

Milton Ulladulla Music

Constitution and Rules

November 2014

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Part 1 – Preliminary

1.1 Name

- 1.11** The name of the Association shall be “Milton Ulladulla Music Inc.” and this name will appear on all correspondence related to the operation of the Association.
- 1.12** The acronym MUM, used in media references, will be accepted as representing Milton Ulladulla Music Inc. as long as the full name has been used to initially introduce the Association.
- 1.13** The logo, as accepted, will be included on all correspondence.

1.2 Definitions

- 1.21** In these rules, unless the context or subject matter otherwise indicates or requires:
- i. “Association” means Milton Ulladulla Music
 - ii. “Ordinary Member” as applied to membership of the Association, means a person who is not of school age and has paid the annual membership fee and whose application has been accepted by the Committee.
 - iii. “Committee Member” refers to a person who has been duly elected, by affirmation of a majority of members, at the Annual General Meeting of the Association or appointed to fill a specific role by the Executive of the Association.
 - iv. “Executive Member” refers to the group of persons elected into the roles of President, Vice President, Honorary Secretary, Treasurer, Concert Manager, Publicity/Program Planner and Public Officer
 - v. Sponsor refers to a person or organisation who/which has donated money or services to the Association as set out in Part 2: Membership.
 - vi. Patron refers to a person or persons invited by the executive into honorary membership of the Association as set out in Part 2: Membership.
 - vii. Life Member refers to a person who, has by demonstration of outstanding service to the Association, been nominated and accepted into perpetual membership of the Association by the membership as set out in Part 2: Membership

1.3 Objects

- 1.31** The Association shall be non-political and non-sectarian. The objects of the Association are:
- i. To encourage and bring people of Milton, Ulladulla and surrounding districts the best possible experiences in music through the engagement of performers who represent excellence in their field of musical endeavour.
 - ii. To advance Musical Culture and Education in the Milton Ulladulla area and for that purpose to establish and provide awards and to subscribe to or assist any movement designed to promote the study, practise and knowledge of music.
 - iii. To engage in such activities as may be necessary to achieve the objectives set out in paragraphs (a) and (b) of this clause.

1.4 Financial Year

1.41 The financial year of the Association shall correspond to the membership year and begin on the first day of January and end on the Thirty-first day of December in that year. Accounts must be audited by 31st December.

Part 2 – Membership

2.1 Membership Generally

2.11 Membership of the Association shall be by application to Committee or by special nomination by members of the elected Committee.

2.12 Membership will have two categories:

- i. Ordinary Membership
- ii. Special Membership

2.13 No person or organisation shall be deemed to be a member of the Association unless he or she satisfies requirements in the relevant section below.

2.2 To Become an Ordinary Member

2.21 A person is taken to be a member of the Association if he or she:

- i. Makes an application for membership in writing or on the membership application form provided
- ii. Is approved by the Committee.
- iii. Pays the annual subscription fee or a suitable fee as determined by the Committee from time to time.

2.22 As soon as practicable after the Committee makes that determination, the Honorary Secretary must:

- i. notify the applicant, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
- ii. if the Committee approved the nomination, issue the applicant with a current year membership card and receipt for membership fee.
- iii. if the Committee disapproved the nomination, issue the applicant with a refund of membership fee paid at the time of application.

2.23 The Honorary Secretary must, on acceptance of the application for membership, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

2.3 New Ordinary Membership

2.31 shall be from the time of acceptance of membership application to the 31st December of the year of application.

- 2.32 Any person who becomes a member after the expiration of a portion of the calendar year shall be entitled to a proportional reduction in the subscription amount. Such proportional reduction is at the absolute discretion of the Committee of the Association.
- 2.33 Any **New Ordinary Member** of the Association as at the 31st December in their first year of membership shall, upon payment of the subscription for the following year in accordance with the provision of these rules, automatically become a **Continuing Ordinary Member** of the Association for the following year.

2.4 Continuing Ordinary Membership

- 2.41 shall be on a calendar year basis, commencing on 1st January and expiring on the 31st December of each calendar year.
- i. Any member of the Association as at the thirty-first day of December in any year shall, upon payment of the subscription for the following year in accordance with the provision of these rules, automatically be a member of the Association for the following year. Upon payment of current year fee the Honorary Secretary shall issue the applicant with a current year membership card and receipt for membership fee
 - ii. Any member who, as at the 31st December in any year, fails to pay on or before the 31st January in the following year his or her subscription for that following year, shall be given notice drawing attention to the fact that if subscription is not paid within fourteen days after posting or transmission of that notice then he or she shall cease to be a member.

