

# GCYO Constitution

Effective June 2011



gold coast  
youth orchestra

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THE CONSTITUTION OF  
GOLD COAST YOUTH ORCHESTRA INC.

**1.0 NAME**

The name of the incorporated association is GOLD COAST YOUTH ORCHESTRA INC. (in these Rules called “the Association”)

**2.0 OBJECTS**

The objects for which the Association is established are:

- 2.1 To promote and foster scholarship, interest, enthusiasm and social welfare of youth in the learning, playing and appreciation of music in ensemble or other forms.
- 2.2 To promote participation and contribution by youth as a group or individually in cultural activity anywhere in Australia.
- 2.3 To promote and present public concerts by Performer Members as a group or individually or in collaboration with other youth orchestras, professional orchestras, student musicians or professional musicians anywhere in Australia.
- 2.4 To promote and conduct seminars, tutorials, camps, vacation schools of music for Performer Members in collaboration with other youth orchestras or independently.
- 2.5 To establish, provide and maintain facilities and resources which encourage, improve and develop the performance and appreciation of music by Performer Members.
- 2.6 To enable and improve communication between Performer Members and other individuals or organisations engaged in the performance of music and for the performance of public concerts by Performer Members or such other organisations or persons as the Management Committee may determine from time to time and to enable the conduct of the affairs of the Association.

**3.0 POWERS**

The powers of the Association are:

- 3.1 To take over the funds and other assets and the liabilities of the present unincorporated association known as the 'Gold Coast Youth Orchestra'.
- 3.2 To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association by virtue of rule 36.11

3.3 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.

3.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

3.5 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attachment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

3.6 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Association.

3.7 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities or promotion of the Association or in the furtherance of its objects.

3.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

3.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.

3.10 To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.

3.11 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

3.12 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper (including but not limited to by way of public appeal, sponsorships, festivals, productions, presentations, concerts,

displays, functions, sales or exhibitions) and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities.

3.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

3.14 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

3.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.

3.16 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4).

3.17 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

3.18 To print and publish any newspapers, periodicals, websites, books or leaflets, including in electronic media, that the Association may think desirable for the promotion of its objects.

3.19 In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 36.11.

3.20 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.

3.21 In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.

3.22 To make donations for charitable or community purposes.

3.23 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **4.0 CLASSES OF MEMBERS**

4.1 The membership of the Association shall be open to all persons interested in and supporting the objects of the Association and shall consist of the following classes of members. The number of members in each class shall be unlimited.

a) Performer Member

A player of a musical instrument who has passed an audition by the Music Director or their nominee/s and participates in the orchestral and other music activities of the Association.

b) Associate Member

Past Performer Members and parents of present Performer Members may be Associate Members. In the case of one or more Performer Members under the age of 18 years in one family, one parent or guardian of such Performer Member or Members shall be required to be an Associate Member. Associate Members are required to pay \$20 per annum fee.

c) Supporting Member

A person or organisation or body corporate interested in musical education, the encouragement of musical talent and the development of musical appreciation of individuals and the community. Supporting Members are required to pay \$20 per annum fee.

d) Honorary Life Members

A person whose service over a period of years to the Association is recognised by the granting of honorary life membership.

4.2 Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in the sub rule (1)) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

4.3 Performer Members must pass an annual audition on their instruments and meet such requirements as are recommended by the Music Director and approved by the Management Committee.

4.4 Nominations for Honorary Life Membership shall be made in writing to the Management Committee by two members of the Association. Election shall be by majority of vote of those present and voting at a meeting of the Management Committee.

## **5.0 MEMBERSHIP FEES**

5.1 The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determines and is payable when, and in the way, the Management Committee decides.

5.2 The membership fees for each class of membership shall be payable upon acceptance of Application for Membership. A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

5.3 In addition to annual subscriptions, the Annual General Meeting or any other general meeting convened in accordance with the provisions of this constitution may stipulate the payment of other fees and levies.

5.4 The Management Committee may approve written requests from Performer Members to pay their annual subscriptions or other fees or levies in instalments, provided that subsequent resignation or termination shall not exempt such member from payment of the entire subscription fee or levy for the year.

