

Constitution
of
Music For Canberra Incorporated
An Incorporated Association

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Constitution of Music For Canberra Incorporated

Part A – Introductory Provisions

1. Interpretation

- 1.1 Words used in this Constitution shall take their meaning as set out in the clause ***Specific Definitions***.
- 1.2 Any words not defined in this Constitution shall have their meaning as defined in the Act and if the words are not defined, shall take their ordinary meaning.
- 1.3 In this Constitution, unless the context otherwise requires:
- (a) the singular includes the plural and vice versa;
 - (b) each gender includes the other genders;
 - (c) the reference to persons includes a natural person and any partnership, association, body, an authority or entity whether incorporated or not;
 - (d) references to a person includes the legal personal representatives, employees, agents, contractors, successors, and permitted assigns of that person;
 - (e) the words “writing” and “written” include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (f) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (g) a reference to any clause or schedule is to a clause or schedule of this Constitution;
 - (h) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
 - (i) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.
- 1.4 A clause that deals with an expression with a special meaning in a particular Part or Division of the Act, has the same meaning as that Part or Division of the Act, unless a contrary intention appears.

2. Specific definitions

- 2.1 In this Constitution, unless there is something in the subject or context which is inconsistent:
- (a) “Act” means the Associations Incorporations Act 1991 (ACT);
 - (b) “Annual General Meeting” means the Annual General Meeting of the Association;

- (c) "Association" means the association referred to in **Association name**;
- (d) "Board" means the Board elected or appointed in accordance with this Constitution;
- (e) "Board Member" means a person on the Board and means both Ordinary Board Members and Office-Bearers;
- (f) "By-laws" means the by-laws of the Association as created and amended from time to time in accordance with the clause **By-laws**;
- (g) "CEO" means the Chief Executive Officer of the Association;
- (h) "Chair" means the Chair of the Association;
- (i) "Constitution" means this Constitution as amended or supplemented from time to time;
- (j) "Financial Member" means a Member who has paid all annual Membership fees due and payable (if any) under the clause **Membership fee**;
- (k) "Financial Year" means the Financial Year ending on 31 December;
- (l) "General Meeting" means the Annual General Meeting or any Special General Meeting of the Association;
- (m) "Majority" means over fifty percent (50%);
- (n) "Member" means a Member of the Association pursuant to the clause **Admission**;
- (o) "Membership Application Form" means the form in Appendix One (1) or the form as determined by the Board from time to time;
- (p) "Non-Financial Member" means a Member who has not paid all the annual Membership fees due and payable under the clause **Fees and subscriptions**;
- (q) "Non-Voting Member" means a Member who is not entitled to vote at a General Meeting under this Constitution;
- (r) "Objects" means the Objects of the Association as set out in the clause **Objects**;
- (s) "Office-Bearer" means an office-bearer as set out in the clause **Constitution of the Board**;
- (t) "Ordinary Board Member" means a Member of the Board who is not an Office-Bearer of the Association;
- (u) "Proxy Voting Form" means the form in Appendix Two (2) or any other form approved by the Board;
- (v) "Public Fund" means the public fund established pursuant to the clause **Music For Canberra Public Fund**;
- (w) "Public Officer" means the public officer of the Association as required by section 57 of the Act;
- (x) "Register of Members" means the register of Members of the Association as required by the clause **Register of Members** and section 67 of the Act;

- (y) "Registrar" means the Registrar-General of incorporated associations under the Act;
- (z) "Regulation" means the Associations Incorporation Regulation 1991 (ACT);
- (aa) "Secretary" means the person appointed as the Secretary of the Association in accordance with this Constitution and includes any assistant or acting secretary;
- (bb) "Special General Meeting" means a special General Meeting of the Association;
- (cc) "Special Resolution" means a resolution of at least three quarters ($\frac{3}{4}$) of the votes of the Voting Members present either in person or by proxy at a meeting of Members;
- (dd) "Tax Act" means the Income Tax Assessment Act 1997 (Cth);
- (ee) "Treasurer" means the Treasurer appointed in accordance with the clause **Treasurer**;
- (ff) "Vice Chair" means the Vice Chair appointed under the clause **Vice Chair**; and
- (gg) "Voting Member" means a Lifetime Member or a Financial Member entitled to vote at a General Meeting under this Constitution.

3. Association name

- 3.1 The name of the Association is "Music For Canberra Incorporated".

4. Association type

- 4.1 The Association is an incorporated association under Division 3.3 of the Act.

5. Objects

- 5.1 The Association is a cultural organisation within the meaning of Item 12.1.1 of section 30-100 of the Tax Act and has the following Objects:
- (a) Provide high quality, exciting and enjoyable musical experiences for people of all ages, backgrounds and abilities.
 - (b) Provide musical learning and performance experiences for the community.
 - (c) Foster innovation, diversity and creative thinking through music.
 - (d) Inspire people to participate, grow and develop musically and artistically.
 - (e) Facilitate musical pathways for emerging talent.
 - (f) Undertake and promote any other thing in relation to the Objects as determined to be appropriate by the Board or the Members.

