



# CONSTITUTION OF THE CLARENCE CITY BAND

As adopted on 30/07/2024

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# PART 1 – General

## 1. Name of Association

The name of the association is the Clarence City Band Inc. (in this constitution referred to as the Association).

## 2. Interpretation

In this constitution –

**Accounting records** means the records required to be kept under clause 38

**Act** means the Associations Incorporation Act 1964

**Annual Financial Statements** means the financial records and statements of the committee required to be managed by the committee in accordance with clause 37

**Annual general meeting (AGM)** means an annual general meeting of the Association under clause 27

**Annual report** means a report to be provided to the committee in accordance with clause 37

**Assistant Musical Director** means person appointed to assist the Musical Director

**Association** means the association specified under clause 1

**Auditor** means the person appointed as the auditor of the Association under clause 37

**Authorised** deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth

**Band** means the Clarence City Band and such other ensembles, and performance groups, endorsed by the committee and performing under the name of the Clarence City Band

**Basic objects of the Association** mean the objects and purposes of the Association as stated in the application under section 7 of the Act for the incorporation of the Association

**Code of Conduct** means documented expectations of behaviour applicable to members approved by the committee

**Committee** means the committee of management of the Association constituted in accordance with clause 20

**Community member** means those members in the community category of membership as set out under Band Membership

**Eligible to vote**, in relation to a member, means the member meets the requirements specified in clause 8(1)

**Ex-officio Officer:** Any member appointed by the Association for the purpose of assisting the Committee in matters involving the running of the Association

**Executive committee** means the members specified as the executive committee of the Association under clause 25(1)

**Financial year**, in relation to the Association, means the period of twelve (12) months commencing 1 July in any year

**General meeting** means an annual general meeting or a special general meeting

**Member**, in any financial year, means –

- (a) a member of the Association, whether a playing member or a non-playing member –
  - whose name is in the register in accordance with clause 8.9 (a); and
  - who has no annual membership subscription due and owing under for that financial year; or
- (b) a life member of the Association as approved under clause 15

**Membership** means the membership of the Association

**Model rules** have the same meaning as in the Act

**Music director** means the music director appointed under clause 6

**Musician** means playing, or learning to play a musical instrument, conduct or compose music

**Officers of the Association or officers** means members of the committee in accordance with clause 19

**Ordinary business** of an annual General Meeting means the business specified in clause 27(5)

**Ordinary committee member** means a committee member who is not a member of the executive committee

**Playing member** means a member of the Association who plays, or otherwise performs, with the Band

**President** means the president of the Association

**Public officer** means the person who is, under section 14 of the Act, the public officer of the Association

**Register** means the register of members kept by the Secretary, and as amended from time to time under clause 9.10

**Regulations and by-laws** mean the written rules of the Association that provide a framework for its operation and management

**Secretary** means the secretary of the Association

**Serve**, in relation to a document, means served in accordance with clause 23.12

**Special committee meeting** means a meeting of the committee that is convened under clause 23(3) by the president or any three of the members of the committee

**Special general meeting (SGM)** means a special general meeting of the Association under clause 28

**Special resolution** has the same meaning as in the act

**Treasurer** means the treasurer of the Association

**Vice president** means the vice president of the Association

Unless the contrary intention appears, the Acts Interpretation Act 1931 applies to the interpretation of this constitution as if it were regulations under the Act.

### 3. Alteration of the constitution of the Association

3.1 The constitution of the Association may only be amended in accordance with the Act.

### 4. Objects and purposes of the Association

4.1 The Clarence City Band is a not-for-profit association formed for the following basic objectives and to advance the culture of the Tasmanian community within the city of Clarence by-

- providing for instructions and participation in the performance of band music
- providing an opportunity for members of the community to learn how to play, subject to availability, a musical instrument of their choice
- fostering public awareness and interest in music generally
- conducting public performances of various music genres
- remain a non-political and non-sectarian organisation.
- the purchase, taking on lease or exchange, hire or by other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association
- the purchase, sale, or supply of or dealing in goods
- the acceptance of a gift for any of the objects or purposes of the Association
- the making of a gift, subscription or donation to any of the funds, authorities or institutions to which [section 78A of the Income Tax Assessment Act 1936](#) of the Commonwealth relates
- the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the clauses of the Association
- the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association
- to improve, manage and develop all or any part of the property of the Association
- the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association
- the acceptance of a gift for any of the objects or purposes of the Association

- the taking of any step the committee, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association
- the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association

## 5. Office of the Association

The office of the Association is to be at the following place or at any other place as the committee determines-

Lindisfarne Community Centre 37A Lincoln St Lindisfarne.