5.5 The Management Committee shall have the right to waive the payment of all or part of a Performer Member's subscription or other fees when it considers that a member, by reason of genuine hardship, is unable to pay the fees.

5.6 The parent of a Performer Member under the age of 18 years who is required to be an Associate Member under sub rule 4.1(b) shall not be required to pay a membership subscription for Associate membership.

5.7 Honorary Life Members shall not be required to pay membership subscriptions.

## **6.0 ADMISSION AND REJECTION OF MEMBERS**

6.1 At the next meeting of the Management Committee after the receipt of any application and the fee applicable for Associate (as past Performer Member), Supporting and Honorary Life Membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.

6.2 Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

6.3 Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **7.0 TERMINATION OF MEMBERSHIP**

7.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

7.2 If a member:

- a) is convicted of an indictable offence; or
- b) fails to comply with any of the provisions of these Rules; or
- c) has membership fees in arrears for a period of two months or more; or
- d) conducts themselves in a manner considered to be injurious or prejudicial to the character, welfare or interests of the Association per specified in the Code of Conduct,

the Management Committee shall terminate their membership.

7.3 The member concerned shall be given a full and fair opportunity of presenting his/ her case and if the Management Committee resolves to terminate their membership it shall instruct the Secretary to advise the member in writing accordingly.

## **8.0 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

8.1 An applicant who is not accepted as a Performer Member as a result of an audition may, within one month after receipt of written notification of audition results, appeal in writing to the Management Committee. Within 90-days, the Management Committee shall assemble a panel of adjudicators, which will include the Music Director and at least one other independent music educator to adjudicate the applicant. The decision of this panel will be subsequently ratified by the Management Committee.

8.2 In the case of a Performer Member, a person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

8.3 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

8.4 Where a person, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the member is not entitled to refund any fee paid.



## **9.0 REGISTER OF MEMBERS**

9.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and postal or residential addresses of all persons admitted to membership of the Association and the dates of their admission.

9.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

9.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

9.4 A member must contact the Secretary to arrange an inspection of the register.

9.5 However, the Management Committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the Register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **10.0 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

10.1 A member of the association must not:

(a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, personal or commercial purposes; or

(b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, personal or commercial purposes.

10.2 Sub-rule (10.1) does not apply if the use or disclosure of the information is approved by the Association.

## **11.0 MEMBERSHIP OF MANAGEMENT COMMITTEE**

11.1 The Management Committee of the Association consist of a Chairperson, Secretary, Treasurer and Ordinary Members all of whom shall be members of the Association, and such number of other members being not less than five as the members of the Association at any general meeting may from time to time elect or appoint.

11.2 At each Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election.

## **12.0 ELECTING THE MANAGEMENT COMMITTEE**

12.1 The election of officers and other members of the Management Committee shall take place in the following manner: -

- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
- (b) The nomination, which shall be in writing and signed by the Member and their proposer and seconder, shall be lodged with the Secretary at least 14-days before the annual general meeting at which the election is to take place;
- (c) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (d) Should, at the commencement of such meeting there be an insufficient number of candidates nominated to constitute the Management Committee, nominations may be taken from the floor of the meeting.

## **13.0 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

13.1 A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.

13.2 The resignation takes effect at:

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice—the later time.

13.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

13.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

13.5 A member has no right of appeal against their removal from office under this rule.

13.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

#### **14.0 VACANCIES ON MANAGEMENT COMMITTEE**

14.1 The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting. This can be enacted through either a general meeting or by other means that the Management Committee sees fit.

14.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

#### **15.0 FUNCTIONS OF THE MANAGEMENT COMMITTEE**

15.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting, the Management Committee:

- (a) shall have the general control and management and delegation of the administration of the affairs, property and funds of the Association; and
- (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

15.2 The Management Committee may appoint a Music Director for such a term as the Management Committee in its discretion decides, to plan and direct some or all of the musical activities of Performer Members.

