

# **BAW BAW SINGERS INC.**

*(Vic. Inc. Association No. A?)*

## **STATEMENT OF PURPOSES AND RULES**

### **(CONSTITUTION)**

#### **1. NAME:-**

- 1.1 The name of the Association is Baw Baw Singers, hereafter referred to as 'BBS' or 'the Association'.
- 1.2 The *Associations Incorporation Act* (1981) is hereafter referred to as 'the Act'.

#### **2. STATEMENT OF PURPOSES:-**

The purposes of the Association are to:-

- 2.1 Promote the benefits of regular, welcoming and friendly participation in music making of a collective and recreational nature;
- 2.2 Encourage non-auditioned participation in enjoyable community singing;
- 2.3 Facilitate community singing under experienced musical direction, and with support from competent instrumental accompanists;
- 2.4 Seek a balanced recognition of the interests of Members and potential audiences, while aiming to provide the greatest singing enjoyment for the greatest number of Members;
- 2.5 Plan, stage and perform concerts of varying style and duration for specific \community groups or for festive occasions at selected public venues;
- 2.6 Generate, reserve and commit funds to acquisition of capital equipment necessary to meet the objects and purposes of the Association;
- 2.7 Generate, reserve and commit funds as donations to other organisations dedicated to advancement of music in the local community and/or emergency relief funds as may be deemed appropriate from time to time; and
- 2.8 Do any further such things as are incidental to or conducive to the attainment of the purposes of the Association.

#### **RULES:-**

#### **3. Eligibility for Membership:-**

- 3.1 Membership is open to those individuals who apply, pay the set annual fee and who agree to abide by the purposes and rules of the Association.
- 3.2 The determination of whether to accept a new membership application will be delegated to a sub-committee of two committee members.

#### **4 Membership Classes:-**

- 4.1 The classes of membership of the Association are: individual and family.
- 4.2 An eligible person will become a member upon payment to the Association of the annual subscription fee set by the Committee, and upon agreeing in writing to abide by the rules of the Association.
- 4.3 At the Committee's discretion it may recommend at an Annual General Meeting that nominated persons be accepted as honorary, gratis or life members.
- 4.4 Any musician engaged by the Association shall be an honorary member with the same voting rights as an individual member.
- 4.5 A nominated person shall become a gratis or life member upon a majority vote about such membership at an Annual General Meeting.
- 4.6 The Committee may recommend at an Annual General Meeting that the Association adopt by general vote any other class of membership as may suit the purposes of the Association.

#### **5 Termination of Membership:-**

Membership of any person ceases:-

- 5.1 Thirty (30) days after the Annual General Meeting unless the annual subscription due by the date of that meeting has been paid; or
- 5.2 If determined by the Committee as a disciplinary measure invoked for actions materially counter to the purposes of the Association ; or
- 5.3 If the Committee is notified in writing by that member of their resignation.

#### **6 Register of Members:-**

- 6.1 A delegated officer of the Committee shall keep a register of members in which are recorded relevant details including the name, contact address, telephone number and date on which original membership commenced, and whether the subscription for the current financial year of the Association has been paid.
- 6.2 A member of the Association has the right, upon reasonable notice to the delegated officer, to inspect the entry in the register of members pertaining solely to their membership and to seek amendment to any such record.
- 6.3 The personal privacy of all members is upheld by the Committee, each officer being committed to accessing and releasing member details only for the purposes of the Association.

#### **7. Fees and Subscriptions:-**

- 7.1 There is an annual membership fee and a separate fee for regular music nights, the levels of such fees to be set from time to time by the Committee.
- 7.2 The level of fees set will take into account the views of members and the financial state of the Association, with such levels subject to review as may be required.

## **8 Musical Direction:-**

- 8.1** The Committee shall appoint a person with appropriate experience and or qualifications to a position of Musical Director, with terms and conditions of appointment to be agreed in writing with the appointee.
- 8.2** The role of the Musical Director is to –
  - 8.2.1** Arrange weekly singing programs,
  - 8.2.2** Exercise the sole discretion to select the genre, style and era of music,
  - 8.2.3** Direct the methods of teaching, the style of singing and accompaniment,
  - 8.2.4** Select music with consideration of the singing interests and competencies of Members,
  - 8.2.5** Seek to provide the greatest singing enjoyment for the greatest number of Members by openly consulting Members from time to time, and
  - 8.2.6** Undertake all necessary arrangements for public performances by Members.
- 8.3.** The decisions of the Musical Director, with regard to the scope and style of music selected shall be made in reference to the purposes of the Association.
- 8.4** The Musical Director and Musicians shall be honorary Members of the Association and shall be available on an ex-officio voting basis to assist the Committee with advice on any operational matters of the Association.