Part B – Membership

6. Admission

6.1 A person is eligible to be a Member if they are:

- (a) at least sixteen (16) years of age; and
- (b) interested in pursuing the Objects of the Association,

and the Board may only admit a person who meets the criteria in this subclause to be a Member of the Association and who qualifies as a Member in accordance with the following subclause.

6.2 An eligible person under the preceding subclause qualifies as a Member if:

- (a) they are a person mentioned in the Act at section 21(2(a) or (b) and has not ceased to be a Member of the Association at any time after the incorporation of the Association under the Act; or
- (b) the person:
 - (i) has been nominated for Membership in accordance with the clause ***Nomination for Membership***; and
 - (ii) has paid the prescribed Membership fee (if applicable) to the Association; or
- (c) they are admitted to Membership by the Board in accordance with this Constitution.

7. Register of Members

7.1 The Board must maintain an accurate and up-to-date register of Members and, to this end:

- (a) a Member who changes address or another material detail must promptly give notice of that change in writing to the Board; and
- (b) the Board must make any necessary change to the register of Members upon receiving a written notice in accordance with the preceding paragraph (a).

8. Membership classes

8.1 Subject to the following subclause, the Membership classes are as follows:

- (a) Full Member;
- (b) Associate Member;
- (c) Honorary Member; and
- (d) Lifetime Member.

8.2 The Board may, from time to time, determine:

- (a) the various classes of Membership of the Association;

- (b) any restriction in the number of Members or the number of Members within each class;
- (c) the qualifications for admission to each class; and
- (d) the rights attached to being a Member in each class.

9. Rights of Members

9.1 Full Members, Honorary Members and Lifetime Members will have:

- (a) the right to receive notices of General Meetings;
- (b) the right to attend, speak and vote at all General Meetings;
- (c) the right to stand for nomination to the Board;
- (d) such further and other rights as the Board determines from time to time.

9.2 Associate Members will have:

- (a) the right to receive notices of General Meetings;
- (b) the right to attend and speak at all General Meetings; and
- (c) such further and other rights as the Board determines from time to time, however, they do not have the right to vote at General Meetings.

10. Membership process

10.1 Subject to the following clause ***Lifetime Membership***, a person may nominate to be a Member of the Association by:

- (a) submitting the Membership Application Form, or completing a process that captures the same information; and
- (b) paying the appropriate Membership fee.

10.2 The Association must, on payment of the Membership fee, enter the person's name in the Register of Members, and the nominee becomes a Member upon their name being so entered.

11. Lifetime Membership

11.1 In recognition of their exceptional and extraordinary services to their Association, a person may be nominated for Lifetime Membership.

11.2 Lifetime Members are not required to:

- (a) renew their Membership; or
- (b) pay a Membership fee.

11.3 A Lifetime Member is a Voting Member.

11.4 A person can be nominated to be a Lifetime Member of the Association in recognition of their services to the Association in the following way:

- (a) a nomination by two (2) Board Members of the Association is submitted to the Board; and
- (b) the Board unanimously approves the nomination; and
- (c) the nominee accepts the Membership.

12. Membership entitlements not transferable

12.1 A right, privilege or obligation that a person has because of being a Member of the Association:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

13. Members' obligations

13.1 The Constitution constitutes a contract between each Member and the Association, and each Member agrees to be bound by the Constitution and By-laws.

13.2 All Members must comply with and observe the Constitution and By-laws and any determination or resolution which may be made or passed by the Association or the Board.

13.3 All Members submit to the jurisdiction of the Australian Capital Territory in respect of any disputes between a Member and the Association or a Member and another Member.

14. Fees and subscriptions

14.1 Each Member must pay the annual Membership fee as determined by the Board from time to time.

14.2 At the time of incorporation the annual Membership fee applying to all classes of Member other than Lifetime membership is \$30.

14.3 Different annual Membership fees may be determined for:

- (a) different categories of Membership;
- (b) discounts and concessions as determined by the Board; and
- (c) other circumstances as determined by the Board.

14.4 The annual Membership fee is due when the Member submits their application for Membership in accordance with the clause **Membership process**.

15. Members' liability

15.1 The liability of a Member 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 relation to Membership of the Association as

required by the preceding clause ***Fees and subscriptions***.

16. Non-payment of Membership fees

16.1 A Member whose Membership fees are in arrears:

- (a) by less than three (3) months – is a Non-Financial Member; or
- (b) by three (3) months or more – ceases to be a Member.

16.2 The Board may, at its sole discretion and on such terms as it thinks fit, reinstate a Member if the Member pays all their arrears of Membership fees.

17. Resignation of Membership

17.1 A Member is not entitled to resign from Membership of the Association except in accordance with this clause.

17.2 A Member who has paid all amounts payable by the Member to the Association may resign from Membership of the Association by giving notice in writing to the Association of the Member's intention to resign.

17.3 If a person ceases to be a Member, the organisation must make an appropriate entry in the Register of Members recording the date the Member ceased to be a Member.

18. Cessation of Membership

18.1 In addition to the first subclause in the preceding clause ***Non-payment of Membership fees***, a Member ceases to be a Member if they:

- (a) die (or, if a corporation, are wound up); or
- (b) resign in accordance with the clause ***Resignation of Membership***.