## 6. Music director

6.1 The committee of the Association is to maintain a position description and appoint a Music Director and may at its discretion an Assistant Musical Director following nomination by the incumbent Musical Director.

6.2 If the committee decides to appoint multiple music directors, the roles of each must be clearly defined and the duties and obligations described below apply to those ensembles for which each Music Director is responsible.

6.3 The Music Director is responsible for monitoring and improving-

- a) the musicality of the Band
- b) the engagement of the playing members
- c) the ongoing skills development of players and ensemble leaders.

6.4 The role of the Music Director includes the following duties and obligations-

- a) to provide guidance and leadership to members of the Band
- b) to liaise with all ensemble leaders
- c) to organise and direct rehearsals
- d) to co-ordinate performances
- e) to be involved in the recruitment of players for the Band
- f) to be responsible for the coordination of the selection of music for the ensembles where the Music Director is the principal conductor for that ensemble
- g) to liaise with ensemble leaders on the selection of music for the ensembles where the Music Director is not the principal conductor
- h) to liaise with the Administrative and Logistics Officers
- i) to liaise with and may delegate any tasks to an appointed Assistant Musical Director
- j) to advise the Committee on potential music purchases
- k) to discuss attendance expectations for each ensemble and event in consultation with players.

- 6.5 The Music Director may determine the player composition of each ensemble in consultation with the ensemble leader and the players involved based on the needs of the ensemble and the skills, commitment and availability of the players.
- 6.6 If the Music Director, ensemble leader or player are unable to agree on player composition, music selection or any other matter relating to the ensemble, the matter, if warranted, may be dealt with under an appropriate Band policy.
- 6.7 Without diminishing the overall responsibilities and authorities applicable to the role of Music Director for the Band, a Music Director may delegate the responsibility for leading specific ensembles and determining player composition for an assigned ensemble.
- 6.8 The Music Director is to provide a report to the committee monthly and provide an Annual Report to the Annual General Meeting concerning the activities of the Band over the previous report period, including an outline of the activities of the Band for the forward report period.
- 6.9 The Music Director is to provide advice to the Committee as requested, in addition to regular reports.
- 6.10 The Music Director is to liaise and cooperate with any sub-committee established to assist and facilitate Band activities and processes.

## 7. Service of notices and requisitions

- 7.1 Except as otherwise provided by these clauses, a document may be served under these clauses on a person by one of the following-
- giving it to the person
  - leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document
  - faxing it to the person's fax number
  - emailing it to the person's email address
  - by any other electronic means the committee considers appropriate.

## PART 2 – Membership

### 8. Membership of the Association

- 8.1 A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in clause 10.
- 8.2 A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless-
- the person is nominated for membership in accordance with subrule 8.3
  - the person is approved for membership by the committee.
- 8.3 A nomination of a person for membership is to be-



- made in writing and endorsed by 2 members of the Association
- accompanied by the written consent of the person nominated
- lodged with the Public Officer.

8.4 The consent referred to in subrule 8.3 may be endorsed on the nomination.

8.5 As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.

8.6 If a nomination is approved by the committee, the public officer is to-

- notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
- on receipt of the amount payable by the nominee shall authorise the secretary to enter the nominee's name in the register of members.

8.7 A member of the Association may resign by serving on the public officer a written notice of resignation.

8.8 On receipt of a notice from a member of the Association under subrule 8.7, the public officer is to remove the name of the member from the register of members.

8.9 A person-

- (a) becomes a member of the Association when his or her name is entered in the register of members; and
- (b) ceases to be a member of the Association when his or her name is removed from the register of members under subrule 8.8.

8.10 The Secretary is to establish and maintain, and have available to the Public Officer as required, a register of members containing-

- (a) the name of each member of the Association and the date on which he or she became a member; and
- (b) the member's postal or residential address or address of business or employment; and
- (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
- (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

## 9. Liability of membership

9.1 Any right, privilege or obligation of a person as a member of the Association-

- is not capable of being transferred to another person; and
- terminates when the person ceases to be a member of the Association.

9.2 If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute, other than life members-

- (a) to the assets of the Association for payment of the liabilities of the Association; and
- (b) for the costs, charges and expenses of the winding-up; and
- (c) for the adjustment of the rights of the contributors among themselves.

