

- (a) resigns by giving at least six months prior written notice of their intention to do so to the Secretary; or
 - (b) the Committee resolves to terminate his or her appointment as musical director in accordance with rule 50.2;
- 58.2.3 becomes an insolvent under administration;
- 58.2.4 fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 69 and the Secretary has, 7 days prior to the third such consecutive meeting, forwarded a notice drawing attention to the provisions of this rule; or
- 58.2.5 otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

59 Filling casual vacancies

- 59.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
- 59.1.1 has become vacant under rule 58; or
 - 59.1.2 was not filled by election at the last annual general meeting.
- 59.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 59.3 Rule 57 applies to any committee member appointed by the Committee under subrule 57.1 or 57.2.
- 59.4 The Committee may continue to act despite any vacancy in its membership.
- 59.5 In the event of a casual vacancy occurring in the office of an ordinary Committee member, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed must hold office, subject to these rules, until the conclusion of the annual general meeting following the date of their appointment.

Division 4 – Meetings of Committee**60 Meetings of Committee**

- 60.1 The Committee must meet at such place, at such intervals and at such times as the Committee may determine.
- 60.2 Special committee meetings may be convened by the Chairperson or by any 3 members of the Committee.

61 Notice of meetings

- 61.1 Notice of each committee meeting must be given to each committee member no later than 2 days before the date of the meeting.
- 61.2 Notice may be given of more than one committee meeting at the same time.
- 61.3 The notice must state the date, time and place of the meeting.

- 61.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 61.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

62 **Urgent meetings**

- 62.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 62.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 62.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

63 **Procedure and order of business**

- 63.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 63.2 At the invitation of the Chairperson, any person may attend a Committee meeting for the purposes of informing the Committee about any matter or assisting the Committee in any deliberations but this person is not entitled to vote.
- 63.3 The order of business may be determined by the members present at the meeting.

64 **Use of technology**

- 64.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 64.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule 64.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

65 **Quorum**

- 65.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 65.2 The quorum for a committee meeting is 3 (in person or as allowed under rule 64) committee members holding office.
- 65.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
- 65.3.1 in the case of a special meeting—the meeting lapses;
- 65.3.2 in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

66 **Voting**

- 66.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 66.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 66.3 Subrule 66.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 66.4 If votes are divided equally on a question, the Meeting Chairperson of the meeting has a second or casting vote.
- 66.5 Voting by proxy is not permitted

67 **Conflict of interest**

- 67.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 67.2 The member—
 - 67.2.1 must not be present while the matter is being considered at the meeting; and
 - 67.2.2 must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 67.3 This rule does not apply to a material personal interest—
 - 67.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - 67.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

68 **Minutes of meeting**

- 68.1 The Committee must ensure that minutes are taken and kept of each committee meeting.
- 68.2 The minutes must record the following—
 - 68.2.1 the names of the members in attendance at the meeting;
 - 68.2.2 the business considered at the meeting;
 - 68.2.3 any resolution on which a vote is taken and the result of the vote;
 - 68.2.4 any material personal interest disclosed under rule 67.

69 Leave of absence

- 69.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- 69.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

70 Source of funds

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

71 Management of funds

- 71.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 71.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 71.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 71.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members (excluding the musical director).
- 71.5 All electronic funds transfers must be authorised by 2 committee members.
- 71.6 All funds of the Association must be deposited into financial accounts of the Association no later than 5 working days after receipt.
- 71.7 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

72 Financial records

- 72.1 The Association must keep financial records that—
- 72.1.1 correctly record and explain its transactions, financial position and performance; and
 - 72.1.2 enable financial statements to be prepared as required by the Act.
- 72.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 72.3 The Treasurer must keep in his or her custody, or under his or her control—
- 72.3.1 the financial records for the current financial year; and

72.3.2 any other financial records as authorised by the Committee.

