

THE LLEWELLYN CHOIR INCORPORATED

CONSTITUTION

1. Name and Interpretation

(1) "The Llewellyn Choir Incorporated" shall be an Association pursuant to and for the purposes of the Associations Incorporation Act 1991 and the Associations Incorporation Regulations.

(2) In this Constitution and in documents authorised by or under this Constitution, unless the contrary intention appears -

"Act" means the Associations Incorporation Act 1991;

"Choir" means The Llewellyn Choir Incorporated";

"Committee" means the Committee pursuant to Clause 9'

"Committee Member" means a member of the Committee;

"General Meeting" means a meeting of the members convened in accordance with Clause 17 and includes a Special General Meeting, Extraordinary General Meeting and, unless otherwise specified, Annual General Meeting;

"Member" means a member of the Choir who is either a singing member, as described in Clause 4(1), a non-singing member as described in Clause 4(2), or an honorary member as described in Clause 4(3);

"Membership Year" means a period commencing on 1 January in any year and ending on 31 December in the same year;

"Section" means one or more of the vocal sections of the Choir, namely Soprano, Contralto, Tenor, Bass;

"Model Rules" means the rules prescribed pursuant to paragraph 127(1)(a) of the Act;

"Regulations" means the Associations Incorporation Regulations;

"School" means the Canberra School of Music; and words of expression shall be interpreted in accordance with the Interpretation Act 1967.

2. Objects

(1) The Objects of the Choir shall be:

(a) to encourage community involvement with the School in choral music;

(b) to improve the standard and enjoyment of the performance of choral music;

- (c) to encourage participation in choral activity by members of the community and, in particular, students of the School;
- (d) to promote greater musical understanding amongst members and the community at large;
- (e) to perform from time to time as a choir at public concerts, recitals, on radio or television within Australia or overseas;
- (f) to join from time to time with one or more other choirs or music groups in public performances;
- (g) to assist in the promotion of choral music events and activities;
- (h) to provide assistance to singers;
- (i) to encourage the education and advancement of learning in the art of singing choral music;
- (j) to provide, as appropriate, performance opportunities for solo singing in public performance by students of the School; and
- (k) to work with and assist other musicians in Canberra.

3. Powers

- (1) The Choir shall have power to do all things which the Committee considers necessary or convenient for the purpose of carrying out the Objects specified in Clause 2, or which are incidental to the attainment of those Objects. Without limiting the generality of the foregoing, the Choir shall have power in particular to:
- (a) raise funds to sustain the Objects of the Choir;
 - (b) acquire any real or personal property deemed necessary or convenient for the purposes of the Choir;
 - (c) accept any gift, whether subject to special trust or not, for any one or more of the Objects of the Choir;
 - (d) promote the activities of the Choir through printed and other media;
 - (e) invest any moneys of the Choir;
 - (f) co-operate with other choirs, orchestras and associations;
 - (g) encourage the establishment of an auxiliary body, whether corporate or not, to engage in trading or other profitable activities for the purpose of financially assisting the Choir in pursuance of its Objects; and
 - (h) do such things as are incidental to any of the power stated in this Clause.

4. Membership

(1) Membership as a singing member shall be open to any person subject to the following conditions:

- (a) satisfactory audition by the Music Director;
- (b) payment of the membership fee;
- (c) ongoing commitment to (i) attend rehearsals regularly, (ii) be available for performances, and (iii) promote concerts of the Choir and if possible sell tickets in respect thereof;
- (d) acquisition of a uniform of the Choir when required.

(2) Membership as a non-singing member is available to a person who supports the Objects of the Choir, subject to payment of the membership fee.

(3) A person who provides substantial meritorious service to the Choir may be appointed as an honorary member subject to

(a) recommendation by the Committee including a recommendation as to the term of the appointment; and

(b) approval of the recommended appointment and the term thereof by a General Meeting.

