

AMATEUR CHAMBER MUSIC SOCIETY INCORPORATED

CONSTITUTION

(as amended 22 July 2007)

PART 1 - PRELIMINARY

1.1 Name

The name of the association shall be the Amateur Chamber Music Society Incorporated (hereinafter called the "association").

1.2 Interpretation

1.2.1 In these rules, except in so far as the context or subject-matter otherwise indicates or requires:-

"*amateur playing*" means any playing which is not for profit;

"*member*" means any member of the association;

"*ordinary member*" means a member of the committee who is not an office-bearer of the association as referred to in clause 4.2.2;

"*musician*" means a person who plays a musical instrument suitable for the playing of chamber music or who sings chamber music;

"*chamber music*" shall have the meaning ascribed to it in the Shorter Oxford Dictionary;

"*special general meeting*" means a general meeting of the association other than an annual general meeting.

1.2.2 In these rules:-

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

PART 2 - OBJECTS

2.1 The objects of the association are and shall be:-

(a) to promote the amateur playing of chamber music;

(b) to liaise with associations with similar objects and aspirations throughout Australia and internationally; and

(c) to do all such other things conducive related or incidental to the attainment and furtherance of the above objects and any of them.

PART 3 - MEMBERSHIP

3.1 Membership qualifications

A person is qualified to be a member of the association if the person:-

(a) is a natural person,

(b) is a musician, and

(c) is 18 years of age or more.

3.2 Application for membership

3.2.1 Application by a person for membership of the association:-

(a) shall be made by the person wishing to become a member of the association in writing in the form prescribed by the committee from time to time;

(b) shall be lodged with the membership secretary of the association.

3.2.2 After receiving an application for membership and subject to clause 3.1, the membership secretary shall, on payment by the applicant of the

amounts referred to in clause 3.7, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

3.3 Cessation of membership

A person ceases to be a member of the association if the person:-

- (a) dies,
- (b) resigns that membership,
- (c) fails to pay the annual subscription fee within three months of the date upon which such fee or subscription is due and payable, or
- (d) is expelled from the association.

3.4 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:-

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of that person's membership.

3.5 Resignation of membership

3.5.1 A member of the association is not entitled to resign that membership except in accordance with this rule.

3.5.2 A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the membership secretary of the member's intention to resign and, upon the expiration of the period of

notice, the member ceases to be a member.

3.5.3 Where a member of the association ceases to be a member pursuant to clause 3.5.2, and in every other case where a member ceases to hold membership, the membership secretary shall make an appropriate entry to the register of members.

3.6 Register of members

3.6.1 The membership secretary of the association shall establish and maintain a register of members of the association specifying

- (a) the name, address and telephone number (if any) of each member;
- (b) the musical instruments played by that member; and
- (c) the self-assessment of the member's standard of accomplishment of chamber music on each instrument.

3.6.2 If the member does not specify a self-assessed standard of accomplishment, the committee may nominate a standard for use in the register provided that in the event of dispute in relation to such standard, the assessment by the member shall take precedence.

3.6.3 A member shall receive at least one copy of the register of members during each year of membership.

3.6.4 The membership secretary shall provide the secretary with a copy of any amendments to the membership register as soon as practicable.

3.7 Fees, subscriptions etc

3.7.1 A member of the association shall, upon admission to membership, pay to the association a fee of such amount as is determined by the committee from time to time.

3.7.2 A member of the association shall pay to the association an annual membership fee of such amount as is determined by the committee

- from time to time,
- (a) except as provided by paragraph (b), before 1st July in each calendar year; or
 - (b) where the member becomes a member on or after 1st July in any year, upon becoming a member; and
 - (c) for the second and each succeeding calendar year of the member's membership in the association.
- 3.7.3 Any fee determined by the committee shall be determined prior to 1st April in any year.
- 3.7.4 A member of the association who, upon admission to membership, pays to the association the fee referred to in clause 3.7.1 on or after 1st April in the year of the member's admission to the association, will be deemed to have paid such fee on 1st July of that year for the purposes of clause 3.7.2.
- 3.7.5 The association may by special resolution accord honorary membership for a nominated period and for the purposes of this clause "honorary membership" shall mean that all membership fees are waived for such nominated period.
- 3.8 Members' liabilities
- 3.8.1 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 3.7.
- 3.9 Disciplining of members
- 3.9.1 Where the committee is of the opinion that a member of the association:-
- (a) has persistently refused or neglected to comply with provision
- or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,
- the committee may, by resolution:-
- (c) expel the member from the association; or
 - (d) suspend the member from membership of the association for a specified period.
- 3.9.2 A resolution of the committee under clause 3.9.1 is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 3.9.3, confirms the resolution in accordance with this rule.
- 3.9.3 Where the committee passes a resolution under clause 3.9.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following;-
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- 3.9.4 At a meeting of the committee held as referred to in clause 3.9.3, the committee shall:-

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or revoke the resolution.

