

# **RULES OF ASSOCIATION OF THE ADELAIDE YOUTH ORCHESTRA INC**

## **1. NAME**

The name of the Incorporated Association is The Adelaide Youth Orchestra Incorporated, referred to in these Rules as the Association.

## **2. DEFINITIONS**

In these rules unless the contrary intention appears –

**Act** means the Associations Incorporation Act, 1985 and includes any regulations made thereunder;

**Board** means the board of management of the Association established by section 12;

**general meeting** means a general meeting of members of the Association convened in accordance with these Rules;

**member** includes Performer Member, Associate Member, Supporting Member, Sponsor Member, Honorary Member and Life Member as defined in section 6.2;

**objects** means the objects of the Association set out in section 3 of these Rules;

**Rules** means these Rules of Association as amended from time to time; and

**Secretary** means:

(a) the person holding office under these rules as Secretary of the Association; or

(b) where no such person holds that office, the public officer of the Association.

## **3. OBJECTS**

The objects of the Association are:

3.1 to promote and foster scholarship, interest, enthusiasm, and social well-being of youth through the learning, playing and appreciation of music in orchestral and other forms by any means and in particular:

(a) by provision of musical training and promotion of the study, practice and knowledge of music;

(b) by promoting the activities of orchestras and ensembles formed from its membership;

(c) by arranging concerts, orchestral performances and musical activities;

(d) by employing writers and composers, purchasing copyrights and giving prizes and awards; and

(e) by forming affiliations with any other association or society with similar constitution and objects

3.2 The Association may do all things as are necessary for, or incidental to, the attainment of its objects.

## **4. APPLICATION OF FUNDS**

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- 4.1 The Association must expend all monies received and funds raised for the purpose of furthering its objects.
- 4.2 The income and property of the Association must be applied solely toward the promotion of the objects and no portion of them may be paid or transferred directly or indirectly to members, whether by way of dividend, bonus or otherwise, unless by way of bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

### **5. POWERS**

The Association shall have all the powers conferred by section 25 of the Act.

### **6. MEMBERSHIP**

6.1 A person is qualified to be a member of the Association if the person is approved for membership of the Association by the Board under any of the categories of membership listed in section 6.2 and under such terms of membership as may be determined by the Board from time to time.

6.2 Membership is open to all persons interested in and supporting the objects of the Association. Persons may apply to join the Association as any of the following types of member:

(a) **Performer Member**

A vocalist or player of a musical instrument under 26 years of age who has passed an audition organised by the Association and participates in the orchestral and other music activities of the Association.

(b) **Associate Member**

Past Performer Members and parents of present Performer or past Performer Members may be Associate Members. One parent or guardian of a Performer Member who is aged under 18 years is required to be an Associate Member.

(c) **Supporting Member**

A person, organisation or body corporate interested in musical education, the encouragement of musical talent and the development of musical appreciation of individuals and the community.

(d) **Sponsor Member**

A person, organisation or body corporate who or which contributes financial or other support to the Association to such extent as the Board may from time to time determine qualifies the contributor for acceptance as a Sponsor Member.

(e) **Honorary Member**

A person whose service to the Association is recognised by the granting of Honorary Membership for such time as the Board may determine in each case. The Director of Music and any conductors appointed under section 15.7(b) will be Honorary Members for the term of their appointment, or such longer term as the Board may determine.

(f) **Life Member**

A person whose service to the Association is recognised by the Board as worthy of appointment as a Life Member.

### **7. ADMISSION TO MEMBERSHIP**

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- 7.1 Applications for Performer, Associate and Supporting membership must be made to the Board in writing in the form prescribed by the Board from time to time.
- 7.2 In addition to making a membership application as required by section 7.1, applicants for Performer membership must pass an annual audition on their instrument in order to retain their status as Performer Members.
- 7.3 The Board shall consider and if thought fit approve applications for Performer, Associate or Supporting membership by a majority of Association members present and entitled to vote and voting at a meeting of the Board.
- 7.4 Performer, Associate and Supporting membership will be valid from the time the membership application is approved by the Board and the annual membership subscription (if any) is paid, until 31 January of the following year and may be reviewed annually.
- 7.5 The Board will prescribe the amount of the annual membership subscription payable in respect of each class of membership from time to time. Subscription rates may include variations within each class of membership.
- 7.6 Any Board member may at any time nominate a person, organisation or body corporate for appointment as a Sponsor Member. At the next Board meeting following the nomination, the Board will consider such nomination, which will be approved if a majority of those present and entitled to vote and voting at the meeting of the Board vote in favour of such appointment. The appointment will be for such term as the Board in its absolute discretion determines.
- 7.7 Nominations for Life and Honorary membership must be made in writing to the Board by two members of the Association. At the next Board meeting following receipt of a nomination, the nomination will be put to the Board and will be accepted if a majority of those present and entitled to vote and voting at the meeting approve the nomination. Honorary membership will be for such term as the Board may in its absolute discretion determine.