(4) The Music Director shall be an honorary member during the currency of his or her term of appointment. Such honorary membership shall not preclude the Music Director from receiving remuneration for his or her services in that capacity.

(5) Honorary members are entitled to attend and vote at General Meetings of the Choir.

(6) Honorary members may be elected to the Committee.

5. Membership Fee

(1) The entrance fee to the Choir is Nil or, if any other amount has been determined or approved by a General Meeting, such other amount.

(2) Subject to clauses 5 (2a) and 5 (2b), the annual membership fee of the Choir is as determined or approved by a General Meeting.

(2a) The annual membership fee for aged, invalid or unemployed persons currently in receipt of an Australian Government social security benefit or for any other person who, to the satisfaction of the Treasurer, is experiencing financial difficulty, is \$25 or, if any other amount has been determined or approved at a General Meeting, such other amount.

(2b) The annual membership fee for persons holding current identification issued by a recognised educational institution indicating the person's status as a full-time student at that institution, is Nil or if any other amount has been determined or approved by a General Meeting, such other amount.

(3) Membership fees are due and payable by 31 March in any Membership Year.

(4) The membership fee for a person who joins the Choir after 1 August in any Membership Year may be determined by the Treasurer to be in proportion to the fee applicable to that Membership Year. The membership fee of a person who joins the Choir after 31 March is due and payable within one calendar month of so joining the Choir.

(5) The Committee may, for reasons which it thinks sufficient, extend the time for payment of a membership fee.

6. Members' Liability

(1) The liability of a member to contribute towards the payment of the debts and liabilities of the Choir or the costs, charges and expenses of a winding up of the Choir is limited to the amount, if any, unpaid by the member in respect of membership fees as required by Clause 5.

7. Termination of Membership

(1) A member may terminate his or her membership by voluntary resignation notified in writing addressed to the Secretary.

8. Suspension and Expulsion

(1) Where the Committee is of the opinion that a member:

(a) fails, without reasonable excuse or advance notification of an apology, to attend three consecutive rehearsals;

(b) fails, without reasonable excuse or advance notification of an apology, to appear in a public performance of the Choir;

(c) fails to comply with any condition of membership;

(d) acts against the Objects of the Choir;

(e) engages in conduct which is likely to affect adversely the good name and reputation of the Choir in the general community;

the Committee may, by resolution, expel the member from the Choir or suspend the member from such rights and privileges of membership of the Choir as the Committee may determine for a specified period.

(2) The procedure in connection with the notices, hearings and appeals shall be in accordance with the Model Rules.

(3) A person making representations to the Committee or making an appeal in accordance with the Model Rules is entitled to obtain such advice as he or she may require but shall not be entitled, without the consent of the Committee, to be legally represented in any hearing by the Committee or in an appeal.

9. The Committee

(1) The Committee shall consist of 14 members as determined in Clauses 9(2), 9(3) and 9(4).

(2) The following Committee Members shall be elected by the members at an Annual General Meeting :

President, Secretary, Treasurer, Assistant Treasurer, Choir Steward, Stage Manager, Publicity Manager, Concert Manager, Librarian.

(3) A Section Representative for each Section shall be elected by the members of each such Section and the names of such Section Representatives shall be announced at the Annual General Meeting. The duly elected Section Representatives shall be Committee Members.

(4) The Music Director shall be a Committee Member.

(5) The Director for the time being of the Canberra School of Music or his or her delegate shall be an ex-officio Committee Member.

(6) The Immediate Past President of the Choir shall be an ex-officio Committee Member for a period of one year following his or her term as President or until his or her membership is terminated by any means whichever first occurs.

(7) Ex-officio Committee Members shall not be required to attend meetings of the Committee nor shall they be liable in respect of any decision taken by the Committee.

(8) Outgoing Committee Members shall be eligible for re-election.

