

**NEW SOUTH WALES  
ASSOCIATIONS INCORPORATION ACT 1984  
AN INCORPORATED ASSOCIATION**

**RULES  
OF  
ORCHESTRAS AUSTRALIA  
INCORPORATED**

(formerly The Orchestras of Australia  
Network Incorporated and previously The  
Orchestral Association of NSW)

Based on a framework originally documented by Clayton Utz , Solicitors and Attorneys

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**PART I: PRELIMINARY**

**1 Name**

1.1 The name of the Association is “Orchestras Australia Incorporated”.

**2 Vision**

2.1 As the recognised peak national body, Orchestras Australia promotes an environment in which all orchestras throughout Australia can flourish.

**3 Areas of Focus**

The three areas of focus of the Association are:

- a) to promote Australia’s orchestral activities to the wider community and advocate for them as an essential ingredient in creating Australia’s culture.
- b) to inform orchestras and the wider community about all aspects of the orchestral scene providing relevant resources and service.
- c) to nurture the growth of orchestras and other affiliated groups within the orchestral sector through education, professional development, support services, mentoring and opportunities to communicate with each other.

**4 Interpretation**

4.1 In these Rules, except in so far as the context or subject matter otherwise indicates or requires:

“**Act**” means the Associations Incorporation Act 1984;

“**Association**” means The Orchestras of Australia Network Incorporated;

“**Board**” means the Board of Directors of the Association

**“Chairperson”** and **“Deputy Chairperson”** mean the individuals elected as such under Rule 19.1;

**“Commissioner”** means the Commissioner for Consumer Affairs of New South Wales;

**“Elected Director”** means a director elected in accordance with Rule 18.1

**“Executive Officer”** means

- a) the individual employed by the Association to manage and lead the Association on a day to day basis
- b) the appointed representative of the Executive Officer

**“Officers”** means the individual elected as such under Rule 19.1;

**“person”** means an individual, an organisation and a body;

**“Public Officer”** means the person designated as the public officer of the Association under the Act;

**“Regulations”** means the Associations Incorporated Regulations 1985;

**“Secretary”** means:

- a) the person holding office under these Rules as secretary of the Association; or
- b) where no such person holds that office – the Public Officer; and

**“Special General Meeting”** means a general meeting of the Association other than an annual general meeting.

4.2 In these Rules:

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

4.3 The provisions of the Interpretation Act, 1987, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument of the Act.

## **PART II: MEMBERSHIP**

### **5 Membership Qualifications & Classifications**

- 5.1 Membership of the Association shall be open to all persons, orchestras and organisations interested in furthering the objects of the Association.
- 5.2 These shall be six classifications of memberships of the Association, namely Full Organisation Members, Affiliate Organisation Members, Associate Members, Individual Members, Complimentary Members and Honorary Life Members.
- 5.3 Subject to Rule 5.1, a person is eligible to be admitted as a Full Organisation Member of the Association if the person is an orchestra:
- a) which performs works of symphonic or chamber music;
  - b) whose affairs are administered by a board or committee of management or on a co-operative basis by members of the orchestra; and
  - c) which has successfully performed at least one season of concerts
- 5.4 Subject to Rule 5.1, a person is eligible to be admitted as an Affiliate Organisation Member if the person is an orchestra which:
- a) is affiliated with an educational or similar institution; and
  - b) performs or intends to perform works of symphonic or chamber music.
- 5.5 Subject to Rule 5.1, a person who is not eligible to be admitted as a Full Organisation Member or an Affiliate Organisation Member is eligible to be admitted as an Associate member.
- 5.6 Subject to Rule 5.1 a person, who has made an exemplary contribution to either or both of the furtherance of the objects of the Association and the development of orchestral life in Australia, is eligible to be appointed an Honorary Life Member.
- 5.7 Subject to Rule 5.1, a person, is eligible to be admitted as an Individual Member.
- 5.8 Subject to Rule 5.1, a person who is involved in a reciprocal membership arrangement with the association, or some other relationship that is deemed of benefit to the membership is eligible to be admitted as a Complimentary Member.