15.3 The Management Committee may exercise all the powers of the Association:

- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities.
- (b) to borrow amounts from members and pay interest on the amounts borrowed however the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- (i) the financial institution for the association; or
  - (ii) if there is more than 1 financial institution for the association—the financial institution nominated by the Management Committee.
- (c) to invest in such manner as the members of the Association may from time to time determine.

## **16.0 ROLES OF THE MANAGEMENT COMMITTEE**

The Executive of the Management Committee is made up of the Chairperson, Secretary and Treasurer.

16.1 The Chairperson shall preside at all general meetings and Management Committee meetings and shall be responsible for the enforcement of all provisions of this Constitution, of all by-laws, rules and regulations of the Association and for the preparation and presentation of reports to general meetings.

16.2 The Secretary's functions include, but are not limited to:

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chairperson of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

16.3 The Treasurer shall attend all meetings of the Management Committee and of the Association and be responsible for all financial matters including records and statements and shall compile a record of all financial transactions of the Association to be presented to the Annual General Meeting.

16.4 If a Music Director of the Association has been appointed, they shall direct and advise the musical activities of Performer Members of the Association. In particular:

- a) may invite the assistance of accomplished musicians and conductors and tutors as required.
- b) shall be responsible for auditions and may enlist professional assistance in determining acceptance of Performer Members.
- c) will liaise with the conductors engaged by the Association and facilitate a gathering each term wherein minutes are forwarded to the committee
- d) shall obtain the prior approval of the Management Committee to use GCYO assets, performers and or expenditures arising from the performance of any of the above functions.

## **17.0 MEETINGS OF MANAGEMENT COMMITTEE**

17.1 The Management Committee shall meet at least five times per calendar year to exercise its functions.

17.2 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.

- a) The Management Committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- b) A committee member who participates in the meeting as mentioned in sub rule (i) is taken to be present at the meeting.

17.3 At every meeting of the Management Committee a quorum shall constitute five members. If there is no quorum within 30-minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses. If there is no quorum within 30-minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee.

- (a) the meeting is to be adjourned for at least one day; and
- (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting. If, at an adjourned meeting, there is no quorum within 30-minutes after the time fixed for the meeting, the meeting lapses.

17.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

17.5 A member of the Management Committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.

17.6 Not less than 14- days notice shall be given by the Secretary to members of the Management Committee of any special meeting nature of the business to be discussed thereat.

17.7 The Chairperson shall preside as Chair at every meeting of the Management Committee, or if there is no Chairperson, or if at any meeting they are not present within 10-minutes after the time appointed for holding the meeting, the Secretary shall be Chairperson or if the Secretary is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.

## **18.0 MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

18.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are recorded.

18.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **19.0 APPOINTMENT OF SUBCOMMITTEES**

19.1 The Management Committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.

19.2 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.

19.3 A subcommittee may elect a chairperson of its meetings.

19.4 If a chairperson is not elected, or if the chairperson is not present within 10-minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

19.5 A subcommittee may meet and adjourn as it considers appropriate.

19.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **20.0 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

20.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.

20.2 Subrule (1) applies even if the act was performed when—  
(a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or  
(b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

## **21.0 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

21.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

21.2 A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee. These documents may be provided electronically or in original form.

## **22.0 FIRST ANNUAL GENERAL MEETING**

The first annual general meeting must be held within 6-months after the end date of the association's first reportable financial year.

## **23.0 SUBSEQUENT ANNUAL GENERAL MEETINGS**

Each subsequent annual general meeting must be held:

- (a) at least once each year; and
- (b) within 6-months after the end date of the association's reportable financial year.

## **24.0 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

The following business must be conducted at each annual general meeting of the association:

- (a) receiving the Management Committee's Report;
- (b) receiving the association's financial statement, and audit report, for the last reportable financial year;
- (c) presenting the financial statement and audit report to the meeting for adoption;
- (d) electing members of the Management Committee;
- (e) appointing of a Music Director for the year;
- (f) appointing an auditor or an accountant for the present financial year.