18.2 Subject to the following subclause, a Member also ceases to be a Member if, in the opinion of the Board, they:

- (a) refuse or neglect to comply with the provisions of this Constitution; or
- (b) are guilty of any conduct which is:
 - (i) unbecoming of a Member; or
 - (ii) prejudicial to the interests of the Association.

18.3 Where a Member ceases to be a Member pursuant to the preceding subclause:

- (a) the Secretary must:
 - (i) notify the Member in writing; and
 - (ii) provide the reason for the termination; and
- (b) the Member has a right to appeal the termination pursuant to the following clause ***Appeal to***

cessation of Membership.

19. Appeal to cessation of Membership

- 19.1 If any Member ceases to be a Member as a result of the second subclause in the preceding clause **Cessation of Membership** ("Terminated Member"), the Terminated Member may lodge a written appeal ("the Appeal") to the Secretary to be reinstated.
- 19.2 The Board must review the Appeal at the next Board meeting after the Secretary receives the Appeal.
- 19.3 If the Board decides to reinstate the Terminated Member, the Secretary must notify the Member in writing, of their reinstatement within seven (7) days of the Board making its decision.
- 19.4 If the Board affirms the decision to cancel a Member's Membership, the Board must call and hold a Special General Meeting within three (3) months of their decision.
- 19.5 The only business at the Special General Meeting under the preceding subclause will be to determine whether the Terminated Member should be reinstated.
- 19.6 The Board must, at least fourteen (14) days prior to the Special General Meeting, provide the Terminated Member with a written notice of the intended resolution to affirm their decision to terminate the Member's Membership.
- 19.7 The Special General Meeting will be held in accordance with this Constitution.
- 19.8 Notwithstanding the preceding subclause, the Chair of the Special General Meeting must allow the Terminated Member to present their case for reinstatement, orally or in writing at the Special General Meeting.
- 19.9 If the Voting Members at the Special General Meeting:
 - (a) affirm the Board's decision to terminate the Member by Special Resolution, the Terminated Member will continue to be a non-member; and
 - (b) if the Voting Members at the Special General Meeting overturn the Board's decision by Special Resolution, the Terminated Member is reinstated as a Member.

PART C - GENERAL MEETINGS

20. Annual General Meeting

- 20.1 With the exception of the first Annual General Meeting, the Association must hold an Annual General Meeting of its Members:
 - (a) at least once in each Financial Year; and
 - (b) within the period of five (5) months from the end of each Financial Year.
-

21. Inaugural Annual General Meeting

21.1 The Association must hold its inaugural Annual General Meeting within a period of eighteen (18) months commencing on the date of incorporation of the Association.

22. Special General Meetings

22.1 Any General Meeting other than an Annual General Meeting is a Special General Meeting.

22.2 The Board may convene a Special General Meeting:

- (a) as required under this Constitution;
 - (b) as required under the Act; and
 - (c) at any time that it thinks fit.
-

23. General Meetings

23.1 The Board must give at least twenty-one (21) days notice of every General Meeting to:

- (a) every Member, except those Voting Members who (having no registered address within Australia) have not supplied to the Association an address within Australia;
- (b) every Board Member; and
- (c) the auditor or auditors of the Association ,

except:

- (d) for Special Resolutions which require notice in accordance with the Act; and
- (e) where there is an agreement for shorter notice between the Voting Members.

23.2 A notice of a General Meeting must include:

- (a) the place of the meeting;
- (b) the date of the meeting;
- (c) the time of the meeting; and
- (d) the business to be transacted at the General Meeting.

23.3 A General Meeting may, at the sole discretion of the Board, be held in two or more places linked together by any technology that:

- (a) gives the Members present at those places a reasonable opportunity to participate in proceedings;
- (b) enables the Chairperson to be aware of proceedings in each place; and
- (c) enables the Members in each place to vote on a show of hands and on a poll.

23.4 If a General Meeting is held in two (2) or more places in accordance with the preceding subclause:

- (a) a Member present at one of the places is taken to be present at the General Meeting; and
- (b) the Chairperson of that General Meeting may determine at its sole discretion which place the meeting is taken to have been held.

PART D - PROCEEDINGS AT GENERAL MEETINGS

24. Quorum for General Meetings

- 24.1 No business can be transacted at a General Meeting unless a quorum is present.
- 24.2 The quorum for any General Meeting is twenty (20) Voting Members.
- 24.3 For the purpose of this clause, "Voting Member" includes a person attending as a proxy or a representative of an entity which is a Voting Member.
- 24.4 If a quorum is not met within thirty (30) minutes of the start of the meeting, the meeting:
 - (a) if convened by the requisition of Voting Members – is dissolved; and
 - (b) in any other case - stands adjourned to:
 - (i) the same day in the following week at the same time and place; or
 - (ii) to such other day, time and place as the Chair may determine.
- 24.5 If a quorum is not met within thirty (30) minutes of the start of an adjourned meeting, two (2) or more Voting Members present in person or by proxy will constitute a quorum.
- 24.6 The business transacted at any adjourned meeting must only be the business left unfinished at the General Meeting from which the adjournment took place.

