

**CONSTITUTION OF
TAMWORTH MUSICAL SOCIETY INC.**

1 NAME

The name of the incorporated Society shall be Tamworth Musical Society Inc. (referred to in this constitution as "the Society").

2 OBJECTS

- 2.1 To promote and cultivate the practice and performance of vocal, instrumental and other music.
- 2.2 To produce musicals and other dramatic performances.
- 2.3 To promote public awareness, knowledge and appreciation of music and drama.
- 2.4 To provide opportunity for social contact between people interested in the objects of the Society.
- 2.5 To provide or obtain access to venues, facilities and resources for activities related to the objects of the Society, either independently or in co-operation with other cultural organisations.
- 2.6 The assets and income of the Society shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Society except as genuine compensation for services rendered or expenses incurred on behalf of the Society.

3 MEMBERSHIP

- 3.1 Membership of the Society shall consist of natural persons being:
 - 3.1.1 Ordinary members.
 - 3.1.2 Junior members.
 - 3.1.3 Life members.
- 3.2 Subject to this constitution the members of the Society shall be comprised of such persons as the Committee admits to membership.
- 3.3 When it admits a person to membership, the Committee may impose such conditions and/or limitations on such membership as it thinks fit.
- 3.4 Ordinary members shall be those members who pay the annual subscription for ordinary membership in the amount fixed by the Annual General Meeting of the Society.
- 3.5 Junior members shall be those members under the age of 18 years at the time of the Annual General Meeting who pay the annual subscription fixed for junior membership in the amount fixed by the Annual General Meeting of the Society.
- 3.6 Ordinary members who in the opinion of the Committee have rendered conspicuous and exceptional services to the Society may be elected as life members

- at a General Meeting. Life members shall have the benefits of ordinary membership, but shall not be liable to pay any annual subscription to the Society.
- 3.7 3.7.1 The Secretary must establish and maintain a Register of Members of the Society specifying the name and postal, residential or email (or other electronic) address of each person who is a member of the Society together with the date on which the person became a member.
- 3.7.2 The Register of Members must be kept in NSW:
- 3.7.2.1 at the main premises of the Society; or
- 3.7.2.2 If the Society has no premises, at the Society's official address.
- 3.7.3 The Register of Members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- 3.7.4 A member of the Society may obtain a copy of any part of the Register on payment of a fee of not more than \$1.00 for each page copied.
- 3.7.5 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.
- 3.7.6 A member must not use information about a person obtained from the Register to contact or send material to the person, other than for:
- 3.7.6.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society; or
- 3.7.6.2 Any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 3.7.7 If the Register of Members is kept in electronic form:
- 3.7.7.1 it must be convertible into hard copy; and
- 3.7.7.2 the requirements in subclauses 3.7.2 and 3.7.3 apply as if the reference to the Register of Members is a reference to a current hard copy of the Register of Members.
- 3.8 A person ceases to be a member of the Society if the person:-
- 3.8.1 Dies.
- 3.8.2 Resigns that membership.
- 3.8.3 Is expelled from the Society; or
- 3.8.4 Fails to pay any subscription due to the Society within two months of the date of the Annual General Meeting.
- 3.9 The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding

up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by this Constitution.

3.10 Only members of the Society shall be entitled to perform at public performances of the Society, but non-members may be invited to assist with such performances.

3.11 Any membership fee shall be due and payable at the conclusion of the Annual General Meeting at which it is set, and shall entitle the member to financial membership until the conclusion of the next Annual General Meeting.

4 DISCIPLINE

4.1 4.1.1 Where the committee is of the opinion that a member of the Society has persistently refused or neglected to comply with a provision or provisions of this Constitution or has persistently and wilfully acted in a manner prejudicial to the interests of the Society the Committee may give not less than 14 days' notice to that member of its intention to pass a resolution to suspend or expel the member from the Society and of that member's right to be heard, in person or in writing, in the Member's defence at the meeting at which that resolution is proposed, and the Committee may at such meeting by resolution suspend or expel the member from the Society, or impose such conditions and/or limitations upon the member's membership as the Committee thinks fit.

4.1.2 If the committee expels, suspends or imposes conditions or limitations upon a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal.

4.1.3 The expulsion, suspension, or imposition of conditions and/or limitations does not take effect:

4.1.3.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

4.1.3.2 if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution whichever is the later.

4.2 Without limiting the generality thereof, the Committee may, under clause 3.3 or 4.1 impose conditions or limitations precluding a member from holding any one or more positions, including Committee positions, within the Society.

4.3 4.3.1 A member may appeal to the Society in general meeting against a resolution of the committee under clause 4.1, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

4.3.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

4.3.3 On receipt of a notice from a member under subclause 4.3.1, the secretary must notify the committee which is to convene a general meeting of the

Society to be held within 28 days after the date on which the secretary received the notice.

