

**COMBINED DISTRICTS CONCERT BAND (INC.).  
RULES OF THE ASSOCIATION**

SCHEDULE 1 REQUIREMENTS - *Associations Incorporation Act 2015*

<b>MATTER</b>	<b>RULE NUMBER</b>
Not-for-profit clause	<u>3.3</u>
The name of the incorporated association	<u>1</u>
The objects or purposes of the incorporated association	<u>3.1</u>
The qualifications for membership of the incorporated association and provisions for when membership commences and when it ceases	<u>5</u>
The register of Members of the incorporated association	<u>6</u>
The entrance fees, subscriptions and other amounts (if any) to be paid by Members of the incorporated association	<u>7</u>
The name, constitution, membership and powers of the management committee	<u>4.1</u>
(a) The election or appointment of Members of the committee	<u>10</u>
(b) The terms of office of Members of the committee	<u>10</u>
(c) The grounds on which, or reasons for which, the office of a Member of the committee shall become vacant	<u>15</u>
(d) The filling of casual vacancies occurring on the committee	<u>15</u>
(e) The quorum and procedure at meetings of the committee	<u>16</u>
(f) The making and keeping of records of the proceedings at meetings of the committee	<u>19</u>
(g) The circumstances (if any) in which payment may be made to a Member of the committee out of the funds of the Association	<u>3.4 &amp; 3.5</u>
The quorum and procedure at general meetings of Members of the incorporated association	<u>17 &amp; 18</u>
The notification of Members or classes of Members of general meetings of the incorporated association and their rights to attend and vote at those meetings	<u>20</u>
The time within which, and manner in which, notices of general meetings and notices of motions are to be given, published or circulated	<u>17</u>
The number of Members, expressed as a percentage of membership, who may at any time require that a general meeting of the incorporated association can be convened	<u>17.2</u>
The manner in which funds of the association are controlled	<u>27</u>
The day in each year on which the financial year of the incorporated association commences	<u>3.6</u>
The manner of altering and rescinding the rules and of making additional rules of the incorporated association	<u>22</u>
Provisions for the custody and use of the common seal of the incorporated associations, if it has one	<u>23</u>
The custody of books and securities of the incorporated association	<u>12 &amp; 13</u>
The inspection by Members of the incorporated association of records and documents of the incorporated	<u>24</u>

association	
A procedure for dealing with any dispute under or relating to the rules: between Members; or, between Members and the incorporated association	<u>25</u>
The manner in which surplus property of the incorporated association must be distributed or dealt with if the association is wound up or its incorporation cancelled	<u>26</u>

## 1 NAME OF THE ASSOCIATION

1(1) The name of the Association shall be the Combined Districts Concert Band (Inc.).

## 2 DEFINITIONS

2(1) In these Rules, unless the contrary intention appears-

**Act**, or **the Act** means the 'Associations Incorporation Act 2015';

**Annual General Meeting** or **AGM** is the meeting convened under Rule 17(1);

**Association** or **the Association** means the incorporated Association to which these Rules apply, as referred to in Rule 1(1);

**Auditor** or **the Auditor** means the Auditor referred to in Rule 18(1)(e);

**Ballot** means a 'written' voting system, where each eligible Member marks their vote down either on a piece of paper, or via an electronic form if applicable. A secret ballot means each vote is cast anonymously, usually by submitting a ballot form with no identifying information on it. See **poll**.

**Books** of the Association includes the following records kept in compliance with the Act-

- Register of Members;
- Financial records, financial statements, or financial reports, however they are compiled, recorded, or stored.

**By-laws** means the current by-laws made by the Association;

**Casting vote** refers to a single vote, given to the Chairperson of the meeting, if the number of votes is equal, to decide the matter;

**Chairperson** or **the Chairperson** means the person who is chairing a meeting of the Association, in accordance with Section 11 of these Rules;

**Commissioner** or **the Commissioner** means the designated Commissioner under section 153 of the Act;

**Committee** or **the Committee** means the Committee of Management of the Association referred to in Rule 10(1) and Rule 10(3);

**Committee meeting** means a meeting of the Committee, referred to in Section 16 of these Rules;

**Committee Member** means a person holding a Committee position referred to in Rule 10(3), see **Officer**;

**Conductor** refers to any person employed by the Association under contract, to run one or more bands of the Association on an ongoing basis as per their contract. NB. Although individuals might fill-in to “conduct” a band in circumstances such as sudden illness of the music director, whether remunerated or voluntary they are not considered a Conductor as referred to in these Rules. *An example of this would be appointing a Conductor under contract to run a training band or intermediate band on an ongoing weekly basis, while the Musical Director runs the senior band.*

**Constitution** or **the Constitution** refers to these Rules of the Association;

**Convene** means to call together for a formal meeting;

**Deliberative vote** refers to a vote given to Members of the Association. The Chairperson of the Association may use their deliberative vote as a Member, as well as their casting vote as Chairperson;

**Department** means the Western Australian government department with responsibility for administering the Act;

**Financial records** includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and documents of prime entry; and working papers and other documents needed to explain the methods by which financial statements are prepared, and adjustments to be made in preparing financial statements;

**Financial member** means a Member of the Association who has paid the amount of subscription fee required in order to exercise their voting rights;

**Financial year** of the Association refers to the period of 12 months commencing on 1 July and ending on 30 June of each year;

**Full voting rights** means the right to vote at general meetings;

**General meeting** means any meeting except for the Annual General Meeting or a Committee Meeting, to which all Members of the Association are entitled to receive notice of, and to attend. May also be referred to as a ‘Special General Meeting’;

**Guardian (legal)** refers to a person of legal guardianship status entrusted by law with the care of another person under 18 years of age, usually their parent. The Association requires signed consent from a legal guardian on membership applications for individuals aged under 18 years old.

**Member** refers to a person who has joined the Association in accordance with Section 5 of these Rules. Includes all categories of membership referred to in Rule 5(1)(a);

**Music Director** refers to the person contracted by the Association to provide services under Section 14 of these Rules;

**Incumbent** refers to the Member of the Association officially holding the named Officer position;

**In writing** means any written communication, including email;

**Officer** means a person on the Committee, referred to in Rule 10(3); see **Committee Member**;

**Ordinary resolution** means a resolution other than a special resolution;

**Poll** means a 'written' voting system, as opposed to a simple 'show of hands', where each eligible Member marks their vote down either on a piece of paper, or via an electronic form if applicable. See **ballot**.

**President** means the Committee Member elected to office as the President of the Association, referred to in Rule 10(3);

**Property** means any legal or equitable estate or interest in, or claim to, real or personal property of any description, whether present or future and whether vested or contingent, and includes a thing in action, and money;

**Quorum** refers to the minimum number of Members of the Association that must be present for a meeting to be legally effective;

**Register of Members** refers to the list of Members of the Association maintained by the Secretary, under Section 6 of these Rules;

**Rules** or **the Rules** refers to these Rules of the Association lodged with the Commissioner, see **Constitution**;

**Secretary** means the Committee Member holding office as the Secretary of the Association, referred to in Rule 10(3) and section 12 of these Rules;

**Special general meeting** means a general meeting other than the Annual General Meeting or a Committee Meeting, to which all Members of the Association are entitled to receive notice of, and to attend. May also be referred to as a 'General Meeting';

**Special resolution** means a resolution passed by the Members at a meeting in accordance with section 51 of the Act. See Rule 18(7), Rule 18(8) and Rule 18(9);

**Statutory Declaration** refers to a written statement signed by the person making the statement in the presence of an authorised witness under the *Statutory Declaration Regulations 2018*, declaring that the statements in it are true under the *Statutory Declarations Act 1959 (Cth)*;

**Subscription** refers to the joining fees or Membership fees charged by the Association to retain Membership status with the Association;

**Surplus property** means property remaining after satisfaction of the debts and liabilities of the Association; and the costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association;

**Treasurer** means the Committee Member holding Office as the Treasurer of the Association, referred to in Rule 10(3) and section 13 of these Rules;

**Vice President** means the Committee Member holding Office as the Vice President of the Association, referred to in Rule 10(3);

**WABA** means The Western Australian Band Association

### **3 OBJECTS OF THE ASSOCIATION**

- 3(1) The objects of the Association are-
- a) to establish bands for entertainment, for professional and/or charitable purposes;
  - b) to promote and encourage the enjoyment of playing music;
  - c) to promote good fellowship among all Members of the bands;
  - d) to educate, train, and encourage Members of the bands in the playing of music;
  - e) to register under or affiliate with the Western Australian Band Association (WABA);
  - f) to support, manage, and enter the bands in various competitions coordinated by WABA subject to membership availability;
  - g) to provide social and recreational facilities and functions.
- 3(2) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member of the Association, except in good faith in the promotion of those objects or purposes.
- 3(3) A payment may be made to a Member out of the funds of the Association only if it is authorised by a resolution of the Committee, and under Rule 3(2).
- 3(4) A payment to a Member, including Committee Members, out of the funds of the Association is authorised if-
- a) the payment is in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - b) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published at the time by the Reserve Bank of Australia; or
  - c) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
  - d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.
- 3(5) The financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June the following year.

