

# **Constitution**

*Under the Associations Incorporation Act 2009*

## **Goulburn Regional Conservatorium Incorporated**

As endorsed by members at the Special General Meeting on 1 December 2015

Registered with Fair Trading NSW

Goulburn Regional Conservatorium Inc.

160 Burke Street Goulburn NSW 2580

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## Part 1 Preliminary

### 1. Name

- 1.1. The name of the body is the Goulburn Regional Conservatorium Incorporated (hereinafter referred to as the "Association")

### 2. Aims

- 2.1. To place music at the centre of our community.
- 2.2. The Association is to maintain affiliation with the Association of New South Wales Regional Conservatoriums (hereinafter referred to as the ANSWRC).

### 3. Objects of the Association

The Objects for which the Association has been established are to: -

- 3.1. promote the study, practice, creation and knowledge of music
- 3.2. provide centers across the designated region for the teaching and performing of music
- 3.3. promote and co-ordinate musical activities in the region
- 3.4. encourage and support high standards of music teaching
- 3.5. encourage and foster a greater awareness, appreciation and understanding of music in the community, through teaching, collaboration and performance
- 3.6. provide facilities for the performance of all types of music
- 3.7. encourage all affiliated musical groups in the regional community in performance and application
- 3.8. facilitate and support opportunities for regional music students to link with professional musicians, music organisations and ensembles
- 3.9. purchase, borrow, take or lease on periodic tenancy or otherwise acquire any real or personal property or interest therein, and any rights or privileges which the Association considers necessary or desirable for the purpose of attaining its objects; and to sell, improve, manage, lease, mortgage or dispose of such real or personal property, rights and privileges, and
- 3.10. do all such other acts, matters and things as are conducive to the attainment of the carrying out of these objects or any of them.

### 4. Definitions and Interpretation

- 4.1. In this constitution:

**"Association"** means the Goulburn Regional Conservatorium Incorporated

**"the Board"** means a Committee of Members of the Association elected under Part 3

**"ordinary committee member"** means a member of the committee who is not an office bearer of the Association

**"Secretary"** means:

- (a) the person holding office under this constitution as Secretary of the

Association, or

(b) if no such person holds that office – the public officer of the Association.

**“special general meeting”** means a general meeting of the Association other than an annual general meeting

**“GRC”** means the Goulburn Regional Conservatorium

**“Director”** means a person appointed under clause 39

**“the Act”** means the *Association Incorporations Act 2009*

**“the Regulation”** means the *Associations Incorporation Regulation 2010*

a **reference to a function** includes a reference to a power, authority and duty, and

a **reference to the exercise of a function** includes, if the function is a duty, a reference to the performance of the duty.

- 4.2. The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under *the Act*.

## Part 2 - Membership

### 5. Membership Processes

#### 5.1. Membership – Minimum Number

- a) The minimum number of Association members will be ten (10) or such greater number as the Board determines from time to time, subject to that number complying with the Act.
- b) Persons registered as financial members of the Association as at the date of the adoption of this Constitution, and any person the Board admits to membership under Clause 5.5.b are members of the Association.

#### 5.2. Membership Categories

- a) Enrolment based membership – a student over the age of 18 or a nominated parent or guardian of the student who is under 18 years of age who has enrolled in an individual course of study in a term, not including participation in ensembles, may elect at the time of enrolment to become an ordinary member of the Association for the duration of the term of enrolment, provided that
  - i. The membership will become effective upon the payment of the course, lesson or tuition fee for the full term in a year in which the payment is made which includes the membership fee; and
  - ii. The enrolment of students or parents or guardians of students who do not wish to become members of the Association will be considered ad hoc enrolments without the rights and privileges provided by membership.
- b) Full paid membership admittance on application - Members may be admitted by the Board as members of the Association in the category:
  - i. of ordinary members who are Voting members, or

- ii. as Associate members who are Non-Voting members.
- c) Associate Members - Employees of the Association may only be admitted as Associate Members.
- d) Honorary Membership - The Board may confer from time to time one the following memberships:
  - i. Honorary Life Membership with the entitlements of ordinary members with the exception of clause 6.1(e), or
  - ii. Honorary Membership with the entitlements of associate members as described in clause 6.2.

## **6. Membership Entitlements**

### **6.1. Ordinary Members**

- a) Receive notices of general meetings and the Annual General Meeting;
- b) Be counted towards a quorum of members present at general meetings including the Annual General Meeting;
- c) Vote at general meetings and the Annual General Meeting;
- d) Attend all general meetings of members including the Annual General Meeting;
- e) Nominate or be nominated as a Committee member; and
- f) Receive financial reports and statements of the Association.