## **6 Application for and Admission to Membership**

- 6.1 An application for Full Organisation Membership, Affiliate Organisation Membership, Associate Membership and Individual Membership of the Association shall:
- a) be in writing in such form as the Board may from time to time require;
  - b) Be accompanied by the then current annual subscription; and
  - c) be lodged with the Executive Officer.
- 6.2 As soon as practicable after receiving an application for membership which complies with Rule 6.1, the Executive Officer will determine the classification of the membership to which the applicant is to be admitted or to reject the application.
- 6.3 Where the application is approved, the applicant's name is entered in the register of members, the applicant is notified in writing of acceptance and membership classification.
- 6.4 Where the application is rejected, the applicant shall be notified promptly in writing.
- 6.5 The Executive Officer may approve or reject any application for membership without giving, or being required to give, any reasons for that acceptance or rejection.
- 6.6 Subject to Rule 5.6, the Executive Officer may appoint any person as an Honorary Life Member.
- 6.7 Subject to Rule 5.8, the Executive Officer may appoint any person as a Complimentary Member.

## **7 Cessation of Membership**

- 7.1 A person ceases to be a member of the Association if the person:
- a) being an individual, dies; or
  - b) being a body or organisation, ceases to exist; or
  - c) resigns from membership; or
  - d) is expelled from the Association.

## **8 Membership Entitlements not Transferable**

- 8.1 A right, privilege or obligation which a person has by reason of being a member of the Association:
- a) is not capable of being transferred or transmitted to another person; and
  - b) terminates upon cessation of membership.

## **9 Resignation of Membership**

- 9.1 A member of the Association is not entitled to resign from membership except in accordance with this Rule.
- 9.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the Executive Officer of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 9.3 Where a member of the Association ceases to be a member pursuant to Rule 9.2 and in every other case where a member ceases to hold membership, the Executive Officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **10 Register of Members**

- 10.1 The Public Officer shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 10.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

## **11 Membership Fees**

- 11.1 Annual membership fees shall be determined by the Board no fewer than 60 days in advance of the financial year of the Association in which they are to become effective.
- 11.2 If a member fails to pay the member's membership fees within 90 days of a demand therefore by the Executive Officer, the member will be deemed as "inactive" and no longer receive membership benefits and privileges. The Board may decide to terminate that member's membership of the Association.

## **12 Members' Liabilities**

- 12.1 The liability of a member of the Association to contribute toward the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 11.

## **13 Resolution of Internal Disputes**

- 13.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

## **14 Disciplining of Members**

- 14.1 Where the Board is of the opinion that a member of the Association:

- a) has ceased to fulfil the qualifications for membership of the Association or for a particular classification of membership of the Association; or
- b) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- c) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Board may, by resolution:

- a) expel the members from the Association; or
- b) suspend the member from membership of the Association for a specified period.

- 14.2 A resolution of the Board under Rule 14.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Rule 14.3, confirms the resolution in accordance with this Rule.

- 14.3 Where the Board passes a resolution under Rule 14.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- a) setting out the resolution of the Board and the grounds on which it is based;
- b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

- c) stating the date, place and time of that meeting; and
- d) informing the member that the member may do either or both of the following:
  - i. attend and speak at that meeting;
  - ii. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

14.4 At a meeting of the Board held as referred to in Rule 14.3, the Board shall:

- a) give to the member an opportunity to make oral representations;
- b) give due consideration to any written representations submitted by the member at or prior to the meeting; and
- c) by resolution determine whether to confirm or to revoke the resolution.

14.5 Where the Board confirms a resolution under Rule 14.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of an appeal under Rule 15.

## **15 Right of Appeal of Disciplined Member**

15.1. A member may appeal to the Association in a general meeting against a resolution of the Board which is confirmed under Rule 14.4, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.