## 4 POWERS OF THE ASSOCIATION

- 4(1) The Association may do all things necessary or convenient for carrying out its objects and purposes, subject to the Act section 14, and in particular, may-
- a) acquire, hold, deal with, and dispose of any real or personal property; and
  - b) open and operate bank accounts; and
  - c) invest its money-
    - (i) in any security in which trust monies may lawfully be invested; or
    - (ii) in any other manner authorised by the Rules of the Association;and
  - d) borrow money upon such terms and conditions as the Association thinks fit; and
  - e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
  - f) appoint agents to transact any business of the Association on its behalf; and
  - g) enter into any other contract it considers necessary or desirable; and
  - h) employ, hire, or engage conductors, clerks, secretaries, or other persons as appropriate for the membership of the Association; and
  - i) accept donations whether real or personal estate, and devises and bequests; and
  - j) make gifts or give prizes.

## 5 MEMBERSHIP OF THE ASSOCIATION

### ELIGIBILITY AND TYPES OF MEMBERSHIP

- 5(1) Membership of the Association is open to any person who supports the objectives of the Association in Rule 3(1), and wishes to further the interests of the Association-
- a) Membership may consist of-
    - (i) Life membership;
    - (ii) Ordinary membership;
    - (iii) Junior membership; or
    - (iv) Junior Delegate membership.
  - b) the Association, by ordinary resolution of the Committee, may co-opt as Members any individual person having special knowledge or experience for such a period as it sees fit; and
  - c) the Music Director and Conductor are non-Member roles and therefore cannot be an Ordinary or Junior Delegate Member while also under contract by the Association.

### APPLYING FOR MEMBERSHIP

- 5(2) A person who wishes to become a Member must submit a completed application form together with the payment of any applicable subscription fees to the Secretary and Treasurer of the Association respectively.
- 5(3) Committee Members must consider each application made under Rule 5(2) and accept or reject that application within the next two Committee meetings-

- a) the Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision; and
  - b) in admitting a person to membership, the Committee shall take into account the need to maintain a good standard of conduct; and
  - c) the rejected applicant may ask for feedback on their application; however, the Committee is not required to give the applicant its reasons for rejection; and
  - d) if the Committee does not formally reject the membership after two Committee meetings, the application will be automatically accepted and the Secretary must update the records of the Association accordingly.
- 5(4) An applicant for membership of the Association becomes a Member when-
- a) the Committee accepts the application; and
  - b) the applicant pays any subscription fees payable to the Association.

### **APPEALING A MEMBERSHIP DECISION**

- 5(5) An applicant whose application for membership of the Association is rejected under Rule 5(3) may appeal against that decision by sending a written 'notice of appeal' to the Secretary within a period of 14 days from the date the applicant was advised of the rejection.
- 5(6) When a 'notice of appeal' is given to the Secretary under Rule 5(5), a general meeting must be convened as per Rule 17(2), for the membership to either confirm or set aside the decision of the Committee to reject the application. The applicant who gave 'notice of appeal' must first be presented with a reasonable opportunity to be heard by, or to make representations in writing to, the Members at the general meeting before the application is voted upon.

### **MEMBERSHIP CLASSES**

#### **ORDINARY MEMBERSHIP**

- 5(7) An Ordinary Member is any Member of the Association aged 18 years of age or over, who has joined to actively participate in the Association by furthering the interests of the Association including, but not limited to-
- a) regularly participating in any band(s) established by the Association in alignment with Rule 3(1); and/or
  - b) regularly engaging in activities that further the interests and objectives of the Association outlined in Rule 3(1), including, but not limited to-
    - (i) fundraising; or
    - (ii) administrative assistance; or
    - (iii) Committee membership.

*NB. Ordinary membership is open to both 'playing' and 'non-playing' members, that is, a member does not have to be a musician in a band of the Association to hold Ordinary membership. However, non-musicians must participate in activities that further the objectives of the Association, for example, by volunteering at events, fundraising, providing administrative assistance or being an Officer of the Association.*

- 5(8) An Ordinary Member shall cease to be a Member of the Association if-
- a) they resign their membership in accordance with Rule 8(1)(a); or
  - b) they fail to pay any subscription fees by the due date, unless special dispensation has been given under Rule 7(2)(a), in accordance with Rule 7(2)(c); or
  - c) they are suspended or expelled from the Association in accordance with section 9 of these Rules; or
  - d) they are appointed as Music Director or Conductor for the Association, under Rule 14(1), Rule 14(4), and Rule 14(7).

### **LIFE MEMBERSHIP**

- 5(9) Life membership may be awarded to a person who has contributed to the Association in an outstanding manner and who has served the Association for a minimum of ten years.
- 5(10) Nominations for Life membership may be forwarded by current Members of the Association, and the Music Director or Conductor, to the Committee throughout the financial year-
- a) endorsement of each nomination is subject to a two-thirds majority vote by the Committee; and
  - b) following endorsement by the Committee, the proposal to award Life membership to a person shall be voted on by eligible Members at the next Annual General Meeting, where-
    - (i) Life membership is awarded subject to a two-thirds majority vote from Members with voting rights, at the Annual General Meeting, whether in-person or by proxy under Section 21 of these Rules; and
    - (ii) Life membership is effective immediately following a two-thirds majority vote under Rule 5(10)(b)(i).
  - c) the Music Director, or a Conductor of the Association, may be nominated for and awarded Life membership subject to Rule 5(9), 5(10)(a) and 5(10)(b).
- 5(11) A person achieving Life membership shall be referred to as a Life Member-
- a) the Secretary must update the person's membership status in the 'Register of Members' as Life Member within 28 days of the Member being awarded Life membership, in accordance with the Act Rule 51(1)(b); and
  - b) Life membership shall supersede the Ordinary membership held by that person.
- 5(12) A Life Member may resign their Life membership status via notice in writing to the Secretary.

### **JUNIOR MEMBERSHIP**

- 5(13) A Junior Member is any Member under the age of 18 who has joined the Association to further the interests and objectives outlined in Rule 3(1), including but not limited to participation in any band(s) established by the Association. Each Junior membership application must include signed consent to join the Association from their parent or legal guardian only.



- 5(14) Junior membership ceases if-
- a) the current Junior Member turns 18 years of age, in which case their membership status is automatically updated to Ordinary membership on the day of their 18th birthday; or
  - b) their parent or legal guardian sends a written resignation notice on the Junior Member's behalf to the Secretary of the Association; or
  - c) subscription fees are not paid by the due date, unless special dispensation has been given under Rule 7(2)(a), in accordance with Rule 7(2)(c); or
  - d) they are suspended or expelled from the Association in accordance with section 9 of these Rules.

## **JUNIOR DELEGATE MEMBERSHIP**

- 5(15) Junior Delegate membership is an optional membership available to one parent, legal guardian, or second-degree relative such as a grandparent, uncle or aunt, of a Junior Member accepted under Rule 5(13) of the Association-
- a) if two or more siblings from the same immediate family hold Junior membership, the maximum number of Junior Delegate memberships permitted for that family is capped at two; and
  - b) each individual applying for Junior Delegate membership must submit an application form to the Committee for consideration as per Rule 5(2); and
  - c) the Committee must accept or reject that application within two committee meetings as per Rule 5(3).
- 5(16) An Ordinary Member, who also has a child with Junior membership of the Association, is permitted to hold one Junior Delegate membership in addition to their Ordinary membership.
- 5(17) A Life Member, who also has a child with Junior membership of the Association, is permitted to hold one Junior Delegate membership in addition to their Life membership.
- 5(18) Junior Delegate membership ceases if-
- a) the Junior Member they are representing turns 18 years of age, in which case their Junior Delegate membership status is automatically terminated; or
  - b) the Junior Delegate Member sends a written resignation notice to the Secretary of the Association; or
  - c) subscription fees for the Junior Member they are representing are not paid by the due date, unless special dispensation has been given under Rule 7(2)(a), in accordance with Rule 7(2)(c); or
  - d) the Junior Member they are representing is expelled; or
  - e) the Junior Delegate Member is suspended or expelled in accordance with section 9 of these Rules.

## **6 REGISTER OF MEMBERS OF THE ASSOCIATION**

- 6(1) The Secretary, on behalf of the Association, must comply with requirements of the Act section 53 by keeping an up-to-date 'register of Members' of the Association.