### **8. APPEAL AGAINST REJECTION OF MEMBERSHIP**

- 8.1 An applicant who is not accepted as a Performer Member as the result of his or her audition may, within one month after receipt of written notification of the audition results, appeal in writing to the Board. At the next Board meeting following receipt of the appeal, the Board must give the applicant a fair opportunity to present his or her case, after which the Board shall decide the appeal by majority vote.
- 8.2 If the Board rejects an application for membership in circumstances other than those specified in section 8.1 or refuses to approve a nomination for Life or Honorary membership, the Secretary must advise the applicant (or in the case of Life or Honorary membership, the nominators) of its decision.
- 8.3 A person whose application for membership has been rejected, or the nominators in the case of a nomination for Life or Honorary membership which has been rejected may, within 14 days of receiving written notification of such rejection, provide the Secretary with written notice of his, her or their intention to appeal the decision.
- 8.4 At the next general meeting following provision of such notice, the appellant must be given the opportunity to present his or her case to the members and the Board will also have the opportunity to present its case. The appeal will be determined by a majority vote of the Association members present at the meeting and entitled to vote and voting.
- 8.5 Where a person whose application for membership is rejected does not, within the time prescribed by the Rules, appeal against the decision of the Board, or appeals unsuccessfully, the Secretary must refund to him or her the amount of any membership

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subscription paid by that person in connection with that person's application for membership.

### **9. TERMINATION / EXPULSION OF MEMBERSHIP**

9.1 Unless otherwise agreed with the Board, any Performer, Associate or Supporting membership will lapse if the member has not paid the annual membership subscription (if any) applicable to their class of membership within four (4) months after it becomes due.

9.2 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation will take effect at the time when the notice is received by the Secretary unless a later date is specified in the notice, in which case it will take effect from that later date.

9.3 If a member –

- (a) is convicted in a Court of Law of an indictable offence;
- (b) fails to comply with any of the provisions of this constitution;
- (c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association;
- (d) uses the Association as a platform for expounding political or religious ideas or for improper personal gains; or
- (e) obtains admission to membership by misrepresentation of personal particulars on the application for membership,

the Board may, in its absolute discretion, terminate that member's membership.

9.4 If the Board decides to terminate a member's membership in accordance with section 9.3, the decision must be communicated to the member, who must be given a fair opportunity to present his or her case to the Board. If the Board maintains its decision to terminate the member's membership, the Secretary must notify the member accordingly.

9.5 The member may, within 14 days of receiving such written notification, provide the Secretary with written notice of his or her intention to appeal against the Board's decision.

9.6 At the next general meeting following receipt of such notice, the appellant must be given the opportunity to present his or her case to the members and the Board will also have the opportunity to present its case. The appeal will be determined by a majority vote of those members present at the meeting and entitled to vote and voting.

9.7 Where a person does not appeal against a decision to terminate his or her membership within the time provided by these Rules, or appeals unsuccessfully, the membership of that person will be deemed terminated from the date of notification to the member of the Board's original decision.

### **10. PAYMENT OF MEMBERSHIP SUBSCRIPTION AND OTHER FEES**

10.1 The annual subscription for Performer members shall be payable upon acceptance of membership and offer of a place in an Adelaide Youth Orchestra group, and must be paid no later than the final date specified for such acceptance, provided that no subsequent resignation, termination or forfeiture of Performer membership will exempt a Performer Member from payment of his or her subscription for the year in which his or her membership is relinquished.

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- 10.2 The Board has the right to waive the payment of all or part of a Performer Member's subscription if it considers that the member, by reason of genuine hardship, is unable to pay such subscription.
- 10.3 The parent or guardian of a Performer Member who is required to be an Associate Member by section 6.2(b) is not required to pay a subscription for Associate membership.
- 10.4 Annual subscriptions for Associate and Supporting Members (other than Associate Members to whom section 8.3 applies) are payable at the time of lodging an application for membership.
- 10.5 Performer, Associate and Supporting Members admitted after 30 June in any year will be required to pay only half of the annual membership subscription otherwise due in respect of that year.
- 10.6 Life, Honorary and Sponsor Members shall not be required to pay membership subscriptions.
- 10.7 Annual membership subscriptions fall due on 1 January in each year and payment must be made to the Treasurer or the authorised representative of the Treasurer in person or through the post by 31 January in that year.
- 10.8 A Financial Member is a Performer, Associate or Supporting Member who has paid their annual membership fee, whose annual subscription has fallen due but is not overdue or who is duly complying with an arrangement entered into under section 10.10.
- 10.9 In addition to membership subscriptions, the Association members voting at an annual general meeting or any other general meeting convened in accordance with the provisions of these Rules may approve a recommendation of the Board for the imposition of such other fees and levies as the Board deems necessary in order to properly fulfil its objects under these Rules.
- 10.10 The Board may approve written requests from members to pay their annual subscription or such other fees and levies as may be imposed by the Board from time to time in instalments, provided that subsequent resignation or termination will not exempt the member from payment of the entire amount payable by the member for the year in which his or her membership ends.

