

**CONSTITUTION OF**  
**TAMWORTH MUSICAL SOCIETY INC.**

**1. NAME**

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

**2. OBJECTS**

- (a) To promote and cultivate the practice and performance of vocal, instrumental and other music.
- (b) To produce musicals and other dramatic performances.
- (c) To promote public awareness, knowledge and appreciation of music and drama.
- (d) To provide opportunity for social contact between people interested in the objects of the Society.
- (e) 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.

**3. MEMBERSHIP**

- (a) Membership of the Society shall consist of natural persons being:-
  - (i) Ordinary members.
  - (ii) Junior members.
  - (iii) Life members.
- (b) Subject to this constitution the members of the Society shall be comprised of the members of the unincorporated association known as Tamworth Musical Society immediately prior to incorporation together with such other persons as the Committee admits to membership.
- (c) When it admits a person to membership, the Committee may impose such conditions and/or limitations on such membership as it thinks fit.
- (d) 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.

- (e) 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.
- (f) 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.
- (g) The Secretary of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member. The register shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (h) A person ceases to be a member of the Society if the person:-
  - (i) Dies.
  - (ii) Resigns that membership.
  - (iii) Is expelled from the Society; or
  - (iv) Fails to pay any subscription due to the Society within two months of the date of the Annual General Meeting.
- (i) 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 these rules.
- (j) (i) 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 these rules 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 his 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.
- (ii) 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.
  - (iii) The expulsion, suspension, or imposition of conditions and/or limitations does not take effect:
    - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
    - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution whichever is the later.
- (k) Without limiting the generality thereof, the Committee may, under Clause 3 (c) or 3(j) impose conditions or limitations precluding a member from holding any one or more positions, including Committee positions, within the Society.
- (l)
  - (i) A member may appeal to the Society in general meeting against a resolution of the committee under clause 3(j), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
  - (ii) 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.
  - (iii) On receipt of a notice from a member under subclause (i), 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.
  - (iv) At a general meeting of the Society convened under subclause (iii):
    - (a) no business other than the question of the appeal is to be transacted, and
    - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
    - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (v) The appeal is to be determined by a simple majority of votes cast by members of the Society present and voting.
- (m) 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.

- (n)
  - (i) Disputes between a member and another member (in their capacity as members) of the Association, and disputes between a member or members of the Association and the Association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
  - (ii) 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.
  - (iii) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
- (o) 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.
- (p) 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. MANAGEMENT**

- (a) The affairs of the Society shall be controlled and managed by the office bearers and other members known as the Committee.
- (b) The Office bearers shall consist of a President, Vice President, Secretary and Treasurer. There shall be eight other members of the Committee.
- (c) 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.
- (d) 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.
- (e) Retiring Committee members are eligible for re-election provided that where the President has held office as President for the two preceding years he or she is not eligible for re-election but may stand for any other position on the Committee.
- (f) The Committee shall meet a minimum of ten times during each year. Committee

meetings shall ordinarily be held at 8.00 p.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.

- (g) The quorum for meetings of the Committee shall be six.
- (h) Notice of Committee meetings shall be given at the previous Committee meeting, or by such other means as the Committee may decide upon.
- (i) A member of the Committee shall cease to hold office if that member:-
  - (i) Resigns in writing;
  - (ii) Ceases to be a member of the Society;
  - (iii) Is absent from three successive Committee meetings without approval by the Committee;
  - (iv) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
  - (v) Becomes a mentally incapacitated person;
  - (vi) 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
  - (vii) 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.
- (j) 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.
- (k) 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.
- (l) 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. GENERAL MEETINGS**

- (a) An Annual General Meeting of the Society shall be held each calendar year in the month of February.
- (b) In the case of the Annual General Meeting, the following business shall be transacted:-
  - (i) Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting;
  - (ii) Receipt of the President's report upon the activities of the Society in the last financial year;
  - (iii) Receipt of the Treasurer's report upon the financial activities of the Society in the last financial year.
  - (iv) Election of office bearers and other members of the Committee.
  - (v) Such further or other business as may be appropriate for a general meeting.
- (c) The quorum for a General Meeting shall be 15 members present in person.
- (d) 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.
- (e) All votes shall be given personally, and there shall be no postal voting or voting by proxy.
- (f) 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.
- (g) 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 by letter to the Secretary where they are not present at the meeting, may be nominated for election.
- (h) 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.

- (i) At least 21 days notice of all General Meetings shall be given to members. Such notice shall be deemed sufficient if advertised twice in one daily newspaper circulating in the Tamworth district.
- (j) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

## **6. OFFICE BEARERS**

- (a) 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.
- (b) 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.
- (c) The Secretary shall keep records of the business of the Society including the Rules, register of members, register of committee members, minutes of all General and Committee Meetings, and file of correspondence.
- (d) The Treasurer shall ensure that all money received by the Society is paid in to an account in the Society's name. Payment shall be made through a petty cash system or by cheque signed by the President, Secretary and Treasurer or any two of them. Major or unusual expenditure shall be authorized in advance by the Committee or a General Meeting.
- (e) 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..

## **7. PUBLIC OFFICER**

- (a) The Committee shall ensure that a person is appointed as Public Officer.
- (b) The Public Officer shall be the Secretary of the Society.
- (c) 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.

- (d) The Public Officer shall notify the Director-General in the prescribed form in the following circumstances:-
- (i) Appointment;
  - (ii) A change of residential address;
  - (iii) A change in the Society's objects or Constitution;
  - (iv) Of the Society's financial affairs;
  - (v) A change in the Society's name or address.

## **8. MISCELLANEOUS**

- (a) 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
- (b) 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.
- (c) The Common Seal of the Society shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The affixing of the Common Seal shall be witnessed by the signatures of the Secretary and one other office bearer.
- (d) The Society in General Meeting may, at any time, pass a Special Resolution determining how any surplus property is to be distributed in the event that the Society should be wound up. The distribution of surplus property shall be in accordance with Section 65 of the Act.
- (e) 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.
- (f) The financial year of the Society shall commence on 1<sup>st</sup> January in each year, and end on 31<sup>st</sup> December in that year.
- (g) The Society may, by Special Resolution, alter its Statement of Objects or these rules.
- (h) For the purpose of this constitution, a notice may be served on or given to a



person:

- (i) by delivering it to the person personally, or
  - (ii) by sending it by pre-paid post to the address of the person, or
  - (iii) 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.
- (i) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (ii) 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
  - (iii) 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.
- (j) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
- (i) records, books and other financial documents of the Society,
  - (ii) this constitution,
  - (iii) minutes of all committee meetings and general meetings of the Society.
- (k) A member of the Society may obtain a copy of any of the documents referred to in subclause (j) on payment of a fee of not more than \$1 for each page copied.
- (l) (i) 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 association 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.
- (ii) In this constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (iii) 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.