

**CONSTITUTION OF
Perth Pride Choir
Incorporated**

ABN 73 595 151 255

An Association incorporated pursuant to the
Associations Incorporation Act 2015 (WA)

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Version 1.0 adopted on 18th April 2019 by Special Resolution of the Association.

PART 1 - PRELIMINARY

1. Name

The name of the Association is Perth Pride Choir Incorporated. It will be referred to in this document as the 'Choir'.

2. Type of entity

The Association is a not-for-profit Association incorporated under the Associations Incorporation Act 2015 (WA).

3. Terms used

In this Constitution:

Act means the *Associations Incorporation Act 2015*;

Books means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Act, however compiled, stored or recorded;

Choir means Perth Pride Choir Incorporated;

Circular resolution means a Committee circular resolution that is passed without a Committee meeting being held. Separate copies of the circular resolution may be used for signing or Committee Members provided the wording of the circular resolution and statement is identical in each copy. The circular resolution is passed when 75% of eligible Committee Members sign the circular resolution;

Clause means a clause of this Constitution;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means the group of people, called Committee members, who are responsible for the management of the affairs of the Association;

Committee meeting means a meeting of the Committee members;

Committee member means a member of the Committee appointed under clause 41;

Constitution means this document as amended from time to time;

Convenor means the Committee member holding office as the Convenor of the Association;

Financial records includes:

1. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
2. documents of prime entry, such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
3. working papers and other documents needed to explain:
 - a. the methods by which financial statements are prepared; and
 - b. adjustments to be made in preparing financial statements;

Financial statements means:

1. if the Choir uses the cash basis of accounting:
 - a. a statement of receipts and payments for the financial year;
 - b. a reconciled statement of bank account balances as at the end of the financial year; and
 - c. a statement of assets and liabilities as at the end of the financial year;
2. if the Choir uses the accrual basis of accounting:
 - a. a statement of income and expenditure for the financial year; and
 - b. a balance sheet;

Financial year, of the Choir, means the period stated in clause 6;

General meeting, of the Choir, means a meeting of the Choir that all members are entitled to receive notice of and to attend, and is either:

1. an annual general meeting; or
2. a special general meeting;

Member means a person who is a member of the Choir;

Office bearer means a Committee member defined in clause 33.1;

Ordinary resolution means a resolution at a meeting that:

1. is not a special resolution; and

2. is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting;

Quorum means the number of persons required to be present in order to conduct a meeting;

Secretary means the Committee member holding office as the Secretary of the Choir;

Special general meeting means a general meeting of the Choir other than the annual general meeting;

Special resolution means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting;

Standing Orders mean any additional arrangements or processes adopted by Committee members by ordinary resolution to supplement this Constitution;

Tier 1 Association means an Association that, in a financial year:

1. has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act 2015; or
2. has been declared by the Commissioner to be a tier 1 Association

A tier 1 Association can elect to prepare basic financial statements with no independent review or audit;

Treasurer means the Committee member holding office as the Treasurer of the Association.

4. Relationship between Constitution and Associations Act

The Associations Act 2015 overrides any provision in this Constitution which is inconsistent with the Associations Act 2015.

5. Interpretation

In this Constitution:

- 5.1. the words: 'including' and 'for example', or similar expressions, mean that there may be more inclusions or examples than those mentioned after that expression; and
- 5.2. reference to an 'act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Association's Regulations).

6. Financial year

The Choir's financial year will be the period of 12 months commencing on 1 January and ending on 31 December each year.

PART 2 – OBJECT, PURPOSES AND POWERS

7. Object and purposes

- 7.1. To positively represent the Lesbian, Gay, Bisexual, Transgender, Intersex, Queer + (LGBTIQ+) community in Western Australia within the LGBTIQ+ and the wider community;
- 7.2. To encourage and develop choral music skills of members to the highest possible standard regardless of previous musical skills or experience through rehearsals and performances;
- 7.3. To provide a welcoming, safe, supportive and inclusive environment for all members of the LGBTIQ+ community and allies of this community;
- 7.4. To build a strong and vibrant choir community through musical and social activities and interactions; and
- 7.5. To encourage Members of the Choir to have a participatory involvement with the Choir's activities.

8. Powers

Subject to the Act, the Choir may do all things necessary to lawfully pursue its objects and purposes.

9. Not-for-profit body

9.1. The property and income of the Choir must be applied solely towards the promotion of the objects or purposes of the Choir and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

9.2. A payment may be made to a member out of the funds of the Choir only if it is authorised under clause 9.3 below.

9.3. A payment to a member out of the funds of the Choir is authorised if it is:

9.3.1. the payment in good faith to the member as reasonable remuneration for any services provided to the Choir, or for goods supplied to the Choir, in the ordinary course of business; or

9.3.2. the payment of interest, on money borrowed by the Choir from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or

9.3.3. the payment of reasonable rent to the member for premises leased by the member to the Choir; or

9.3.4. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Choir.

PART 3 - MEMBERS

Division 1 — Membership

10. Number of members

The Choir will have a minimum of six (6) members with full voting rights.

11. Classes of membership and eligibility

11.1. The Choir consists of Ordinary Members. Upon application and agreement to be bound by this Constitution, annual application for membership of the Choir is anyone who supports the objects of the Choir.

11.2. The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

12. Creation of new classes of members

The Committee has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable.

13. Rights of members

Members have rights, including:

13.1. the right to vote;

13.2. other rights and benefits determined by the Committee; and

13.3. other rights and benefits determined by resolution of the members at a general meeting.

14. Applying for membership

A person who wishes to become a member under clause 11 must apply in writing to the Choir.

15. Dealing with membership applications

- 15.1. The Committee must consider each application for membership of the Choir and decide whether to accept or reject the application.
- 15.2. Subject to clause 15.3 below, the Committee must consider applications in the order in which they are received by the Choir.
- 15.3. The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 15.4. The Committee must not accept an application unless the applicant:
 - 15.4.1. is eligible under clause 11; and
 - 15.4.2. has applied under clause 14.
- 15.5. The Committee may reject an application even if the applicant:
 - 15.5.1. is eligible under clause 11; and
 - 15.5.2. has applied under clause 14.
- 15.6. The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- 15.7. If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

16. Becoming a member

An applicant for membership of the Choir becomes a member when:

- 16.1. the Committee accepts the application; and
- 16.2. the applicant pays any membership fee payable to the Choir under clause 24.1.

17. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Termination of Membership

18. When membership ceases

- 18.1. A person ceases to be a member when any of the following takes place:
 - 18.1.1. for a member who is an individual, the individual dies;
 - 18.1.2. the person resigns from the Choir under clause 19;
 - 18.1.3. the person is expelled from the Choir under clause 20;
 - 18.1.4. the person ceases to be a member under clause 24.2.
- 18.2. The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
 - 18.2.1. the date on which the person ceased to be a member; and
 - 18.2.2. the reason why the person ceased to be a member.

19. Resignation

- 19.1. A member may resign from membership of the Choir by giving written notice of the resignation to the Secretary.
- 19.2. The resignation takes effect:
 - 19.2.1. when the Secretary receives the notice; or
 - 19.2.2. if a later time is stated in the notice, at that later time.

- 19.3. A person who has resigned from membership of the Choir remains liable for any fees that are owed to the Choir (the owed amount) at the time of resignation.
- 19.4. The owed amount may be recovered by the Choir in a court of competent jurisdiction as a debt due to the Choir.

20. Suspension or expulsion of member

- 20.1. The Choir may, by Committee resolution, suspend or expel a member from membership if:
 - 20.1.1. the member refuses to comply with the Object and Purpose of the Choir as stated in clause 7 of this constitution; or
 - 20.1.2. the member refuses or neglects to comply with this constitution; or
 - 20.1.3. the member's conduct or behaviour is detrimental to the interests of the Choir.
- 20.2. The secretary will, not less than 28 days before the Committee meeting at which the suspension or expulsion resolution is to be considered, give written notice to the member:
 - 20.2.1. of the proposed suspension or expulsion and the grounds on which it is based;
 - 20.2.2. of the date, place and time of the Committee meeting at which the suspension or expulsion resolution is to be considered;
 - 20.2.3. that the member, or the member's representative, may attend the Committee meeting at which the suspension or expulsion resolution is to be considered; and
 - 20.2.4. that the member, or the member's representative, may address the Committee at the Committee meeting at which the suspension or expulsion resolution is to be considered and will be given a full and fair opportunity to state the member's case orally, in writing, or both.
- 20.3. At the Committee meeting at which the suspension or expulsion resolution is to be considered the Committee will:
 - 20.3.1. give the member, or the member's representative, a full and fair opportunity to state the member's case orally;
 - 20.3.2. give due consideration to any written statement submitted by the member; and
 - 20.3.3. determine whether or not the member should be:
 - 20.3.3.1. expelled as a member; or
 - 20.3.3.2. suspended as a member, and if so, the period of the member's suspension.
- 20.4. Once the Committee has decided to suspend or expel a member, the member is immediately suspended or expelled.
- 20.5. Within 7 days of the Committee meeting at which the suspension or expulsion resolution is considered, the Secretary will ensure that the member is informed in writing of the Committee's decision and the reasons for the Committee's decision.

21. After suspension of member

- 21.1. If a member's membership is suspended under clause 20 the secretary will record in the members register within 28 days of the date of suspension:
 - 21.1.1. the suspended member's name;
 - 21.1.2. the date on which the member's suspension takes effect; and
 - 21.1.3. the length of the suspension determined by the Committee under clause 20.3.3.2.
- 21.2. A suspended member cannot exercise any rights or privileges of a member, including voting rights, during the period of suspension.
- 21.3. Upon the expiry of the suspension period, the Secretary will record in the members register that the member is no longer suspended within 28 days of that expiration date.

22. Member's right of appeal against suspension or expulsion

Within 14 days of receiving notice of the Committee's decision under clause 20.5), an expelled or suspended member may appeal the Committee's suspension or expulsion decision by giving written notice of the expelled or suspended member's intention to seek:

- 22.1. An appeal of the Committee's suspension or expulsion decision; and
- 22.2. The appointment of a mediator under clause 77.

23. Reinstatement of member

If the Committee's decision to suspend or expel a member is revoked, any act performed by the Committee or members in general meeting during the period that the member was suspended or expelled from membership under clause 20, is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of a member, including the right to vote, during that suspension period

Division 3 — Membership fees & register of members

24. Membership fees

- 24.1. Members will pay a membership fee set by the Annual General Meeting each year, upon recommendation of the Treasurer.
- 24.2. Subject to clause 24.3 below, if a person fails to pay the membership fee to the Choir within 6 weeks after the due date, or 48 hours prior to the annual general meeting, whichever comes first, the Committee may cease that person's membership.
- 24.3. If a person ceases to be a member under clause 24.2 above and subsequently pays all of their outstanding fee to the Choir, the Committee may, if it considers fit and at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- 24.4. Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Choir, including the costs of winding up of the Choir.

25. Register of members

- 25.1. The Choir will maintain and keep updated a register of members which will contain:
 - 25.1.1. the full names of each member as provided in the Application for membership;
 - 25.1.2. the contact postal, residential or email addresses of each member;
 - 25.1.3. the class of membership held by each member; and
 - 25.1.4. the date upon which a person became a member.
- 25.2. Within 28 days after a change in membership the Membership Officer will ensure that a membership change is recorded in the register of members.
- 25.3. The Membership Officer will ensure that the register of members is kept and maintained at such place as the Committee decides.
- 25.4. A member may request to inspect the register of members, subject to the provisions of clause 82.

PART 4 — MUSIC DIRECTOR

26. Appointment

- 26.1. The Music Director will be appointed by the Committee in consultation with the membership for up to a two (2) month probationary period.
- 26.2. As part of the process of appointment the potential Music Director may be asked to attend one or more interview(s) and/or take one or more rehearsals with the Choir.
- 26.3. Once appointed, the Music Director will hold the position for an initial twelve (12) months period which includes the probationary period.

- 26.4. The Committee may appoint more than one person to share the position of Music Director. The Committee may also invite a guest conductor to conduct at certain rehearsals and/or performances.

27. Review

- 27.1. At the end of the initial twelve (12) months, a review of the position will be held by the Committee, the Music Director, and the Choir, at which time the position is renewable for a further 12 months, or the end of the calendar year (whichever occurs first).
- 27.2. Subsequent reviews of the position will be held at the end of each calendar year.
- 27.3. As part of the review process the Choir Membership will be given the opportunity to offer feed-back at a meeting during a regular Choir rehearsal.
- 27.4. Prior to this meeting the Choir Members will decide by a simple majority show of hands of those present at a regular rehearsal whether or not the Music Director will be present at the meeting.