### **11. REGISTER OF MEMBERS**

- 11.1 The Board must cause a register to be kept in which will be entered the names and addresses of all persons admitted to membership of the Association and the dates of their admission.
- 11.2 Particulars must also be entered of types of membership, resignations, terminations and re-instatements of membership and any further particulars as the Board may require from time to time.
- 11.3 The Register of Members will be kept at the principal place of administration of the Association and will be open for inspection, free of charge, by any member of the Association at any reasonable hour, provided that information obtained therefrom must not be used for any purpose not associated with the business or interests of the Association.

### **12. ORGANISATION AND MANAGEMENT**

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- 12.1 The Association will consist of an unlimited number of Associate, Supporting, Sponsor, Life and Honorary Members and such number of Performer Members as may be determined by the Board from time to time.
- 12.2 The affairs of the Association will be managed and controlled by the Board.
- 12.3 The Board, subject to the Act and these Rules:
- (a) 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 members of the Association;
  - (b) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
  - (c) has the authority to interpret the meaning of these Rules; and
  - (d) subject to clause 23, has the management and control of the funds and other property of the Association.
- 12.4 The Board must appoint a public officer as required by the Act.
- 12.5 The Board will be comprised of the following officeholders, all of whom must be natural persons and members of the Association:
- (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Artistic Director; and
  - (f) at least one but not more than seven additional members.
- 12.6 The Board may create, operate and disband such sub-committees as it considers necessary to carry out its functions and fulfil its objects in accordance with these Rules.
- 12.7 Any member of the Association may, with consent, be appointed by the Board to a sub-committee of the Board.
- 12.8 Sub-committees of the Board will be empowered to act within their terms of reference approved by the Board, and must report to the Board as directed by it.
- 12.9 The Board may appoint and terminate the services of such salaried staff as it deems necessary and may invite one or more such staff to attend meetings of the Board or meetings of the Association, provided that such salaried staff will not have the right to vote at Board meetings or Association meetings unless they are already members of the Board or Association respectively.
- 13. ELECTION OF BOARD MEMBERS**
- 13.1 The first Board of the Association will be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Board will hold office until the first annual general meeting after incorporation at which time one half of the members of the Board (excluding the Artistic Director), who

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will be chosen by ballot, will retire from the Board but will be eligible for re-election without nomination. At each subsequent annual general meeting one half of the members of the Board, being the longest serving members but excluding the Artistic Director, will retire but will be eligible for re-election without nomination.

- 13.2 The term of office for membership of the Board is two years, except for those balloted out in the first year of the Association, those appointed to fill a casual vacancy pursuant to section 13.7 or the Artistic Director, who will be appointed by the other Board members in accordance with section 15.15..
- 13.3 Nominations for election to the Board will be invited together with the notification of each annual general meeting. Nominations must be made in writing and submitted to the Secretary not less than seven (7) days prior to the annual general meeting.
- 13.4 Each nomination must carry the signatures of two members eligible to vote, together with the signature of the nominee consenting to such nomination.
- 13.5 If insufficient nominations are received to fill the vacancies on the Board, the candidates nominated will be deemed to be elected and the remaining vacancies may be filled by co-option at the first meeting of the new Board.
- 13.6 At the first Board meeting following incorporation of the Association, the members of the Board will elect four of their number to fill the positions of President, Vice-President, Secretary and Treasurer. At the first Board meeting following each subsequent annual general meeting, the Board members will elect such of their number as necessary to those positions that have fallen vacant due to retirement of the previous officeholders.
- 13.7 If a vacancy occurs on the Board during the year, the Board will have the power to appoint to the Board a financial member of the Association eligible for election to that vacancy. Such member will hold office until the next annual general meeting of the Association and will be eligible for election to the Board at that annual general meeting without nomination.