25. Presiding at meetings

- 25.1 The Chair presides at every General Meeting.
- 25.2 If:
 - (a) there is no Chair; or
 - (b) the Chair is not present within fifteen (15) minutes after the time appointed for the General Meeting; or
 - (c) the Chair is unwilling to act,the Voting Members present will elect a Voting Member to be Chair for that meeting only.

26. Adjourning meeting

- 26.1 The Voting Members present at a General Meeting may by Majority resolution adjourn the meeting from time to time and place to place.
- 26.2 If a General Meeting is adjourned for thirty (30) days or more, the Secretary must give all

Members notice of the time and place of the adjourned General Meeting twenty-one (21) days prior to the adjourned General Meeting.

26.3 A notice of an adjourned meeting does not need to state the business to be transacted.

26.4 The business transacted at any adjourned meeting must only be the business left unfinished at the General Meeting from which the adjournment took place.

27. Proceedings and voting

27.1 At any General Meeting a resolution put to the vote will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by at least two (2) Members present in person or by proxy.

27.2 A declaration by the Chair that a resolution has on a show of hands been carried (unanimously or by a particular majority) or lost and entry in the minutes of the Association showing the result of the resolution is conclusive evidence of the result of the resolution, except where a poll is demanded.

27.3 A resolution is carried if support by a Majority of Voting Members present at a General Meeting in person or by proxy.

27.4 The Chair of that General Meeting has a second or casting vote if the vote on any resolution is tied.

27.5 Any poll must be taken in such a manner as the Chair directs, subject to the following subclause.

27.6 Notwithstanding the preceding subclause, a poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.

27.7 The result of any poll is the resolution of the General Meeting at which the poll was demanded.

27.8 A Non-Financial Member cannot vote at any General Meeting.

28. Proxy

28.1 A Voting Member may by using the Proxy Voting Form appoint another person to act as their proxy to attend, speak and vote in their place at a General Meeting.

28.2 The Proxy Voting Form is to be used unless the Board approves another form for such use, and until such a determination by the Board any written instrument other than a Proxy Voting Form which purports to appoint a proxy:

- (a) is not valid; and
- (b) must not be recognised by the Chair of the General Meeting.

28.3 A Non-Voting Member cannot appoint a person to act as their proxy to attend and speak in their place at a General Meeting.

28.4 The completed Proxy Voting Form must be sent by the Voting Member to the Secretary at least forty-eight (48) hours before the time for holding the General Meeting or adjourned General Meeting at which the Voting Member proposes to vote.

28.5 The Proxy Voting Form must be signed by:

- (a) the Voting Member; or
- (b) the Voting Member's attorney; or
- (c) if a corporation – in accordance with the *Corporations Act 2001* (Cth) or by an authorised representative of that corporation.

28.6 The Proxy Voting Form must include the power of attorney or other authority (or a certified copy of that power or authority), under which it is signed.

28.7 A Voting Member may instruct their proxy in favour of or against any proposed resolutions.

28.8 A proxy may vote as they think fit, unless otherwise instructed.

28.9 On a show of hands every person present who is a:

- (a) Voting Member; or
- (b) an authorised representative, attorney or proxy of a Voting Member,
has one (1) vote.

28.10 The Proxy Voting Form confers authority on the proxy to demand or join in demanding a poll.

28.11 On a poll every Voting Member present:

- (a) in person; or
- (b) by proxy; or
- (c) by attorney; or
- (d) by other duly authorised representative,
has one (1) vote on their own behalf and one (1) vote for every proxy they hold.

28.12 A vote given in accordance with the terms of an instrument of proxy or attorney is valid notwithstanding:

- (a) the previous death or unsoundness of mind of the Voting Member; or
- (b) the revocation of the instrument or the authority under which the instrument was executed,

if no indication in writing of such death, unsoundness of mind or revocation has been received by the Secretary before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used.

29. Resolution outside General Meeting

- 29.1 A written resolution signed by all Members entitled to vote is valid and effectual as if it had been passed at a General Meeting duly convened and held, and any such resolution may consist of several documents in like form, each signed by one or more Members.

PART E - BOARD

30. Powers of the Board

30.1 The Board:

- (a) controls and manages the affairs of the Association; and
 - (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in General Meeting; and
 - (c) has the power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
-

31. Inaugural Board Members

31.1 Upon incorporation there will be six (6) initial Board Members, as named in Schedule 1.

32. Constitution of the Board

32.1 The Board consists of:

- (a) the Office-Bearers; and
- (b) five (5) Ordinary Board Members,

collectively referred to as the "Board Members", and the Board must at any given time consist of no less than five (5) Board Members who are also Members of the Association.

32.2 Subject to the following subclauses in this clause, the Board Members will be elected in accordance with the clause ***Election of Board Members***.

32.3 Up to two (2) Ordinary Board Members:

- (a) may be nominated by and appointed by the Board; and
- (b) are not subject to election; and
- (c) must have specific skills, experience and expertise deemed necessary for effective Board functioning and in meeting the Association's purpose and objectives.