### **6.2. Associate Members**

- a) Receive notices of general meetings of members including the Annual General Meeting;
- b) Attend meetings of members including the Annual General Meeting; and
- c) Have access to such financial information of the Association as the Board determine.
- d) Associate members are *not* entitled to:
  - i. Be counted towards a quorum of voting members present at a general meeting including the Annual General Meeting;
  - ii. Vote at a general meeting or the Annual General Meeting;
  - iii. Nominate or be nominated as a Committee member on the Board.

## **7. Membership Criteria**

### **7.1. To be eligible to be a member a person must be:**

- a) a natural person;
- b) over the age of 18; and
- c) consent in writing to become a member of the Association.

## **8. Membership Application**

### **8.1. Other than under subclause 5.2.a), the application for membership must be made:**

- a) In writing, signed by the applicant, in such form as the Board from time to time prescribes, and
- b) Must be lodged with the Secretary of the Association.

### **8.2. As soon as practicable after receiving the application for membership, the Secretary must refer the application to a Sub-Committee set up by the Board to determine whether to approve or to reject the application.**

- 8.3. When an applicant has been accepted or rejected for membership the Secretary must immediately notify the applicant of the decision of the Board.
- 8.4. The Board has the discretion to refuse any person's admission as a member without giving any reason for refusing.

## **9. Membership Subscriptions and Terms**

- 9.1. Except as provided in clause 5.2(a), the membership of the Association will be renewable annually.
- 9.2. An applicant pursuant to clause 5.2(b) must, on admission to membership, unless such subscriptions have been previously received, subject to subclause 9.3 below, pay the Association an amount as prescribed by the Board from time to time.
- 9.3. In the absence of any prescription by the Board, the Annual Subscription amounts, except as provided in clause 5.2(a) are:
  - a) A\$40 for Ordinary Members, or
  - b) A\$20 for Associate Members.
- 9.4. Membership shall cease automatically when any subscription payment under this clause is one calendar month in arrears.
- 9.5. The Board shall have the power to waive the membership subscription.

## **10. Members' Liabilities**

- 10.1. 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 5.6.

## **11. Membership Entitlements Not Transferable**

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

## **12. Ceasing to be a Member**

- 12.1. A member ceases to be a member on:
  - a) death,
  - b) resignation by written notice to the Association having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice,
  - c) failing to pay any subscription that may be prescribed by the Board from time to time for a period of one month after the subscription was due and payable,
  - d) becoming of unsound mind or a person whose personal estate is liable to be dealt with in any way under a law related to mental health,
  - e) becoming bankrupt or insolvent or making an arrangement or composition with creditors of a person's joint or separate estate generally,
  - f) the passing of a resolution by the Board or members in general meeting, or

- g) the expiry of the one year term of membership, unless the member had applied for and been admitted as a member for the following term.

#### 12.2. Termination of Membership

- a) Subject to this Constitution the Board may at any time terminate the membership of a member if the member:
  - i. refuses or neglects to comply with this Constitution or any applicable rules or regulations made by the Committee members.
  - ii. engages in conduct which in the opinion of the Committee members is unbecoming of a member or prejudicial to the interests of the Association.
  - iii. fails to pay any debt due to the Association for a period of three months after the date for payment (such debt not including a subscription referred to in clause 5.7).
- b) For a decision of the Board under clause 12.2(a) to be effective the dispute resolution procedure contained in clause 14 must be followed. The general nature of the allegations made against the member must be notified to the member and for the purposes of clause 14 this notification will be the notice of the Dispute.

### 13. Limited Liability

13.1. The members have no liability as members except as set out in clause 6.

### 14. Dispute Resolution

#### 14.1. Handling a Dispute

- a) Where there is a dispute, grievance or other disagreement between a member and the Association, whether arising out of the application of these rules or otherwise ("Dispute"), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or Board, notify the other in writing of the nature of the Dispute, and the following must occur:
- b) The member and the Association must in the period 14 days from the service of the notice of the Dispute ("Initial Period") use their best endeavours to resolve the Dispute.
- c) If the Association and the member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the member and the Association.
- d) If the disputants are unable to agree on a mediator within seven (7) days of the Initial Period, the member or the Association may request that the President of LEADR – Association of Dispute Resolvers (or if this organisation ceases to exist, a similar body) nominate a mediator to whom the dispute will be referred.
- e) Disputants must pay their own costs and the arbitrators costs.

