

ARTICLES OF ASSOCIATION OF
THE SYDNEY UNIVERSITY GRADUATE CHOIR INCORPORATED

1. DEFINITIONS

(1) In these Articles:

(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.

(2) In these Articles:

"Annual General Meeting" means an Annual General Meeting of the Association, as referred to in Article 24.

"Association" means the Sydney University Graduate Choir.

"Chairperson" means the person appointed Chairperson as referred to in Article 29.

"Committee" means the Committee of Management of the Association, as referred to in Articles 13 and 14.

"Director-General" means:

(a) the Commissioner for Fair Trading, Department of Commerce, or

(b) if there is no such position in the Department, the relevant senior officer of the Department, howsoever named.

"Executive" means those persons holding office under these Articles, as referred to in Article 14 (2).

"General Meeting" means a General Meeting of the Association, as referred to in Article 23.

"Life Member" means a person referred to in Article 4 (5).

"President" means the person holding office under these Articles as President of the Association.

"Secretary" means the person holding office under these Articles as Secretary of the Association.

"Special General Meeting" means a General Meeting of the Association other than an Annual General Meeting.

"The Act" refers to the *Associations Incorporation Act 2009*

"Treasurer" means the person holding office under these Articles as Treasurer of the Association.

"Vice President" means the person holding office under these Articles as Vice President of the Association.

2. OBJECTIVES

The objectives of the Association shall be the encouragement and promotion of choral music in Australia through performance, education, the development and sponsorship of young singers and any other means which will advance this objective while respecting our historical association with the University of Sydney.

3 PUBLIC FUND

- (a) The Association will establish and maintain a public fund to be known as the 'SUGC Public Fund'.
- (b) Donations will be:
 - i. actively sought by the Association;
 - ii. deposited into the public fund; and
 - iii. kept separate from other funds of the Association and will only be used to further the principal purpose of the Association set out in Article 2, entitled 'Objectives'.
- (c) Receipts for gifts to the public fund must state:
 - i. the name of the public fund and that the receipt is for a gift made to the public fund;
 - ii. the Australian Business Number of the company;
 - iii. the fact that the receipt is for a gift; and
 - iv. any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997 or relevant law.
- (d) Investment of monies in this public fund will be made in accordance with guidelines for public funds as specified by law, or in an interest bearing bank account at an Australian Deposit Taking Institution where no such guidelines exist.
- (e) The public fund will be administered by the Committee or a sub-Committee, the majority of whom because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- (f) The assets and income of the public fund shall be applied solely in furtherance of the above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Public Fund.
- (g) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (h) The Association and Public Fund will comply with all lawful directions of departments and officers of the Australian Government, including the Treasurer and Minister of Arts.
- (i) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property 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 this public fund, and whose rules shall prohibit the distribution of

its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 or relevant law, and listed on the Register of Cultural Organisations maintained under the Act.

4. MEMBERSHIP

A person may apply for membership of the Association by completing a written application in such form as the Committee of the Association may from time to time determine. The Secretary or other nominated person shall refer all such applications to the Committee which shall determine the application having regard to such discretionary matters as it considers appropriate at the time. The Secretary or other nominated person shall inform the applicant of the determination of the Committee and in the event that the application is accepted, request the successful applicant, subject to Article 4(3), to pay within the time stipulated by the Committee the sum payable at such time as an entrance fee and annual subscription and on payment being made shall enter the applicant's name in the register of members at which time the applicant shall become a member of the Association.

(1) Membership of the Association shall be open to anyone willing to subscribe to the objectives of the Association.

(2) To become a Singing Member, the applicant must audition before a conductor appointed by the Committee. The decision of the conductor is final, and an additional annual fee applies to Singing Members.

(3) Non-Singing Members shall be known as Associate Members

(4) A person shall be deemed to be a member of the Association if he or she has been elected a Life Member. Alternatively, upon payment of an annual subscription, a person shall be deemed a member of the Association until three months after the end of the financial year in which the subscription was paid. All members shall be bound by these Articles.

(5) A person's membership may be revoked by a resolution of a General Meeting of the Association.

(6) 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;

(b) terminates on cessation of the person's membership.

(7) No member shall publicise the name of the Association in relation to the course of business, either of that Member or the Association, unless authorised by the Committee.