32.4 If there is a vacancy in the Membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.

32.5 Each Board Member holds office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of the Board Member's election, but is eligible for re-

election.

33. Office-Bearers

33.1 The Office-Bearers of the Association are:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Treasurer; and
- (d) the Secretary.

33.2 Subject to the following subclause, the Office-Bearers will be elected in accordance with the clause ***Election of Board Members***.

33.3 If an Office-Bearer resigns then their replacement will be elected at the next meeting of the Board following such resignation, and the Board must by Majority elect the replacement Office-Bearer on such terms as they think fit.

34. Chair

34.1 The Board:

- (a) may suspend or remove the Chair; and
- (b) may vest in the Chair such powers and authority as it may from time to time determine.

34.2 The Chair:

- (a) will exercise all such powers and authority in accordance with the Board's direction; and
- (b) cannot serve more than four (4) consecutive terms.

34.3 If the Chair becomes incapable of performing their duties, the Board may appoint another person to act as Chair on a temporary basis.

35. Vice-Chair

35.1 The Board:

- (a) may suspend or remove the Vice-Chair; and
- (b) may vest in the Vice-Chair such powers and authority as it may from time to time determine.

35.2 The Vice-Chair will exercise all such powers and authority in accordance with the Board's direction.

35.3 If the Vice-Chair becomes incapable of performing their duties, the Board may appoint another person to act as Vice-Chair on a temporary basis.

36. Secretary

36.1 The first Secretary of the Association is the person specified in the application for registration of

the Association under the Act as Secretary.

36.2 The Board may suspend or remove the Secretary.

36.3 The Secretary must:

- (a) act in accordance with the Act; and
- (b) discharge all functions conferred on the Secretary under this Constitution or the Act.

36.4 The duties of the Secretary include but are not limited to:

- (a) keeping minutes of all elections and appointments of Office-Bearers and Ordinary Board Members;
- (b) keeping minutes of the names of Board Members present at a Board meeting or a General Meeting;
- (c) keeping minutes of all proceedings at Board meetings and General Meeting;
- (d) ensuring that the necessary registers required to be kept by the Act are established and properly maintained; and
- (e) ensuring that all returns required to be lodged with the Registrar are prepared and filed within appropriate time limits.

36.5 The Secretary is the Public Officer of the Association unless the Board determines otherwise.

37. Public Officer

37.1 The Association must at all times have a person acting as Public Officer in accordance with the Act.

37.2 No person is eligible to be the Public Officer unless:

- (a) they reside in the Australian Capital Territory; and
- (b) they are at least eighteen (18) years of age.

37.3 If the Board determines that the Secretary is not the Public Officer then the Board must appoint another person to hold the position of Public Officer in accordance with section 57 of the Act.

37.4 If a vacancy occurs in the office of the Public Officer then the Board must within fourteen (14) days of the vacancy occurring appoint another person to act as Public Officer.

37.5 Not later than one (1) month after the appointment of the new Public Officer that person must lodge a notice of appointment with the Registrar.

37.6 A Public Officer may hold any other office in the Association unless the Board determines otherwise.

38. Treasurer

38.1 The Treasurer of the Association must:

- (a) determine the way in which the Association collects and receives all amounts owing to the Association and how the Association makes all payments authorised by the Association;
- (b) ensure that the Association is keeping correct accounts and books showing the financial affairs of the Association, with full details of all receipts and expenditure connected with the activities of the Association; and
- (c) ensure the financial audit occurs in a timely fashion and is presented at the Annual General Meeting.

38.2 The Board may suspend or remove the Treasurer.

39. Election of Board Members

Nomination of candidates

39.1 Nominations of candidates for election as Office-Bearers of the Association or as Ordinary Board Members must be:

- (a) made in writing;
- (b) signed by one (1) Member of the Association;
- (c) accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (d) given to the Secretary of the Association not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.

39.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.

39.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.

39.4 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

39.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

Election

39.6 The ballot for the election of Office-Bearers and Ordinary Board Members must be conducted at the Annual General Meeting in the way the Board may direct.

39.7 A person is not eligible to simultaneously hold more than one (1) position on the Board.

40. Term of Board Members

- 40.1 Except for the inaugural Board Members at incorporation of the Association, a Board Member's term of office:
- (a) commences from the end of the Annual General Meeting in which they were elected; and
 - (b) ceases at the Annual General Meeting twelve (12) months from the date on which they were elected.
- 40.2 The term of office of the inaugural Board Members:
- (a) commences at the date of incorporation of the Association; and
 - (b) ceases at the inaugural Annual General Meeting.

41. Remuneration of Board Members

- 41.1 At an Annual General Meeting the Voting Members may, by Majority resolution, pass a resolution on the remuneration payable to Board Member. In the absence of such a resolution, the remuneration is zero (0).
- 41.2 A Board Member's remuneration must be a fixed sum and not a commission or a percentage of the turnover of the Association basis.
- 41.3 The Association must also pay travelling and other expenses that a Board Member properly incurs on the Association's business.
- 41.4 If a Board Member performs extra or special services for the Association, the Association may pay to the Board Member any special remuneration the Board decides, in addition to the Board Member's normal remuneration.