2.5 Membership Entitlements

- 2.51 Membership entitlements for all ordinary members shall be to:
- i. receive a discount on concert ticket prices. The discount will be set by the Committee and may be varied at the discretion of the Committee.
 - ii. be entitled to nominate for any office of the Association in keeping with their experience, education and capacity to fulfil the position.
 - iii. be entitled to cast a personal vote at the Annual General Meeting and any special or extraordinary meeting that may be called.
 - iv. receive a regular newsletter of the Association.
 - v. receive an advance concert schedule for the following calendar year.
 - vi. be given access to recitals, tours and functions planned by the Association outside of the normal concert season.
 - vii. Ordinary membership fees shall be rated as single, family and pensioner. Any differentials between these membership fees shall be determined by the Committee.

2.6 Special Members

2.6.1 Patron

- i. The Association may invite a person or persons, distinguished by high office or accomplishment or outstanding service, to be a Patron of the Association. Invitations to be a patron of the Association will be extended on a membership year basis.
- ii. The maximum number of patrons at any time shall be two (2).

- iii. Patrons shall be honorary members for the calendar year of their patronage.
- iv. Patrons shall be entitled to a complimentary season ticket, not transferable, allowing free entry to all concerts given in their term of patronage.
- v. Patrons shall be entitled to all ordinary membership entitlements except for the right to nominate for office of the Association, and the right to vote in any Association meetings.
- vi. Patrons may be invited to serve for more than 1 year at the discretion of the Committee.

2.6.2 Sponsor

- i. The Association may invite persons or organisations, to be sponsors of the Association.
- ii. Sponsorships shall be for a calendar year period extending from 1st January in their year of nomination to 31st December of that calendar year.
- iii. Sponsors may nominate at one of four levels: Platinum, Gold, Silver or Bronze.
- iv. The sponsor contribution fee to meet each of these levels will be determined and reviewed by the Committee as necessary.
- v. Sponsors shall be entitled to a complimentary season ticket allowing free entry to all concerts given in their term of patronage.
- vi. Sponsors shall be entitled to all ordinary membership entitlements except for the right to nominate for office of the Association, and the right to vote in any Association meetings.
- vii. Sponsors shall be entitled to advertising space in every program and Association publication proportionate to their level of sponsorship.

2.6.3 Life Member

- i. The Association may invite persons to be life members of the Association.
- ii. Life membership shall not be bestowed lightly and the nominated member must have been a long standing member of the Association and demonstrated an outstanding level of support and dedication to the Association. Acceptance of a life member will require support by at least a two thirds majority of current ordinary members.
- iii. Nomination of life members must be in writing, supported by two members apart from the nominator. The nomination must set-out, in a written submission, the outstanding nature of contributions made by the nominee to the operation, function and development of the Association over an extended period of time.
- iv. A life member of the Association shall continue to be a member of the Association from the moment of their acceptance until their death or resignation of their life membership.
- v. Life members shall be entitled to a complimentary season ticket, not transferable, allowing free entry to all concerts for the rest of their membership term.
- vi. Life members shall be entitled to all ordinary membership entitlements of the Association.

2.7 Cessation of Membership

- 2.7.1 A person ceases to be a member of the Association if the person:

- i. Dies, or
- ii. Resigns membership, or
- iii. Is expelled from the Association, or
- iv. Fails to pay annual membership fees or sponsorship contributions, where applicable, within 14 days after the fee is due.

2.7.2 In the event of the Committee unanimously passing a resolution that it is in the best interests of the Association that a member no longer remain a member then such person shall be notified either by writing or electronic media in accordance with the provisions made in Clause 2.13.5. The member shall cease to be a member of the Association and shall not have any claim against the Association in respect of his or her subscription or otherwise.

2.7.3 Any member upon ceasing to be a member of the Association shall forfeit any right to and claim upon the Association, its property and funds.

2.8 Membership Entitlements not Transferrable

2.8.1 Any rights, privileges or obligations which a person has by reason of being a member of the Association:

- i. May not be transferred or transmitted to another person, and
- ii. Terminates upon cessation of the person's membership of the Association.

