

# **RULES of the SECOND–WIND ENSEMBLE INCORPORATED**

**Registration number: A36276**

## **1 NAME**

The name of the association is the “SECOND–WIND ENSEMBLE INCORPORATED.” (the “Band”)

## **2 DEFINITIONS**

In these rules, unless the contrary intention appears –

“**Committee**” means the management committee of the Band;

“**Member**” means a financial member of the Band;

The “**Act**” means the Associations Incorporation Act 1985.

## **3 OBJECT**

- (1) To promote musical appreciation and education, especially of wind instruments.
- (2) To play together as a band for the musical pleasure of the members and to play at concerts and other similar gatherings.
- (3) To encourage participation in the activities of the Band amongst adults in the community.

## **4 POWERS**

The association shall have all the powers conferred by section 25 of the Act to further the objects of the Band.

## **5 MEMBERSHIP**

### **5.1. Types**

- (1) Any person who wishes to participate in the activities of the Band and who is accepted as suitable for membership by the Committee is eligible for membership as an ordinary member.
- (2) An application for membership shall be in writing and in such form as the Committee decides. Upon acceptance of the application by the Committee and the applicant undertaking to make the payments set out in rule 5.2, the applicant shall be a member of the Band.
- (3) The Committee shall award Life Membership to members who meet the criteria as outlined in the Member Recognition Policy. Nominations are accepted from members and a decision is by committee majority. Life members are exempt from paying annual fees.

### **5.2. Membership fees**

- (1) Every member shall pay the membership fee determined by the Committee and announced at the Annual General Meeting, provided that the members in general meeting may substitute a different membership fee.
- (2) Unless otherwise determined, the membership fee shall consist of:
  - a) An annual fee for any year or part year the member attends;

- b) A term fee for every term the member attends. This fee can be reduced by the Committee on the request of the member if the member is absent for all of part of the term.
- (3) All new members will pay a joining fee.
- (4) Any member whose membership fee (or part thereof) is outstanding for more than 3 months without prior approval of the Committee, shall cease to be a member of the Band, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

### **5.3. Resignation**

A member may resign from the Band by giving written notice thereof to the secretary. Any member so resigning is liable for any outstanding membership fees, which may be recovered as a debt due to the band.

### **5.4. Register of members**

A register of members must be kept and contain:

- a) the name and address, email address and phone number of each member;
- b) the date on which each member was admitted to, or resigned from, the association
- c) the date of and reason(s) for termination of membership (if applicable).

### **5.5. Expulsion of a member**

- (1) Subject to giving a member and any witness for the member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Band.
- (2) Particulars of the charge shall be communicated to the member at least 28 days before the meeting of the Committee at which the matter will be considered.
- (3) The determination of the Committee shall be communicated to the member and in the event of an adverse determination, the member shall, subject to sub-rule (4), cease to be a member 14 days after the Committee has notified its determination to the members.
- (4) A member may appeal the expulsion to the Band at a general meeting. A notice of appeal must be communicated to the secretary within 14 days after the determination of the Committee has been communicated to the member
- (5) In the event of an appeal being notified under sub-rule (4) the appellant's membership of the Band shall not be terminated unless the determination of the Committee to expel the member is upheld by members of the Band in a general meeting after the appellant has been heard, and in such event membership is terminated at the date of the general meeting at which the determination of the Committee is upheld.

### **5.6. Responsibilities of Members**

- (1) New members will be given access to a copy of the Band Rules and Policies.
- (2) Members are expected to abide by the Band Rules and Policies.

## **6 THE COMMITTEE**

### **6.1. Powers and duties**

- (1) The affairs of the Band shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as may be required to carry out the objects of the Band and are not by the Act or by these rules required to be carried out by the Band in general meeting.
- (2) The committee has the management and control of the funds and other property of the association.
- (3) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- (4) The committee shall appoint a public officer as required by the Act.

### **6.2. Appointments**

- (1) The Committee shall be comprised of –
  - President
  - Secretary
  - Treasurer
  - Musical Director; and
  - 2 to 4 Committee members;All of whom shall be members of the Band
- (2) The Committee may appoint such officers including a public officer and employees as are needed to carry out the objects of the Bands, and may delegate any of its powers to such officers and employees, subject to its overriding control.
- (3) For the appointment of a musical director of the Band, the Committee shall make a recommendation of appointment which the members shall ratify or reject at a general meeting of the Band.
- (4) At each annual general meeting all of the members of the Committee shall retire and are eligible for reappointment.
- (5) The Committee may appoint a member to fill a causal vacancy and that member shall hold office until the next annual general meeting of the Band and is eligible for reappointment.
- (6) A retiring Committee member is eligible for re-election without nomination. No other member is eligible for election unless a member of the Band has nominated him/her and the nominee signifies a willingness to stand for election.
- (7) Notice of all persons seeking election to the Committee shall be given to all members of the Band present as a general meeting of the Band before the meeting at which the election is to take place.
- (8) If only the required number of persons are nominated to fill existing vacancies, then those persons are deemed to be duly elected as the Committee members.