42. Re-election

- 42.1 Except in relation to the Chair, who cannot serve more than four (4) consecutive terms as provided in the preceding clause **Chair**, there is no restriction on the number of times a Board Member can be re-elected.

43. Termination of Board Member

- 43.1 Subject to the Act, the Voting Members may by ordinary resolution remove any Board Member before the expiration of their period of office.

Vacancy

- 43.2 The office of a Board Member becomes vacant if the Board Member:
- (a) dies;
 - (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - (c) becomes prohibited from being a Board Member of an association by reason of any order

- made under the Act;
- (d) becomes of unsound mind;
 - (e) has an estate liable to be dealt with in any way under the law relating to mental health;
 - (f) resigns their office by notice in writing to the Association;
 - (g) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - (h) holds any office of profit under the Association without the Board's consent;
 - (i) ceases to be a Member; or
 - (j) is directly or indirectly interested in any contract or proposed contract with the Association, except as permitted under this Constitution (for example as permitted by the clause ***Managing conflict of interest***).
-

44. Appointments to fill vacancies

- 44.1 The Board may appoint any person as a Board Member, either to fill a casual vacancy or as an addition to the Board.
- 44.2 Any Board Member appointed under the preceding subclause will hold office until the next Annual General Meeting.
- 44.3 Notwithstanding the preceding subclause, a Board Member may continue to hold office if the Voting Members confirm their appointment at the next Annual General Meeting.

PART G – BOARD MEETINGS

45. Board meetings

- 45.1 The Board must meet at least four (4) times each Financial Year to carry out its duties and responsibilities.
- 45.2 The Board may adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- 45.3 A Board Member may at any time, and the Secretary will on the request of a Board Member, summon a meeting of the Board.
- 45.4 All Board Members must be given at least forty-eight (48) hours notice of a Board meeting, unless agreed otherwise by the Board Members.
- 45.5 The Secretary must give each Board Member a written notice of a Board meeting in accordance with the preceding subclause and the notice must:
 - (a) specify the day, time and place of the meeting; and
 - (b) state the business to be transacted.
- 45.6 A Board meeting may be held using any technology consented to by all the Board Members.

45.7 The consent to use of technology may be a standing one and a Board Member may only withdraw consent within a reasonable period before the meeting.

45.8 The Chair presides at every Board meeting.

45.9 If:

- (a) there is no Chair; or
- (b) at any Board meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting; or
- (c) being present, the Chair is unwilling to preside,

then the Board Members will choose one of the Board Members present to be Chair for that meeting.

46. Quorum for Board meetings

46.1 No business can be transacted at a Board meeting unless a quorum is present.

46.2 The quorum for any Board meeting is the greater of:

- (a) five (5) Board Members; or
- (b) more than fifty percent (50%) of the Board, as long as that does not mean less than three (3) Board Members,

or such greater number as determined by the Board from time to time.

46.3 If there are not enough Board Members in office to form a quorum, the remaining Board Members may act only:

- (a) to increase the number of Board Members to a quorum; or
- (b) to call a General Meeting of the Association .

47. Board voting

47.1 All decisions of the Board are determined by Majority vote of Board Members present at the Board meeting.

47.2 The Chair of the Board meeting has a second or casting vote if the vote on a resolution is tied.

48. Resolution outside Board meeting

48.1 A written resolution signed by all Board Members entitled to vote is valid and effectual as if it had been passed at a Board meeting duly convened and held.

48.2 Any such resolution may consist of several documents in like form, each signed by one or more Board Members.

49. Managing conflict of interest

49.1 Where a Board Member has a material personal interest in a matter to be considered at a meeting, that Board Member must:

- (a) declare their interest; and
- (b) must not be present while the matter is being considered at the meeting or vote on the matter, unless the Board Members who do not have a material personal interest pass a resolution which permits the Board Member to do so.

49.2 A Board Member who is in any way interested in a contract or arrangement or proposed contract or arrangement (other than having a material personal interest) may, despite that interest:

- (a) be counted in determining whether or not a quorum is present at any meeting of Board Members considering that contract or arrangement of proposed contract or arrangement;
- (b) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (c) vote in respect of the contract or arrangement or proposed contract or arrangement or any matter arising out of the those things.

50. Delegation of powers – general committee

50.1 The Board:

- (a) may form any general or advisory committees it sees fit; and
- (b) may delegate to one or more general committees, any of its powers and/or functions (not being duties imposed on the Board as the Board Members of the Association by the Act or the general law) as it thinks fit.

50.2 Any general committee must:

- (a) comply with any directions given by the Board; and
- (b) operate in accordance with the directions of the Board.

51. Advisory committees

51.1 The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit.

51.2 An advisory committee must only act in an advisory capacity and cannot bind the Association or the Board.

51.3 Any advisory committee must:

- (a) comply with any directions given by the Board; and
- (b) operate in accordance with the directions of the Board.