15.2. Upon receipt of a notice from a member under Rule 15.1, the Secretary shall notify the Board which shall convene a general meeting of the Association to be held within 21 days on which the Secretary received the notice

15.3. At a general meeting of the Association convened under Rule 15.2:

- a) no business other than the question of the appeal shall be transacted;
- b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- c) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

15.4. If at the general meeting the Association passes a resolution in favour of the confirmation of the resolution is passed by a majority of not less than two-thirds of the votes cast at the general meeting, the resolution is confirmed

## **PART III THE BOARD**

### **16 Powers, etc. of the Board**

- 16.1 The Board shall be called the Board of Directors of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting:
- a) shall control and manage the affairs of the Association;
  - b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
  - c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association including the power to make By-Laws, Rules or Regulations and to amend or rescind from time to time any such By-Laws, Rules or Regulations.

### **17 Constitution and Membership**

- 17.1 Subject in the case of the first members of the Board to section 21 of the Act, the Board shall include not less than seven and not more than nine elected individuals.
- 17.2 At the annual general meeting in each year four of the Elected Directors shall retire from office by subject to Rule 17.6, shall be eligible for re-election.
- 17.3 The Elected Directors to retire at an annual general meeting shall be those who have been longest in office but, as between persons who became Elected Directors on the same day, those to retire will be determined by lot unless they otherwise agree.
- 17.4 A retiring director whose name is offered for re-election need not be re-nominated.
- 17.5 Where a director retires at a general meeting the members by resolution may elect an individual to fill the vacated office.
- 17.6 No individual may hold the position of director for more than eight consecutive years.
- 17.7 The Board may at any time appoint any individual to be a director, either to fill a casual vacancy amongst the elected directors or to add to the existing number elected directors, but so that the total number of elected directors does not at any time exceed the maximum fixed by Rule 17.1.
- 17.8 The Board may at any time, appoint up to five additional individuals to be directors of the Association to ensure that the Board includes:

- a) representatives from youth, community, institutional and professional orchestras;
- b) persons from regional and urban areas; and
- c) persons with specific qualifications or skills desirable or necessary for the proper functioning of the Board.

17.9 A director appointed pursuant to either Rule 17.7 or Rule 17.8 will hold office from the date of the appointment until the conclusion of the next annual general meeting, but shall, subject to Rule 17.6, be eligible for re-election or re-appointment as the case may be but shall not be taken into account in determining the Elected Directors to retire by rotation at that meeting.

17.10 The Executive Officer shall be a non-voting member of the Board.

## **18 Election of Directors**

18.1 The Elected Directors shall be elected in the following manner:

- a) A candidate for election must be proposed by one member and seconded by another member
- b) The nomination must be in writing, signed by the nominee, the proposer and the seconder and lodged with the Secretary not less than 30 days before the relevant annual general meeting;
- c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- d) If a ballot is required, the Secretary shall at least 14 days before the date of the annual general meeting forward by post to each Official Representatives a voting paper, containing a statement of the number of vacancies to be filled at the election and the names of all duly nominated candidates in alphabetical order.
- e) Each of the Official Representatives shall mark a voting paper by making a cross opposite the name of each of the candidates to receive a vote. Each of the Official Representatives may vote for all or some only of the candidates.
- f) The completed voting papers must be returned by post or by delivery to the Secretary at the address shown on the voting papers.
- g) All formal voting papers received by the Secretary not later than two o'clock in the afternoon of the day preceding the date fixed for the annual general meeting shall be counted in the ballot.