(9) In the event of a casual vacancy occurring in the Committee, the Committee may appoint a member to fill the vacancy, and the member so appointed shall hold office, subject to this Constitution, until the Annual General Meeting following the date of his or her appointment. In the event that the vacancy is a Section Representative position, the vacancy shall be filled by a method in accordance with Clause 9(3) with the exception that an announcement of the filled vacancy at an Annual General Meeting shall not be required.

(10) The Committee may co-opt a member to assist it for any period of its term of office.

(11) The duties of the Committee shall be to manage and administer the business and affairs of the Choir as considered appropriate or necessary by the Committee or as directed as to general policy by a General Meeting.

(12) A casual vacancy shall not invalidate the proceedings of the Committee.

(13) The term of office of the Committee is the period from an Annual General Meeting to the next succeeding Annual General Meeting.

(14) The times and meeting places of the Committee shall be as notified by the Secretary from time to time.

(15) The quorum for a meeting of the Committee shall be eight.

(16) At meetings of the Committee and at General Meetings, the President shall preside when present. In the absence of the President, at any meeting, members present at that meeting shall elect one of the members present to preside. The presiding officer may vote at the meeting. In the case of an equality of votes at any meeting, the presiding officer of the meeting shall have a second or casting vote.

(17) The Secretary shall conduct the correspondence of the Choir, keep a record of the proceedings of all meetings, and issue and receive all requisite notices.

(18) The office of a Committee Member shall be deemed vacant if that Committee Member:

(a) ceases to be a member;

(b) is absent without leave from the Committee for three consecutive meetings of the Committee;

(c) resigns from the Committee by notice in writing addressed to the Secretary;

(d) dies;

(e) become bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors; or

(f) becomes of unsound mind.

10. Custody and Inspection of Books

(1) Subject to the Act, the Regulations and Clauses 10(2) and 10(3), the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Choir.

(2) The Treasurer may keep in his or her custody or under his or her control the records, books and other documents relating to the financial affairs of the Choir.

(3) The Committee may nominate a member to keep in his or her custody or under his or her control such records, books and other documents as it considers expedient.

(4) The Secretary shall maintain a register of the records, books and other documents kept in the custody or under the control of the Treasurer or other members and shall include therein the name, address and telephone number of such Treasurer or other members.

(5) A member may, by notice in writing addressed to the Secretary, demand that the Committee make available for inspection by him or her such records, books and other documents of the Choir as nominated in the notice and the Committee shall comply with such demand within 21 days of the date of the notice and thereupon make such nominated records, books and other documents open to inspection by the member at a place in the Australian Capital Territory, free of charge, at any reasonable hour.

11. Funds - Source and Management

(1) The income and property of the Choir, however derived, shall be applied solely towards the promotion of the Objects of the Choir and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise by way of profit, to any member. Nothing in this Clause shall prevent the payment in good faith to a member for goods supplied or services rendered to the Choir at the request of the Committee.

(2) The funds of the Choir may be derived from any source reasonably and legally available to the Choir.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer, Assistant Treasurer or any other Committee Member so authorised by the Committee. The details of transaction so made shall be submitted to the Committee for ratification at each Committee meeting.

12. Accounts

(1) Accounts shall be kept of all moneys received and paid on behalf of the Choir and of the assets and liabilities of the Choir.

(2) The financial year of the Choir shall commence on 1 January in each year and shall end on 31 December in the same year.

(3) Before the end of the period within which the Annual General Meeting of the Choir is required to be held, the Committee shall cause a Statement of Accounts of the Choir to be prepared.

(4) The Statement of Accounts shall not be misleading and shall give a true and fair account of:

(a) the income and expenditure of the Choir during the most recently ended financial year of the Choir;

- (b) the assets and liabilities of the Choir at the end of that financial year;
- (c) any matters prescribed by legislation governing an incorporated association; and
- (d) such other statements, notes or explanations as determined by the Committee from time to time.