PART I - RECORDS

52. Financial records

- 52.1 The Association must keep the financial records required by the Act and in accordance with the Tax Act.
- 52.2 The financial records must be audited as required by the Act.
- 52.3 The audited financial records must be provided to Members as required by the Act.
-

53. Audit

- 53.1 A properly qualified auditor(s) must be appointed and their duties regulated in accordance with the Act.
-

54. Inspection

- 54.1 A Member is entitled to inspect the Association's books free of charge at any reasonable time and at any place within the Australian Capital Territory.
-

55. Registers

- 55.1 The Association must keep the registers required by the Act.
- 55.2 The Association must make the registers available to Members as required by the Act.
- 55.3 The Secretary must ensure the registers of the Association are accurate and up to date.
-

PART J - OTHER

56. Execution of documents

- 56.1 The Association may execute any agreement, deed of other document in accordance with section 55 of the Act.
-

57. Notices to Members

- 57.1 The Association may give notice to a Member:
- (a) personally;
 - (b) by sending it by post to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member;
 - (c) by sending it by post to the registered office of the Member if the Member is a Association or association; and
 - (d) by sending it to the fax number or electronic address (if any) nominated by the Member.

58. Notices to Board Members

58.1 The Association may give notice to a Board Member:

- (a) personally;
- (b) by sending it by post to the Board Member's usual residential or business address or any other address nominated by them;
- (c) if a notice calling a meeting – by sending it to the fax or electronic address (if any) nominated by the Board Member, only if all of the Board Members have consented to the use of that technology; and
- (d) if any other notice – by sending it to the fax or electronic address (if any) nominated by the Board Member.

59. Time of service of notice

59.1 A notice sent by post is taken to be given three (3) business days after posting.

59.2 A notice sent by fax or other electronic means, is taken to be given on the business day after it is sent (if the sender's transmission report shows that the whole notice was sent to the correct facsimile number or electronic address).

60. Application of income

60.1 The income and property of the Association must be applied solely towards the promotion of the Objects.

60.2 The Association must not pay or transfer (directly or indirectly) by way of dividend, bonus or otherwise any portion of the income or property to any Member.

60.3 Notwithstanding the preceding subclause, the Association may pay in good faith to any Member:

- (a) for any services rendered or goods supplied in the ordinary and usual course of business to the Association ;
- (b) for any out of pocket expenses incurred by any Member on behalf of the Association ;
- (c) for any other bona fide reason or purpose for the attainment of the Objects.

60.4 Notwithstanding the second subclause in this clause ***Application of Income***, the Association may pay in good faith to any Board Member:

- (a) for out of pocket expenses incurred by the Board Member in the performance of any duty as a Board Member where the amount payable does not exceed an amount previously approved by the Board; and
- (b) for any service rendered to the Association by the Board Member in a professional or technical capacity as approved by the Board, other than in their capacity as Board Member.

60.5 Any payment under this clause must be commercially reasonable for the service.

61. Not for profit

- 61.1 Any income and property of the Association must be applied solely towards promoting the Objects, and not towards remuneration of Members.
-

62. Music For Canberra Public Fund

- 62.1 The Association will establish and maintain a public fund ("Public Fund").
- 62.2 Donations will be:
- (a) deposited into the Public Fund listed on the Register of Cultural Organisations; and
 - (b) kept separate from other funds of the Association; and
 - (c) used solely to further Objects of the Association as set out in the clause **Objects**.
- 62.3 Investment of monies in this fund will be made accordance with the guidelines for public funds as specified by the Australian Taxation Office.
- 62.4 The fund will be administered by a subcommittee of the Board appointed in accordance with the clause **Delegation of powers – general committee**.
- 62.5 No monies or assets in the Public Fund shall be distributed to Members or office bearers of the Association, except as reimbursement for out of pocket expenses incurred on behalf of the Public Fund or proper remuneration for administrative services.
- 62.6 The Department responsible for the administration of the Register of Cultural Organisations shall be notified of any proposed amendments or alterations to the provisions of the Public Fund in order to assess the effect of any amendments or alterations on the Public Fund's continuing Deductible Gift Recipient status.
- 62.7 Receipts for gifts to the Public Fund must state:
- (a) the name of the Public Fund;
 - (b) the fact that the receipt is for a gift made to the Public Fund;
 - (c) the ABN of the Association;
 - (d) the fact that the receipt is for a gift; and
 - (e) any other matter required to be included on the receipt pursuant to the requirements of the Tax Act.
- 62.8 Upon whichever is the earlier of:
- (a) the winding up or dissolution of the Association;
 - (b) the winding up or dissolution of the Public Fund; or
 - (c) when the endorsement of the Association as a deductible gift recipient is revoked,
- all money, investments and property then forming the Public Fund and remaining after the

payment of all debts, expenses and liabilities properly payable out of the Public Fund shall be applied in accordance with the following clause **Winding up** as if the Association has been wound up or dissolved.

63. Winding up

63.1 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 and listed on the Register of Cultural Organisations maintained under the Income Tax Assessment Act 1997. At the first General Meeting of the Association, the Association must pass a Special Resolution nominating the "Winding Up Recipient", which is to be:

- (a) another association; or
- (b) a fund, authority or institution.