- 6(2) The 'register of Members' must contain-
- a) each Member's first name and surname; and
  - b) each Member's residential, postal, or email address; and
  - c) each Member's status as an Ordinary, Junior, Junior Delegate or Life Member; and
  - d) the date that a Member was suspended and the duration of the suspension period, or the date the Member was expelled from the Association.
- 6(3) The 'register of Members' must be updated within 28 days of any changes being communicated to, or changes made by, the Association regarding membership status, in accordance with the Act Rule 51(1)(b). Changes include updating membership status from Ordinary Member to a Life Member, and updating a Member's status as no longer suspended at the end of their suspension period.
- 6(4) Members must be allowed to inspect the register free of charge upon written request, subject to Rule 24(1), and in accordance with section 54 of the Act copy may be made and issued to the Member; however, Members do not have the right to remove the original register from the Secretary's custody.
- 6(5) The 'register of Members' must be kept and maintained by the Secretary at a location decided upon by the Committee.

## 7 SUBSCRIPTIONS OF MEMBERS OF THE ASSOCIATION

- 7(1) The Committee determines the subscription amount to be paid by a person to join and renew their membership, and the due date(s), via a two-thirds majority vote-
- a) any changes must be communicated in writing to the membership within 14 days of the decision being made; and
  - b) changes shall take effect from the start of the following financial year; and
  - c) fees determined under Rule 7(1) may be different for alternate membership types.
- 7(2) Subscriptions must be paid by Members to the Treasurer by the due date determined by the Committee in Rule 7(1)-
- a) special dispensation for reasonable alternative payment arrangements, where the total subscription fee due is paid in regular instalments over a pre-agreed timeframe, may be granted-
    - (i) the member seeking alternate financial arrangements is responsible for submitting an application in writing to the Committee for approval of the proposed financial arrangement; and
    - (ii) approval of the arrangement is determined by a simple majority of the Committee; and
  - b) in exceptional and/or emergency circumstances the Committee has the power to grant immediate special dispensation to the entire membership, by a two-thirds majority vote.

*NB. example includes waiving term fees during mandatory lockdown for the COVID-19 pandemic.*

- c) if a Member has not paid their subscription fees within three months starting from the due date, that Member ceases to be a Member of the Association from three months after the due date (unless special dispensation has been pre-approved under Rule 7(2)(a) or 7(2)(b).
- 7(3) All applicable rights and obligations of a Member, including voting rights, may be exercised if his or her subscription fees owed to the Association-
- a) are paid in full, whether paying annually or quarterly, on or before the due date determined under Rule 7(1); or
  - b) are up-to-date on the payment plan authorised and approved by the Treasurer, by special dispensation granted under Rule 7(2)(a).

## **8 TERMINATION OF MEMBERSHIP OF THE ASSOCIATION**

- 8(1) Membership of the Association is terminated when-
- a) a written notice of resignation is received by the Secretary from the Member (or their parent or legal Guardian if under 18 years). Such person remains liable to pay to the Association the full amount of any fees outstanding at the date of termination; or
  - b) subscription fees have not been paid by the Member in the three months following the due date, unless special dispensation has been arranged under Rule 7(2)(a) or Rule 7(2)(b); or
  - c) the Member is expelled from the Association under Section 9; or
  - d) the Member is deceased.

## **9 SUSPENSION OR EXPULSION OF MEMBERS OF THE ASSOCIATION**

- 9(1) The Committee may pursue a temporary suspension of a person's membership, or permanent expulsion from the Association, if a Member routinely or egregiously violates these Rules, including any current By-laws or Policies of the Association, to the detriment of the Association and/or its Members.
- 9(2) The Committee must follow these Rules, current By-Laws, and any existing Association policy when deciding if suspension or expulsion from the Association is justified and proportional to the seriousness of the grievance.
- 9(3) If the Committee proposes that a Member should be suspended or expelled in accordance with Rule 9(1) and Rule 9(2), a separate meeting to vote on the proposal must be held with the following conditions-
- a) the time, date and place of the Committee meeting to further discuss and vote on the suspension or expulsion must be communicated in writing to the Member facing disciplinary action no less than seven days before the proposed meeting date; and
  - b) the notice given in Rule 9(3)(a) must communicate the agenda of the meeting, which is to discuss disciplinary action and then vote to suspend or expel the Member, and the grounds on which the proposed suspension or expulsion is based; and
  - c) the meeting must be held no later than six weeks after the grievance or complaint against that member was received by the Committee; and;

- d) the Member facing suspension or expulsion is invited to attend the meeting held under Rule 9(3)(a) and is given a reasonable opportunity to make written and/or oral submissions to the Committee regarding their proposed suspension or expulsion.
- 9(4) The Committee shall, after the Member facing suspension or expulsion has been given the opportunity to reply in accordance with Rule 9(3)(d), decide whether disciplinary action is justified, and whether to suspend the Member and for what duration, or to expel that Member from the Association-
- a) the decision to suspend or expel the Member must be communicated in writing to that Member within one week of the decision being made; and
  - b) the decision of the Committee to suspend or expel the Member from the Association takes immediate effect.
- 9(5) A Member who receives notice of suspension or expulsion of their membership under Rule 9(4) has the right to appeal the Committee's decision-
- a) the Member must lodge a 'notice of appeal' in writing to the Secretary, and
  - b) the 'notice of appeal' lodged in Rule 9(5)(a) must be received by the Secretary within 14 days of the notice to suspend or expel the membership sent under Rule 9(4)(a).
- 9(6) A general meeting must be convened so the Members of the Association can discuss and vote on the 'notice of appeal' lodged under Rule 9(5)-
- a) the general meeting must be convened within 14 days and scheduled no later than 30 days from the date the Secretary received the 'notice of appeal'; and
  - b) written notice of the general meeting must be sent to all Members, must communicate the agenda to discuss and then vote whether to uphold the suspension or expulsion or whether to revoke the Committee's decision, and the grounds on which the suspension or expulsion was made; and
  - c) the Member who lodged the 'notice of appeal' under Rule 9(5)(a) must be presented with a reasonable opportunity to make written and/or oral submissions to the membership present at the meeting about their appeal.
- 9(7) The membership gathered at the general meeting called under Rules 9(6) shall participate in a vote, following Rule 18(4), whether to uphold or reject the Committee's decision-
- a) the decision shall be upheld or rejected with a simple majority of Members present including proxies; and
  - b) the decision is effective immediately upon the results of the vote being read by the Chairperson.
- 9(8) Any Member who is suspended or expelled shall not be entitled to either a full or partial refund, rebate, relief, or credit for any membership fees paid whilst a Member of the Association.
- 9(9) When a person is temporarily suspended, such person is not considered a Member during the period of his or her suspension, until such time as his or her suspension is lifted. In turn, membership rights including voting rights are suspended during this period.

## 10 COMMITTEE OF MANAGEMENT

- 10(1) Committee Members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.
- 10(2) Subject to the Act, these Rules, and any resolution passed at a general meeting, the Committee has power to do all things necessary to ensure the proper management of the affairs of the Association.
- 10(3) The Committee consists of-
- a) the Executive Office holders of the Association-
    - (i) one President; and
    - (ii) one Vice President; and
    - (iii) one Secretary; and
    - (iv) one Treasurer; and
    - (v) one Music Director of the Association appointed under Section 14 of these Rules; and
  - b) between one and five general Office holders-
    - (i) the number of general Office holders is equivalent to the number of written nominations received by the due date under Rule 10(8)(a); and
    - (ii) if no written applications are received for general Office holders by the due date under Rule 10(8)(a), then the Quorum at the General meeting must decide on the number of general office bearers with a minimum of 1 and a maximum of 5; and
    - (iii) vacancies determined under Rule 10(3)(b)(ii) are to be filled in the same manner as floor nominations under Rule 10(14)(d); and
    - (iv) if more than five nominations are received either in writing before the due date under Rule 10(8)(a), or via floor nomination, then the number of Office holders is set at five and Officer election is determined via a secret ballot under Rule 10(13)(b).
- 10(4) All Officers of the Association, with the exception of the Music Director, must-
- a) be at least 18 years of age; and
  - b) be a Member of the Association with full voting rights.
- 10(5) Members are excluded from accepting a position on the Committee, without special approval from the Commissioner, under section 39 of the Act, if they-
- a) are a person who is, according to the *Interpretation Act 1984* section 13D, a bankrupt or person whose affairs are under insolvency laws; or
  - b) are a person who has been convicted, within or outside the State, of-
    - (i) an indictable offence in relation to the formation or management of a body corporate, in the last five years; or
    - (ii) an offence involving fraud or dishonesty punishable by at least three months imprisonment, in the last five years; or
    - (iii) an offence under section 127 of the Act, where a person has allowed an Association to operate while insolvent, in the last five years; or
    - (iv) an offence under Part 4 Division 3 of the Act, which sets out the duties of Officers and Committee Members.
- 10(6) Committee Members cannot hold more than a single role as listed in Rule 10(3) at any point in time.