#### 14.2. Where:

- a) The party receiving the notice of the Dispute fails to attend the mediation required by clause 9 (b) or (c), or
- b) The mediation has not occurred within six weeks of the date of the notice of the Dispute, or



- c) The mediation fails to resolve the Dispute, then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or Board in respect of the Dispute.
- 14.3. The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory assistance.

## **15. Register of Members**

- 15.1. The Secretary of the Association must establish and maintain a register of members of the Association in accordance with the Act and Regulations and as prescribed by the Board.
- 15.2. The register of members must be kept in New South Wales at the main premises of the Association.
- 15.3. The register must be open for inspection by any financial member of the Association at any reasonable hour.
- 15.4. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 15.5. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- 15.6. The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
- 15.7. Any other purpose necessary to comply with a requirement of the Act or regulation.

## **Part 3 The Board**

### **16. Powers, Duties and Authorities of the Board**

- 16.1. Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board:
  - a) is to control and manage the affairs of the Association,
  - b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
  - c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association
- 16.2. The Board will appoint Authorised Signatories from among its Committee Members and may revoke any such appointments at any time.
- 16.3. A register of such appointments shall be kept in accordance with the Act and Regulations.
- 16.4. The Association's Public Officer is, by virtue of that office, an Authorised Signatory for the Association.

### **17. Composition of the Board**

- 17.1. The Board will consist of a minimum of three (3) and a maximum of 11 Committee Members each of whom are aged over 18 years or more and at least three (3) of who are ordinarily resident in Australia.
- 17.2. Composition of the Board will be in accordance with this Constitution.

- 17.3. A register of Board Committee Members will be kept in relation to each Committee member in accordance with the Act and Regulation and as prescribed by the Board.

## **18. Election of Committee Members**

- 18.1. A candidate nominated for election as a Committee Member of the Association must be a financial ordinary member of the Association.
- 18.2. Nominations for election of Committee Members to the Board must:
- a) be proposed by a financial ordinary member,
  - b) seconded by two (2) financial ordinary members,
  - c) be accompanied by the written consent of the candidate in a form prescribed by the Board
  - d) be delivered to the Secretary of the Association by close of business 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 18.3. Nominees for Committee Members shall be declared elected only if approved by the majority of members entitled to vote at the Annual General Meeting.
- 18.4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.5. Ballot for the election of Committee Members of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

## **19. Terms**

- 19.1. Committee Members must meet the requirements for being a Committee Member of the Association under any relevant legislation.
- 19.2. Committee Members must sign and lodge a statement in a form prescribed by the Board, to confirm that they have read and understood the Code of Conduct and are willing to comply with it on their appointment to the Board. Committee Members cannot act in the capacity of Committee Member unless this requirement is met.
- 19.3. Each Committee Member is, subject to this Constitution, eligible to hold office until the conclusion of the next Annual General Meeting

## **20. Office Bearers**

- 20.1. At the first meeting of the Board after the Annual General Meeting in each year the Board shall elect from among their number the office bearers.
- 20.2. The office-bearers of the Association are as follows:
- a) the President,
  - b) the Vice-President,
  - c) the Treasurer,
  - d) the Secretary.
- 20.3. No Committee Member is to occupy any office bearer position for more than two (2) terms and cannot re-occupy the same office bearer position until the expiration of one (1) year.
- 20.4. Office bearer powers, duties and authorities will be carried out in accordance with this constitution, the Act and Regulations and as prescribed by the Board from time to time.

## **21. Removal of a Committee Member from the Board**

- 21.1. The Association in a Special General Meeting may, by ordinary resolution, remove any Committee Member before the expiration of that Committee Member's period of office, and may by ordinary resolution appoint another person in the place of that Committee Member.
- 21.2. Within 14 days after vacating office, a former Committee Member of the Association must ensure that all documents in their possession that belong to the Association are delivered to the Public Officer for delivery to their successor.

## **22. Casual Vacancy or Additional Committee Members**

- 22.1. The Board may at any time appoint any person to be a Committee Member, either to fill a casual vacancy or as an addition to the existing Committee Members, provided the total number of Committee members does not exceed the maximum number determined in accordance with clause 17.1.
- 22.2. A Committee Member appointed in accordance with clause 22.1 holds office until the conclusion of the next Annual General Meeting of the Association.

## **23. Disclosure of Interests**

- 23.1. Committee Members shall, in accordance with legislation and rules prescribed by the Board, declare any direct or indirect interest they have where a conflict of interest arises or may arise in any matter that is being considered, or about to be considered, by the Board.
- 23.2. Any declaration or disclosure must be recorded in relevant minutes and in the Associations Disclosure of Interest Register.