2.9 Resignation of Membership

2.9.1 A member of the Association may resign from membership by giving the Honorary Secretary written notice. At the conclusion of 1 month from the notice of intention to resign, unless there has been a recanting of intention, the member will cease to be a member of the Association.

2.9.2 In the case of resignation of membership the Honorary Secretary must make an appropriate entry into the register of members recording the date on which the person in question ceased to be a member of the Association.

2.10 Register of Members

2.10.1 The Honorary Secretary or Public Officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each member together with the date that such person became a member. Such register shall be available for inspection, free of charge, by any member of the Association at any reasonable hour.

2.11 Members Liabilities

2.11.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, 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 clause 2.

2.12 Resolution of Disputes

2.11.1 A dispute between members of the association, or between members and the Association, where the dispute occurs as a result of association activity or determination, will be initially referred to the Committee for consideration. The Committee shall nominate a

member or members to discuss the dispute with all parties with the purpose of seeking a resolution to the dispute.

- 2.11.2 Where a dispute cannot be resolved through mediation by the Committee then the dispute may be referred to an outside agent such as a solicitor or community justice centre following the guidelines in the *Community Justice Centres Act 1984*.

2.13 Discipline of Members

- 2.13.1 A complaint may be made to the committee, by any person, where a member of the association –
- i. has refused or neglected to comply with provisions of this constitution.
 - ii. has wilfully acted in a manner prejudicial to the interests of the association
- 2.13.2 The Committee may refuse to deal with the complaint if it is considered to be vexatious or trivial.
- 2.13.3 If the Committee decides to deal with the complaint, the Committee must-
- i. serve notice of the complaint on the member concerned AND
 - ii. give the member at least 14 days from the date of service of the notice in which to make submission or response to the complaint AND
 - iii. take into consideration any submissions made by the member in connection with the complaint.
- 2.13.4 In accordance with clause 2.7.2 the Committee may expel the member from the association if it is satisfied that the facts alleged in the complaint have been proven and that expulsion or suspension is warranted.
- 2.13.5 If the Committee expels or suspends a member, the secretary must, within 7 days of the decision, communicate in writing or by electronic media, the action taken and the reasons for such action. The member shall also be informed of his/her right of appeal under Clause 2.14.
- 2.13.6 The expulsion or suspension does not take effect:
- i. until the expiration of the period within which the member is entitled to appeal against the resolution OR
 - ii. if the member appeals, until such times as the association confirms the resolution under Clause 2.14.

2.14 Right of Appeal of Disciplined Member

- 2.14.1 A member may appeal to the Association against a resolution by the Committee under Clause 2.13 by lodging a notice of appeal with the secretary of the Association, within 7 days of service of the notice of resolution.
- 2.14.2 The notice may be accompanied by a statement of the grounds on which the member will appeal against the resolution.

- 2.14.3 On receipt of a notice of appeal the secretary must convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- 2.14.4 At a general meeting of the Association convened under subclause 2.14.3,
- i. no business other than the question off the appeal is to be conducted
 - ii. the Committee and member must be given the opportunity to state their respective cases, verbally or in writing, or both and
 - iii. the members present will vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 2.14.5 The appeal will be determined by a simple majority of votes cast by members present at that meeting.

Part 3 – The Committee and Management

3.1 Powers of the Committee

- 3.1.1 The Committee shall be called The Management Committee and is subject to these rules and constitution and to any resolution passed by a two thirds majority of the Association members at a general meeting.
- 3.1.2 The Management Committee has responsibility to:
- i. Control and manage the affairs of the Association.
 - ii. Plan and execute concerts, engaging performers whose abilities match the objectives of the Association.
 - iii. Fill any vacancies in the Committee that may occur from time to time by appointment of such a member or members as it thinks fit.
 - iv. To appoint Sub-Committees or Association members to carry out specific duties or responsibilities as the Committee sees fit.
 - v. To appoint a host for each concert to welcome members and visitors, promote a friendly atmosphere and perform other duties as may be assigned to them.
- 3.1.3 The Committee may make, repeal and amend such by-laws and regulations, consistent with these rules and constitution, as they think expedient for the management and well-being of the Association. All such by-laws and regulations shall be binding upon members until repealed or set aside by a resolution of a Special General Meeting.