- h) The results of the ballot shall be determined by the Secretary assisted by one scrutineer approved by the Board.
- i) After the closing of the ballot, the Secretary and the scrutineer shall examine the voting papers and shall report in writing the result of the ballot to the Chairperson of the annual general meeting.
- j) The candidates receiving the greatest number of votes shall be deemed elected and the results of the election shall be declared at the annual general meeting.
- k) If there are insufficient nominees to fill all vacancies for Elected Directors on the Board, the remaining vacancies may be filled by the Board as casual vacancies pursuant to Rule 17.7.
- l) In the case of any minor irregularity in compliance with Rule 18.2(b) or in any other case of doubt as to the formality of any voting paper, the matter shall be referred to the Chairperson of the Board or if the Chairperson is not available or is a candidate for re-election, to the Deputy Chairperson, or, if the Deputy Chairperson is not available, or is a candidate for re-election, to a member of the Board who is not a candidate for election and the decision of the Chairperson, Deputy Chairperson or the member of the Board as the case may be shall be final and binding.

## **19 Officers**

- 19.1 The Board shall elect from among the individual members of the Association and the Official Representatives the officers of the Association, namely:
- a) the Chairperson;
  - b) the Deputy Chairperson;
  - c) the Treasurer; and
- 19.2 Subject to Rules 19.3 and 19.4, the Chairperson, the Deputy Chairperson, the Treasurer shall hold office until the election of their successors, which shall occur at the first meeting of the Board following each annual general meeting.
- 19.3 Any Officer, being an Official Representative, shall cease to be an Officer if his or her appointment as an Official Representative is revoked under Rule 37.2
- 19.4 The Board shall have the power to remove and replace any Officer, to replace any Officer ceasing to hold office under Rule 19.3, and to appoint acting officers at and for such times as it sees fit.
- 19.5 It is the duty of the Executive Officer to:

- a) keep minutes of all appointments of officers and members of the Board;
- b) keep minutes of all proceedings at Board meeting or a general meeting;
- c) conduct the Association's correspondence;
- d) maintain the register of members; and
- e) perform and carry out such other functions and duties as may be assigned by the Board.

19.6 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or the chairperson of the next succeeding meeting.

19.7 It is the duty of the Treasurer of the Association to ensure that:

- a) all money due to the Association is collected and received and that all payments authorized by the Association are made;
- b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association;
- c) the funds of the Association are in or under the Treasurer's custody or control and are lodged with the Association's bank in its name or invested as authorized by the Rule; and
- d) so much as the funds of the Association as is determined by the Board is invested as directed by the Board in any investment or the time being authorized by the laws of the Commonwealth of Australia or any State or Territory thereof for the investment of the trust funds.

## **20 Patrons**

20.1 The Board may at any time appoint one or more persons (whether or not members of the Association) as a patron or patrons of the Association. The purpose of Patrons is to represent the Association in the wider community and promote its vision.

20.2 The Patron shall not be a member of the Board and shall not be entitled:

- a) to exercise any executive powers or functions in relation to the Association;
- b) except by invitation, to attend meetings of the Board, or any standing committee or sub-committee of the Board, or general meetings of the Association; or
- c) to vote at any such meeting if invited to attend.

20.3 The Patron shall be entitled to:

- d) receive copies of all communications sent by the Association to members generally; and
- e) attend but not vote at general meetings of the Association.

## 21 Casual Vacancies

21.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

- a) dies;
- b) ceases to be a member of the Association;
- c) becomes an insolvent under administration within the meaning of the Corporations Law;
- d) resigns office by notice in writing given to the Secretary
- e) is removed from office under Rule 22;
- f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relation to mental health; or
- g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 consecutive months.