28. End of contract

The Music Director will endeavour to give the Committee a minimum of two (2) months' notice of their intention to resign from the position of Music Director, and the Committee will endeavour to give the Music Director a minimum of two (2) months' notice of its intention to terminate an appointment and/or not to renew an appointment to the position of Music Director.

29. Replacement

In the event that the position of Music Director becomes vacant, the Committee will fill the vacancy by way of interim appointment, and the person so appointed will hold office by mutual agreement until the end of the calendar year in which the vacancy arose, or until a new appointment of a permanent Music Director has been made, whichever occurs first.

30. Duties

The Music Director will:

- 30.1. be responsible for facilitating the Choir to reach its full musical potential;
- 30.2. attend and lead weekly rehearsals of the Choir, unless otherwise arranged and by prior notification to the Committee or a Committee Member;
- 30.3. in consultation with the Committee, be available to conduct the Choir at a number of performances throughout the year;
- 30.4. hold the position by virtue of which he/she:
- 30.4.1. will not be a Member of the Committee of Management of the Choir, but may be asked to attend a Committee Meeting if so required; and
- 30.4.2. will consult with the Committee regarding the Choir's repertoire and musical content.

31. Remuneration and expenses

- 31.1. The Choir will cover any out of pocket expenses the Music Director has incurred on behalf of the Choir and/or Choir, subject to clause 72.
- 31.2. Remuneration for services rendered by a Music Director will be decided upon by process of consultation between the Music Director and the Committee and will be documented in the minutes of the Committee Meeting.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

32. Committee

- 32.1. The Committee members are the persons who, as the Committee of the Choir, have the power to manage the affairs of the Choir.
- 32.2. Subject to the Act, this Constitution and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Choir.
- 32.3. The Committee must take all reasonable steps to ensure that the Choir complies with the Act and this Constitution.

Division 2 — Composition of Committee and duties of members

33. Membership of Committee

- 33.1. The office-bearers of the Committee consist of:
 - 33.1.1. Convenor
 - 33.1.2. Secretary
 - 33.1.3. Treasurer
 - 33.1.4. Membership Officer
- 33.2. Other positions to be filled, and which may be held concurrently by Committee office-bearers, may include, but are not limited, to the following:
 - 33.2.1. Music Coordinator;
 - 33.2.2. Fundraising Coordinator;
 - 33.2.3. Events Coordinator;
 - 33.2.4. Publicity Officer;
 - 33.2.5. Any other office as determined by the Committee
- 33.3. The maximum number of Committee members will be ten.
- 33.4. The Music Director may attend any Committee meeting but is not entitled to vote at Committee meetings and their attendance does not count towards the quorum of the meeting.
- 33.5. A person must not hold more than one office-bearer position at any time.

34. Qualifications of Committee members

- 34.1. A Committee member will be:
 - 34.1.1. aged 18 or over, and
 - 34.1.2. have been a member in accordance with clause 11 for a minimum of 6 months at the date the election is called, unless otherwise agreed by the Committee.
- 34.2. A person cannot be a Committee member if in the previous 5 years, they have been convicted of, or imprisoned for:
 - 34.2.1. an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate;
 - 34.2.2. an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia;or
 - 34.2.3. they are:
 - 34.2.3.1.1. bankrupt; or
 - 34.2.3.1.2. unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws;

- 34.2.3.1.3. unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Committee member's duties:
 - 34.2.3.1.3.1. duty of care and diligence;
 - 34.2.3.1.3.2. duty of good faith and proper purpose;
 - 34.2.3.1.3.3. duty to not improperly use their position;
 - 34.2.3.1.3.4. duty to ensure that the Choir does not incur a debt while insolvent; or
 - 34.2.3.1.3.5. duty to not improperly use information gained while a Committee member;
- 34.3. A Committee member who has been suspended as a member under clause 18 cannot act in the position of a Committee member until their period of suspension as a member has expired.

35. Committee members duties

- 35.1. Committee members will comply with their duties as Committee members under legislation and common (judge-made) law and will and, where applicable, with the duties described in Governance Standard 5 of the ACNC Regulations:
 - 35.1.1. Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee member of the Choir;
 - 35.1.2. Act in good faith in the best interests of the Choir;
 - 35.1.3. Act for a proper purpose;
 - 35.1.4. Act to further the object and purposes of the Choir;
 - 35.1.5. Act in the best interests of the Choir;
 - 35.1.6. Not misuse information gained in their role as a Committee member;
 - 35.1.7. Disclose any perceived or actual material conflicts of interest;
 - 35.1.8. Ensure that the financial affairs of the Choir are managed responsibly; and
 - 35.1.9. Not allow the Choir to operate while insolvent;
 - 35.1.10. Not improperly use:
 - 35.1.10.1.1. information obtained because they are or were a Committee member, or
 - 35.1.10.1.2. their position of Committee member, to:
 - 35.1.10.1.2.1. gain an advantage for themselves or another person; or
 - 35.1.10.1.2.2. cause detriment to the Choir.
- 35.2. Committee members conflict of interest
 - 35.2.1. A Committee member will disclose to all the Committee members present at the Committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Committee meeting.
 - 35.2.2. The nature and extent of the interest will be disclosed at the next general meeting of the Choir.
 - 35.2.3. The disclosure of a conflict of interest by a Committee member will be recorded in the minutes of the Committee meeting.
 - 35.2.4. Each Committee member who has a material personal interest in a matter that is being considered at a Committee meeting (or that is proposed in a Committee circular resolution) will not, except as provided under clause 35.2.5 below:
 - 35.2.4.1. be present at the Committee meeting while the matter is being discussed; or
 - 35.2.4.2. vote on the matter;
 - 35.2.5. A Committee member may still be present and vote if:
 - 35.2.5.1. their interest relates to an insurance contract that insures, or would insure, the Committee member against liabilities incurred by the Committee member as a Committee member;
 - 35.2.5.2. the Committee members who do not have a material personal interest in the matter pass a resolution that:
 - 35.2.5.2.1. identifies the Committee member, the nature and extent of the Committee member's interest in the matter and how it relates to the Choir's affairs, and
 - 35.2.5.2.2. states that those Committee members who do not have a material personal interest in the matter are satisfied that the Committee member's material personal interest in the matter should not prevent the Committee

member from being present at the Committee meeting while the matter is being discussed or from voting on the matter.