- 4.3.4 At a general meeting of the Society convened under subclause 4.3.3:
 - 4.3.4.1 no business other than the question of the appeal is to be transacted, and
 - 4.3.4.2 the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 4.3.4.3 the members present are to vote by secret ballot on the question of whether the resolution of the Committee should be confirmed or revoked.
- 4.3.5 The appeal is to be determined by a simple majority of votes cast by members of the Society present and voting.
- 4.4 Any conditions and/or limitations imposed on a member may be eased upon application to the Committee by the affected member, or by the Committee of its own motion.
- 4.5
 - 4.5.1 Disputes between a member and another member (in their capacity as members) of the Society, and disputes between a member or members of the Society and the Society, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
 - 4.5.2 If such a dispute is not resolved by mediation within three (3) months of referral to a Community Justice Centre, the dispute is to be referred to arbitration.
 - 4.5.3 The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

5 MANAGEMENT

- 5.1 The affairs of the Society shall be controlled and managed by the office bearers and other members known as the Committee.
- 5.2 The Office bearers shall consist of a President, Vice President, Secretary and Treasurer. There shall be eight other members of the Committee.
- 5.3 The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- 5.4 Each member of the Committee shall hold office from the date of their election or appointment until the conclusion of the next Annual General Meeting.
- 5.5 Retiring Committee members are eligible for re-election provided that where the President has held office as President for the three preceding years he or she is not eligible for re-election but may stand for any other position on the Committee.
- 5.6 The Committee shall meet a minimum of ten times during each year. Committee meetings shall ordinarily be held at 7.30p.m. on the second Tuesday of each month

except during the months of January and February unless the Committee by ordinary resolution determines otherwise. Any four members of the Committee may require the Secretary to convene a Committee meeting within 14 days of such request.

- 5.7 The quorum for meetings of the Committee shall be six.
- 5.8 Notice of Committee meetings shall be given at the previous Committee meeting, or by such other means as the Committee may decide upon.
- 5.9 A member of the Committee shall cease to hold office if that member:-
 - 5.9.1 Resigns in writing;
 - 5.9.2 Ceases to be a member of the Society;
 - 5.9.3 Is absent from three successive Committee meetings without approval by the Committee;
 - 5.9.4 Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;
 - 5.9.5 Becomes a mentally incapacitated person;
 - 5.9.6 Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - 5.9.7 Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- 5.10 The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- 5.11 Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the President, or in his or her absence the person appointed to chair the meeting, shall have a second or casting vote.
- 5.12 No member shall be entitled to be elected or appointed as a member of the Committee unless he or she has attained the age of 18 years at the time of election or appointment.
- 5.13 5.13.1 A Committee meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate;
 - 5.13.2 A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 5.14 5.14.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Society that

the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:

- 5.14.1.1 this power of delegation; and
- 5.14.1.2 a function which is a duty imposed on the Committee by the Act or by any other law.
- 5.14.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 5.14.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of the function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 5.14.4 Despite any delegation under this clause the Committee may continue to exercise any function delegated.
- 5.14.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have had if it had been done or suffered by the Committee.
- 5.14.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 5.14.7 A sub-committee may meet and adjourn as it thinks proper.

6 GENERAL MEETINGS

- 6.1 An Annual General Meeting of the Society shall be held each calendar year in the month of February.
- 6.2 In the case of the Annual General Meeting, the following business shall be transacted:
 - 6.2.1 Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting;
 - 6.2.2 Receipt of the President's report upon the activities of the Society in the last financial year;
 - 6.2.3 Receipt of the Treasurer's report upon the financial activities of the Society in the last financial year.
 - 6.2.4 Election of office bearers and other members of the Committee.
 - 6.2.5 Nomination of up to three persons to be patrons of the Society.
 - 6.2.6 Such further or other business as may be appropriate for a general meeting.
- 6.3 The quorum for a General Meeting shall be 15 members present in person.
- 6.4 Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by simple majority vote except for those

matters which must be decided by Special Resolution, where a three quarter majority is required.