64. Revocation of deductible gift status

64.1 If the Association is endorsed as having deductible gift recipient status and that endorsement is subsequently revoked, the Association must transfer to another organisation to which income tax deductible gifts can be made, any surplus:

- (a) gifts of money or property for the principal Objects of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal Objects of the Association; and
- (c) money received by the Association because of such gifts and contributions above.

65. Indemnity

65.1 Every person who is or has been a:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary;
- (d) Treasurer; or
- (e) other officer of the Association,

is indemnified, to the maximum extent permitted by the Act and law, out of the property of the Association.

65.2 Subject to the last subclause in this clause **Indemnity**, the Association indemnifies the persons referred to in the preceding subclause against any liability for costs and expenses incurred by

that person:

- (a) in defending any proceedings (whether civil or criminal) relating to that person's position with the Association; or
- (b) in connection with any administrative proceedings (whether civil or criminal) relating to that person's position with the Association; or
- (c) in connection with any application in relation to any proceedings (whether civil or criminal) relating to that person's position with the Association.

65.3 The indemnity in the preceding subclause only applies if:

- (a) judgment is given in that person's favour; or
- (b) the person is acquitted; or
- (c) the proceedings is withdrawn before judgment; or
- (d) relief is granted to that person under the Act by a court.

65.4 The indemnity in this clause does not apply to a liability arising out of conduct involving a lack of good faith or dishonesty.

66. Alterations to Constitution

66.1 The Constitution may be altered, repealed and expanded by Special Resolution of the Voting Members in General Meeting in accordance with section 33 of the Act.

67. Dispute resolution

67.1 In the event of a dispute Members will follow any relevant policies of the Association.

67.2 Subject to the following subclause, if the dispute cannot be resolved then the Association must engage a locally based mediation service to attempt to resolve the dispute before a Member takes any court action.

67.3 The preceding subclause is subject to any laws that provide for other processes, for example in relation to health and safety processes.

68. Common seal

68.1 The common seal of the Association:

- (a) must be kept in the custody of the Association; and
- (b) must not be affixed to any instrument except with the authority of the Board and in accordance with the Act.

69. By-laws

69.1 The Board may formulate, approve, issue, adopt, interpret and amend such by-laws for:

- (a) the proper advancement, management and administration of the Association ; and
- (b) the advancement of the Objects,
- (c) as it thinks necessary or desirable.

69.2 All by-laws must be consistent with this Constitution and the Act.

69.3 All by-laws made under this clause are binding on the Association and its Members.

Schedule 1 – Inaugural Board Members	
Chair	
Name	Julian Hunt
Address	
Vice-Chair	
Name	Anne Buck
Address	
Treasurer	
Name	Andrew Bailey
Address	
Secretary	
Name	Dot O'Connor
Address	
Name	Teresa Barnes
Address	
Name	Michael Johns
Address	

Appendix 1 – Membership Form

MUSIC FOR CANBERRA

MEMBERSHIP FORM 2015

Ainslie Arts Centre,
30 Elouera St Braddon
02 6230 7190
info@mfc.org.au
PO Box 5084 Braddon ACT 2612

MEMBER OPTIONS

- Individual membership \$30 (from Jan 1st. Applicant must be 18+ and may vote at General Meetings and stand for election to the MFC council).
- Family membership \$35 (from Jan 1st. Whoever applies on behalf of the family is the Principal Family member; same rights as above apply).

MEMBER DETAILS: (for applicants over 18 years; parent to complete if on behalf of a minor)

FIRST LAST

EMAIL (for receipts & class updates; please print clearly)

ADDRESS

HOME WORK MOBILE

FAMILY MEMBERSHIP DETAILS:

2ND ADULT CONTACT (in case of emergencies)

HOME WORK MOBILE

ADDITIONAL MEMBER DETAILS:

FIRST NAME	D.O.B	M/F	SCHOOL (if applicable)

I give permission for myself and/or my family members to be recorded, photographed, videoed and/or interviewed at Music For Canberra concerts, classes & other events, and understand that these may potentially be used by Music For Canberra for non-commercial promotion, publicity and archival purposes.

YES
 NO

I wish to apply for membership of Music For Canberra Inc. under the constitution of the association and I agree to abide by its terms & conditions (information available through the MFC website & office).

SIGNED

DATE:

OFFICE USE

Appendix 2 – Proxy Voting Form

MUSIC FOR CANBERRA

PROXY VOTING FORM
ANNUAL GENERAL MEETING

Ainslie Arts Centre,
30 Elouera St Braddon
02 6230 7190
info@mfc.org.au
PO Box 5084 Braddon ACT 2612

FORM FOR APPOINTMENT OF PROXY

I,
(full name)

OF
(address)

a member of Music For Canberra Incorporated,

HEREBY APPOINT
(full name of proxy)

OF
(proxy's address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be),

TO BE HELD ON AND AT ANY ADJOURNMENT OF THAT MEETING
(date of meeting)

My proxy is authorised to vote in favour of / against the resolution (delete as appropriate):

(insert details)

Note: a proxy vote may not be given to a person who is not a member of the association.

SIGNED:
(signature of member appointing proxy)

DATE:
OFFICE USE