## **24. Secretary**

- 24.1. The Secretary (or Public Officer if no Secretary is appointed under clause 20.1) is to keep records of:
  - a) All appointments of office-bearers and members of the Board, and
  - b) The names of the Committee members present at a Board meeting or a general meeting, and
  - c) All proceedings at committee meetings and general meetings and such other records as prescribed by the Board from time to time.

## **25. Public Officer**

- 25.1. The Association shall appoint a Public Officer, at a general meeting, who must be 18 years or more and is ordinarily resident in NSW, and shall remain in office till he is replaced by a person so appointed.
- 25.2. The Public Officer may, but need not be, a Committee Member.
- 25.3. The Public Officer shall carry out the duties of the Public Officer as specified under the Act, Regulation and Board policies.
- 25.4. A person ceases to be the Public Officer of the Association and may be removed in the same manner as a person who ceases to be a Committee Member.
- 25.5. Should the Public Officer resign or be removed by the Board, the Board shall appoint a replacement, within 28 days after the vacancy arises, to hold office until the next Annual General Meeting.

- 25.6. Within 14 days of vacating office, a former Public Officer of an Association must ensure that all documents in his or her possession that belong to the Association are delivered to a Committee Member of the Association.

## **26. Proceedings of the Board**

### 26.1. Meetings and Quorum

- a) The Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- b) Any five (5) Committee Members constitute a quorum for the transaction of the business of a meeting of the Board.

### 26.2. Conduct of a Meeting of the Board:

- a) the President or, in the President's absence, the Vice-president is to preside, or
- b) if the President and the Vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

### 26.3. Voting and Decisions

- a) Questions arising at a meeting of the Board are to be determined by a majority of the votes of Committee Members present and entitled to vote, and that decision is for all purposes a decision of the Board.
- b) Each Committee Member present at a meeting of the Board 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.
- c) Subject to clause 26.1, the Board may act despite any vacancy on the Board.

### 26.4. Resolutions not in Meetings

- a) The Committee Members may pass a resolution without a Board meeting being held if all of the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- b) Separate copies of a document may be used for signing by Committee Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Committee Member signs.

### 26.5. Meetings in Multiple Locations

- a) A meeting of the Board may be held where one or more of the Committee Members is not physically present at the meeting in accordance with the legislation and as prescribed by the Board from time to time.

### 26.6. Delegation by Board to a Sub-Committee

- a) The Board may delegate any of their powers, other than powers required by law to be dealt with by Committee Members as a Board, to a Sub-Committee or Sub-Committees consisting of such one or more of their number as they think fit and such other persons (having such specific

identified skills or experience as the Board may determine are necessary) as the Board may from time to time co-opt (“invited Sub-Committee member”).

- b) In the event that a vote takes place at a Sub-Committee only Board members shall be entitled to vote. In case of less than three (3) Board members on the Sub-Committee, the Sub-Committee will have no powers to make a decision.
- c) A Sub-Committee to which any powers have been delegated under clause 25.1 must exercise those powers in accordance with any directions of the Board. A power so exercised is taken to have been exercised by the Board.
- d) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- e) The Board may revoke wholly or in part any delegation under this clause.
- f) A Sub-Committee may meet and adjourn, as it thinks proper.
- g) The Board may remove any invited member of the Sub-Committee at any time by resolution at a properly constituted meeting of the Board, and such removal shall take effect from the time of such resolution.

## **PART 3 - General Meetings**

### **27. Annual General Meetings – Holding of**

- 27.1. The Association must hold its Annual General meetings:
  - a) Within six (6) months after the close of the Association’s financial year, or
  - b) Within such later time as may be allowed or prescribed by the Regulation.

### **28. Annual General Meetings – Calling of and Business at**

- 28.1. The Annual General Meeting of the Association is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the Board thinks fit.
- 28.2. 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:
  - a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting,
  - b) to receive from the Board reports on the activities of the Association during the last preceding financial year,
  - c) to elect Committee Members of the Board,
  - d) to receive and consider the statement which is required to be submitted to members under Act.
- 28.3. An Annual General Meeting must be specified as such in the notice convening it.

### **29. Special General Meetings – Calling of**

- 29.1. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 29.2. The Board must, on the requisition in writing of at least 20 per cent of the total number of members, convene a Special General Meeting of the Association.

- 29.3. A requisition of members for a Special General Meeting:
- a) must state the purpose or purposes of the meeting, and
  - b) must be signed by the members making the requisition, and
  - c) must be lodged with the Secretary, and
  - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 29.4. If the Board fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 29.5. A Special General Meeting convened by a member or members as referred to in clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expenses so incurred.