## 22 Removal of Members

22.1 The Association in a general meeting may by resolution remove any member of the Board from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22.2 Where a member of the Board to whom a proposed resolution referred to in Rule 22.1 relates makes representations in writing to the ~~Secretary~~ or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, ~~the Secretary~~ or the Chairperson may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23 Meeting and Quorum**

- 23.1 The Board shall meet at least 4 times in each period of 12 months at such a place and time as the Board members determine.
- 23.2 Additional meetings of the Board may be convened by the Chairperson or by any member of the Board.
- 23.3 Oral or written notice of a meeting of the Board shall be given by the Executive Officer to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under Rule 24.4 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 23.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned at the same place and at the same hour of the same day in the following week.
- 23.7 If at the adjourned meeting a quorum is not present within half and hour of the time appointed for the meeting, the meeting shall be dissolved.
- 23.8 At a meeting of the Board:
- a) the Chairperson, or in the Chairperson's absence, The Deputy Chairperson shall preside; or
  - b) if the Chairperson and the Deputy Chairperson are absent or unwilling to act as such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

## **24 Delegation by Board**

- 24.1 The Board may, by resolution, delegate the exercise of such of the functions of the Board as are specified in the resolution other than:
- a) this power of delegation; and
  - b) a function which is a duty imposed on the Board by the Act or by any other law

to the following

- i. an executive committee comprising the Officers, which shall have, inter alia, the power to act on behalf of the Board in situation of urgency, and shall otherwise act to ensure the implementation of Board policy and advise the Board on any matters.
- ii. such standing committees as the Board may from time to time establish, each of which shall be chaired by one of the Officers and shall include at least one other member of the Board and such other persons as the Board shall appoint;
- iii. such sub-committees as the Board may from time to time establish to undertake specific functions, each of which sub-committees shall be chaired by a member of the Board and shall include such other persons as the Board shall appoint.

24.2 A function the exercise of which has been delegated to the executive committee, a standing committee or a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the executive committee, the standing committee or the sub-committee as the case may be in accordance with the terms of the delegation.

24.3 A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the resolution of delegation.

24.4 Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.

24.5 Any act or thing done or suffered by the executive committee, a standing committee or a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.

24.6 The Board may, by resolution, revoke wholly or in part any delegation under this Rule.

24.7 The executive committee, a standing committee and a sub-committee may meet and adjourn as it thinks proper.

24.8 The executive committee, a standing committee and a sub-committee shall keep and make available to the Board minutes of the proceedings.

24.9 The Chairperson and Executive Officer shall be ex-officio members of all committees of the Association.

## **25 Voting and Decisions**

- 25.1 Questions arising at a meeting of the Board or of any committee or sub-committee of or appointed by the Board shall be determined by a majority of the votes of members of the Board, committee or sub-committee present at the meeting.
- 25.2 Each member present at a meeting of the Board or of any committee or sub-committee of or appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.3 Subject to Rule 24.5, the Board may act notwithstanding any vacancy on the Board.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee or sub-committee of or appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board, committee or sub-committee.

## **PART IV: GENERAL MEETINGS**

### **26 Annual General Meetings – Holding of**

- 26.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene and annual general meeting of its members.
- 26.2 The Association shall hold its first annual general meeting:
- a) Within the period of 18 months after its incorporation under the Act; and
  - b) Within the period of 6 months after the expiration of the first financial year of the Association.
- 26.3 Rules 26.1 and 26.2 have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **27 Annual General Meeting – Calling of and Business at**

- 27.1 The annual general meeting of the Association shall, subject to the Act and to Rule 27, be convened on such date and at such place and time as the Board determines.
- 27.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
- b) to receive from the Board reports upon the activities of the Association during the last preceding financial year;
- a) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act;
- b) to elect Elected Directors; and
- c) to appoint the auditor and determine his remuneration.

27.3 An annual general meeting shall be specified as such in the notice convening it.

27.4 A copy of the statement to be submitted to members pursuant to section 26(6) of the Act shall be forwarded to all members of the Association at least 14 days before the annual general meeting of the Association at which it is to be submitted.

## **28 Special General Meetings – Calling of**

28.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

28.2 The Board shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a Special General Meeting of the Association.

28.3 A requisition of members for a Special General Meeting:

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

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

28.5 A Special General Meeting convened by a member or members as referred to in Rule 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs

expense is entitled to be reimbursed by the Association for any expense so incurred.