9.3 Any liability under subrule 9.2 is not to exceed \$2

9.4 Despite subrule 9.2, a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

## 10. Annual membership subscription

10.1 The annual membership subscription payable by members, except life members, in a financial year is to be set at the annual general meeting held in the membership year for which the subscription is payable.

10.2 An annual membership subscription may be set for a member in such categories contained in the Association's regulations and by-laws as to be agreed at the annual general meeting at which the subscription is to be fixed.

10.3 The members of the Association may alter by special resolution the annual subscription for a financial year of the Association.

10.4 The annual subscription, for a financial year of the Association, that is payable by members of the Association is due and payable on the first day of the membership year.

10.5 If –

- (a) a member of the Association has not paid his or her annual subscription for a financial year of the Association within 3 months after the first day of the membership year; and
- (b) there has been sent to the member, after the first day of the membership year, a notice in writing, signed by the public officer, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
- (c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member –

- the Public Officer may remove the name of the member from the register of members maintained under subrule 8.10

10.6 If a member of the Association has not paid his or her annual subscription for a membership year of the Association within 3 months after the first day of the membership year, or within 14 days after receiving a notice under subrule 10.5 (b), whichever is the later day, he or she is not entitled to attend, or vote at, the next annual general meeting of the Association.

## 11. Duration of membership

11.1 The membership of a person ceases to have effect if the person –

- dies; or

- resigns in writing in accordance with subclause 8.7 or
- fails to pay the relevant annual membership subscription, if any, in accordance with clause 10.6 or
- is expelled from the Association under clause 12.

## 12. Expulsion of members

- 12.1 The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.
- 12.2 The expulsion of a member under subrule 12.1 does not take effect until whichever of the following occurs later-
- (a) the fourteenth day after the day on which a notice is served on the member under subrule 12.3
  - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 12.3 If the committee expels a member from the Association, the public officer, without undue delay, is to cause to be served on the member a notice in writing –
- (a) stating that the committee has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of the right to appeal against the expulsion under clause 13.

## 13. Appeals against expulsion of member

- 13.1 A member may appeal against an expulsion by serving on the public officer, within 14 days after the service of a notice, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 13.2 On receipt of a requisition, the public officer is to immediately notify the committee of the receipt.
- 13.3 The committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 13.4 At a special general meeting convened for the purpose of hearing an appeal under this rule –
- (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
  - (c) the expelled member must be given an opportunity to be heard; and
  - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 13.5 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –

- (a) the expulsion is lifted; and
- (b) the expelled member is entitled to continue as a member of the Association.

13.6 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –

- (a) the expulsion takes effect; and
- (b) the expelled member ceases to be a member of the Association.

## 14. Disputes

14.1 A dispute between a member of the Association, in their capacity as a member, and the Association is to follow established procedure in the Association by-laws

14.2 If unresolved a dispute will then be determined by arbitration in accordance with the provisions of the [Commercial Arbitration Act 2011](#) (Tas)

14.3 This rule does not affect the operation of rule 13.

## 15. Life membership

15.1 The Committee may bestow Life Membership on Band Members for exemplary services over an extended period.

15.2 The recognition of Life Members of the Band does not change the rights and duties of the member.

15.3 Life Members are not required to pay membership fees.

## 16. Community membership

16.1 The Committee may offer community membership to interested persons or consider applications from interested persons.

16.2 The rights and duties of a Community Member are the same as a Playing Member except for playing music and attending rehearsals.

16.3 The proportion of Community Members in the overall band is limited to less than 20 per cent.

16.4 A Community Member is any person whose name is recorded in the Band's membership register as a Community Member and who is NOT an active musician in band activities.

16.5 All persons who are accepted into the Band in this membership category and pay fees are Community Members of the Band.

## 17. Discussion, disputes etc.

- 17.1 All suggestions or complaints in respect of the Association, the Band, the committee or a member may be made in writing to the secretary and such matters are to be brought before the committee at its next meeting.
- 17.2 If a dispute or disagreement arises between members on the Association's premises, the dispute or disagreement may be referred in writing to the committee by either party or by both parties.
- 17.3 The committee may review the matters referred to it under subclause 15.1 and subclause 19.4 and make such resolution in respect of the matters as it considers fit.