### **14. DISQUALIFICATION OF BOARD MEMBERS**

The office of Board member will become vacant if a Board member:

- (a) dies;
- (b) is disqualified from being a Board member by the Act;
- (c) is expelled or resigns as a member under these Rules;
- (d) is permanently incapacitated by ill health;
- (c) is absent without apology from more than three consecutive Board meetings in any one financial year;
- (d) is no longer the duly appointed representative of a corporate (Supporting or Sponsor) Member; or
- (g) resigns office by notice in writing given to the President.

### **15. DUTIES OF OFFICE BEARERS**

- 15.1 The President will preside at all general meetings of the Association and all Board meetings and is responsible for the enforcement of all provisions of these Rules, of all

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by-laws, rules and regulations made by the Board thereunder, and for the preparation and presentation of reports to general meetings.

- 15.2 The Vice-President will assist the President in the exercise of his or her duties and carry out such other duties as may be allocated by the Board. In the absence of the President, the Vice-President will assume all duties, powers and responsibilities pertaining to the office of President.
- 15.3 The Secretary (or, in the absence of the Secretary, another Board member chosen by the Board) will attend all meetings of the Board and the Association and will keep correct minutes of meetings and proceedings and give notice of meetings and proceedings to be brought before them.
- 15.4 The Treasurer (or, in the absence of the Treasurer, another Board member chosen by the Board) will attend all meetings of the Board and the Association and will be responsible for all financial matters including the maintenance of financial records and statements, and will compile a detailed annual record of all financial transactions of the Association to be presented to the annual general meeting. The Treasurer will prepare and present a budget to the Board at or prior to commencement of each financial year and at such other times as the Board may reasonably require from time to time.
- 15.5 The Artistic Director will be appointed by the Board to hold office for such period as may be determined by the Board from time to time to plan and direct the musical activities of Performer Members and:
- (a) may recommend the assistance of such number of accomplished musicians as he or she considers necessary to properly train the Performer Members and assist with the running of the musical activities of the Association;
  - (b) will recommend the appointment of such conductors as may be required from time to time;
  - (c) may recommend the appointment of paid tutors to train and teach Performer Members in the correct ensemble techniques of their instruments; and
  - (d) will be responsible for auditions and may enlist professional assistance in determining acceptance of Performer Members.

The Artistic Director must obtain the prior approval of the Board for expenditure arising from the performance of any of the above functions that exceed the authorised amount for any category of expense as prescribed by the Board from time to time.

- 15.6 The Board may from time to time request any Board member to attend to such other duties as the Board reasonably deems appropriate to that member's office.

### **16. BOARD MEETING PROCEDURES**

- 16.1 The Board will meet for the dispatch of business at least monthly during the months from February to November, at such place and time as the Board may determine from time to time.
- 16.2 Written notice (including notice provided by way of facsimile or email) of a meeting of the Board must be given by the Secretary to each member of the Board at least 14 days (or such other period as may be unanimously agreed upon by the Board members from time to time) before the appointed time of the meeting.
- 16.3 Notice of a meeting given under clause 16.2 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

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- 16.4 A quorum for a meeting of the Board will be at least four members of the Board.
- 16.5 No business may be transacted by the Board 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.
- 16.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Board members present will be deemed to constitute a quorum.
- 16.7 At a meeting of the Board:
- (a) the President, or in the President's absence, the Vice-President will preside.
  - (b) if the President and the Vice-President are both unwilling or unable to preside, such one of the remaining Board members as may be chosen by the Board members present at the meeting will preside.
- 16.8 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and may not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- 16.9 Questions arising at any meeting of the Board will be decided by a majority of votes of Board members present and entitled to vote and voting on the issue and in the event of equality of votes the person presiding will have a casting vote in addition to a deliberative vote.

### **17. MEETINGS**

- 17.1 All members described in section 6 may attend all meetings of the Association and may take part in all discussions and proceedings thereat, provided that only those members specified in sections 19.1 and 19.2 may vote.
- 17.2 There will be two types of general meeting of the Association; annual general meetings and extraordinary general meetings.
- 17.3 The annual general meeting of the Association must be held not later than five months after the end of each financial year. The business of the annual general meeting will include:
- (a) confirmation of the minutes of the previous annual general meeting;
  - (b) Treasurer's statement and auditor's report (if any) for the previous financial year;
  - (c) annual report of the Board;
  - (d) election of members to the Board;
  - (e) appointment of an auditor (if required by the Act); and
  - (f) any other business requiring consideration by the Association in general meeting.
- 17.4 Notice of the annual general meeting must be given to members by circular notice not less than fourteen (14) days nor more than thirty (30) days before the date of such meeting.