36. Convenor

The Convenor has the following duties:

- 36.1. consulting with the Secretary regarding the business to be conducted at each Committee and general meeting;
- 36.2. convening and presiding at Committee meetings and presiding at general meetings as outlined in this Constitution;
- 36.3. holding all property books and records in hardcopy form, electronic form or a combination of forms, for which no other officer has responsibility; and
- 36.4. performing any other duty which may be required or is deemed to be necessary, owing to urgency, provided always that such action which is taken without prior approval must be consistent with the aims and objectives of the Choir and must be subject to ratification by the Committee.

37. Secretary

The Secretary has the following duties:

- 37.1. dealing with the Choir's correspondence;
- 37.2. consulting with the Convenor regarding the business to be conducted at each Committee meeting and general meeting;
- 37.3. preparing the notices required for meetings and for the business to be conducted at meetings;
- 37.4. unless another member is authorised by the Committee to do so, maintaining on behalf of the Choir in hardcopy form, electronic form or a combination of forms: -
 - 37.4.1. an up-to-date copy of this Constitution; and
 - 37.4.2. a record of Committee members and other persons authorised to act on behalf of the Choir;
- 37.5. ensuring the safe custody of the books of the Choir, other than the financial records, financial statements and financial reports, as applicable to the Choir;
- 37.6. maintaining full and accurate minutes of Committee meetings and general meetings; and
- 37.7. carrying out any other duty given to the Secretary under this Constitution or by the Committee.

38. Treasurer

The Treasurer has the following duties:

- 38.1. ensuring that any amounts payable to the Choir are collected and receipted for those amounts in the Choir's name;
- 38.2. ensuring that any amounts paid to the Choir are credited to the appropriate account of the Choir, as directed by the Committee;
- 38.3. ensuring that any payments to be made by the Choir that have been authorised by the Committee or at a general meeting are made on time;
- 38.4. ensuring the safe custody of the Choir's financial records, financial statements and financial reports, in hardcopy form, electronic form or a combination of forms, as applicable to the Choir;
- 38.5. coordinating the preparation of the Choir's financial statements before their submission to the Choir's annual general meeting;
- 38.6. providing any assistance required by an auditor or reviewer conducting an audit or review of the Choir's financial statements or financial reports; and
- 38.7. carrying out any other duty given to the Treasurer under this Constitution or by the Committee.

39. Membership Officer

The Membership Officer has the following duties:

- 39.1. being first point of contact for prospective members and guiding prospective members through the process of joining the Choir;

- 39.2. taking membership applications to the Committee for a decision on membership and notifying potential members of the outcome of these decisions as per clause 15.
- 39.3. maintaining an attendance list of members at rehearsals and contacting members who are not attending rehearsals;
- 39.4. maintaining on behalf of the Choir in hardcopy form, electronic form or a combination of forms the register of members, and recording in the register any changes in the membership;
- 39.5. carrying out any other duty given to the Membership Officer under this Constitution or by the Committee

40. Music Coordinator

The Music Coordinator has the following duties:

- 40.1. coordination of the management of the musical content of the Choir's repertoire;
- 40.2. in consultation with the Music Director and the Committee, has power to perform all such acts and things as appear to be essential for the proper management of the musical contents of the Choir's repertoire;
- 40.3. undertaking role of or appointing a Music Librarian; who will be responsible for keeping up-to-date records of the Choir's sheet music collection and coordinate the availability of sheet music at the rehearsals of the Choir; and
- 40.4. carrying out any other duty given to the Music Coordinator under this Constitution or by the Committee.

Division 3 — Election of Committee members and tenure of office

41. How members become Committee members

A member becomes a Committee member if the member:

- 41.1. is elected to the Committee at a general meeting; or
- 41.2. is appointed to the Committee by the Committee to fill a casual vacancy under clause 47.

42. Nomination of Committee members

- 42.1. At least 28 days before an annual general meeting, the Secretary must send written notice to all the members:
 - 42.1.1. calling for nominations for election to the Committee;
 - 42.1.2. stating the number of Committee member positions which are available; and
 - 42.1.3. stating the date by which nominations must be received by the Secretary to comply with clause 42.2 below.
- 42.2. A member who wishes to be considered for election to the Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the annual general meeting.
- 42.3. The written notice must include a statement by another member in support of the nomination.
- 42.4. A member whose nomination does not comply with this clause is not eligible for election to the Committee unless the member is nominated under clause 44.2.2.

43. Term of office

- 43.1. The term of office of Committee members is for two years and begins when the member:
 - 43.1.1. is elected at an annual general meeting under clause 44; or
 - 43.1.2. is appointed to fill a casual vacancy under clause 47

- 43.2. Subject to clauses 45 and 46, a Committee member remains on the Committee for two years. Individual positions on the Committee are allocated annually by the Committee members following the annual general meeting.
- 43.3. A Committee member may be re-elected.
- 43.4. No member will be eligible to be a member of the Committee for more than three consecutive terms (6 years) unless agreed by the majority of members present at a general meeting.

44. Election of the Committee

- 44.1. At the Annual General Meeting members are elected as general Committee members, not to specific positions.
- 44.2. If the number of members nominating for Committee member positions is not greater than the number to be elected, the chairperson of the meeting:
 - 44.2.1. must declare each of those members to be elected to the Committee; and
 - 44.2.2. may call for further nominations from the members at the meeting to fill any positions remaining unfilled after the elections under clause 44.2.1 above.
- 44.3. If the number of members nominating for the Committee member positions is:
 - 44.3.1. greater than the number to be elected; or
 - the number of members nominating under sub-clause 44.2.2 above is greater than the number of positions remaining unfilled;then the members at the meeting must vote to decide the members who are to be elected to the position of Committee member.
- 44.4. The election will be by confidential ballot and will be conducted by the chairperson of the meeting.
- 44.5. A member who has nominated for a position may vote for himself or herself.