## **NOMINATIONS FOR OFFICE**

- 10(7) Committee Members must be elected to their position at an Annual General Meeting, unless a casual vacancy arises subject to Section 15 of these Rules.
- 10(8) The Secretary must notify the membership in writing of the date in which nominations for positions on the Committee are open and the deadline by which completed nomination forms are due, at least 21 days before the date of the Annual General Meeting-
- a) the deadline for completed nomination forms to be received by the Secretary is seven days before the date and time of the meeting as published in the membership notice; and
  - b) a Member whose nomination form remains incomplete and/or is received after the deadline of Rule 10(8)(a) is not eligible to be listed as a nominee under the election process; however, they may still be appointed to Office after the election if a vacancy arises, subject to section 15 of the Rules.
- 10(9) To nominate as a candidate for Office, an eligible Member of the Association must submit a completed written notice of their nomination(s) to the Secretary by the published deadline, which must contain-
- a) the name of the nominee and their signature to confirm their willingness to stand for election; and
  - b) the name of the position(s) on the Committee that the Member is nominating for; and
  - c) the name and signature of a 'proposer' who is a Member of the Association with full voting rights, for each position the Member is standing for; and
  - d) the name and signature of a 'seconder' who is a Member of the Association with full voting rights, for each position the Member is standing for.
- 10(10) A Member may either propose or second themselves on the written notice of nomination submitted under Rule 10(9), and may also vote for themselves during the election process.
- 10(11) A Member may nominate for one or more executive and general Committee positions, excluding the Music Director's position on the Committee.

## **ELECTION PROCESS FOR OFFICE HOLDERS**

- 10(12) If the Secretary receives no more than one eligible nomination for the vacant Office position(s) during the nomination process, then-
- a) the Secretary must report the name of the nominated Member and the position to the Chairperson of the general meeting before the meeting commences; and
  - b) the Chairperson must declare that Member to be duly elected to that position, at the general meeting concerned.
- 10(13) If the Secretary receives more than one eligible nomination for the same vacant Office position(s) during the nomination process, then-
- a) the day after the nomination deadline the Secretary must, in writing, report the name of each Member nominated and the position they are nominated for to the membership for consideration prior to the election at the general meeting; and

- b) at the general meeting at which the election is being held, the Chairperson must use a secret ballot to fill each vacant Officer position that received multiple nominees. At least two Members, which may include the Music Director, but excluding the nominees for the position, must count the votes to verify the result(s).

10(14) If the Secretary receives no eligible nominations for a vacant Office position before the deadline, then the Secretary must, in advance report to the Chairperson the need for 'floor nominations' to be called for at the general meeting in concern, and the need for the number of General Office bearers to be set by majority vote of the membership present at the AGM prior to accepting 'floor' nominations, as per Rule 10(3)(b)(ii)-

- a) if no more than one eligible nomination is received 'from the floor' for the vacant Executive Office position in question, then the Chairperson must declare that Member to be duly elected to that Executive Office of the Association;
- b) if more than one eligible nomination is received 'from the floor' for the vacant Executive Office position in question, then the Chairperson must use a secret ballot with each floor nominee as a candidate, to elect the Executive Officer;
- c) if no nomination is received 'from the floor' for the vacant Executive Officer position in question, then the elected Committee may appoint an eligible Member to fill that vacancy at a later date. That Member will hold Office until the following Annual General Meeting, unless a casual vacancy arises under Section 15 of these Rules.
- d) if there are no eligible nominations for General Officer received before the due date set under Rule 10(8)(a), and the number of General vacancies has been set to between one and five inclusive via majority vote of the membership present at the AGM, then nominations 'from the floor' shall be open until the number of vacancies has been filled. If there are more nominations received 'from the floor' than the number of vacant General Officer positions, the election is determined via a secret ballot, as per Rule 10(13)(b).

#### **DUTIES OF COMMITTEE MEMBERS UNDER THE ACT**

10(15) Under section 44 of the Act, an Officer of the Association must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise if that person-

- a) were an Officer of the Association, in the Association's circumstances; and
- b) occupied the same Office and had the same responsibilities within the Association as the Officer.

10(16) Under section 45 of the Act an Officer of the Association must exercise their powers and discharge their duties-

- a) in good faith in the best interests of the Association; and
- b) for a proper purpose.

10(17) Under section 46 of the Act, an Officer of the Association must not improperly use their position to-

- a) gain an advantage for the Officer or another person; or
- b) cause detriment to the Association.

- 10(18) Under section 47 of the Act, a person who obtains information because the person is, or has been, an Officer of the Association must not improperly use the information to-
- a) gain an advantage for the person or another person; or
  - b) cause detriment to the Association.

## **TERM OF OFFICE**

- 10(19) The term of Office for a Committee Member starts from the date they were appointed to that position in Office, whether under Rule 10(12), Rule 10(13) or Rule 10(14).
- 10(20) The term of Office for a Committee Member ends when the Chairperson declares all Office positions open and vacant at the Annual General Meeting or at a Special General Meeting called as per Section 15 of these Rules.
- 10(21) A Member may be re-elected to the same position for consecutive years, if-
- a) they are the only eligible nominee for that position, under Rule 10(12); or
  - b) they receive a majority of votes during the secret ballot process, under Rule 10(13); or
  - c) they are appointed via a 'floor nomination' in the absence of other nominees, under Rule 10(14)(a); or
  - d) they are appointed to the position by the new Committee after the general meeting in which no 'floor nominations' were received, under Rule 10(14)(c).

## **11 CHAIRPERSON**

- 11(1) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Committee meeting and general meeting.
- 11(2) The President, or, in the President's absence, the Vice President, shall preside as Chairperson at each meeting-
- a) if a new President is elected at a general meeting, the previous President shall continue their Chairperson role until the meeting is closed, after which, the new President will commence as Chairperson;
  - b) if a Special General Meeting is held to either propose a special resolution of 'no confidence' in the current Committee or to hold elections for a replacement Committee after a 'no confidence' motion was passed, a Chairperson must be elected from the membership present at that meeting.
- 11(3) If both the President and Vice President are absent or are unwilling to act as Chairperson of a meeting, a present Committee Member must be chosen as Chairperson of that meeting, subject to Rule 11(2)(b).
- 11(4) The Chairperson shall have a casting as well as a deliberative vote at general meetings and Committee meetings, with the exception of the election of Officers of the Association. If there is a tie between members nominated for office another secret ballot shall be executed, as per Rule 10(13)(b).
- 11(5) The Chairperson's decision on points of order at general meetings shall be final.



- 11(6) The Chairperson must ensure that they review and sign as correct the minutes of the general meeting or Committee meeting they presided over.
- 11(7) The Chairperson must perform the following duties at meetings-
- a) ensure there is a quorum present before starting a meeting; and
  - b) declare the meeting open; and
  - c) deal with the order of business, maintain good order, and facilitate discussion; and
  - d) receive motions, put them to the vote, and declare the result; and
  - e) declare the meeting closed.
- 11(8) The Chairperson must consult with the Treasurer prior to a meeting to ascertain which members of the Association have paid their subscription fees, and thus have full voting rights, so that only 'financial' members of the Association are permitted to vote on matters, including participating in the Annual General Meeting.

## 12 SECRETARY

- 12(1) The Secretary has the following duties-
- a) coordinate the correspondence of the Association; and
  - b) consult with the President regarding the business to be conducted at each Committee meeting and general meeting; and
  - c) prepare and send the notices required for meetings and for the business to be conducted at meetings to the membership in compliance with Section 17 and Section 18 of these Rules; and
  - d) keep full and correct minutes of the proceedings of Committee meetings and general meetings in compliance with section 19 of these Rules; and
  - e) maintain on behalf of the Association an up-to-date 'register of Members' as referred to in Section 6 of these Rules, as required under section 53(1) of the Act; and
  - f) maintain on behalf of the Association an up-to-date copy of these Rules, and any By-laws, as required under section 35(1) of the Act;
  - g) maintain on behalf of the Association a record of Office holders, as required under section 58(2) of the Act, which must include-
    - (i) full name of each Office holder and either a residential, postal or email address for each person who holds Office of the Association;
    - (ii) full name and either a residential, postal or email address of any person who is authorised to use the common seal of the Association; and
    - (iii) the full name and address of any person who is appointed or acts as trustee on behalf of the Association; and
  - h) ensure each person who becomes a Member of the Association receives a copy of these Rules, as required under section 36(1) of the Act-

*NB. It is acceptable for the Association to provide a copy of the Rules to new Members by electronic transmission or by providing the details for a website where the Rules may be downloaded. A hard copy must be provided, however, if the Member requests that the Rules be provided in that manner; and*

- i) have custody of the books, documents, records and registers of the Association, other than the financial records, financial statements and

- other financial reports in the custody of the Treasurer, unless resolved otherwise at a general meeting; and
- j) comply with the inspection of records in section 24 of these Rules at the request of a Member of the Association; and
- k) report all new membership applications to the Committee for consideration at the next available Committee meeting; and
- l) any other duties required of them to fulfil these Rules, and any By-laws, policies and procedures of the Association, and any other duty given to them by the Committee.