## **25.0 SPECIAL MEETING OF MANAGEMENT COMMITTEE**

25.1 If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the Secretary receives the request.

25.2 If the Secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.

25.3 A request for a special meeting must state

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

25.4 A notice of a special meeting must state

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

25.5 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee

## **26.0 NOTICE OF GENERAL MEETING**

26.1 The Secretary may call a general meeting of the association.

26.2 The Secretary must give at least 14-days' notice of the meeting to each member of the association.

26.3 If the Secretary is unable or unwilling to call the meeting, the chairperson must call the meeting.

26.4 The Management Committee may decide the way in which the notice must be given.

26.5 However, notice of the following meetings must be given in writing:

- (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
  - (i) to reject the person's application for membership of the association; or
  - (ii) to terminate the person's membership of the association;
- (b) a meeting called to hear and decide a proposed special resolution of the association.

26.6 A notice of a general meeting must state the business to be conducted at the meeting.

## **27.0 QUORUM, FOR, AND ADJOURNMENT OF GENERAL MEETING**

27.1 The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the association's last general meeting plus 1.

27.2 However, if all members of the association are members of the Management Committee, the quorum is the total number of members less 1.

27.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

27.4 If there is no quorum within 30-minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the association, the meeting lapses.

27.5 If there is no quorum within 30-minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the association

- (a) the meeting is to be adjourned for at least 7-days; and
- (b) the Management Committee is to decide the day, time and place of the adjourned meeting.

27.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.



27.7 If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

27.8 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30-days.

27.9 If a meeting is adjourned for at least 30-days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **28.0 PROCEDURE AT GENERAL MEETING**

28.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

28.2 A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

28.3 At each general meeting:

- (a) the chairperson is to preside as chairperson; and
- (b) if there is no chairperson or if the chairperson is not present within 15-minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

## **29.0 VOTING AT GENERAL MEETING**

29.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

29.2 every member present (except Performer Members under the age of 18-years) shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote.

29.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

29.4 The method of voting is to be decided by the Management Committee.

29.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

29.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

29.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### 30.0 PROXIES

30.1 a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

30.2 the instrument appointing the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

30.3 Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

#### GOLD COAST YOUTH ORCHESTRA INC.

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named Association, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, or failing him/ her, \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Signature

This form is to be used \*in favour of the resolution  
\* against

\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit);

30.4 the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes vote. Only documents bearing original signatures of the signatory will be recognised as authorisation.

### 31.0 MINUTES OF GENERAL MEETINGS

31.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

31.2 To ensure the accuracy of the minutes:

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

31.3 If asked by a member of the association, the Secretary must, within 28-days after the request is made:

- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- (b) give the member copies of the minutes of the meeting.

31.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

### **32.0 SPECIAL GENERAL MEETING**

32.1 The Secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after -

- (a) being directed to call the meeting by the Management Committee; or
- (b) being given a written request signed by -
  - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
  - (ii) at least the number of members of the association equal to double the number of members of the association on the Management Committee when the request is signed plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the Management Committee -
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.

32.2 A request mentioned in subrule (1)(b) must state -

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

32.3 A special general meeting must be held within 3 months after the Secretary -

- (a) is directed to call the meeting by the Management Committee; or
- (b) is given the written request mentioned in subrule (1)(b); or
- (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).

32.4 If the Secretary is unable or unwilling to call the special meeting, the Chairperson must call the meeting.

### **33.0 BY-LAWS**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

### **34.0 ALTERATION OF RULES**

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.

### **35.0 COMMON SEAL**

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### **36.0 MANAGEMENT OF ASSETS**

36.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Management Committee.

36.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

36.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

36.4 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:

- i. the income and expenditure for the financial year just ended; and
- ii. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

36.5 All such statements shall be examined by the auditor, who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

36.6 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

### **37.0 DOCUMENTS**

The Management Committee shall provide for the safe custody of the books, documents, instruments of title and securities of the Association.

### **38.0 FINANCIAL YEAR**

The financial year of the Association shall close on the 31st day of December in each year.

### **39.0 DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the association s Incorporation Act 1981, and there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 28 (10) such institution or institutions to be determined by the members of the Association and to eligible for tax deductibility of donations under Section 78 (1) (a) of the Income Tax Assessment Act 1936 and listed on the register of cultural organisations maintained under the act.