5. CESSATION OF MEMBERSHIP

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

- (1) dies; or
- (2) resigns membership; or
- (3) is expelled from the Association; or
- (4) fails to pay the annual membership fee under Article 8 unless exempted.

6. RESIGNATION OF MEMBERSHIP

(1) A member of the Association is not entitled to resign that membership except in accordance with this Article.

(2) A current member of the Association according to Article 4 may resign membership by giving written notice to the Committee, and the Secretary will update the register of members. The resigning member is to return to the Association any assets of the Association in their possession as soon as is practicable.

7. REGISTER OF MEMBERS

The Secretary must establish and maintain a register of members of the Association specifying the name and postal address of each person who is a member of the Association together with the date on which the person became a member.

8. FEES AND SUBSCRIPTIONS

A member of the Association must, on admission to membership, pay the appropriate annual fee, which has been determined by the Committee, together with such additional annual fees in the amounts and at the times determined by the Committee. In addition, upon joining the Association, a joining fee may be charged.

9. MEMBERS' LIABILITIES

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 with respect to membership of the Association as required by Article 8.

10. RESOLUTION OF INTERNAL DISPUTES

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any member of the Association that some other member of the Association
 - (a) has persistently refused or neglected to comply with a provision or provisions of these Articles; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) On receiving such a complaint, the Committee
 - (a) must cause notice of the complaint to be served on the member concerned;
 - (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (5) If the Committee expels or suspends a member, the Secretary must, within seven (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 under Article 12.

(6) The expulsion or suspension 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 under Article 12(4), whichever is the later.

(7) The expelled or suspended member must return any assets of the Association in their possession as soon as is practicable.

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

(1) A member may appeal to the Association in a General Meeting against a resolution of the Committee under Article 11, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(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.

(3) On receipt of a notice from a member under Article 12(1), the Secretary must notify the Committee, which is to convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

(4) At a general Meeting of the Association convened under Article 12(3)

(a) no business other than the question of the appeal is to be transacted;

(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.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Association present at the meeting.

13. POWERS OF THE COMMITTEE

(1) The Committee is to be called the Committee of Management of the Association and, subject to the Act, and these Articles, and to any resolution passed by the Association in General Meeting, the Committee

(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 these Articles 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 Committee to be necessary or desirable for the proper management of the affairs of the Association.

14. CONSTITUTION AND MEMBERSHIP OF COMMITTEE

(1) The Association shall have a Committee consisting of a President, Vice President, Secretary, Treasurer, and four or more other members as elected by the Annual General Meeting, together with the Immediate Past President (ex officio).

(2) There shall be an Executive consisting of the President, Vice President, Treasurer, and Secretary.

(3) The Committee shall hold office from the Annual General Meeting at which they were elected until the following Annual General Meeting.

(4) No person may hold the same position on the Executive for more than three (3) consecutive years, nor serve on the Committee in any capacity for more than five (5) consecutive years.

(5) Any member of the Committee may at any time retire therefrom by giving written notice to the Secretary.

(6) A person who has ceased to be a member of the Association shall be disqualified from continuing as a member of the Committee.

(7) The Committee may declare vacant the position of any Committee member who is absent without apology for 3 consecutive meetings, provided such member has been given notice of such meetings.

(8) The Committee may fill any casual vacancy in its membership, subject to ratification by the next General Meeting, provided that, if there should be four or more casual vacancies in the Committee at one time, a General Meeting of the Association shall be called immediately to elect members to fill the vacancies.

(9) The quorum at a Committee meeting shall be five members, including two members of the Executive. The Committee may continue to act notwithstanding any vacancy in its membership.

(10) Minutes of all resolutions and proceedings of

(a) General Meetings; and

(b) Meetings of the Committee

shall be recorded and maintained by the Secretary.

(11) Within 14 days after vacating office, a former Committee member of the Association must ensure that all relevant documents in his or her possession that belong to the Association are delivered to the President for delivery to his or her successor.

15. DISCLOSURE OF INTERESTS

(1) If:

(a) a Committee member has a direct or indirect interest in a matter being considered or about to be considered at a Committee meeting; and

(b) the interest appears to raise a conflict with the proper performance of the Committee member's duties in relation to the consideration of the matter,

the Committee member must, as soon as possible after the relevant facts have come to the Committee member's knowledge, disclose the nature of the interest at a Committee meeting.