13. Auditor

- (1) A qualified accountant who is not a member shall be appointed at each Annual General Meeting as the Auditor of the Choir.
- (2) The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- (3) If an Auditor is not appointed at an Annual General Meeting, or if an appointed Auditor becomes unable to carry out the audit called for in Clause 14, the Committee shall appoint an Auditor to carry out such an audit.

14. Audit of Accounts

- (1) At least once in each year, the accounts of the Choir shall be examined by the Auditor.
- (2) Upon completion of the audit, the Auditor shall provide a report in accordance with Section 76 of the Act.
- (3) The Committee may attach to the notice of the Annual General Meeting forwarded to member the audited Statement of Accounts together with the Auditor's report thereon if such audited Statement of Accounts and Auditor's report are available at the time of forwarding the notice.

15. Music Director

- (1) There shall be a Music Director of the Choir, who shall be appointed upon mutual agreement between the Committee and the Director for the time being of the School.
- (2) The term of appointment of the Music Director shall be determined by mutual agreement between the Music Director and the Committee.
- (3) The Music Director shall be entitled to receive remuneration to be determined by mutual agreement between the Music Director and the Committee.

16. Accompanist

- (1) There shall be an Accompanist for the Choir, who shall be appointed by the Committee on the recommendation of the Music Director for a term determined by mutual agreement between the Accompanist and the Committee.

(2) The Accompanist shall be entitled to receive remuneration to be determined by mutual agreement between the Accompanist and the Committee.

17. General Meetings

(1) In respect of all General Meetings:

(a) The Committee shall notify members at least twenty-one (21) days before the meeting, specifying the business to be dealt with and the time, date and place of the meeting.

(b) The quorum shall be one third of the financial members of the Choir at the time of the meeting.

(c) If, thirty (30) minutes after the scheduled commencement time for a General Meeting, a quorum is not present, the meeting shall be deferred until the same time and place seven (7) days hence. The quorum of such deferred meeting shall be thirty (30) members, or one-half of the total number of members at the time of such deferred meeting, whichever is less. If, thirty (30) minutes after the commencement time for a deferred General Meeting, a quorum is not present, the meeting shall lapse.

(d) Each member shall be entitled to one vote. No member is entitled to vote by proxy. Subject to Clauses 18 and 21, approval of a proposed resolution is to be determined by a majority of members present and voting.

(2) The Annual General Meeting shall be held within five months of the end of the financial year.

(3) A written nomination shall be lodged for each position on the Committee, and shall be signed by three members as the Proposer, Secunder and Nominee. A nomination is duly lodged if received by the Secretary at least seven (7) days prior to the Annual General Meeting. If, for a particular position, no nomination has been duly lodged, nominations from the floor of the Annual General Meeting may be accepted for that position, if the nominee consents.

(4) The business of the Annual General Meeting shall be:

(a) to confirm the minutes of any General Meeting held since the previous Annual General Meeting;

(b) to receive and adopt reports of the President and Music Director;

(c) to receive and adopt the Treasurer's report which shall include the audited annual Statement of Accounts together with the Auditor's report thereon;

(d) to elect the Committee;

(e) to appoint the Auditor for the next succeeding financial year and determine his or her remuneration;

(f) to determine the membership fee for the next Membership Year; and

(g) to consider notices of motion given in accordance with Clause 17(5).

(5) Subject to Clauses 18 and 21, notices of motion proposed to be put to a General Meeting shall, not less than fourteen (14) days before the meeting, be given in writing to the Secretary for distribution to members not less than seven (7) days before the meeting and the Secretary shall so distribute such notices of motion.

(6) At any time, the Committee may call a General Meeting to consider specific business nominated by the Committee.

(7) A member may request the Committee to call a General Meeting. Such request shall:

(a) be in writing, signed by the member requesting the meeting together with at least ten (10) other members; and

(b) specify the business which the member wishes to bring forward at the requested General Meeting.