73 **Financial statements**

73.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

73.2 Without limiting subrule 73.1, those requirements include—

73.2.1 the preparation of the financial statements;

73.2.2 if required, the review or auditing of the financial statements;

73.2.3 the certification of the financial statements by the Committee;

73.2.4 the submission of the financial statements to the annual general meeting of the Association;

73.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

74 **Public Fund**

74.1 The Association will establish and maintain a public fund while listed on the Register of Cultural Organisations.

74.2 Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specific by the Australian Taxation Office.

74.3 The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.

74.4 No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

74.5 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.

74.6 Receipts for gifts to the public fund must state:

74.6.1 The name of the public fund and that the receipt is for a gift made to the public fund;

74.6.2 The Australian Business Number of the association;

74.6.3 The fact that the receipt is for a gift; and

74.6.4 Any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

- 74.7 On the winding up of the public fund or the revocation of the public fund's deductible gift recipient status (whichever comes first), the body to which the surplus assets are to be given must be decided by special resolution and must:
- 74.7.1 have objects similar to the objects of this Association;
 - 74.7.2 have rules which prohibit the distribution of its or their income among its or their members;
 - 74.7.3 be eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997; and
 - 74.7.4 be listed on the Register of Cultural Organisations maintained under the Income Tax Assessment Act 1997.

PART 7 – GENERAL MATTERS

75 Common seal

- 75.1 The Association may have a common seal.
- 75.2 If the Association has a common seal—
- 75.2.1 the name of the Association must appear in legible characters on the common seal;
 - 75.2.2 a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members (other than the musical director);
 - 75.2.3 the common seal must be kept in the custody of the Secretary.

76 Registered address

The registered address of the Association is—

- 76.1 the address determined from time to time by resolution of the Committee; or
- 76.2 if the Committee has not determined an address to be the registered address— the postal address of the Secretary.

77 Notice requirements

- 77.1 Any notice required to be given to a member or a committee member under these Rules may be given—
- 77.1.1 by handing the notice to the member personally; or
 - 77.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or
 - 77.1.3 by email or facsimile transmission.
- 77.2 Subrule 77.1 does not apply to notice given under rule 62.
- 77.3 Any notice required to be given to the Association or the Committee may be given—
- 77.3.1 by handing the notice to a member of the Committee; or

- 77.3.2 by sending the notice by post to the registered address; or
- 77.3.3 by leaving the notice at the registered address; or
- 77.3.4 if the Committee determines that it is appropriate in the circumstances—
 - (a) by email to the email address of the Association or the Secretary; or
 - (b) by facsimile transmission to the facsimile number of the Association.

78 **Custody and inspection of books and records**

- 78.1 Members may on request inspect free of charge—
 - 78.1.1 the register of members;
 - 78.1.2 the minutes of general meetings;
 - 78.1.3 subject to subrule 78.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 78.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 78.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 78.4 Subject to subrule 78.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 78.5 For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - 78.5.1 its membership records;
 - 78.5.2 its financial statements;
 - 78.5.3 its financial records;
 - 78.5.4 records and documents relating to transactions, dealings, business or property of the Association.

79 **Patrons and Friends**

- 79.1 At its absolute discretion, the Committee may appoint persons (including corporations) to the position of patron of the Association in consideration for services provided to the Association and may give that patron such rights and entitlements as it sees fit other than the right to vote at any general meeting of the Association.

- 79.2 At its absolute discretion, the Committee may create a category of persons to be known as 'Friends of the Association' and may give those persons such rights and entitlements as it sees fit other than the right to vote at any general meeting of the Association and may charge such entrance fees or annual subscriptions as it sees fit to impose in consideration for admitting a person to such category. However, friends of the Association will not be members.

80 **Winding up and cancellation**

- 80.1 Subject to the winding up of the public fund in accordance with rule 74.7, the Association may be wound up voluntarily by special resolution.
- 80.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 80.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

81 **Alteration of rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.