45. Resignation and removal from office

- 45.1. A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Convenor.
- 45.2. The resignation takes effect:
 - 45.2.1. when the notice is received by the Secretary or Convenor; or
 - 45.2.2. if a later time is stated in the notice, at the later time.
- 45.3. At a general meeting, the Choir may by resolution:
 - 45.3.1. remove a Committee member from office; and
 - 45.3.2. elect a member who is eligible under clause 34 to fill the vacant position.
- 45.4. A Committee member who is the subject of a proposed resolution under clause 45.3.1 above may make written representations (of a reasonable length) to the Secretary or Convenor and may ask that the representations be provided to the members.
- 45.5. The Secretary or Convenor may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

46. When membership of Committee ceases

A person ceases to be a Committee member if the person:

- 46.1. dies or otherwise ceases to be a member;
- 46.2. resigns from the Committee or is removed from office under clause 45;

- 46.3. becomes ineligible to accept an appointment or act as a Committee member under clause 34.2;
- 46.4. becomes permanently unable to act as a Committee member because of a mental or physical disability; or
- 46.5. fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

47. Filling casual vacancies

- 47.1. The Committee may appoint a member who is eligible under clause 34 to fill a position on the Committee that:
 - 47.1.1. has become vacant under clause 45; or
 - 47.1.2. was not filled by election at the most recent annual general meeting.
- 47.2. If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under clause 34 to fill the position within 14 days after the vacancy arises.
- 47.3. Subject to the requirement for a quorum under clause 54, the Committee may continue to act despite any vacancy in its membership.
- 47.4. If there are fewer Committee members than required for a quorum under clause 54, the Committee may act only for the purpose of:
 - 47.4.1. appointing Committee members under this clause; or
 - 47.4.2. convening a general meeting.

48. Validity of acts

The acts of a Committee or Sub Committee, or of a Committee member or member of a Sub Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a Sub Committee.

Division 4 — Committee meetings

49. Committee meetings

- 49.1. The Committee must meet at least six (6) times in each year on the dates and at the times and places determined by the Committee.
- 49.2. The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the annual general meeting at which the Committee members are elected.
- 49.3. At the first meeting after the annual general meeting, the Committee will allocate the roles stated in clause 33.1 and 33.2 to members of the Committee.
- 49.4. Special Committee meetings may be convened by the Convenor or any two (2) Committee members.

50. Notice of Committee meetings

- 50.1. Notice of each Committee meeting must be given to each Committee member in writing at least 48 hours before the time of the meeting.
- 50.2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 50.3. Unless clause 50.4 below applies, the only business that may be conducted at the meeting is the business described in the notice.

- 50.4. Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

51. Procedure and order of business

- 51.1. The Convenor will preside as chairperson of each Committee meeting.
- 51.2. If the Convenor is absent or is unwilling to act as chairperson of a meeting, the Committee members at the meeting must choose one of themselves to act as chairperson of the meeting.
- 51.3. The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- 51.4. The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- 51.5. A member who not a Committee member may attend a Committee meeting unless the Committee rules that that meeting, or part of a meeting should be held privately. Non-members may attend a Committee Meeting, or part of a meeting, if invited to attend by the Committee.
- 51.6. Questions from non-committee members attending a Committee meeting under clause 51.5 may be included as an agenda item or allowed at the discretion of the chairperson of the meeting.
- 51.7. A person attending a Committee meeting under 51.5:
- 51.7.1. has no right to any agenda, minutes or other documents circulated at the meeting; and
 - 51.7.2. must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - 51.7.3. cannot vote on any matter that is to be decided at the meeting.

52. Use of technology to be present at committee meetings

- 52.1. The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 52.2. A member who participates in a committee meeting as allowed under clause 52.1 above is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

53. Committee circular resolutions

- 53.1. The Committee may pass a circular resolution without a Committee meeting being held.
- 53.2. A Committee circular resolution is passed when 75% of the Committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 53.3 below.
- 53.3. Each Committee member may sign:
- 53.3.1. a single document setting out the resolution and containing a statement that they agree to the Committee circular resolution, or
 - 53.3.2. separate copies of that document, as long as the wording of the Committee circular resolution is the same in each copy.
- 53.4. The Choir may send a Committee circular resolution by email to the Committee members and the Committee members may agree to the Committee circular resolution by sending

a reply email to that effect, including the text of the Committee circular resolution in their reply.

54. Quorum for Committee meetings

- 54.1. Unless the Committee determines otherwise, the quorum for a Committee meeting will be 50% or more of total number of Committee members.
- 54.2. Subject to clause 54.5 below, no business is to be conducted at a Committee meeting unless a quorum is present.
- 54.3. A quorum must be present for the entire Committee meeting.
- 54.4. If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
 - 54.4.1. in the case of a special meeting the meeting lapses; or
 - 54.4.2. otherwise, the meeting is adjourned to a date, time and place within 10 days of the adjourned meeting.
- 54.5. If:
 - 54.5.1. a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under clause 54.4.2. above; and
 - 54.5.2. at least 2 Committee members are present at the meeting,
 - 54.5.3. those members present are taken to constitute a quorum.

55. Voting at Committee meetings

- 55.1. A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion. There is no casting vote.
- 55.2. A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- 55.3. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

56. Minutes of Committee meetings

- 56.1. The Secretary must ensure that minutes are taken and kept of each Committee meeting.
- 56.2. The minutes must record the following:
 - 56.2.1. the names of the Committee members present at the meeting;
 - 56.2.2. the name of any person attending the meeting under clause 51.5;
 - 56.2.3. the business considered at the meeting;
 - 56.2.4. any motion on which a vote is taken at the meeting and the result of the vote.
- 56.3. The minutes of a Committee meeting must be entered in the Choir's minute book within 14 days after the confirmation of the minutes at the next meeting.
- 56.4. The Choir's minute book may be held in a hard copy or electronic format.
- 56.5. The chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by:
 - 56.5.1. the chairperson of the meeting; or
 - 56.5.2. the chairperson of the next Committee meeting.
- 56.6. When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - 56.6.1. the meeting to which the minutes relate was duly convened and held; and
 - 56.6.2. the matters recorded as having taken place at the meeting took place as recorded; and
 - 56.6.3. any appointment purportedly made at the meeting was validly made.