- 6.5 All votes shall be given personally, and there shall be no postal voting or voting by proxy.
- 6.6 In the case of an equality of votes the President, or in his or her absence the person elected to chair the General Meeting, shall have a second or casting vote.
- 6.7 Nomination of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting. Only those members of the Society who signify their consent, either in person where they are present at the meeting, or in writing to the Secretary where they are not present at the meeting, may be nominated for election.
- 6.8 All elections shall be conducted by secret ballot.
- 6.9 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society. A Special General Meeting must be convened by the Committee within three months of receiving a request to do so from at least five percent of the membership of the Society.
- 6.10 At least 21 days' notice of all General Meetings shall be given to members. Such notice shall be deemed sufficient if sent to the last known address of each member.
- 6.11 A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.
- 6.12
 - 6.12.1 A General Meeting may be held at two or more venues using any technology approved by the Committee that gives each of the members a reasonable opportunity to participate;
 - 6.12.2 A member who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

7 OFFICE BEARERS

- 7.1 The President or, in the President's absence, the Vice President, shall act as Chairman at each General Meeting and Committee Meeting of the Society.
- 7.2 If both the President and Vice President are absent from a meeting, or are unwilling to act, the members present at the meeting shall elect one of their members to act as chairman.
- 7.3 The Secretary shall keep records of the business of the Society including the Constitution, register of members, register of committee members, minutes of all General and Committee Meetings, and file of correspondence.
- 7.4 The Treasurer shall ensure that all money received by the Society is paid in to an account in the Society's name. All payments shall be authorised by two authorised signatories. Major or unusual expenditure shall be authorised in advance by the Committee or a General Meeting.

7.5 The Treasurer shall ensure that correct books and accounts are kept, showing the financial affairs of the Society. Such records shall be held in the custody of the Treasurer.

8 AUTHORISED SIGNATORIES

8.1 The Secretary is, by virtue of being the Public Officer of the Society, an authorised signatory for the Society.

8.2 The Committee shall, at the first committee meeting after each Annual General Meeting, appoint additional authorised signatories from among the office bearers of the Society.

8.3 A person (other than the Public Officer) vacates office as the Society's authorised signatory if:

8.3.1 his or her appointment as an authorised signatory is revoked; or

8.3.2 he or she ceases to be a Committee member; or

8.3.3 he or she ceases to be ordinarily resident in Australia.

9 PUBLIC OFFICER

9.1 The Committee shall ensure that a person is appointed as Public Officer.

9.2 The Public Officer shall be the Secretary of the Society.

9.3 When a vacancy occurs in the position of Public Officer, the Committee shall within 14 days appoint a new Public Officer and notify the Director-General of such appointment in the prescribed form.

9.4 The Public Officer shall notify the Director-General in the prescribed form in the following circumstances:

9.4.1 Appointment;

9.4.2 A change of residential address;

9.4.3 A change in the Society's objects or Constitution;

9.4.4 Of the Society's financial affairs;

9.4.5 A change in the Society's name or address.

10 MISCELLANEOUS

10.1 The Society shall effect and maintain such insurance as is required under the Act, together with any other insurance which may be required by law or regarded as necessary by the Committee

10.2 The funds of the Society shall be derived from the fees of members, donations, grants, admission fees and such other sources as may be approved by the Committee.

- 10.3 The Society shall not be required to have a Common Seal but may execute any document in accordance with the provision of Section 22 of the Act.
- 10.4 10.4.1 Subject to the subsequent clauses, in the event of the Society being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall, subject to the succeeding provisions, be transferred to another organisation with similar purposes which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.
- 10.4.2 In the event that the Society is proposed to be dissolved Society in general meeting shall pass a special resolution determining how any surplus property is to be distributed.
- 10.4.3 The distribution of such surplus property shall be in accordance with Section 65 of the Act.
- 10.5 Service of documents on the Society shall be effected by serving them on the Public Officer, or by serving them personally on any two members of the Committee.
- 10.6 The financial year of the Society shall commence on 1 January in each year, and end on 31 December in that year.
- 10.7 The Society may, by Special Resolution, alter this Constitution.
- 10.8 For the purpose of this constitution, a notice may be served on or given to a person:
- 10.8.1 by delivering it to the person personally, or
- 10.8.2 by sending it by pre-paid post to the address of the person, or
- 10.8.3 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.
- 10.9 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 10.9.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- 10.9.2 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
- 10.9.3 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.
- 10.10 The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
- 10.10.1 records, books and other financial documents of the Society,
- 10.10.2 this constitution,

10.10.3 minutes of all committee meetings and general meetings of the Society.

10.11 A member of the Society may obtain a copy of any of the documents referred to in subclause 10.10 on payment of a fee of not more than \$1.00 for each page copied.

10.12 10.12.1 In this constitution:

"Director-General" means the Director-General of the Department for the time being administering the Act.

"special general meeting" means a general meeting of the Society other than an annual general meeting.

"the Act" means the *Associations Incorporation Act 2009* or any Act in substitution therefor.

"the Regulation" means the *Associations Incorporation Regulation 2010* or any regulation in substitution therefor.

"writing" includes printing, photography, photocopying, lithography, typewriting and any other mode (including electronic modes) of representing or reproducing words in visible form.

10.12.2 In this constitution:

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

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

10.12.3 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.