## 13 TREASURER

13(1) The Treasurer has the following duties-

- a) ensure that any amounts payable to the Association are collected, and issue receipts for those amounts in the Association's name; and
- b) ensure that any amounts received from Rule 13(1)(a) are credited to the appropriate accounts of the Association, as directed by the Committee; and
- c) ensure that payments from the funds of the Association, as authorised by the Committee or at a general meeting when mandated, are made on time; and
- d) have custody of the Association's financial records, including but not limited to financial statements, financial reports, receipts, and invoices, as applicable to the Association, ensuring that financial records are kept for *at least* seven years after the transactions covered by the records are completed, to comply with Rule 67 of the Act; and
- e) keep the accounting records of the Association in such manner as will-
  - (i) correctly record and explain the financial transactions and financial position of the Association, under Rule 66(a) of the Act; and
  - (ii) enable true and fair accounts of the Association to be prepared from time to time, under Rule 66(b) of the Act; and
  - (iii) enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) enable the financial position of the Association to be submitted to Members at each Annual General Meeting, at the end of the immediately preceding financial year, under Rule 68 and Rule 70 of the Act; and
- f) coordinate the preparation and submission of the Association's financial accounts for the previous financial year to the Auditor for auditing prior to each Annual General Meeting, under Rule 69 of the Act; and
- g) submit a 'Treasurer's Report' to the Committee at each meeting; and
- h) make available for inspection the accounts of the Association when requested by a Member of the Association at a time and place convenient to the Treasurer and within a reasonable time from the request; and
- i) any other duties required of them to fulfil these Rules, By-Laws, Policies, and any other duty given to them by the Committee; and
- j) ensure that all outgoing payments from the Association's bank accounts are signed by any two of the following Executive Officers: President, Vice President, Secretary or Treasurer.

*NB. An Executive cannot be the signatory on a payment made from the Association to themselves.*

## 14 MUSIC DIRECTOR / CONDUCTOR / ASSISTANT

### Music Director

- 14(1) The Music Director of the Association is a contractually appointed non-Member role and they must be hired for-
- a) their experience and professional expertise at leading musicians at rehearsals and performances; and
  - b) their advanced technical knowledge and ability in the field of music; and
  - c) their communication ability to effectively inspire good behaviour and musicianship from Members who play in a band of the Association; and
  - d) where appropriate, mentor any assistant conductors hired by the Association.
- 14(2) The Music Director is responsible for the overall musical excellence of the Association, including but not limited to-
- a) leading and inspiring the musicians of the Association to achieve their musical best; and
  - b) maintaining or improving the standard of musical performance; and
  - c) choosing a repertoire or program that is a good fit for the Association's objectives and its Members; and
  - d) planning and conducting rehearsals for the purpose of preparing the playing membership for upcoming concerts and performances; and
  - e) advising the Committee on all aspects of the Association's musical performance; and
  - f) providing suitable instruction and leadership as needed to music assistants, trainee conductors, and/or to contractually hired Conductors for the Association.
- NB. Significant changes regarding the musical direction of the Association may be proposed by the Music Director to the Committee. However, the final decision is not the sole purview of the Music Director but of the Committee as a whole.*
- 14(3) The hire of the Music Director role referred to in Rule 14(1) and 14(2) shall be decided at a Committee meeting, and by a majority vote of the Officers present including those present via 'proxy'-
- a) no applicants are permitted to be present during Committee discussions regarding the decision, nor vote on the matter; and
  - b) any Officers of the Association who apply for the position of Music Director are not entitled to vote on the decision referred to in Rule 14(3).
- 14(4) If a Member, including a Life Member, of the Association is successful in their application for the position of Music Director (or Conductor), their member status is temporarily suspended for the duration of their contracted term as Music Director or Conductor, and their membership can be reactivated once their contract is complete-
- a) If they are a current Officer bearer they must also immediately resign their position as an Officer of the Association, which shall constitute a casual vacancy on the Committee to be filled in accordance with section 15 of these Rules.

- 14(5) As a non-elected Executive position on the Committee, who also receives an Honorarium, the Music Director is not permitted to-
- a) vote at Annual General Meetings or Special General Meetings; and
  - b) hold the position of Chairperson at Annual General Meetings or Special General Meetings, have casting vote power, or have the final decision of points of order, due to the conflict of interest.

*NB. The Music Director can propose motions and vote at Committee meetings.*

## **Conductor**

- 14(6) The Committee may choose to appoint a Conductor under contract to run a band operated by the Association where the Musical Director is unable to fulfil this requirement-
- a) the appointment of a Conductor shall be decided at a Committee meeting, and by a majority vote of the Officers present including those present via 'proxy'; and
  - b) no applicants are permitted to be present during Committee discussions regarding the decision, nor vote on the matter; and
  - c) a written contract shall be made between the Conductor and the Association detailing the terms of their position.
- 14(7) The Conductor, like the Music Director, is not permitted to be a Member of the Association and cannot be elected to the Committee in any role Conductor may, on termination of their Conductor contract with the Association, apply to hold membership of the Association.

## **Assistant**

- 14(8) The Music Director of the Association or a Conductor may request that the Committee appoints a music director Assistant-
- a) the Assistant is appointed to further their training as a future Musical Director or Conductor; and
  - b) an Assistant is not entitled to be remunerated for their role, except if they are required to lead an entire rehearsal or entire performance in the absence of either the Music Director or another suitably qualified Conductor; and
  - c) the Assistant is permitted to be a current member of the Association and therefore exercise all rights associated with being a member.

*NB: An Assistant who rehearses a piece of music and receives coaching for the band Musical Director and/or a Conductor would not be entitled to be paid for this. However, if the Assistant were to take the whole rehearsal or a performance due to the Musical Director/Conductor being unable to attend, the Assistant is entitled to be paid because they are acting in the position of Musical Director and/or Conductor.*

## **15 CASUAL VACANCIES ON THE COMMITTEE**

### **THE GROUNDS ON WHICH COMMITTEE MEMBERSHIP CEASES**

- 15(1) A casual vacancy occurs on the Committee, and that Office becomes vacant, if the Office bearer on the Committee-
- a) is deceased; or
  - b) resigns from the Committee in writing to the President, or, if the Committee Member is the President, to the Vice President, and that resignation is accepted by resolution of the Committee; or
  - c) is convicted of an offence under the Act; or
  - d) becomes permanently unable to act as a Committee Member due to a mental or physical disability; or
  - e) fails to attend three consecutive Committee meetings of which the person has been given notice, without having notified the Committee that the person will be unable to attend; or
  - f) ceases to be a Member of the Association, whether through resignation or expulsion; or
  - g) is serving as an Officer when a 'no confidence' special resolution is passed at a General Meeting that vacates all Officer positions on the Committee; or
  - h) becomes ineligible to act as a Committee Member under section 39 of the Act; or
  - i) is successful in their application to become the Music Director or Conductor as per Rule 14(4); or
  - j) has significantly violated the Rules, By-laws or Policies of the Association-
    - (i) and the Committee passes a motion via a two-thirds majority vote to remove that Member from Office, effective immediately; and
    - (ii) the membership passes a motion at a general meeting to uphold the Committee's decision to remove that Member from Office, in the event of a 'notice of appeal'.

### **FILLING CASUAL VACANCIES ON THE COMMITTEE**

- 15(2) Should a vacancy arise for any reason outlined in Rule 15(1), with the exception of Rule 15(1)(g), the Committee must declare that Office as vacant to the membership within one week of the vacancy and a general meeting must be convened-
- a) the process of nomination for Office and election to a vacant office stated in Rule 10(8) through to Rule 10(14) inclusive must be followed; and
  - b) the Committee may internally, via two-thirds majority vote, elect a current Committee Member to temporarily perform the duties of that vacant office until the position is filled.

### **VOTE OF 'NO CONFIDENCE' IN THE COMMITTEE**

- 15(3) A Special General Meeting can be convened by Members of the Association, under Rule 17(2)(b), to propose a special resolution of 'no confidence' in the current Committee and thus new Officers should be elected-
- a) The resolution must make clear who will be appointed as Secretary so as to comply with rule 17(4) for all subsequent meetings.
  - b) Section 17 of these Rules must be followed to convene this Special General Meeting; and
  - c) if the current Committee fails to fulfil their obligations to both convene and give notice of this Special General Meeting as per the Rules, then Rule 17(3)

may be enacted by the Members who requested the motion of 'no confidence'.