Division 5 — Sub Committees and subsidiary offices

57. Sub Committees and subsidiary offices

- 57.1. To help the Committee in the conduct of the Choir's business, the Committee may, in writing, do either or both of the following:
- 57.1.1. appoint one or more Sub Committees;
 - 57.1.2. create one or more subsidiary offices and appoint people to those offices.
- 57.2. A member of the Committee will be nominated as an ex-officio member of each Sub Committee.
- 57.3. A Sub Committee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- 57.4. A person may be appointed to a subsidiary office whether or not the person is a member.
- 57.5. Subject to any directions given by the Committee:
- 57.5.1. a Sub Committee may meet and conduct business as it considers appropriate; and
 - 57.5.2. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

58. Delegation to Sub Committees and holders of subsidiary offices

- 58.1. In this clause **non-delegable duty** means a duty imposed on the Committee by the Act or another written law.
- 58.2. The Committee may, in writing, delegate to a Sub Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than:
- 58.2.1. the power to delegate; and
 - 58.2.2. a non-delegable duty.
- 58.3. A power or duty, the exercise or performance of which has been delegated to a Sub Committee or the holder of a subsidiary office under this clause, may be exercised or performed by the Sub Committee or holder in accordance with the terms of the delegation.
- 58.4. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- 58.5. The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 58.6. Any act or thing done by a Sub Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- 58.7. The Committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF CHOIR

59. General meeting

A general meeting is a meeting of the members of the Choir. There are two types of general meetings, namely:

- 59.1. an annual general meeting; and
- 59.2. a special general meeting.

60. Annual general meeting

- 60.1. The Committee must determine the date, time and place of the annual general meeting.
- 60.2. The Choir will hold an annual general meeting each calendar year:
 - 60.2.1. within 6 months after the end of the Choir's financial year, or
 - 60.2.2. within a longer period if the Commissioner so allows.
- 60.3. If the Choir requires the approval from the Commissioner to hold its annual general meeting within a longer period under clause 60.2.2 above the Secretary will ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- 60.4. The notice calling for an annual general meeting will specify that it is an annual general meeting of the Choir and will comply with 60.5 below.
- 60.5. The ordinary business of the annual general meeting is as follows:
 - 60.5.1. confirmation of the minutes of the previous annual general meeting;
 - 60.5.2. confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed);
 - 60.5.3. elect or appoint Committee members;
 - 60.5.4. receive the financial statements for the previous financial year; and
 - 60.5.5. receive:
 - 60.5.5.1. the review report on the financial statements for the previous financial year (if any); or
 - 60.5.5.2. the auditor's report on the financial statements for the previous financial year (if any).
- 60.6. Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

61. Special general meetings

- 61.1. Any meeting of members which is not an annual general meeting is a special general meeting.
- 61.2. The Committee may convene a special general meeting.
- 61.3. The Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- 61.4. The members requiring a special general meeting to be convened must:
 - 61.4.1. make the requirement by written notice given to the Secretary; and
 - 61.4.2. state in the notice the business to be considered at the meeting; and
 - 61.4.3. each sign the notice.
- 61.5. The special general meeting must be convened within 28 days after notice is given under clause 61.4.1 above and may only consider the business stated in the notice by which the requirement was made.
- 61.6. If the Committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- 61.7. The Choir must reimburse any reasonable expenses incurred by the members convening a special general meeting under clause 61.6 above.

62. Notice of general meetings

- 62.1. The Secretary or, in the case of a special general meeting convened under clause 61.3, the members convening the meeting, must give to each member:
 - 62.1.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

62.1.2. at least 14 days' notice of a general meeting in any other case.

62.2. The notice must:

62.2.1. specify the date, time and place of the meeting; and

62.2.2. indicate the general nature of each item of business to be considered at the meeting;
and

62.2.3. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Committee under clause 42.2; and

62.2.4. if a special resolution is proposed:

62.2.4.1. set out the wording of the proposed resolution; and

62.2.4.2. state that the resolution is intended to be proposed as a special resolution.

63. Proxies

63.1. Subject to clause 63.2, an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.

63.2. An ordinary member may be appointed the proxy for not more than 5 other members.

63.3. The appointment of a proxy must be in writing and signed by the member making the appointment.

63.4. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

63.5. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

63.6. If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —

63.6.1. that clearly identifies the person appointed as the member's proxy; and

63.6.2. that has been signed by the member.

63.7. Notice of a general meeting given to an ordinary member under clause 62 must —

63.7.1. state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and

63.7.2. include a copy of any form that the committee has approved for the appointment of a proxy.

63.8. A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.

63.9. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

64. Presiding member and quorum for general meetings

64.1. The Convenor must preside as chairperson of each general meeting.

64.2. If the Convenor is absent or is unwilling to act as chairperson of a general meeting, the Committee members at the meeting must choose one of themselves to act as chairperson of the meeting.

64.3. One third of members, or five members, whichever is the greater, personally present and entitled to vote will constitute a quorum for an annual general meeting or special general meeting.

64.4. No business is to be conducted at a general meeting unless a quorum is present.

64.5. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

64.5.1. in the case of a special general meeting the meeting lapses; or

- 64.5.2. in the case of the annual general meeting the meeting is adjourned to:
 - 64.5.2.1. a date and time within 10 days of the adjourned meeting; and
 - 64.5.2.2. the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

- 64.6. If:
 - 64.6.1. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under clause 64.5.2 above; and
 - 64.6.2. at least 2 members with full voting rights are present at the meeting,
 - 64.6.3. those members present are taken to constitute a quorum.

65. Adjournment of general meeting

- 65.1. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 65.2. Without limiting clause 65.1 above, a meeting may be adjourned:
 - 65.2.1. if there is insufficient time to deal with the business at hand; or
 - 65.2.2. to give the members more time to consider an item of business.
- 65.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 65.4. Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 62.

66. Voting at general meeting

- 66.1. On any question arising at a general meeting each member has one vote. And may vote personally or by proxy.
- 66.2. Except in the case of a special resolution, a motion is carried if a majority of the members with full voting rights present in person or by proxy at a general meeting vote in favour of the motion.
- 66.3. In the case of a special resolution, a motion is carried if a minimum of 75% of the members with full voting rights present in person or by proxy at a general meeting vote in favour of the motion.
- 66.4. If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- 66.5. For a person to be eligible to vote at a general meeting as member, the member must have:
 - 66.5.1. been a member at the time notice of the meeting was given under clause 62; and
 - 66.5.2. paid any fee or other money payable to the Choir by the member.