## PART 3 - Committees

### 18. Affairs of Association to be managed by committee

- 18.1 The affairs of the Association are to be managed by a committee of management constituted as provided in rule 20.
- 18.2 The committee –
  - (a) is to control and manage the business and affairs of the Association; and
  - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
  - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

### 19. Officers of the Association

- 19.1 The officers of the Association are as follows:
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer;
  - (d) the secretary.
- 19.2 Subject to subrule 24.5 , the officers of the Association are to be elected in accordance with rule 21.
- 19.3 Each officer of the Association is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- 19.4 If a casual vacancy in an office referred to in subrule 20.1 occurs, the committee may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- 19.5 If an office referred to in subrule 20.1 is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

## 20. Constitution of the committee

20.1 The committee consists of –

- the officers of the Association; and
- three other members elected at the annual general meeting or appointed in accordance with this rule.

20.2 An ordinary committee member is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.

20.3 If a casual vacancy occurs in the office of an ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.

20.4 If an office of an ordinary committee member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

## 21. Election of committee members

21.1 A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be –

- (a) made in writing, signed by 2 members of the Association and accompanied by the written or electronic consent of the candidate (which may be endorsed on the nomination); and
- (b) delivered to the public officer at least 10 days before the day on which the annual general meeting is to be held.
- (c) further nominations can be received at the annual general meeting.

21.2 If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected subject to a ballot system.

21.3 If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.

21.4 If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.

21.5 The ballot for the election of officers of the Association and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.

## 22. Vacation of certain offices

22.1 For the purpose of these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member –

- dies; or

- becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- becomes a represented person within the meaning of the [Guardianship and Administration Act 1995](#) ; or
- resigns office in writing addressed to the committee; or
- ceases to be ordinarily resident in Tasmania; or
- is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
- ceases to be a member of the Association; or
- fails to pay, within 14 days after receiving a notice in writing signed by the public officer stating that the officer or committee member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

## 23. Meetings of the committee

23.1 The committee is to meet eleven times per year at any place or time the committee determines.

23.2 A meeting of the committee, other than a meeting referred to in subrule 23.1 , may be convened by the president or any 4 of the members of the committee with the knowledge of the President. The President may convene a meeting via on-line videoconference or other electronic means.

23.3 Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted. A Special Committee Meeting can be convened using an agreed electronic means and individual members participate using these methods, by prior arrangement with the Secretary.

23.4 A special committee meeting may only transact business of which notice is given in accordance with subrule 23.3.

23.5 A quorum for the transaction of the business of a meeting of the committee is fifty percent of members of the committee plus one.

23.6 Business is not to be transacted at a meeting of the committee unless a quorum is present.

23.7 If a quorum is not present within half an hour after the time appointed for the commencement of –

- a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
- at another venue determined by the chairperson.
- a special committee meeting, the meeting is dissolved.

23.8 At each meeting of the committee, the chairperson is to be –

- the president; or

- in the absence of the president and the vice-president, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.

23.9 Any question arising at a meeting of the committee is to be determined –

- on a show of hands; or
- if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

23.10 On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.

23.11 Despite subrule 23.10, in the case of an equality of votes, the chairperson has a second or casting vote.

23.12 Written notice of each committee meeting is to be served on each member of the committee by –

- giving it to the member during business hours before the day on which the meeting is to be held; or
- leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
- sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
- faxing it to the member's fax number; or
- emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

## 24. Disclosure of interests by committee

24.1 If a member of the committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee.

24.2 If at a meeting of the committee or a subcommittee a member of the committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

24.3 Voting on all matters before the Committee will be confined to officers of the Executive and Ordinary Committee Members, elected by the membership at the Annual General Meeting (AGM) or formally approved as mid-term replacements. Similarly, the numerical conditions of a quorum will be based solely on the attendance of elected Committee members.

24.4 Elected Committee members who receive a stipend, salary or honorarium for additional responsibilities will be deemed to have a financial interest in the organisation and while they



can participate in general discussions, are not permitted to vote. This does not apply to those officers who are reimbursed for actual costs, upon the remittance of invoices and/or receipts.

24.5 Band members who are appointed by the Committee to specific positions within the CCB administration but who have not been elected to the Committee by the general membership – and who receive a stipend, salary or honorarium – can be invited to participate in Committee discussions relating to their positions but are not permitted to take part in any vote.

24.6 The Music Director and/or the Assistant Musical Director are regarded as ex officio Committee members – they can attend all meetings but do not vote on Band business.

## 25 Executive Committee

25.1 The president, the vice-president, the treasurer and the secretary constitute the executive committee.

25.2 During the period between meetings of the committee, the executive committee may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.

25.3 The executive committee is to report on any instructions issued under subrule (26.2) to the next meeting of the committee.