- 15(4) If a special resolution of 'no confidence' in the current Committee, and thus new Office bearers should be elected, is passed as per Section 51(2) of the Act, then-
- a) all positions on the Committee with the exception of the Music Director are immediately declared vacant by the Chairperson of that Special General Meeting; and
  - b) a separate Special General Meeting to elect the new Committee shall be convened as soon as possible and no later than two months after the vote of 'no confidence' was passed; and
  - c) the Association operates in 'Caretaker Mode' until the new Committee is elected; and
  - d) the process of nomination and election stated in Rule 10(8) through to Rule 10(14) inclusive must be followed; and
  - e) 'Caretaker mode' immediately ceases after the election of the new Committee is complete at the Special General Meeting.
- 15(5) Former Officers who served on the 'no confidence' Committee are permitted to re-nominate for any vacancy declared under Rule 15(4)(a), on the proviso they can secure the signatures of both a proposer and seconder who were not Officers on the 'no confidence' Committee on their nomination form.

#### **'CARETAKER MODE'**

- 15(6) When a motion of 'no confidence' in the current Committee is passed at a Special General Meeting, the Association will operate in 'caretaker mode' until the new Committee is elected at a subsequent Special General Meeting, subject to Rule 15(4)-
- a) only the current Secretary and Treasurer form the 'caretaker Committee' and may operate only to complete actions that are essential to the management of the Association, including actions to remain in legal compliance with the Act. Actions include, but are not limited to-
    - (i) collection and payments of monies to and by the incumbent Treasurer that were arranged prior to the vote of 'no confidence' and other responsibilities outlined in Section 13 of these Rules; and
    - (ii) correspondence by the incumbent Secretary to organise any performances, functions or fundraisers, including the scheduling of a Special General Meeting to elect a new Committee, and other essential communications for the continued operation of the Association, including responsibilities outlined in Section 12 of these Rules.
    - (iii) the former President and Vice-President remain as authorised signatories of the Executive during caretaker mode to facilitate the financial requirements essential under Rule 15(6)(a)(i) above.

*NB. Failure of the incumbent Secretary and/or Treasurer to fulfil the legal requirements of their Office as mandated by the Act, may result in criminal prosecution or civil proceedings.*

- b) if further Special General Meetings (SGM) need to be convened after a vote of 'no confidence' is passed, either at least 10 members or 20% of the membership who have voting rights may submit a request for an SGM to

the caretaker Secretary, in accordance with rule 17(2). The caretaker Secretary and caretaker Treasurer form the 'Committee' under these circumstances, and they must convene an SGM within the timeframe of these Rules.

## **VOTE OF NO CONFIDENCE IN AN OFFICER OF THE COMMITTEE**

- 15(7) An Officer on the current Committee may put forward a motion of 'no confidence' in a particular Officer-
- a) the grounds for declaring 'no confidence' include egregious violation(s) of the Association's Rules, By-Laws or Policies, behaviours or actions that bring the Association into disrepute, not disclosing any conditions outlined in Rule 10(5) that exclude them from accepting a position on the Committee as per section 39 of the Act, or egregiously violating any of the duties of Committee members under the Act as outlined in Rule 10(15) to Rule 10(18) inclusive; and
  - b) the decision shall be made by a simple majority vote of Committee members whether voting in-person or by proxy; and
  - c) the decision is effective immediately upon the result of the vote being read by the Chairperson of the meeting; and
  - d) the Officer removed from Office is entitled to lodge a 'notice of appeal' within 14 days of the decision being communicated to them in writing; and
  - e) a general meeting must be convened following the process outlined in Rule 9(6) and Rule 9(7).

## **16 COMMITTEE MEETINGS**

### **PROCEEDINGS**

- 16(1) The Committee must meet together not less than five times in each financial year to conduct the operations of the Association-
- a) the presence of a Committee member at a Committee meeting may be by attendance in person or by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication; and
  - b) a member who participates in a committee meeting as allowed under rule 16(1)(a) is taken to be present at the meeting, and, if the member votes at the meeting, the member is taken to have voted in person; and
  - c) motions can only be voted upon and passed at a Committee meeting held either in-person or held virtually and simultaneously by using an audio-visual teleconference technology system.
- 16(2) Notice of each Committee meeting must be given to all Committee Members no less than four days prior to the commencement of that meeting. The notice must state the date, time and place of the meeting, and must describe the general agenda of the business to be conducted at the meeting.
- 16(3) The President, or at least half of the Members of the Committee, may convene a meeting of the Committee at any time subject to rule 16(2).

- 16(4) A Member, or other person who is not a Committee Member, may only attend a Committee meeting if invited to do so by the Committee. These non-committee Members-
- a) must not comment about any matter discussed at the meeting unless invited to do so by the Committee; and
  - b) cannot vote on any matter that is to be decided at that meeting.
- 16(5) The agenda and order of business at a Committee meeting may be determined by the Committee Members present at the meeting.

## **VOTING**

- 16(6) Each Committee Member in person at the meeting, including via proxy, has one deliberative vote per proposal-
- a) a motion is carried if a simple majority of the Committee Members present at that meeting, including by proxy, vote in favour of the motion unless a two-thirds majority vote is required elsewhere in these Rules; and
  - b) if the votes are divided equally on a motion, the Chairperson of that Committee meeting may use their casting vote in addition to their deliberate vote to settle a simple majority; however
  - c) the Chairperson cannot use their casting vote in addition to their deliberate vote to settle a majority when a two-thirds majority vote is required on a motion.
- 16(7) Voting may take place by the Committee members present at the meeting by indicating their agreement or disagreement, or by a show of hands, or by a secret ballot if the Committee decides a ballot is needed.
- 16(8) A Committee Member, as mandated under section 42 of the Act, must disclose the existence and nature of any potential, perceived, or actual conflict of interest that affects the making of a decision, including in relation to managing a complaint or grievance-
- a) as soon as he or she becomes aware of that interest, as well as the nature and extent of his or her interest to the Committee; and
  - b) must not be present while the matter is being considered, nor vote on the matter, as mandated under section 42(3) of the Act.
- 16(9) Rule 16(8) above does not apply in respect to a material personal interest that exists only because the Member is an employee of the Association, or is a Member of a class of persons for whose benefit the association is established, or that that the Member has in common with all, or a substantial proportion of the Members of the Association, under section 42(3) of the Act.
- 16(10) The Secretary must record each and every disclosure made under Rule 16(8) by a Member of the Committee in the minutes of the Committee meeting at which it is made, as mandated under section 42(6) of the Act.
- 16(11) The previous minutes of a Committee meeting can only be deemed a true and accurate recording of the meeting by the Committee Members who were present at the meeting in question.



## QUORUM

- 16(12) Quorum is calculated as 50% of the number of current Officers of the Association, plus one, where the resulting number must always be rounded up to the nearest integer.
- 16(13) No business is to be conducted at a Committee meeting unless a quorum is present-
- a) if a quorum is not present within 30 minutes after the notified start time of the Committee meeting, the meeting is adjourned for at least one week; and
  - b) if a quorum is not present within 30 minutes after the notified start time of the Committee meeting reconvened under Rule 16(13)(a), and at least four Committee Members are present at the meeting, those Members present are taken to constitute a quorum. If there are fewer than four Committee Members present, the Committee may act only for the purpose of convening a general meeting if casual Office vacancies have arisen.

## 17 GENERAL MEETINGS

### CONVENING A MEETING

- 17(1) The Committee must convene an Annual General Meeting within six months after the end of the Association's financial year, as mandated under section 50(3) of the Act. The Committee must determine the date, time and place of the Annual General Meeting.
- 17(2) A Special General Meeting must be convened by the Committee within 30 days of the following being received by the Secretary-
- a) a request made by the Committee or the President at any time; or
  - b) a written request to the Committee that states the purpose of the request for the Special General Meeting, signed by at least-
    - (i) 10 Members of the Association; or
    - (ii) 20% of the membership with voting rights; or
    - (iii) three Committee Members; or
  - c) a 'notice of appeal' from a person who received a written notice of suspension or expulsion of their membership, under Rule 9(4)(a); or
  - d) a 'notice of appeal' from a person who received a written notice of rejection of their membership application given under Rule 5(3); or
  - e) a 'notice of appeal' from a person who was removed from Office of the Association under Rule 15(1)(j)(i).
- 17(3) If the Committee fails to convene a Special General Meeting within 30 days as outlined in Rule 17(2), then the Member(s) who made the request may convene the Special General Meeting themselves as if they were the Committee.