3.2 Composition and Membership of Committee

- 3.2.1 The Committee shall consist of the office bearers and two ordinary members of the Association. All Committee positions shall be honorary in nature and no Committee Member may make financial claim against the Committee except in the recouping of money spent, with Committee approval, from personal funds.
- 3.2.2 The total number of Committee Members must not exceed 9.
- 3.2.3 The Office Bearers shall be
- i. The President
 - v. Concert Manager

- ii. Vice President
- iii. Secretary
- iv. Treasurer
- vi. Publicity/Program Officer
- vii. Public Officer

3.2.4 No member may hold more than two (2) positions of responsibility concurrently in a year.

3.2.5 Members may hold a position on Committee for a maximum of three (3) consecutive years.

3.2.6 Retiring members of Committee shall remain in office until the conclusion of the Annual General Meeting and will meet with incoming Committee at the first normal meeting to transfer documents, records and responsibilities.

3.3 Election of Committee Members

3.3.1 The Committee for each financial year shall be elected at the Annual General Meeting held during that year.

3.3.2 A person nominated as a candidate for election as an office-bearer or as an ordinary Committee Member of the Association must be a member of the Association, as set down in Part 2 of this constitution.

3.3.3 Nomination of candidates for election as office bearers or as ordinary Committee Members of the Association:

- i. must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- ii. must be delivered to the Honorary Secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

3.3.4 Retiring members of the Committee shall be eligible for re-election to their former positions without the need for previous nomination provided they meet the requirements of Clause 3.2 paragraphs 3.24 and 3.25.

3.3.5 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

3.3.6 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

3.3.7 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

3.3.8 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held and will be resolved by a show of hands unless a secret ballot is requested by a member of the Association.

3.4 President

3.4.1 It is the responsibility of the President to be the figurehead of the Association and to:

- i. Chair all meetings of the Association
- ii. Represent the Association at such events as the Association may be invited to attend.
- iii. Liaise between Committee Members and other Association members.

3.4.2 The President may delegate roles to other Committee Members, ad hoc, where he/she is unable to fulfil one of the above duties, on a temporary basis.

3.5 Vice President

3.5.1 It is the responsibility of the Vice President to support and assist the President. In the absence of the President the Vice President may be called upon to

- i. Chair all meetings of the Association
- ii. Represent the Association at such events as the Association may be invited to attend.
- iii. Liaise between Committee Members and other Association members.

3.6 Honorary Secretary

3.6.1 It is the responsibility of the Honorary Secretary to:

- i. Maintain accurate and up-to-date records of all meetings of the Association. These records are to be held in the official Minute Book of the Association. Such minutes will record –
 - a. all appointments of office-bearers and members of the Committee, and
 - b. the names of members of the Committee present at a Committee meeting or a general meeting, and
 - c. all proceedings at Committee meetings and general meetings.
 - d. A record of all correspondence.
- ii. Maintain an accurate, up-to-date list of membership details.
- iii. Maintain a back-up copy of any electronically recorded data.
- iv. Liaise with the President in organising agendas and calling meetings.

3.7 Treasurer

3.7.1 It is the responsibility of the Treasurer to:

- i. Ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- ii. Ensure that 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.
- iii. Prepare financial statements for Committee meetings.
- iv. Maintain the Associations' bank account and reconcile bank statements.
- v. Arrange for change of signatories to the Association account, as necessary, where office bearers change at the Annual General Meeting.
- vi. Organise the annual audit of the Association accounts.

3.8 Concert Manager

3.8.1 The Concert Manager is responsible for liaison between the Association Committee and performers. Specifically the concert manager will:

- i. Book artists and determine final dates of performance in consultation with the artist(s), Committee and performance venue.
- ii. Book performance dates and times, allowing for rehearsal times where required, in the venue where concerts are to take place.
- iii. Ensure that the Treasurer has prepared cheques for payment of performers and any technicians involved in concerts and for the cost of hire of the venue.
- iv. Organise any sound or lighting requirements for concerts, ensuring that a working microphone is available for announcements.
- v. Communicate with performers and ensure that bios, publicity photographs and program details are obtained at least 1 month before a concert and that these details are passed on to the Publicity/Program Officer.