## 26. Subcommittees

26.1 The committee may –

- appoint a subcommittee from the committee; and
- prescribe the powers and functions of that subcommittee.

26.2 The committee may co-opt any person as a member of a subcommittee without voting rights, whether the person is a member of the Association or not.

26.3 A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.

26.4 The public officer is to convene meetings of a subcommittee.

26.5 Any question arising at a meeting of a subcommittee is to be determined –

- on a show of hands; or
- if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

26.6 On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

26.7 Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –

- giving it to the member during business hours before the day on which the meeting is to be held; or
- leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
- sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
- faxing it to the member's fax number; or
- emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

## PART 4 - Meetings

### 27. Annual general meetings

27.1 The Association is to hold an annual general meeting each year.

27.2 An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the committee determines.

27.3 An annual general meeting is to be in addition to any other general meeting that may be held in the same year.

27.4 The notice convening an annual general meeting is to specify the purpose of the meeting.

27.5 The ordinary business of an annual general meeting is to be as follows-

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting
- (b) to receive from the committee, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association
- (c) to elect the officers of the Association and the ordinary committee members
- (d) to appoint the auditor and determine their remuneration
- (e) to appoint the public officer
- (f) to determine the remuneration of employees and other persons acting on behalf of the Association.

27.6 An annual general meeting may transact business of which notice is given in accordance with subrule 30.1

27.7 Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the Public Officer or, in the absence from the meeting of the Public Officer, by an officer of the Association who is nominated by the chairperson of the meeting.

## 28. Special general meetings

28.1 The committee may convene a special general meeting of the Association at any time.

28.2 The committee, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.

28.3 A requisition for a special general meeting –

- (a) is to state the objects of the meeting; and
- (b) is to be signed by each of the requisitionists; and
- (c) is to be deposited at the office of the Association; and
- (d) may consist of several documents, each signed by one or more of the requisitionists.

28.4 If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.

28.5 A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the way a special general meeting would be convened by the committee.

28.6 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

## 29. Notices of general meetings

29.1 At least 14 days before the day on which a general meeting of the Association is to be held, the Public Officer is to publish a notice specifying –

- (a) the place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at the meeting.

29.2 A notice is published for the purposes of subrule (30.1) if the notice –

- (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
- (b) appears on a website, or at an electronic address, of the Association; or
- (c) is sent to each member of the Association at –
  - the member's postal or residential address or address of business or employment; or
  - an email address that the member has nominated as the email address to which notices from the Association may be sent; or
- (d) is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

## 30. Business and quorum of general meetings

30.1 All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.

30.2 Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.

30.3 A quorum for the transaction of the business of a general meeting is 5 members of the Association entitled to vote in addition to a majority of the Committee.

30.4 If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –

(a) if convened on the requisition of members of the Association, is dissolved; or

(b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –

- at the same place; or
- at any other place specified by the chairperson
- at the time of the adjournment; or
- by notice in a manner determined by the chairperson.

30.5 If at an adjourned general meeting a quorum is not present in person or via an electronic conferencing platform within one hour after the time appointed for the commencement of the meeting, the meeting will be postponed for 14 days to an agreed alternative date.

## 31. Chairperson of general meetings

31.1 At each general meeting of the Association, the chairperson is to be –

(a) the president; or

(b) in the absence of the president, the vice-president; or

(c) in the absence of the president and vice-president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting, except in the case of a Special General Meeting (see 28).

## 32. Adjournment of general meetings

32.1 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

32.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

32.3 If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

### 33. Determination of questions at general meetings

33.1 A question arising at a general meeting of the Association is to be determined on a show of hands.

33.2 A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

### 34. Votes

34.1 On any question arising at a meeting of the Association, a member of the Association (including the chairperson) has one vote only.

34.2 All votes are to be given personally. Votes are to be permitted by approved electronic means as decided by Committee in all meetings other than a Special General Meeting.

34.3 For the purposes of Rule 34.2, a member participating in a general meeting as permitted is taken to be present at the meeting and, if the member votes at the meeting, he or she is taken to have voted in person.

34.4 Despite subrule 34.1, in the case of an equality of votes, the chairperson has a second or casting vote.

### 35. Use of Technology

35.1 The Members of the Association are empowered by various provisions of these Rules to conduct the following meetings: Annual General Meeting, Committee Meeting and Sub-Committee Meeting. All these meetings may be convened and conducted using technology that allows members to clearly and simultaneously communicate with each other participating member. Such technology may include, without limitation, telephone, email and video conferencing technology.