### **30. Notice**

- 30.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the 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.
- 30.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 29.1 the intention to propose the resolution as a special resolution.
- 30.3. No business other than that specified in the notice convening a special 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 29.1.
- 30.4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **31. Special Resolution**

- 31.1. A special resolution may only be passed by the Association in accordance with Section 39 of the Act.

### **32. Procedure**

- 32.1. 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.
- 32.2. Five (5) 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 general meeting.

- 32.3. If within half an hour after the appointed time for the commencement of a 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.
- 32.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

### **33. Presiding Member**

- 33.1. The President or, in the President's absence, the vice President, is to preside as chairperson at each general meeting of the Association.
- 33.2. If the President and the vice President are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

### **34. Adjournment**

- 34.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2. If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 34.3. Except as provided in clauses 33.1 and 33.2 notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **35. Making of Decisions**

- 35.1. A question arising at a general meeting of the Association is to be determined by either:
- a) a show of hands, or
  - b) if on the motion of the chairperson or if three (3) or members present at a meeting decide that the question should be determined by a written ballot.
- 35.2. 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 minutes 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.
- 35.3. 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.

### **36. Voting**



- 36.1. A person not on the register of members in accordance with clause 5.7 is not entitled to vote at any general meeting of the Association. A member has only one vote on any question arising at a general meeting of the Association.
- 36.2. All votes must be given in person.
- 36.3. The presiding chairperson does have a casting vote.

### **37. Proxy Voting**

- 37.1. Will not be allowed at any meetings of the Association.

### **38. Postal Ballots**

- 38.1. The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 8.2)
- 38.2. A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation and Board Policy.

## **PART 5 – Miscellaneous**

### **39. Financial Year**

- 39.1. The Board may from time to time determine the Financial Year of the Association.
- 39.2. Until the Board otherwise determines, the Financial Year of the Association shall commence on the 1<sup>st</sup> day of January and terminate at midnight on the 31st day of December each year.

### **40. Director**

- 40.1. The Board shall make arrangements for the employment of a Director.
- 40.2. The duties, responsibilities and entitlement of the Director shall be set out in detail in a contract of employment between the Association and Director and shall contain at least the following elements:
  - a) Management of the day to day operations of the GRC;
  - b) Encouragement and advocacy for cultural and artistic endeavour;
  - c) The efficient financial administration of the GRC;
  - d) Employment and management of other staff, contractors and consultants;
  - e) Provisions of reports to the Board on the Association's operations and attendance at all Board meetings;
  - f) Liaison with all stakeholders; and
  - g) Participation in annual reviews.

### **41. Insurance**

- 41.1. The Association will effect and maintain insurance including but not limited to Public Liability and Committee Members and Officers Indemnity.

### **42. Funds – Source**

- 42.1. The funds of the Association are to be derived from
  - a) entrance fees and annual subscriptions of members, government grants, administration levies, donations, and
  - b) subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.



- 42.2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 42.3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **43. Funds – Management**

- 43.1. 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 Board determines.
- 43.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) authorised signatories.
- 43.3. The assets and income of the Association shall be applied solely in furtherance of the objects of the Association and no portion shall be distributed directly or indirectly to the members of the Association or staff employed pursuant to clause 38.2 except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

#### **44. Alteration of Objects and Constitution**

- 44.1. The statement of objects and this Constitution may only be altered by resolution of the Association's financial members at a Special General Meeting.

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

- 45.1. Except as otherwise provided by this Constitution or as prescribed by the Board from time to time, the Public Officer must keep in custody or under control all records, books and other documents relating to the Association.

#### **46. Documents**

- 46.1. Documents executed for and on behalf of the Association must be executed by:
  - a) two Board members,
  - b) a Board member and the Public Officer, or
  - c) such other persons as the Board by resolution appoint from time to time.

#### **47. Inspection of Records**

- 47.1. Inspection by members:
  - a) Subject to the Act and Regulations, the Board may determine whether, and to what extent, and what times and places and under what conditions, the accounting records and/or any other documents of the Association or any of them will be open to inspection by the members (other than Board members).
- 47.2. Right of a member to inspect
  - a) A member (other than a Board member) does not have the right to inspect any document of the Association except as provided by law or authorised by the Board or by the Association in general meeting.

#### **48. Service of Notices**

- 48.1. For the purpose of these rules, a notice may be served on or given to a person:
  - a) by delivering it to the person personally, or
  - b) by sending it by pre-paid post to the address of the person, or

- c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 48.2. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **49. Winding up of the Association**

- 49.1. If upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any properties or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Association.

#### **50. Payment of Executive Fees**

- 50.1. Board members shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any Board member except out of pocket expenses.