3.9 Publicity/Program Officer

3.9.1 The Publicity/Program Officer is responsible for the dissemination of information about the Association's activities and concerts. Specifically the Publicity/Program Officer will:

- i. Prepare advertising materials for Association concerts and events and organise the printing of such materials.
- ii. Prepare and submit to chosen newspapers, press releases to be published for at least two weeks leading up to a concert.
- iii. Prepare and organise printing of concert programs.
- iv. Provide concert details to local radio stations in the week leading up to each concert.

3.10 Public Officer

3.10.1 The Public Officer is responsible for communication between the Association and the Department of Fair Trading (NSW). Specifically the Public Officer will be responsible for:

- i. Preparation and submission of annual returns required within 1 month of the Annual General Meeting.
- ii. Communications with Fair Trading (NSW) with regard to incorporation and constitution and any changes to details that may occur from time to time.

3.10.2 Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

3.11 Casual Vacancies

3.11.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

3.11.2 A casual vacancy in the office of a member of the Committee occurs if the member:

- i. dies, or
- ii. ceases to be a member of the Association, or
- iii. resigns office by notice in writing given to the Honorary Secretary, or
- iv. is removed from office under clause 3.12, or
- v. becomes a mentally incapacitated person.

3.12 Removal of Committee Members

- 3.12.1 The Association in a general meeting may, by resolution, remove any member of the Committee from the office of member 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.
- 3.12.2 If a member of the Committee to whom a proposed resolution, referred to in subclause (3.12.1), makes representations in writing to the Honorary Secretary or President and requests that the representations be notified to the members of the Association, the Honorary Secretary or the President 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.

3.13 Committee Meetings and Quorum

- 3.13.1 The Committee shall meet as required to plan and conduct the business of the Association but there will be a minimum of three meetings in any calendar year.
- 3.13.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee in consultation with the President.
- 3.13.3 Oral, written notice or electronic media communication of a meeting of the Committee must be given by the Honorary Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 3.13.4 Notice of a meeting given under subclause (3.13.3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- 3.13.5 Five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee, provided that the Honorary Secretary and either President or Vice President are present.
- 3.13.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 3.13.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 3.13.8 At a meeting of the Committee:
 - i. the President or, in the President's absence, the vice-President is to preside, or
 - ii. if the President and the vice-President are absent or unwilling to act, one of the remaining members of the Committee as may be chosen to preside.

3.14 Delegation by Committee to Sub-Committee

- 3.14.1 The Committee may delegate to one or more Sub-Committees the exercise of such of the functions of the Committee as are specified in the setting-up of the Sub-Committee, other than the power of delegation

- 3.14.2 Despite any delegation under this clause, the Committee may continue to exercise or supervise any delegated function.
- 3.14.3 Any act or thing done by a delegated Sub-Committee under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- 3.14.4 The Committee may revoke wholly or in part any delegation under this clause.
- 3.14.5 A Sub-Committee may meet and adjourn as it thinks proper.

3.15 Voting and Decisions

- 3.15.1 Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- 3.15.2 Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (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.
- 3.15.3 Subject to sub-clause 3.13.5, the Committee may act despite any vacancy on the Committee.

Part 4 – General Meetings

4.1 Annual General Meeting

- 4.1.1 The Annual General Meeting of the Association is to be convened not later than 28th day of February in a calendar year and at such place and time as the Committee thinks fit.
- 4.1.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - i. to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting,
 - ii. to receive from the Committee reports on the activities of the Association during the preceding financial year,
 - iii. to elect office-bearers of the Association and ordinary Committee Members,
 - iv. To appoint an auditor of the Association accounts.
- 4.1.3 An Annual General Meeting must be specified as such in the notice convening it.

4.2 Special General Meetings

- 4.2.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 4.2.2 The Committee must, on request in writing of at least 5 per cent of the total membership of the Association, convene a Special General Meeting of the Association.
- 4.2.3 A request of members for a Special General Meeting:
 - i. must state the purpose or purposes of the meeting, and

- ii. must be signed by the members making the request, and
- iii. must be lodged with the Honorary Secretary, and
- iv. may consist of several documents in a similar form, each signed by one or more of the members making the request.

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

4.2.5 A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened and conducted in the same manner as general meetings convened by the Committee.