35.2 If a meeting suffers technical failure or other impediments to continue electronic participation, and the numbers, therefore, drop below that required for a quorum, the meeting is then suspended.

### 36. Polls

36.1 Taking of poll

36.2 If at a general meeting a poll on any question is demanded –

(a) the poll is to be taken at that meeting in the manner that the chairperson determines; and

(b) the result of the poll is taken to be the resolution of the meeting on that question.

#### 36.3 When poll is to be taken

- (a) a poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately
- (b) a poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

## PART 5 - Assets

### 37. Income and property of the Association

37.1 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

37.2 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

37.3 No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.

37.4 The Association may –

(a) pay a person or member of the Association –

- remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
- remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association.

(b) pay a member of the committee remuneration in return for carrying out the functions of a member of the committee; and

(c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and

(d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.

37.5 Despite subrule 37.4 (a), (b) and (c) , the Association is not to pay a person any amount under that subrule unless the Association or committee has first approved that payment.

### 38. Accounts of receipts, expenditure, etc.

39.1 True accounts are to be kept of the following-

- (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid
- (b) each asset or liability of the Association.

38.2 The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the committee.

38.3 The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.

38.4 The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

## 39. Banking and finance

39.1 On behalf of the Association, the treasurer of the Association is to –

- (a) receive any money paid to the Association; and
- (b) immediately after receiving the money, issue an official receipt on request
- (c) cause the money to be paid into the account opened under [subrule \(2\)](#) as soon as practicable after it is received.

39.2 The committee is to open with an authorised deposit-taking institution an account in the name of the Association.

39.3 The committee may –

- (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
- (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

39.4 Except with the authority of the committee, a payment of an amount exceeding \$20 is not to be made from the funds of the Association.

39.5 The committee may provide the treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.

39.6 A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the committee.

39.7 A cheque, draft, bill of exchange, promissory note or another negotiable instrument is to be –

- (a) signed by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and
- (b) Public Officer is advised.

39.8 An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution –

- (a) may only be authorised by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and
- (b) may only be authorised by a person referred to in paragraph (a) if the authorisation has been advised to the Public Officer.

## 40. Auditors and auditing of accounts

40.1 At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.

40.2 If an auditor is not appointed at an annual general meeting under subrule 27.5(d), the committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.

40.3 The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.

40.4 The first auditor –

- (a) may be appointed by the committee before the first annual general meeting; and
- (b) if so appointed, holds office until the end of the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.

40.5 If the first auditor is appointed by the committee under subrule 40.2 and subsequently removed at a general meeting under subrule 40.4(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the end of the first annual general meeting.

40.6 Except as provided in subrule 40.4 (b), the auditor may only be removed from office by special resolution.

40.7 If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the end of the next annual general meeting.

40.8 The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.

40.9 The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –

- (a) certify as to the correctness of the accounts of the Association; and
- (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.

40.10 In the report and in certifying to the accounts, the auditor is to –

- (a) specify the information, if any, that he or she has required under subrule 40.9 and obtained; and



- (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
- (c) state whether the rules relating to the administration of the funds of the Association have been observed.

40.11 The Public Officer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.

40.12 The auditor may –

- (a) have access to the accounting records, books and accounts of the Association; and
- (b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties; and
- (c) employ any person to assist in auditing the financial affairs of the Association; and
- (d) examine any member of the committee, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

## 41. Exemptions under the Act

41.1 For any financial year that the Association is exempt from the requirement to be audited by virtue of section 23(1B) or (1C) of the Act –

- (a) an auditor is not required to be appointed for that financial year under subrule 27.5 (d) unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
- (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
  - rules 40.1 and 40.2 do not apply in respect of the Association for that financial year; and
  - rule 40.11, to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
  - rule 40.11 does not apply in respect of the annual general meeting held by the Association in respect of that financial year.

41.2 For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of [section 24\(1B\)](#) of the Act, the committee must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the [Australian Charities and Not-for-profits Commission Act 2012](#) of the Commonwealth in respect of that financial year.

## 42. Seal of Association

42.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".

42.2 The seal is not to be affixed to any instrument except by the authority of the committee.

42.3 The affixing of the seal is to be attested by the signatures of –

(a) two members of the committee; or

(b) one member of the committee and –

- the Public Officer; or
- any other person the committee may appoint for that purpose.

42.4 If a sealed instrument has been attested under subrule 42.3 , it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.

42.4 The seal is to remain in the custody of the Public Officer of the Association.

[Incorporation Legislation Website](#)