67. When special resolutions are required

- 67.1. A special resolution is required if it is proposed at a general meeting to:
 - 67.1.1. amend this constitution;
 - 67.1.2. amend the name of the Choir;
 - 67.1.3. affiliate the Choir with another body;
 - 67.1.4. transfer the incorporation of the Choir;
 - 67.1.5. voluntarily wind up the Choir;
 - 67.1.6. cancel the incorporation of the Choir, or
 - 67.1.7. request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

- 67.2. Clause 67.1 above does not limit the matters in relation to which a special resolution may be proposed.

68. Determining whether resolution carried

- 68.1. In this clause poll means the process of voting in relation to a matter that is conducted in writing.
- 68.2. Subject to clause 68.4 below, the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
- 68.2.1. carried; or
 - 68.2.2. carried unanimously; or
 - 68.2.3. carried by a particular majority; or
 - 68.2.4. lost.
- 68.3. If the resolution is a special resolution, the declaration under clause 68.2 above must identify the resolution as a special resolution.
- 68.4. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person or by proxy:
- 68.4.1. the poll must be taken at the meeting in the manner determined by the chairperson; and
 - 68.4.2. the chairperson must declare the determination of the resolution on the basis of the poll.
- 68.5. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 68.6. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- 68.7. A declaration under clauses 68.2 or 68.4 above must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

69. Minutes of general meeting

- 69.1. The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each general meeting.
- 69.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 69.3. In addition, the minutes of each annual general meeting must record:
- 69.3.1. the names of the members at the meeting;
 - 69.3.2. any proxy forms given to the secretary under clause 63.8;
 - 69.3.3. the financial statements or financial reports presented at the meeting, as referred to in clause 60.5.4; and
 - 69.3.4. any report of the review or auditor's report on the financial statements or financial reports presented at the meeting, as referred to in clause 60.5.5.
- 69.4. The minutes of a general meeting must be entered in the Choir's minute book within 14 days after the meeting is held.
- 69.5. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- 69.5.1. the chairperson of the meeting; or
 - 69.5.2. the chairperson of the next general meeting.
- 69.6. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:

- 69.6.1. the meeting to which the minutes relate was duly convened and held;
- 69.6.2. the matters recorded as having taken place at the meeting took place as recorded; and
- 69.6.3. any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

70. Source of funds

The funds of the Choir may be derived from annual membership fee, term fees, donations, fund-raising activities carried out in accordance with relevant legislation, grants, interest and any other sources approved by the Committee.

71. Control of funds

- 71.1. The Choir must open account(s) in the name of the Choir with financial institution(s) from which all expenditure of the Choir is made and into which all funds received by the Choir are deposited.
- 71.2. Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Choir.
- 71.3. The Committee may authorise the Treasurer to expend funds on behalf of the Choir up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 71.4. All cheques, drafts, bills of exchange, promissory notes, electronic instruments and other negotiable instruments of the Choir must be signed by:
 - 71.4.1. two (2) Committee members; or
 - 71.4.2. one Committee member and a person authorised by the Committee.
- 71.5. All funds of the Choir must be deposited into the Choir's account as soon as practicable after their receipt.

72. Payment of expenses

- 72.1. In order to receive reimbursement from the Choir's funds, members of the Choir and the Music Director will be required to obtain authorisation from the Committee before spending in excess of a specified amount at any one time and per individual item on behalf of the Choir. This amount is determined at the Annual General Meeting upon recommendation of the Treasurer and approval by a simple majority of the membership present.
- 72.2. The Committee as a whole, when spending more than a specified amount of the Association's funds at any one time and per individual item of expenditure, will notify the Membership at the next regular Choir rehearsal. The specified amount is determined at the Annual General Meeting upon recommendation of the Treasurer and approval by a simple majority of the members present.

73. Use of common seal

- 73.1. The Choir may decide to have a common seal on which its corporate name appears in legible characters.
- 73.2. If the Choir does decide to have a common seal under this clause:
 - 73.2.1. the secretary will ensure its safe custody; and
 - 73.2.2. it will only be used under resolution of the Committee.
- 73.3. The Choir will sign off on a document without using a common seal (if any) if the document is signed by 2 committee members.

- 73.4. The Choir will sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
- 73.4.1. any 2 committee members; or
 - 73.4.2. one committee member and another person authorised by the Committee.
- 73.5. The secretary will ensure that every use of the common seal is recorded in the minutes.

74. Financial statements and financial reports

- 74.1. For each financial year, the Committee must:
- 74.1.1. keep sufficient accounting (or financial) records so that the financial transactions and financial position of the Choir are correctly recorded; and
 - 74.1.2. kept these records in a way that will allow true and fair accounts (or financial statements) to be prepared from time to time, and so that these accounts can be conveniently audited if required.
- 74.2. If the Choir operates on a cash accounting basis for the financial year:
- 74.2.1. Without limiting clause 74.1 above, those requirements are the preparation of the financial statements which include:
 - 74.2.1.1. statement of all the monies received and paid during the financial year;
 - 74.2.1.2. reconciled statement of all bank account balances as at the end of the financial year; and
 - 74.2.1.3. statement detailing the Choir's total assets and liabilities as at the end of the financial year.
- 74.3. If the operates on an accrual accounting basis for the year:
- 74.3.1. Without limiting clause 74.1 above, those requirements are the preparation of the financial statements which include:
 - 74.3.1.1. statement of the income and expenditure for the financial year; and
 - 74.3.1.2. balance sheet.
- 74.4. These financial statements must be presented to the annual general meeting.
- 74.5. Without limiting clause 74.1 above; if:
- 74.5.1. decided by the Committee; or
 - 74.5.2. requested by the majority of members at a general meeting; or
 - 74.5.3. ordered by the Commissioner;
- the Choir's financial statements will be prepared for audit and that audit report will be submitted to the annual general meeting.

PART 8 - DISPUTES

75. Term used: member

In this Part **member**, in relation to a member who is expelled from the Choir, includes a former member whose membership ceased not more than 6 months before the dispute occurred.