(2) A disclosure by a Committee member at a Committee meeting that the Committee member

(a) is a member, or is in the employment, of a specified company or other body; or

(b) is a partner, or is in the employment, of a specified person; or

(c) has some other specified interest relating to a specified company or other body or to a specified person

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under sub-Article (1).

(3) Particulars of any disclosure made under this section must be recorded by the Committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the Association.

(4) The book must be kept at the same address as the register of Committee members.

(5) After a Committee member has disclosed the nature of an interest in any matter, the Committee member must not, unless the Committee otherwise determines

(a) be present during any deliberation of the Committee with respect to the matter; or

(b) take part in any decision of the Committee with respect to the matter.

(6) For the purposes of the making of a determination by the Committee under subsection (5), a Committee member who has a direct or indirect interest in a matter to which the disclosure relates must not:

(a) be present during any deliberation of the Committee for the purpose of making the determination; or

(b) take part in the making by the Committee of the determination.

(7) A contravention of this section does not invalidate any decision of the Committee.

16. ELECTION OF COMMITTEE MEMBERS

(1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Members of the Committee:

(a) must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

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

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

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

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of office-bearers and Ordinary Members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

(7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Association must be a member of the Association.

(8) A nominee may not be

(a) a mentally incapacitated person;

(b) a person who has been convicted of an offence involving fraud or dishonesty for which the maximum penalty or conviction is imprisonment for not less than three (3) months;

(c) a person who 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.

17. SECRETARY

(1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

(2) It is the duty of the Secretary to keep minutes of

(a) all appointments of office-bearers and members of the Committee;

(b) the names of members of the Committee present at a Committee meeting or a General Meeting; and

(c) all proceedings at Committee meetings and General Meetings.

(3) Minutes of proceedings at a meeting must be read and accepted as correct at the following Committee Meeting.

(4) The Secretary of the Association is to notify the Department of Fair Trading of all current Committee members and their contact details.

(5) The Secretary shall act as the Association's Public Officer to the Department of Fair Trading.

18. TREASURER

(1) It is the duty of the Treasurer of the Association to ensure

(a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

(b) that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

19. CASUAL VACANCIES

(1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Articles, until the conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the Committee occurs if the member:

(a) dies; or

- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under Article 20; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
- (i) 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.

20. REMOVAL OF MEMBER

(1) The Association in General Meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the Committee to whom a proposed resolution referred to in Article 20(1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association, or, if the representations are not so sent the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. COMMITTEE MEETINGS AND QUORUM

(1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.

(2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.

(3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or such

other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under sub-Article (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 5 members of the Committee which is to include 2 of the executive constitute a quorum for the transaction of the business of a meeting of the Committee.

(6) No business is to be transacted by the Committee unless a quorum is present and the meeting shall be adjourned.

(7) At a meeting of the Committee:

(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 Committee as may be chosen by the members present at the meeting is to preside.

22. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

(1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than

(a) this power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-Committee under this Article may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.

(3) A delegation under this Article may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this Article, the Committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this Article has the same force and effect as it would have if it had been done or suffered by the Committee.

(6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Article.

(7) A sub-Committee may meet and adjourn as it thinks proper.

23. VOTING AND DECISIONS

(1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.

(2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to Article 21(5), the Committee may act despite any vacancy on the Committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

24. ANNUAL GENERAL MEETING – HOLDING OF

(1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.

(2) The Association must hold its Annual General Meetings

(a) within 6 months after the close of the Association's financial year, or

(b) within such later time as may be allowed by the Director-General or prescribed by the Act.

25. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

(1) The Annual General Meeting of the Association is, subject to the Act and to Article 24, to be convened on such date and at such place and time as the Committee thinks fit.

(2) The Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give notice to each member specifying the place, date and time of the meeting.

(3) In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be

(a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

(b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;

- (c) to elect office-bearers of the Association and ordinary Committee members; and
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(4) An Annual General Meeting must be specified as such in the notice convening it.

26. SPECIAL GENERAL MEETINGS – CALLING OF

(1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

(2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the Association.

(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.

(4) If the Committee fails to convene a Special General Meeting to be held within 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 3 months after that date.

(5) A Special General Meeting convened by a member or members as referred to in Article 26(4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

27. NOTICE OF A SPECIAL GENERAL MEETING

(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.