## **9. Committee:-**

- 9.1** The Association is managed by a Committee of elected officers comprising President, Vice President, Secretary, Treasurer and up to five ordinary members.
- 9.2** The Committee has responsibility for the control and management of the Association and has the power to do anything necessary or convenient to achieve the purposes of and to advance the Association, and to comply with any relevant legislated requirements.
- 9.3** The Committee may make policies to give effect to the purposes of the Association, with such policies binding on Members.
- 9.4** The Committee has the power to delegate to any member or officer any function or responsibility consistent with the purposes and rules of the Association.
- 9.5** The Secretary, or delegated member, must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at committee meetings.
- 9.6** The Association indemnifies each member of the Committee against any liability incurred in good faith by that member on behalf of the Association in the course of carrying out Committee responsibilities.

## **10. Election of the Committee:-**

The Committee officers are elected at the Annual General Meeting from members nominated at that meeting and hold office from the end of that meeting to the next Annual General Meeting.

## **11. Vacancies on the Committee:-**

A member ceases to be a Committee officer if the member:-

- 11.1 Ceases to be a member of the Association;
- 11.2 Is absent without leave from three consecutive meetings of the Committee;
- 11.3 Resigns by notice in writing to the Secretary or Committee;
- 11.4 Is dismissed by a two-thirds majority of other Committee officers present at a Committee meeting called to discuss such dismissal.

## **12. Public Officer:-**

Should the Act require the Association to appoint a Public Officer, such position or role will be filled consistent with the Act.

## **13. Filling Casual Vacancies on Committee:-**

Any casual vacancy in the membership of the Committee shall be filled by the Committee's invited co-option of another member of the Association.

## **14. Quorum at Committee Meetings:-**

The quorum for a Committee Meeting is three.

## **15. Time of Committee Meetings:-**

Meetings of the Committee are to be held at least four times per calendar year and are to be called at the request of the President or two other Committee officers.

## **16. Notice of Committee Meetings:-**

At least one week's notice is to be given of a meeting of the Committee unless a majority of Committee officers agrees that a meeting be held at shorter notice.

## **17. Committee Meetings to be Open:-**

Any member of the Association is entitled to attend, to speak, but not to vote at any meeting of the Committee. If for agreed sensitivity or confidentiality reasons two thirds of Committee officers present vote to close all or part of the meeting, all persons who are not Committee officers shall leave the meeting.

## **18. Decisions at Committee Meetings:-**

All decisions at Committee meetings except a decision to close a meeting are to be made by simple majority of Committee officers present and voting. The person presiding does not have a casting vote.

**19. Discipline of Members:-**

- 19.1 The Committee has the powers to expel a member for any breach of the rules or behaviour or conduct which in the opinion of the Committee is not in keeping with the stated purposes of or in the best interests of the Association.
- 19.2 In the event of a member being subject to possible expulsion, such member will be accorded the rules of natural justice including rights of appeal under the grievance procedures applying within these rules.

**20. Annual General Meeting:-0**

An Annual General Meeting is to be held within three months of the end of the financial year of the Association.

**21. Business of Annual General Meeting:-**

The business of the Annual General Meeting is to –

- 21.1 Receive the President's Report;
- 21.2 Receive and consider the financial statements as required by the Act;
- 21.3 Elect the Committee; and
- 21.4 Consider any other business of which one week's notice has been given by a member to the Secretary.

**22. Special General Meetings:-**

- 22.1 All general meetings other than the Annual General Meeting are Special General Meetings.
- 22.2 The Committee must, on the request in writing from a minimum of 50% of current members, convene a Special General Meeting of the Association.
- 22.3 Special General Meeting can be called by the President with the agreement of the Committee. Unless so requested there is no requirement to hold any Special General Meeting in any year.
- 22.4 Only business set out in the notice of meeting may be transacted at a Special General Meeting.
- 22.5 The request for a special general meeting must:-
  - 22.5.1 State the objects of the meeting; and
  - 22.5.2 Be signed by the members requesting the meeting; and
  - 22.5.3 Be delivered to the Secretary.

**23. Notice of General Meeting:-**

Written notice of at least two weeks will be given of all general meetings. The notice will state the place, date and time of the meeting and the business to be transacted.

#### **24. Quorum at General Meetings:-**

The quorum at general meetings is six members personally present.

#### **25. Proxies:-0**

A member is entitled to appoint a proxy for any general meeting provided such intended proxy is advised in writing to the Secretary before the commencement of that general meeting.

#### **26. Decisions at General Meetings:-**

All decisions at general meetings other than -

- 26.1** A resolution to alter the Name, the Statement of Purposes and the Rules,
- 26.2** Any other resolution required by the Act to be a Special Resolution,
- 26.3** A resolution to dismiss a member of the Committee

are to be decided by simple majority of those members voting.