76. Disputes arising under constitution

- 76.1. This clause applies to disputes:
- 76.1.1. between members; and
 - 76.1.2. between the Choir and one or more members that arise under the constitution or relate to the constitution.
- 76.2. The parties to a dispute will attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 76.3. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this clause by giving written notice to the secretary of the parties to, and details of, the dispute.

- 76.4. The Choir will hold a Committee meeting within 28 days after the secretary receives notice of the dispute under clause 76.3 above for the Committee to determine the dispute.
- 76.5. At the Committee meeting to determine the dispute, all parties to the dispute will be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- 76.6. The Secretary will inform the parties to the dispute of the Committee's decision and the reasons for the decision within 7 days after the Committee meeting referred to in clause 76.5 above.
- 76.7. If any party to the dispute is dissatisfied with the decision of the Committee, they may elect to initiate further dispute resolution procedures as set out in the constitution.

77. Mediation

- 77.1. This clause applies where:
 - 77.1.1. a person is dissatisfied with a decision made by the Committee under clause 76.6 or
 - 77.1.2. a dispute arises between a member or more than one member and the Choir and any party to the dispute elects not to have the matter determined by the Committee.
- 77.2. If a party to a dispute is dissatisfied with a decision made under clause 76.6 a party to a dispute may:
 - 77.2.1. provide written notice to the secretary identifying the parties to, and the details of, the dispute; and
 - 77.2.2. agree to, or request the appointment of, a mediator to resolve the dispute.
- 77.3. The secretary will then ensure that a mediator is appointed to resolve the dispute who will be:
 - 77.3.1. a person chosen by agreement between the parties to the dispute, or
 - 77.3.2. in the absence of agreement between the parties to the dispute, a mediator appointed by the Committee.
- 77.4. Where the dispute relates to a proposal for the suspension or expulsion of a member this clause does not apply until the procedure under clause 20 in respect of the proposed suspension or expulsion has been completed.
- 77.5. The party or parties requesting the mediation will pay the costs of the mediation.
- 77.6. The mediator can be a member provided the member is not a party to the dispute.
- 77.7. The parties to the dispute will attempt to settle the dispute by mediation in good faith.
- 77.8. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the date of the mediation.
- 77.9. The mediator, in conducting the mediation, will:
 - 77.9.1. give the parties to the mediation every opportunity to be heard,
 - 77.9.2. allow all parties to consider any written statement submitted by any party, and
 - 77.9.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- 77.10. The mediation will be confidential.
- 77.11. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

78. Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out clauses 76 and 77, any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

PART 9 — GENERAL MATTERS

79. Standing Orders

- 79.1. Provided that they are not inconsistent with this Constitution or the Act, the Committee may make, amend and repeal Standing Orders for the management of the Choir by way of an ordinary resolution at a Committee meeting.
- 79.2. Any Standing Orders made under clause 79.1 above do not form part of this Constitution and are not required to be lodged with the Commissioner.

80. Giving notices to members

- 80.1. In this clause recorded means recorded in the register of members.
- 80.2. A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and:
 - 80.2.1. delivered by hand to the recorded address of the member; or
 - 80.2.2. sent by prepaid post to the recorded postal address of the member; or
 - 80.2.3. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

81. Custody of books and securities

- 81.1. Subject to clause 81.2 below, the books and any securities of the Choir must be kept in the Secretary's custody or under the Secretary's control.
- 81.2. The financial records and, as applicable, the financial statements or financial reports of the Choir must be kept in the Treasurer's custody or under the Treasurer's control.
- 81.3. Clauses 81.1 and 81.2 have effect except as otherwise decided by the Committee.
- 81.4. The books of the Choir must be retained for at least 7 years.

82. Inspection of documents

- 82.1. A member may request to inspect:
 - 82.1.1. the register of members;
 - 82.1.2. the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Choir; or
 - 82.1.3. subject to clauses 82.2 and 82.3, the financial records, books, securities and any other relevant document of the Choir, including minutes of Committee meetings and any other record or document of the Choir.
- 82.2. The Committee may refuse to permit a member to inspect a document that records the minutes of a Committee meeting, subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
- 82.3. The Committee may refuse to permit a member to inspect records of the Choir that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Choir.
- 82.4. The member must contact the Secretary to make the necessary arrangements for the inspection.
- 82.5. The inspection must be free of charge.

- 82.6. The member may make a copy of, or take an extract from, a record or document referred to in clause 82.1.3 but does not have a right to remove the record or document for that purpose.
- 82.7. The member must not use or disclose information in a record or document referred to in clause 82.1.3) above except for a purpose:
- 82.7.1. that is directly connected with the affairs of the Choir; or
 - 82.7.2. that is related to complying with a requirement of the Act.
- 82.8. The Committee may require a member who requests access to records under clause 82.1 to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Choir's affairs.

83. Prohibited use of information on members register

A member will not use or disclose the information on the members register:

- 83.1. To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member);
- 83.2. To contact, send material to the Choir or a member for the purpose of advertising for political, religious, charitable or commercial purpose; or
- 83.3. For any other purpose unless the use of the information:
- 83.3.1. is approved by the Committee; and
 - 83.3.2. for a purpose directly connected:
 - 83.3.2.1. to the Choir's affairs; or
 - 83.3.2.2. to the provision of information to the Commissioner under the Act.

84. Publication by Committee members of statements about Choir business prohibited

A Committee member must not publish, or cause to be published, any statement about the business conducted by the Choir at a general meeting or Committee meeting unless:

- 84.1. the Committee member has been authorised to do so at a Committee meeting; and
- 84.2. the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

85. Use of Choir logo

The Choir logo, or any part thereof, may only be use with the authority of the Committee.

86. Distribution of surplus property on cancellation of incorporation or winding up

- 86.1. In this clause surplus property, in relation to the Choir, means property remaining after satisfaction of:
- 86.1.1. the debts and liabilities of the Choir; and
 - 86.1.2. the costs, charges and expenses of winding up or cancelling the incorporation of the Choir,
 - 86.1.3. but does not include books relating to the management of the Choir.
- 86.2. On the cancellation of the incorporation or the winding up of the Choir, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

87. Changes to the Constitution

An amendment to the constitution changing the Choir's:

- 87.1. name; or
- 87.2. object or purposes
- 87.2.1. does not become effective until:
 - 87.2.1.1. the required documents are lodged with the Commissioner, and
 - 87.2.1.2. the Commissioner's written approval of the changes is received by the Choir.