### NOTICE OF MEETINGS

- 17(4) For either an Annual General Meeting or a Special General Meeting the Secretary must give all Members no less than 21 days' written notice before the date of the meeting and that notice must specify-
- a) when and where the meeting is to be held; and

- b) the particulars and order in which business is to be transacted; and
- c) that a voting Member may appoint an individual who is also a voting Member of the Association as a proxy for the meeting, and include a copy of any form that the Committee has approved for the appointment of a proxy.

- 17(5) Written notice for meetings must be given by the Secretary by-
- a) serving the notice on a Member personally; or
  - b) sending the notice by post to a Member at that Member's address as recorded in the register of Members, maintained under Section 6 of these Rules.  
*NB.* Sending notice by post will be deemed to be properly effected if the notice is sufficiently addressed to the postal address recorded in the 'register of Members', and posted to the Member concerned by ordinary prepaid mail; or
  - c) sending the notice by email to a Member at that Member's email address as recorded in the 'register of Members'.
- 17(6) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice again, as per Rule 17(4) and Rule 17(5).

#### **NOTICE FOR SPECIAL RESOLUTIONS AT A GENERAL MEETING**

- 17(7) A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting. If a special resolution will be proposed at a meeting, the Secretary must give prior written notice to all Members as per Rule 17(4), plus add the following to the notice as mandated by section 51 of the Act-
- a) the time and place of the meeting at which it is proposed to move the special resolution; and
  - b) the proposed special resolution; and
  - c) the wording of the proposed special resolution.

*NB.* If notice is not given in accordance with 17(7) the special resolution has *no effect*, as stated in the Act section 51(5).

#### **QUORUM**

- 17(8) Ten Members present in-person and with full voting rights, constitute a quorum at a general meeting-
- a) if a quorum is not present at the general meeting at least 30 minutes after the start time specified in the 21 days' written notice, then the Chairperson shall adjourn the meeting. Written notice regarding the adjournment, and the date and time of the resumption of the adjourned meeting must be sent to Members within 24 hours of the adjourned meeting.
  - b) if a quorum is not present at the resumption of an adjourned general meeting at least 30 minutes after the start time specified in the notice sent in Rule 17(8)(a), the Members who are present in-person may proceed with the business of that meeting as if a quorum were present.

## 18 PROCEEDINGS AT GENERAL MEETINGS

### ANNUAL GENERAL MEETING

- 18(1) The ordinary business of the Annual General Meeting must include the following-
- a) confirm the minutes of the previous Annual General Meeting, and of any Special General Meeting held since then, if the minutes of that meeting have not yet been confirmed; and
  - b) receive and consider the President's report; and
  - c) receive and consider the Music Director's report; and
  - d) receive and consider the Treasurer's report, including the audited financial statement for the preceding financial year; and
  - e) appoint the Auditor who will audit the accounts of the Association for the current financial year; and
  - f) elect Life Members from the nominations received, in accordance with Rule 5(11); and
  - g) declare all Committee positions open and vacant, and elect the Officers of the Association, in accordance with Section 10; and
  - h) consider any other business as included in the written notice of the meeting, in accordance with Rule 17(4).

### SPECIAL GENERAL MEETINGS

- 18(2) The Chairperson may adjourn that general meeting from time-to-time and from place-to-place, with the consent and under the direction of the quorum of Members present-

*NB.* A meeting may be adjourned if there is insufficient time to deal with the business at hand or to give Members more time to consider an item of business.

- 18(3) At the resumption of the adjourned general meeting, only unfinished business and outstanding items of the agenda from the adjourned meeting can be transacted.

### VOTING PROCEDURE: ORDINARY RESOLUTIONS

- 18(4) An ordinary resolution put to the vote will be decided by a simple majority vote, cast on a show of hands, including proxy votes made under Section 21, or by poll if demanded under Rule 18(5).
- 18(5) A poll may be demanded for a resolution by the Chairperson, or by three or more Members present in person at the meeting-
- a) the poll must be taken in such manner as the Chairperson directs; and
  - b) the poll must be taken immediately on that demand being made; and
  - c) a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 18(6) If the motion is to confirm the minutes of a previous meeting as true and accurate, only Members who were present at that meeting may vote.

## **VOTING PROCEDURE: SPECIAL RESOLUTIONS**

- 18(7) A special resolution put to the vote will be decided in accordance with section 51 of the Act-
- a) a resolution is a special resolution if it is passed at a general meeting of the Association; and
  - b) by a majority vote of not less than three-fourths of the Members of the Association present at the meeting either in-person or present via proxy. Votes are cast by Members with full voting rights only.
- 18(8) Unless a poll is demanded, a declaration by the Chairperson presiding at the meeting that the resolution has been passed as a special resolution is evidence of the fact, in accordance with section 52(1) of the Act. The Secretary must enter this declaration into the minutes of the meeting.
- 18(9) If, during the meeting at which the special resolution is submitted, a poll is demanded in accordance with the Rule 18(5) of the Association, a declaration by the Chairperson presiding at the meeting as to the result of the poll is evidence of the matter so declared, in accordance with section 51(3) of the Act. The Secretary must enter this declaration into the minutes of the meeting.

## **19 MINUTES OF MEETINGS OF THE ASSOCIATION**

- 19(1) The Secretary must record and keep proper minutes of each general meeting and Committee meeting, to be entered into the 'minute book' within 30 days after the date each general meeting or Committee meeting was held-
- a) the minutes must record the business considered at the meeting, any resolution declared on which a vote is taken, and the result of that vote;
  - b) the 'minute book' may be paper or digital records, as decided upon by the Committee.
- 19(2) During a General Meeting, whoever holds the position of Secretary at the commencement of that meeting shall take responsibility for proper minutes being kept of all proceedings for the entire duration of the meeting-
- a) the minutes for each Annual General Meeting must record all points of business and votes relating to Rule 18(1); and
  - b) minute keeping duties will begin for the new Secretary after the close of the AGM.
- 19(3) In the event that the Secretary is absent from a meeting, the meeting shall be minuted by a voting Member elected from and by the voting Members present.
- 19(4) The President must ensure that the minutes taken of a general meeting or Committee meeting are reviewed and signed as correct by the Chairperson of that general meeting or Committee meeting to which those minutes relate.
- 19(5) When the minutes have been entered and signed as correct under these Rules, they are, in the absence of evidence to the contrary, taken to be proof that-
- a) the general meeting or Committee meeting to which the minutes relate was duly convened and held; and
  - b) all proceedings recorded as having taken place at the general meeting or Committee meeting did in fact take place at the meeting as recorded; and

- c) all appointments or elections purportedly made at the meeting have been validly made.

## **20 VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION**

- 20(1) Each Ordinary Member, Life Member and Junior Delegate Member of the Association has the right to attend general meetings of the Association and cast one deliberative vote for each proposal motioned at each general meeting of the Association, with any tied vote being broken by the Chairperson as per Rule 11(4)-
  - a) each vote may be in-person, or by proxy subject to Section 21 of these Rules; and
  - b) if either an Ordinary Member or a Life Member also holds a Junior Delegate membership on behalf of a Junior of the Association, they may cast two deliberative votes for each proposal motioned at each general meeting: one as an Ordinary or Life Member, and the second as a Junior Delegate.
- 20(2) Where a Member is suspended, such Member is not considered a Member of the Association during the period of his or her suspension, and thus, that Member has lost their voting rights during their suspension period.
- 20(3) A Junior Member shall not be entitled to hold Office, vote, or take part in business procedures at meetings of the Association.
- 20(4) On the date a Junior Member turns 18 they are eligible to vote, as their membership will automatically convert to Ordinary on this date, as per Rule 5(15)(a). The previously associated Junior Delegate Member is automatically no longer entitled to vote as their delegate when the Junior turns 18 and becomes an Ordinary Member.

## **21 PROXIES OF MEMBERS OF THE ASSOCIATION**

- 21(1) A voting Member may appoint one voting Member of the Association as his or her proxy to vote and speak on his or her behalf at general meetings, including the Annual General Meeting.
- 21(2) A Committee Member may appoint one Committee Member of the Association as his or her proxy to vote and speak on his or her behalf at Committee meetings.
- 21(3) The appointment of a proxy must be in writing, signed by the Member making the appointment, and received by the Secretary prior to the commencement of the meeting for which the proxy is appointed-
  - a) notice appointing a proxy must be received no later than 24 hours before the commencement of the meeting to be in effect, whether the notice was sent by post or electronically.
  - b) one member is permitted to be the proxy for multiple members of the Association simultaneously, subject to Rule 21(3)(a).
- 21(4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf-
  - a) if no instructions are given to the proxy, the proxy may vote on behalf of the Member in any manner as the proxy sees fit.