(8) The Committee shall, within thirty (30) days of receipt of such a request in accordance with Clause 17(7), cause a General Meeting to be called.

18. Alterations to the Constitution

(1) This Constitution may be altered by a General Meeting.

(2) A resolution to alter this Constitution shall be determined by a majority of three-quarters of members present and voting at a General Meeting.

(3) Alterations to this Constitution shall not become operative unless and until such alterations are notified to the Registrar of Incorporated Associations in the Australian Capital Territory.

19. Common Seal

(1) The common seal of the Choir shall be kept in the custody of the Secretary.

(2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two Committee members.

20. Notices to Members

(1) Any notice required by this Constitution to be given to a member may be either handed to that member, transmitted by means of electronic transfer or forwarded by prepaid letter post in an envelope addressed to the member's last known place of abode or business. A notice forwarded by prepaid letter post as aforesaid shall be

deemed to have been received by such member by not later than the second day after being so posted.

21. Winding Up Of the Choir

(1) A General Meeting called for the purpose of considering the winding up of the Choir may, by majority vote of three-quarters of the members present and voting, resolve to discontinue the activities of the Choir, and thereupon action shall be commenced by the Committee for the dissolution and winding up of the Choir.

(2) If upon a winding up or dissolution of the choir, there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members but shall be given or transferred to the Canberra Institute of the Arts for use within that body by the Canberra School of Music, provided that these organisations are eligible for tax deductibility of donations under Subdivision 30-B, Section 30-100 of the *Income Tax Assessment Act 1997*.

(3) In the event that at the time of distribution of residual property, the Canberra Institute of the Arts or the Canberra School of Music are no longer in existence, or are not eligible as defined in Subsection (2), such residual property shall be given or transferred to another organisation or organisations having the same or similar objects to those of the choir and whose rules shall prohibit the distribution of its or their income among its members. Such organisation or organisations must 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 Act. Within these constraints, such organisation or organisations are to be determined at the sole discretion of the parties responsible for the winding up of the choir.

22. Public Fund

(1) The Choir may establish and maintain a fund designated as 'Public Fund' (the fund) and listed on the Register of Cultural Organisations.

(2) The fund shall receive only donations which, when deposited into the fund:

(a) shall be kept separate from other funds of the choir, and

(b) shall be used only to further the Objects of the choir.

(3) Investment of monies in the fund shall be made in accordance with guidelines for public funds as may be issued by the Australian Tax Office.

(4) The fund shall be administered by the Committee, or a subcommittee of the Committee, a majority of whom must have, because of their tenure of some public office or their professional standing, an underlying community responsibility, as distinct from obligations solely in regard to the objects of the Choir.

(5) No monies or other assets of this fund shall be distributed to members or office bearers of the Choir, except as reimbursement for out-of-pocket expenses incurred on behalf of the fund, or as proper remuneration for administrative services approved by the Committee.

(6) The Department responsible for the administration of the Register of Cultural Organisations must be notified of any proposed amendments or alterations to provisions for the fund, to assess the effect of any amendments on the fund's continuing Deductibility Gift Recipient status.

(7) Receipts for gifts to the public fund shall state:

(a) the name of the fund,

(b) that the receipt is for a gift to the fund,

(c) the Australian Business Number of the choir, and

(d) any other matters required to be included on the receipt by the *Income Tax Assessment Act 1997*.

(8) If, upon the winding up or dissolution of the fund, there remains after satisfaction of all its debts and liabilities any property or funds, that property or funds shall not be paid or distributed among choir members but shall be given or transferred to some other fund, authority or institution:

(a) having similar objects to the objects of the choir,

(b) whose rules prohibit the distribution of the funds from the public fund, or its own funds, among members of the choir, or its own members; and

(c) which is eligible for tax deductibility of donations under Subdivision 30-B, section 30-100 of the *Income Tax Assessment Act 1997* and is listed on the Register of Cultural Organisations maintained under the Act.

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