4.2.6 Calling of Special General Meetings

- i. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- ii. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member specifying, in addition to the matter required under clause 26 (1), the intention to propose the resolution as a special resolution.
- iii. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 24 (2).
- iv. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- v. Five percent of members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- vi. If within half an hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting:
 - a. if convened on the requisition of members, is to be dissolved, and
 - b. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.

4.2.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting then the meeting shall be abandoned

4.2.8 The President or, in the President's absence, the vice-President, is to preside as chairperson at each Special General Meeting of the Association.

4.2.9 If the President and the vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

4.3 Making of decisions

4.3.1 A question arising at any meeting of the Association is to be determined by either:

- i. a show of hands, or
- ii. a written ballot may be required either by the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.

4.3.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

4.3.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

4.4 Voting

4.4.1 On any question arising at any meeting of the Association a member has one vote only.

4.4.2 In the case of an equality of votes on a question at any meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

4.4.3 A member is not entitled to vote at any meeting of the Association unless all money due and payable by the member to the Association has been paid.

4.4.4 A member is not entitled to vote at any meeting of the Association if the member is under 18 years of age.

4.4.5 Proxy or postal votes are not permitted at any meetings.

Part 5 – Miscellaneous

5.1 Insurance

5.1.1 The Association will effect and maintain such insurance as is required.

5.2 Source of Funds

5.2.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

5.2.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

5.2.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.3 Management of Funds

5.3.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

5.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee of the Association, one of whom shall be the Treasurer and the other chosen from any of the following: President, Vice President, Honorary Secretary.

5.4 Auditor

5.4.1 The accounts of the Association shall be audited in accordance with Claus 1.4 by the auditor(s) appointed at the ANNUAL GENERAL MEETING.

5.4.2 The Auditor may be a member of the Association provided he/she is not a member of the current Committee.

5.4.3 A vacancy occurring in the office of auditor during the year shall be filled at the discretion of the Committee.

5.5 Affiliation

5.5.1 The Association will affiliate with the Federated Music Clubs of Australia – NSW Council Incorporated.

5.5.2 The Association will be represented on the Council by the President, Vice President, Honorary Secretary or Concert Manager or as delegated by the President. The Honorary Secretary of the Council shall be informed of the names and addresses of the President, Honorary Secretary, Treasurer and Concert Manager as soon as practical after the ANNUAL GENERAL MEETING.

5.5.3 If required, by resolution of the Council, an affiliation fee of an amount proportional to the membership shall be paid to the Council not later than the 30th April each year.

5.5.4 Insurance and licensing cost fees shall be paid, proportional to the Association membership, as determined by the Council and such fees shall be paid not later than 30th April each year.

5.5.5 The Association will forward a copy of the program of each concert to the President and Honorary Secretary of the Council so that, when convenient, one or both of them or some other representative may be present at the concert.

5.5.6 Reference shall be made to Council affiliation in each program and additionally that the Council provides student awards and free concerts.

5.5.7 The Association shall forward each year, to the Honorary Secretary of the Council, a copy of the audited Statement of Receipts and Expenditure within seven (7) days of the passing or adoption thereof at the ANNUAL GENERAL MEETING and a Balance Sheet as at the 31st of December of that year.

5.5.8 In the event of the Association winding-up the property and assets of the Association shall by virtue of the carrying of such a resolution to wind-up the Association, be vested forthwith in

the Council and shall be surrendered to the Council by any person or persons with custody thereof.

5.5.9 In the event of the Association ceasing to function for any reason and consequently being unable to be wound-up in accordance with Clause 33(8) and unable to maintain its affiliation as a member of the Federated Music Clubs of Australia – NSW Council Incorporated the property and assets of the Association shall be deemed to be vested forthwith in the Council and shall be surrendered to the Council by any person or persons with custody thereof not later than the 1st of May next occurring.

5.6 Winding-Up

5.6.1 The Association may be wound-up at any time by resolution of an Annual or Special General Meeting provided that such resolution shall be deemed to be passed unless

- i. The meeting is convened and conducted in accordance with clause 4.2; and
- ii. It is carried by a majority of at least two-thirds of the members present.

5.6.2 On the passing of a resolution for the winding-up of the Association the Committee existing immediately before the passing of the resolution shall continue in office for the purpose of winding-up and the property and assets of the Association shall be paid or handed to the Council as set out in subclauses 5.5.8 and 5.5.9.