- 21(5) Notice of a general meeting given to Members by the Secretary under Section 17 of these Rules must-
- a) state that a voting Member may appoint an individual who is also a voting Member of the Association as a proxy for the meeting; and
  - b) include a copy of any form that the Committee has approved for the appointment of a proxy.

## **22 RULES OF THE ASSOCIATION**

- 22(1) The Association may alter its Rules by special resolution, but not otherwise, subject to section 30, 31 and 33 of the Act.
- 22(2) Within one month after the passing of a special resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge the required documents with the Commissioner, in compliance with Rule 30(4) of the Act-
- (a) a notice of the special resolution setting out particulars of the alteration; and
  - (b) a certificate, given by a Member of the Committee, certifying that the resolution was duly passed as a special resolution; and
  - (c) a consolidated copy of the Rules of the Association including all alterations to which the special resolution relates.
- 22(3) An alteration of the Rules of the Association does not take effect until Rule 22(2) is complied with.
- 22(4) An alteration of the Rules of the Association to change the name of the Association does not take effect until both Rule 22(2) is complied with and the Commissioner has approved the change of name.
- 22(5) An alteration of the Rules of the Association to change the objects or purposes of the Association, or the manner in which surplus property of the Association must be distributed if the Association is dissolved, does not take effect until both Rule 22(2) is complied with and the Commissioner has approved the changes.
- 22(6) These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

### **BY-LAWS**

- 22(7) Changes to each By-law shall be ratified by a simple majority vote on a resolution to amend the By-law(s) at a meeting (either Special or Annual) of the Association-
- a) By-laws may be given different class structures to designate the persons of the Association who may ratify changes to these By-laws, for example, whether changes are permitted by Committee vote or whether changes must be ratified by the voting membership; and
  - b) the Chairperson of the meeting cannot use their casting vote to create a majority where there would otherwise not be a majority; and
  - c) all Members of the Association must abide by the By-laws, with failure to follow them resulting in potential disciplinary action.

- 22(8) A By-law is of no effect to the extent that it is inconsistent with the Act or these Rules.

## **23 COMMON SEAL OF THE ASSOCIATION**

- 23(1) The Association must have a common seal on which its corporate name appears in legible characters.
- 23(2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the 'minute book' referred to in section 19 of these Rules.
- 23(3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Vice President, the Secretary and the Treasurer.
- 23(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **24 INSPECTION OF RECORDS & DOCUMENTS OF THE ASSOCIATION**

- 24(1) Members have the legal right to inspect the 'register of Members' under section 54(1) of the Act, the record of Office holders under section 58(3) of the Act, and these Rules of the Association without charge, by contacting the Secretary to make arrangements-
- a) a Statutory Declaration may be requested by the Committee for the Member to detail the purpose for which the information is required and confirm that the purpose is directly connected to the affairs of the Association, or related to the administration of the Act, prior to the Committee allowing inspection of the records, to remain in compliance with section 54(1), 57(1) and 58(5) of the Act-
    - (i) a person contravenes 54(1) of the Act if they use information obtained from the 'register of Members' for advertising purposes or discloses information from that register to another person, knowing that the information is likely to be used for advertising purposes; and
    - ii) the Committee must allow inspection of the documents in Rule 24(1) once the Statutory Declaration, if requested, is received by the Committee; and
  - b) Members cannot remove the 'register of Members' from possession of the Association, however, they are permitted to receive a copy of the original, under Rule 54(2) and rule 58(4) of the Act.
- 24(2) Members are permitted to inspect previous minutes and the financial records of the Association, without charge. A Statutory Declaration may be requested by the Committee for the Member to detail the purpose for which the information is required and confirm that the purpose is directly connected to the affairs of the Association, prior to the Committee allowing inspection of the records.

- 24(3) A Committee Member must not independently publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Committee meeting unless-
- a) the Committee Member has been authorised to do so under these Rules or By-Laws; or
  - b) the Committee Member has been authorised to do so at a Committee meeting and this authority has been recorded in the minutes of the Committee meeting at which it was given.

## **25 DISPUTES AND MEDIATION**

### **DISPUTES**

- 25(1) The Rules and By-laws apply to disputes, complaints and/or grievances between-
- a) a Member and another Member of the Association; or
  - b) a Member and the Association itself; or
  - c) those non-Members who receive services from the Association, and the Association.
- 25(2) The parties listed in Rule 25(1) must follow the Rules and By-laws for handling disputes, complaints, and/or grievances.
- 25(3) The parties to the dispute must attempt to discuss and resolve the matter informally, between themselves, within 14 days after the dispute comes to the attention of each party. All reasonable effort should be taken by either party to participate and cooperate in the resolution process, at the earliest possible stage.
- 25(4) If the parties to a dispute are unable to resolve a matter between themselves within the 14 day timeframe, any party to the dispute may escalate formal dispute proceedings to the Committee by giving written notice to the Secretary of-
- a) the parties to the dispute; and
  - b) the matters that are the subject of the dispute.
- 25(5) A Committee meeting must be convened to discuss and determine the dispute if formal written notice under Rule 25(4) is received-
- a) the Secretary must give each party to the dispute written notice of the date, time, and place of the Committee meeting at which the dispute will be discussed and determined, at least 7 days before the meeting is held; and
  - b) this notice given to each party must state that the party, or their representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Committee about the dispute.
- 25(6) If the dispute is between one or more Members and the Association itself, either party may request the appointment of a mediator by sending written notice to the Secretary stating that they do not agree to the dispute being determined by the Committee and that they request the appointment of a mediator-
- a) the Committee must comply with the request to appoint a mediator; and
  - b) the appointment of a mediator is subject to Rule 25(10) and 25(11).
- 25(7) At the Committee meeting at which a dispute is to be discussed and determined without a mediator, the Committee must-



- a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the Committee about the dispute; and
- b) give due consideration to any submissions so made; and
- c) determine the outcome of the dispute with the guidance of the Association's relevant Rules, By-laws, and any existing Policy or Procedure document for handling complaints, disputes, or grievances.

25(8) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, no later than 7 days after the Committee meeting at which the determination was made.

25(9) If a party to a dispute settled by the Committee is not satisfied by their determination, they may request the appointment of a mediator within 14 days of receiving written notice of the Committee's determination sent under Rule 25(8).

### **APPOINTMENT OF A MEDIATOR**

25(10) The mediator should be an individual appointed to mediate by agreement between the parties to the dispute-

- a) the mediator appointed must be agreed upon between the parties to the dispute within 14 days of the request for mediation being received by the Association; and
- b) a member of the Association is permitted to be the mediator should both parties to the dispute agree on their appointment; and
- c) if the parties to the dispute cannot agree on a member of the Association to be appointed as mediator within 14 days of the request for mediation being received by the Association, then the Committee shall appoint an external mediator.

25(11) An external mediator shall be used if the mediation request involves-

- a) a dispute regarding suspension or expulsion of a Member of the Association; or
- b) the complainant is dissatisfied with the Committee's resolution of the dispute when following Rule 25(7), in accordance with Rule 25(9); or
- c) the complaint is against the Association itself, and the complainant has requested mediation under Rule 25(6); or
- d) the parties to the dispute cannot agree on a member of the Association to be appointed as the mediator within 14 days as per Rule 25(10)(c).

*NB. An example of an appropriate external mediator is a representative of WABA, or a delegate from another not-for-profit Association.*

### **MEDIATION PROCESS**

25(12) The parties to the dispute must, in good faith, attempt to settle the matter that is the subject of the mediation.

25(13) The mediator, in conducting the mediation, must-

- a) not determine the matter that is the subject of the mediation; and
- b) give each party to the mediation process every opportunity to be heard; and

- c) allow each party to the mediation to give due consideration to any written statement given by another party; and
- d) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and
- e) be confidential and without prejudice.

25(14) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

25(15) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute further, in accordance with the Act or otherwise at law.

## **26 DISSOLUTION OF THE ASSOCIATION**

26(1) If there is a resolution for the dissolution of the Association, the decision must follow a unanimous vote at a Special General Meeting convened for this purpose.

### **DISTRIBUTION OF SURPLUS PROPERTY**

26(2) If upon the dissolution of the Association and satisfaction of all its debts and liabilities surplus property remains, that property can only be distributed to one or more authorised persons listed under section 24(1) of the Act.

26(3) The distribution of surplus property to the persons mentioned under section 24(1) of the Act must be determined by special resolution.

## **27 CONTROL OF FUNDS**

27(1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

27(2) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.

27(3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. Funds must be used to support the objectives of the Association under Rule 3(1) and subject to Rule 3(4).

27(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two executive Committee Members.

27(5) All funds of the Association must be deposited into the Association's account within 7 working days after their receipt.