## **29 Notice**

- 29.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Executive Officer shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by email to each member at the member's email address appearing on the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. In addition notice of the general meeting will be posted in the Association's website. at least 14 days before the date fixed for the holding of the general meeting.
- 29.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in a manner provided in Rule 30.1 specifying, in addition to the matter required under Rule 30.1, the intention to propose the resolution as a special resolution.
- 29.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 28.2.
- 29.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Officer, who shall include that business in the next notice calling a general meeting given after receipt of the notice from that member.

## **30 Procedure**

- 30.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present in person, by telephone, by proxy or by Official Representative during the time the meeting is considering that item.
- 30.2 Five members present in person, by telephone, by proxy or by Official Representative (being members entitled under these Rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- 30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place

- 30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present in person, by proxy or by Official representative (being not less than 3) shall constitute a quorum.

### **31 Presiding Member**

- 31.1 The Chairperson or, in the Chairperson's absence, the Deputy Chairperson shall preside as chairperson at each general meeting of the Association.
- 31.2 If the Chairperson and the Deputy Chairperson are absent or unwilling to act, the members present in person, by telephone, by proxy or by Official Representative shall elect one of their numbers to preside as chairperson at the meeting.

### **32 Adjournment**

- 32.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present in person, by telephone, by proxy or by Official Representative at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 32.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 32.3 Except as provided in Rules 33.1 and 33.2, notice of an adjournment of a general meeting is not required to be given.

### **33 Making of Decisions**

- 33.1 A question arising at a general meeting of the Association shall be determined on a show of hands or oral response and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands and or oral response, been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion to the votes recorded in favour of or against that resolution.
- 33.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person, by telephone, by proxy or by Official Representative at the meeting.
- 33.3 Where a poll is demanded at a general meeting, the poll shall be taken:

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

### **34 Special Resolution**

34.1 A resolution of the Association is a special resolution if:

- a) it is passed by a majority which comprises not less than three-quarters of the members of the Association as, being entitled under these Rules so to do, vote in person, by telephone, by proxy or by Official Representative at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given accordance with the Rules.
- b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in Rule 35.1(a), the resolution is passed in a manner specified by the Commissioner.

### **35 Voting**

35.1 Upon any question arising at a general meeting of the Association, the following person shall be entitled to one vote each:

- a) Official Representatives;
- b) Members of the Board who are not Official Representatives; and
- c) The immediate past Chairperson of the Association if that person is not an Official Representative and is a member of the Association.

35.2 All votes shall be given personally or by proxy.

35.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting may exercise a second or casting vote.

35.4 A member may not vote at a general meeting, either in person, by telephone, by proxy or by Official Representative, unless all money due and payable by the member of the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **36 Appointment of Official Representatives**

- 36.1 Each Full Organisation Member shall be entitled by notice given by the Executive Officer to appoint not more than 2 individuals as its official representatives to do, on its behalf, all such acts and things in relation to the Association as the Full Organisation Member could do if it were an individual.
- 36.2 The Full Organisation Member may from time to time revoke by notice given to the Executive Officer the appointment of any individual so appointed and appoint another individual in that individual's stead.
- 36.3 The notice of appointing or revoking any such appointment shall be in writing in such form as the Board may from time to time determine or accept.

## **37 Appointment of Proxies**

- 37.1 A member entitled to vote at a general meeting (other than a Full Organisation Member) and an Official Representative shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 37.2 The notice appointing the proxy shall be in writing in such form as the board may from time to time determine or accept.
- 37.3 The Official Representatives of a member may not hold, in aggregate, more than 5 proxies.

## **PART V: MISCELLANEOUS**

### **38 Insurance**

- 38.1 The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- 38.2 In addition to the insurance required under Rule 39.1, the Association may effect and maintain other insurance.