3.9.5 Where the committee confirms a resolution under clause 3.9.4, the secretary shall, within 7 days after such confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 3.10.

3.9.6 A resolution confirmed by the committee under clause 3.9.4 does not take effect:-

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to clause 3.10.4.

3.10 Right of appeal of disciplined member

3.10.1 A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under clause 3.9.4, within 7 days after notice of the resolution is served on the member, by lodging with the president a notice to that effect.

3.10.2 Upon receipt of a notice from a member under clause 3.10.1, the president shall notify the committee which shall convene a general meeting of the association to be held within 28 days after the date on which the president received the notice.

3.10.3 At a general meeting of the association convened under clause 3.10.2:-

- (a) no business other than the question of the appeal shall be transacted;
- (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing or both;
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

3.10.4 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 4 - THE COMMITTEE

4.1 Powers etc of the committee

The committee shall be called the committee of management of the association and, subject to these rules and to any resolution passed by the association in general meeting:-

- (a) shall control and manage the affairs of the association and be responsible solely to the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of the members of the association; and
- (c) has power to perform all such acts and do all things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

4.2 Constitution and membership

4.2.1 The committee shall consist of:-

- (a) the office-bearers of the association; and

- (b) two ordinary members,
each of whom shall be elected at the annual general meeting of the association pursuant to clause 4.3.
- 4.2.2 The office-bearers of the association shall be:-
- (a) the president,
 - (b) the secretary,
 - (c) the treasurer.
- 4.2.3 Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 4.2.4 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 4.2.5 The committee shall have the power to appoint up to four further members of the committee from the ordinary members of the association if in the committee's absolute discretion such appointment is deemed desirable.
- 4.2.6 The committee shall appoint one of its members to be membership secretary.
- 4.3 Election of members
- 4.3.1 Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:-
- (a) shall be made in writing, signed by one member of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) shall be delivered to the secretary at least 30 days prior to the date fixed for the holding of the annual general meeting at which the election is to take place, who shall inform the members of the association of the names of all candidates nominated at least 14 days prior to the date fixed for the holding of the annual general meeting at which the election is to take place.
- 4.3.2 If insufficient nominations are received to fill the vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 4.3.3 If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- 4.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 4.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.
- 4.3.6 If a secret ballot is held, the meeting shall elect a returning officer who is not a candidate for election, who shall conduct the ballot and count and verify any proxy votes until the election is completed. At the end of the election the returning officer will indicate the names of the elected candidates and report to the meeting.
- 4.3.7 A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
- 4.4 The President
- The President is the executive head of the association and shall subject to clauses 4.10.8 and 5.6.1 and 5.6.2 preside at all meetings of the association and of the committee.
- 4.5 Secretary

4.5.1 The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

4.5.2 It is the duty of the secretary to keep minutes of-

- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

4.5.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

4.6 Treasurer

It is the duty of the treasurer of the association to ensure that:-

- (a) all money due to the association is collected and received and that all payments authorised by the association are made;
- (b) receipts are issued for all moneys received;
- (c) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

4.7 Membership Secretary

It is the duty of the membership secretary-

- (a) to maintain the register of members pursuant to clause 3.6;
- (b) to receive applications for membership;

- (c) to notify the applicant and amend the register of members accordingly;
- (d) to ensure that each member receives a copy of the register of members as required by clause 3.6.3; and
- (e) to do all such other activities as are related or incidental to the maintenance of the register of members.

4.8 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:-

- (a) dies;
- (b) ceases to be a member of the association;
- (c) resigns from office by notice in writing given to the secretary;
- (d) is removed from office under clause 4.8;
- (e) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

4.9 Removal of a member

4.9.1 The association in general meeting may by resolution remove any member of the committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

4.9.2 Where a member of the committee to whom a proposed resolution referred to in clause 4.9.1 relates makes representations in writing to

the secretary or president and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

4.10 Meetings and quorum

- 4.10.1 The committee shall meet at least 3 times in each period of twelve months at such time and place as the committee may determine.
- 4.10.2 Additional meetings of the committee may be convened by the president or any member of the committee.
- 4.10.3 Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- 4.10.4 Notice of a meeting given under clause 4.10.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that shall be transacted at the meeting except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 4.10.5 Any 3 members of the committee of which at least one is an office bearer constitute a quorum for the transaction of the business of a meeting of the committee.
- 4.10.6 No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 4.10.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

4.10.8 At a meeting of the committee:-

- (a) the president shall preside; or
- (b) if the president is absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

4.11 Voting and decisions

- 4.11.1 Questions arising at a meeting of the committee shall be determined by a majority of the votes of members of the committee present at the meeting.
- 4.11.2 Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 4.11.3 Subject to clause 4.9.5, the committee may act notwithstanding any vacancy on the committee.
- 4.11.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee.