(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 Article 27(1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted in accordance with Article 25(3).

(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.

28. QUORUM FOR GENERAL MEETINGS

(1) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these Articles to vote is present during the time the meeting is considering that item.

(2) At all General Meetings one-quarter of the membership of the Association or thirty people, whichever is less, shall form a quorum for the transaction of the business of a General Meeting.

(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;

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) 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) are to constitute a quorum.

29. PRESIDING MEMBER AT GENERAL MEETINGS

The President or a member nominated by the President shall preside as Chairperson at each General Meeting of the Association.

30. ADJOURNMENT OF GENERAL MEETINGS

(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.

(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.

(3) Except as provided in Articles (1) and (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.

31. MAKING OF DECISIONS AT A GENERAL MEETING

(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 five (5) or more members present at the meeting decide that the question should be determined by a written ballot.

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

(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.

32. SPECIAL RESOLUTIONS

(1) A resolution is passed by the Association as a Special Resolution

(a) at a meeting of the Association of which notice has been given to its members no later than twenty one (21) days before the date on which the meeting is held; or

(b) in a postal ballot conducted by the Association; or

(c) in such other manner as the Director General may direct

if it is supported by at least three quarters of Association members present at the meeting.

(2) A notice referred to in 32(1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a Special Resolution.

33. VOTING

- (1) On any question arising at a General Meeting of the Association a member has one vote only.
- (2) All votes must be given personally or by proxy, but no member may hold more than five (5) proxies.
- (3) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any General Meeting, of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable with respect to the then current year.
- (5) A member is not entitled to vote at any General Meeting of the Association if the member is under 18 years of age.

34. APPOINTMENT OF PROXIES

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting with respect to which the proxy is appointed.
- (2) Any form of appointment of proxy shall be sufficient notice for the purposes of sub-Article (1) above.

35. INSURANCE

- (1) The Association may effect and maintain insurance that the Committee of Management sees fit to take out.

36. FUNDS MANAGEMENT

- (1) Each year the Committee shall determine the Membership Subscription.
- (2) The financial year of the Association is:
 - (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31st December; and
 - (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31st December

(3) The Treasurer shall keep true and accurate accounts of the Assets and Liabilities, and Income and Expenditure of the Association. From the accounts the Treasurer shall draw up a Balance Sheet and Statement of Income and Expenditure, relating to the preceding financial year for submission to the Department of Fair Trading.

(4) Payment from any financial account of the Association shall be authorised by the Committee and made on the written permission of any two of the Executive.

(5) The Committee shall appoint an auditor at its discretion, or as required by law.

(6) Notwithstanding anything contained in these Articles, all assets and funds of the Association shall be used solely to further the Objectives of the Association, and no portion of those funds shall be paid or distributed to the members of the Association except as compensation for out-of-pocket expenses or bona-fide recompense for services rendered.

37. ALTERATION OF OBJECTIVES AND ARTICLES

(1) The statement of objectives and these Articles may be altered, rescinded or added to only by a Special Resolution of the Association.

(2) An up-to-date copy of these Articles shall be made available to any member of the Association upon request.

38. CUSTODY OF BOOKS

Except as otherwise provided by these Articles, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

39. INSPECTION OF ACCOUNTS AND RECORDS

(1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour

(a) records, books and other financial documents of the Association;

(b) these Articles;

(c) minutes of all Committee meetings and General Meetings of the Association.

(2) A member of the Association may obtain a copy of any of the documents referred to in sub-Article (1) on payment of a reasonable fee to be determined by the Committee.

40. DISSOLUTION

(1) The Association may be dissolved by a Special Resolution of the members present and voting at any Annual or General Meeting, provided that notice of such motion has been given to all the members of the Association in writing.

(2) If, on dissolution, there remain any assets whatever, these shall be transferred to another organisation with similar objectives that maintains a public fund listed on the Register of Cultural Organisation in accordance with Clause 3(i), and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30–100, of the Income Tax Assessment Act 1997 or relevant law, and listed on the Register of Cultural Organisations maintained under the Act, for such purposes as a General Meeting shall determine, such assets not being distributed to members but in pursuance of the stated objectives of the Association.

41. SERVICE OF NOTICES

(1) For the purpose of these Articles, a notice may be served on or given to a person

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of these Articles, 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;
- (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 email 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.