### **39 Funds – Source**

- 39.1 The funds of the Association shall be derived from entrance fees (if any) and annual subscriptions of members, donations and, subject to any resolution passed by the Association in a general meeting, such other sources as the Board determines.
- 39.2 All money received by the Association shall be deposited as soon as practicable and without deduction (except as required by law) to the credit of the Association's

bank account. The Association shall maintain a public fund, to which all funds donated to the Association shall be credited. That fund shall be separate from other funds of the Association and shall be used solely for the promotion of the objects of the Association.

- 39.3 If required by law or if requested, the Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **40 Funds – Management**

40.1 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association.

40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

#### **41 Auditor**

41.1 At each annual general meeting of the Association, the members present shall appoint as the auditor of the Association a person who is a member of a recognised accountancy body or institute in Australia.

41.2 A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.

41.3 The first auditor of the Association may be appointed by the Board before the first annual general meeting and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by an ordinary resolution of the members in a general meeting, in which case the members at the meeting may appoint an auditor to act until the first annual general meeting.

41.4 If an appointment is not made at an annual general meeting the Board shall appoint an auditor of the Association for the then current financial year of the Association.

41.5 Except as provided in Rule 42.3, the auditor may only be removed from office by special resolution of the members in general meeting.

41.6 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

## **42 Audit of Statutory Statement**

- 42.1 Once at least in each financial year of the Association the statement required to be submitted to members pursuant to Section 26(6) of the Act shall be examined by the auditor.
- 42.2 The auditor shall certify as to the correctness of the statement and shall report to the members present at the annual general meeting on the statement.
- 42.3 The auditor:
- a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
  - b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
  - c) may employ persons to assist him in the performance of his actions as auditor; and
  - d) may, in relation to the statement, examine any member of the Board or any servant of the Association.

## **43 Alteration of Rules**

- 43.1 These Rules may be altered, rescinded or added to only by a special resolution of the Association.

## **44 Common Seal**

- 44.1 The common seal of the Association shall be kept in the custody of the Executive Officer.
- 44.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of one member of the Board and the Public Officer.

## **45 Custody of Books etc.**

- 45.1 Except as otherwise provided by these Rules, the Executive Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## **46 Inspection of Books etc.**

- 46.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

## **47 Services of Notices**

- 47.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally, by email or by sending it by post to the member at the member's address shown in the register of members. It is the member's responsibility to ensure all contact details are up to date on the membership records.

- 47.2 Where a document is sent to a person by email or by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. It is the member's responsibility to ensure all contact details are up to date on the membership records.

## **48 Surplus Property**

- 48.1 If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institute or institutions having objects so far as possible similar to the objects of the Association and whose rules shall prohibit the distribution of its or their income and property among its or their members, such institute to be eligible for tax deductibility of donations under section 78(1)(a) of the Income Tax Assessment Act 1936 and listed on the Register of Cultural Organisations maintained pursuant to that Act and to be determined by the members of the Association at or before the time of dissolution or in default thereof by such Court as may have or acquire jurisdiction in the matter.

## **PART VI ADDITIONAL RULES APPLICABLE TO CHARITIES**

### **49 Application of Part**

- 49.1 This Part applies where the Association is required to hold an authority under, or is exempt from holding an authority under, the Charitable Fundraising Act 1991.

### **50 Payment etc. of Office-Bearers and Members**

- 50.1 A member of the Board shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or

other benefit in money or money's worth shall be given by the Association to any member of the Board except:

- a) repayment of out-of-pocket expenses;
- b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- c) reasonable and proper rent for premises let to the Association.

## **51 Vacation of Office**

51.1 Without limiting the operation of Rule 21, the office of a member of the Board shall become vacant if:

- a) The member holds any office of profit in the Association; or
- b) The member is directly or indirectly interested in any contract or proposed contract with the Association.

## **52 Compliance with Charitable Fundraising Act 1991**

52.1 The Association shall comply with such of the provisions of the Charitable Fundraising Act 1991 and the regulations there under as are applicable to it.