PART 5 - GENERAL MEETINGS

5.1 Annual general meetings - holding of

- 5.1.1 With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- 5.1.2 The association shall hold its first annual general meeting:-

- (a) within the period of 18 months after its incorporation; and
- (b) within a period of 2 months after the expiration of the first financial year of the association.

5.2 Annual general meeting - calling of and business

5.2.1 The annual general meeting of the association shall, subject to clause 5.1, be convened on such date and at such place and time as the committee thinks fit.

5.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:-

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
- (c) to elect office-bearers of the association and ordinary members of the committee;
- (d) to receive and consider the statement of the treasurer of the association;
- (e) to appoint an auditor who shall not be a member of the Committee.

5.2.3 An annual general meeting shall be specified as such in the notice convening it.

5.3 Special general meetings - calling of

5.3.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.

5.3.2 The committee shall, on the requisition in writing of not less than five

per cent of the total number of members, convene a special general meeting of the association.

5.3.3 A requisition of members for a special general meeting:-

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisition;
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form each signed by one or more of the members making the requisition.

5.3.4 If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

5.3.5 A special general meeting convened by a member or members as referred to in clause 5.3.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee. Any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred, up to an amount not exceeding 150% of the average cost to the association of convening the last three general meetings convened by the committee.

5.4 Notice

5.4.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

5.4.2 Where the nature of the business proposed to be dealt with at a general

meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 5.4.1 specifying, in addition to the matter required under clause 5.4.1, the intention to propose the resolution as a special resolution.

5.4.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 5.2.2.

5.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

5.4.5 Any notice issued shall include a form for appointing a proxy as defined in clause 5.11 and Appendix 1.

5.5 Procedure

5.5.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the times the meeting is considering that item.

5.5.2 Twenty members or one fifth of the membership (whichever is the lessor) present in person being members entitled under these rules to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.

5.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or is communicated by written notice to the members before the day to which the meeting is adjourned) at the same place.

5.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall constitute a quorum.

5.6 Chairperson

5.6.1 The president shall preside as chairperson at each general meeting of the association.

5.6.2 If the president is absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

5.7 Adjournment

5.7.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting which the adjournment took place.

5.7.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the time, date and place of the meeting and the nature of the business to be transacted at the meeting provided that such meeting shall be held within three months from the date of the adjourned meeting.

5.7.3 Except as provided in clauses 5.7.1 and 5.7.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

5.8 Making of decisions

5.8.1 (a) Decisions taken at a general meeting of the association shall be determined on a show of hands unless before or on the declaration of a show of hands a poll is demanded.

- (b) The results of any vote on a resolution shall be declared by the chairperson to be carried or carried unanimously or lost, and shall be recorded in the minute book of the association.
 - (c) Any such entry in the minute book of a decision so declared by the chairperson shall constitute evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 5.8.2 At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 5.8.3 Where the poll is demanded at a general meeting, the poll shall be taken:-
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs;

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

5.9 Special resolution

A resolution of the association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given.

5.10 Voting

5.10.1 Upon any question arising at a general meeting of the association a

member has one vote only.

5.10.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

5.10.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

5.10.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

5.11 Appointment of proxies

5.11.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

5.11.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

PART 6 - MISCELLANEOUS

6.1 Insurance

The association may effect and maintain such insurance as is required by law and any other insurance which the committee in its absolute discretion deems to be necessary.

6.2 Funds - source

6.2.1 The funds of the association shall be derived from entrance fees and annual subscription of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

6.2.2 All money received by the association shall be deposited as soon as

practicable and without deduction to the credit of the association's bank account.

6.2.3 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt except that where payment is made by personal cheque and no receipt has been requested a receipt need not be issued.

6.3 Funds - management

6.3.1 Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

6.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members or the committee authorised to do so by the committee.

6.4 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

6.5 Services of notices

6.5.1 For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

6.5.2 Where a document is sent to a person by properly addressing, pre-paying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

6.6 Dissolution of the association

6.6.1 The association shall be dissolved if:-

- (a) a special resolution to this effect is carried by a general meeting of the association; and
- (b) financial membership falls to ten or fewer members.

6.6.2 In the event of dissolution of the association, all assets and records of the association shall be transferred to an organisation of similar objects and aspirations, which organisation is approved by the members of the association by special resolution at the same general meeting convened to decide the dissolution of the association under clause 6.6.1.