### **6.3. Termination of office**

The office of a Committee member becomes vacant if that member:

- a) Is disqualified by the Act;
- b) Is expelled as a member of the Band under these rules;
- c) Becomes permanently incapacitated by ill health;
- d) Is absent without apology from more than 3 consecutive Committee meetings, or more than 3 Committee meetings in a financial year;
- e) Resigns by notice in writing to the Committee.

### **6.4. Proceedings of Committee**

- (1) The Committee shall meet together for the dispatch of business as often as it deems fit, but at least twice every 6 months.
- (2) A quorum for a meeting of the Committee is 3 members.
- (3) The President of the Committee will act as the chairperson, or in their absence will appoint another member of the Committee to act as chairperson.
- (4) Questions arising at any Committee meeting shall be decided by a majority of votes and, in the event of a tie, the chairperson shall have a casting vote in addition to a deliberative vote.
- (5) A member of the Committee who has direct or indirect pecuniary interests in a contract or proposed contract with the Band must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote in respect to that contract.

## **7 FINANCES**

### **7.1. Financial year**

The financial year shall end on 31 December in each year.

### **7.2. Reports**

The accounts, together with the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

### **7.3. Financial transactions**

All payments from the Band's bank account shall be authorised by the Treasurer and one other Committee member or in such other manner as the Committee determines.

## **8 MEETINGS**

### **8.1. Proceedings**

- (1) The chairperson of the Committee shall preside as chairperson at any meeting of the association.
- (2) If the chairperson is absent at an annual general meeting, they can nominate another member of the Committee to be chairperson.
- (3) If the chairperson is not present within five minutes after the time appointed for holding a general meeting, or they are present but decline to take or retires from the

chair, the members may choose a Committee member or one of their own number to be the chairperson of that meeting.

- (4) A quorum is 20 financial members, or, if there are less than 20 financial members, then the total number of financial members.

## **8.2. Annual general meeting**

- (1) The committee shall call an annual general meeting in accordance with the Act and these rules
- (2) The annual general meeting of the Band shall be held in the month of February or as soon thereafter as possible.
- (3) The order of the business at the annual general meeting shall be:
  - a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
  - b) the consideration of the accounts;
  - c) the reports of the Committee;
  - d) the appointment of Committee officers and members ;
  - e) any other business requiring consideration by the Band in general meetings.
- (4) Any items for general discussion may be dealt with at an annual general meeting without notice unless the chairperson of the meeting declares that prior notice must be given to members, in which case the secretary shall give notice to members that the matter shall be dealt with at the next meeting for the Band.

## **8.3. General meeting**

- (1) The Committee shall call a general meeting of the Band at any time.
- (2) Upon request in writing of not less than 5 members, the Committee shall, within 28 days of the receipt of the request, convene a general meetings for the purpose specified in the request.
- (3) Every request for a general meeting shall be signed by the members requesting the meeting and shall state the purpose of the meeting.
- (4) Subject to rule (5) at least 7 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- (5) Notice of a meeting at which a special resolution is to be proposed shall be give at least 14 days prior to the date of the meeting.
- (6) A notice may be given by the Band to any member by serving the member with the notice personally, by email, or by sending by post to the address appearing in the register of members.
- (7) At any general meeting, a resolution put to a vote shall be decided on a show of hands (except for the election of office bearers and Committee which shall be by secret ballot) and a declaration by the chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of

the fact, without proof of the number or proportion of the votes in favour of, or against, the resolution.

- (8) Subject to sub-rule (9) all resolutions shall be decided by a majority of votes of all members present at a meeting
- (9) In the case of the special resolution, a majority of not less than three quarters of the members present at the general meeting is required.
- (10) The association may be wound up by special resolution in the manner provided for in the Act. If, after the winding up of the association, there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- (11) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

## **9 MINUTES**

- (1) Proper minutes of all proceedings of the Band and of meetings of the Committee shall be entered, within 1 month after the relevant meeting, in minute books or electronic means set up for the purpose.
- (2) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting
- (3) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place, or by the chairperson of the next succeeding meeting.
- (4) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10 ALTERATION/AMENDMENT**

- (1) Subject to approval by special resolution of the members, these rules may be altered (including alteration to the name) or be rescinded and replaced by substitute rules.
- (2) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- (3) The registered rules shall bind the Band and every member.

## **11 INDEMNITY**

- (1) To the extent permitted by law, the Band hereby –

- (a) Indemnifies a person who is or who has been an officer of the Band against a liability incurred by the person as such an officer to another person;
  - (b) Indemnifies a person who is or has been an officer of the Band against any liability incurred by the person in defending any proceedings, whether civil or criminal, in which judgement of given in favour of the person or in which the person is acquitted
- (2) To the extent permitted by law, the Band may pay, or agree to pay, at the discretion of the Committee, an insurance premium in respect of insuring a person who is or has been an officer of the Band against liability incurred by the person as such an officer.
  - (3) For the purposes of this section, “**officer**” means each person set out in the definition of officer in section 3 of the Act and the musical director.

## **12 SEAL**

- (1) The Band shall have a common seal.
- (2) The seal shall not be used without the express authorisation of the Committee. The affixing of the seal shall be witnessed by any 2 of –
  - President
  - Secretary
  - Musical Director
- (3) The seal of the Band shall be kept by the secretary.

Signed:

Christopher Say

Public Officer

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