#### **27. Conflict of Interest:-**

- 27.1** Where the Committee or the general membership is to vote on a matter in which either a Committee officer or a member has a material interest, that officer or member must declare that interest and abstain from voting on the matter.
- 27.2** Where there may be any question on whether an actual or perceived conflict of interest exists and may be material, in relation to any member and a vote about to be taken, the Committee excluding any member to which the issue applies, may confer and determine the matter.

#### **28. Special Resolutions:-**

As prescribed by the *Act*, a special resolution is a resolution of which at least three quarters of the members present and voting vote in favour at a general meeting of which a minimum 21 days notice specifying the proposed special resolution was given in the manner required by these Rules.

#### **29. Derivation of Funds:-**

The funds of the Association are to be derived from sources including but not limited to membership subscriptions, music night fees, donations, grants and fund raising.

#### **30. Management of Funds:-**

- 30.1** The assets and income of the Association shall be applied solely in furtherance of its stated purposes and no portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered to or expenses incurred on behalf of the Association.
- 30.2** The Treasurer shall keep full and correct records of the financial affairs of the Association, with details of all receipts and expenditure by the Association. Such records are open to inspection upon request by any Member.

- 30.3** All moneys received shall be deposited in a bank account in the name of the Association. Any payment for an amount in excess of fifty dollars (\$50.00) shall be by cheque signed both by the Treasurer or other officer as the Committee determines and one other Committee officer.
- 30.4** The Treasurer may hold at any one time a maximum amount of one hundred dollars (\$100) in petty cash.
- 30.5** The Association may make payments by electronic funds transfer, provided that at least two signatories to the Association's account approve such payments.
- 30.6** The Committee may at its discretion invest any surplus funds for the benefit of the Association. The performance of any such investment will be reported in the financial statements presented at each Annual General Meeting.
- 30.7** The Association has the power to engage and to reimburse any musicians or individuals it might require, making such payments either as an honorarium or on any basis agreed with the musician or individual.
- 30.8** The Committee will reimburse any Member for any prior agreed expenses that Member has incurred on behalf of the Association, such reimbursement to be based on evidence of expenditure satisfactory to the Committee or delegate.

**31. Financial Year:-**

The financial year of the Association ends on 30th June.

**32. Books and Records**

- 32.1** The Secretary and any other officers so delegated by the Committee are responsible for the custody of all books, documents and securities of the Association.
- 32.2** The financial records of the Association are to be subject to an annual and independent audit by a registered accountant or suitably qualified professional.

**33. Inspection of Documents by Members:-**

The members of the Association are entitled, upon reasonable notice to the Secretary, to inspect any relevant records of the Association, including the minutes of meetings and the register of members subject to clause 6(2) of these Rules.

**34. Complaint and Grievance Procedure:-**

- 34.1** This procedure applies to any complaint or grievance under these Rules between any member of the Association and another member, or any member and the Association.
- 34.2** Any complaint or dispute must be set out in writing and delivered to the Secretary, or to the President should the Secretary be a party to the complaint or grievance.
- 34.3** The parties to the dispute must meet and endeavour to resolve the matter informally as soon as the matter comes to the attention of the Committee.
- 34.4** If the parties are unable to resolve the matter within fourteen days of meeting to do

so, the parties must hold a further meeting in the presence of an independent person engaged as mediator.

- 35.5 Such independent person may be a member of the Association but must have neither interest in the dispute nor any conflict of interest with the parties.
- 35.6 The mediator shall treat all parties to the dispute fairly, affording them due process, natural justice and adequate time to present their cases.
- 36.7 The mediator shall mediate but not determine the outcome of the dispute.
- 36.8 Should the grievance not be resolved by the mediator the parties are entitled to seek resolution under the provisions of the Act or through lawful remedies.

### **35. Alteration to Statement of Purposes and Rules:-**

The Statement of Purposes and Rules may only be altered by a Special Resolution of which a minimum 21 days notice has been given to members and which has been passed by a minimum three quarters majority vote at a general meeting. Any alteration so passed does not take effect until it has been lodged with and approved by the Registrar of Incorporated Associations.

### **36. Disposal of Surplus Assets on Winding up:-**

Any surplus assets remaining on the dissolution of the Association are to be given to any such not-for-profit community organisation having similar purposes to those of the Association as decided by a Special Resolution of the members present at the meeting at which the resolution to wind up the Association is passed, or if no such decision is made, by a special resolution of members at a general meeting called to discuss the same.

Failing the making of such a Special Resolution, the assets of the Association are to be disposed of in accordance with the provisions of the Act and any requirements of the Australian Taxation Office.

**End**

### **Amendments to the Constitution**

#### **1. AGM, Monday, 27 July 2015, Amendments to Clause 8.4 and 8.5**