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- 17.5 Other general meetings of the Association to be known as extraordinary general meetings may be held at such times as the Board may determine or may otherwise be necessary within the requirements of these Rules or may be summoned on the written request of not less than seven (7) members of the Association eligible to vote, signed by those members and specifying the purpose of the proposed meeting.
- 17.5 Notice of each extraordinary general meeting and of the nature of the business to be transacted thereat must be given to members not less than fourteen (14) days nor more than thirty (30) days before the date of such meeting.
- 17.6 A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post to the member's address appearing in the register of members.
- 17.7 Where a notice is served by post, service will be effected by properly addressing, prepaying and posting the notice and will be taken to have been effected at the time at which the notice would be delivered in the ordinary course of postal deliveries. Failure to receive a notice does not invalidate the meeting the subject of the notice or any proceedings held thereat.

### **18. QUORUM**

- 18.1 At any general meeting, a quorum will consist of such number of voting members of the Association present personally or by proxy as is equal to one more than twice the number of Board members at the time of the general meeting.
- 18.2 If within one half hour of the time appointed for a general meeting of the Association a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present will be deemed to constitute a quorum.

### **19. VOTING AT GENERAL MEETINGS**

- 19.1 Associate Members, Supporting Members who have been Financial Members for more than one year, Performer Members aged 18 years who are Financial Members, and Life Members are eligible to vote at a meeting of the Association.
- 19.2 The Artistic Director and any conductors appointed under section 15.5(b) are eligible to vote at any meeting of the Association.
- 19.3 A member being a body corporate is entitled to appoint one person who need not be a member of the Association to represent it at a particular general meeting or at all general meetings of the Association. The corporate member must appoint such person by a resolution of its board which may be authenticated under its seal. Such a person will be deemed to be a member of the Association for all purposes until his or her authority to represent the corporate member is revoked.
- 19.4 Each member who is eligible to vote may 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, provided that:
- (a) the notice appointing the proxy is in the form set out in Appendix 1 to these Rules; and
  - (c) no member may hold more than 5 proxies.

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- 19.5 Subject to these Rules, each member present in person or by proxy is entitled to one vote but, in the event of equality of votes on any question, the person presiding may exercise a casting vote. A reference in these Rules to a person "present" includes a person present by proxy.
- 19.6 Postal votes are not permitted.
- 19.7 Where a secret ballot is required, two scrutineers will be appointed by the person presiding to count and examine ballot papers and to declare the result of the ballot.
- 19.8 Subject to these Rules, a question for decision at a general meeting, other than a special resolution, must be approved by a majority of members who vote in person or by proxy at that meeting. Special resolutions must be approved by a two-thirds majority of members who vote in person or by proxy at that meeting.
- 19.9 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 19.10 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### **20. MINUTES**

- 20.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board will be entered by the Secretary within one month after the relevant meeting in minute books kept for the purpose.
- 20.2 The minutes kept pursuant to these Rules must be confirmed by the members of the Association or the members of the Board (as relevant) at the subsequent Association meeting or Board meeting (as the case may be).
- 20.3 The minutes kept pursuant to these Rules must be signed by the person presiding at the meeting at which the proceedings took place or by the person presiding at the succeeding meeting at which the minutes are confirmed.
- 20.4 Where minutes are entered and signed they will, unless and until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held and that all appointments made at the meeting are valid.

### **21. FINANCIAL YEAR**

The first financial year of the Association will be the period beginning on the date of incorporation and ending on 31 December in the year of incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

### **22. RECORDS**

- 22.1 The Association will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 22.2 If required by the Act:

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- (a) the accounts, together with the auditor's report on the accounts, the Treasurer's statement and the Treasurer's report in respect of the previous financial year must be laid before members at an annual general meeting;
- (b) the annual (periodic) return will be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year, accompanied by a copy of the accounts, the auditor's report, the Treasurer's statement and the Treasurer's report; and
- (c) at each annual general meeting the members will appoint a person to be auditor of the Association, who will hold office until the next annual general meeting and is eligible for re-appointment.

### **23. FINANCE**

23.1 The Board is empowered to raise finance in the following ways:

- (a) by membership subscriptions and such other fees and levies as the Board may impose from time to time;
- (b) by appeal for community, business and private sponsorship;
- (c) by proceeds from any pursuits, festivals, productions, presentations, concerts, displays, exhibitions, functions, sales or any other lawful fundraising activity;
- (d) by public appeals or by application to all levels of government; and
- (e) by donations.

23.2 The Association will establish a gift fund ("the Fund") for the purposes of promoting and fulfilling its objects.

23.3 The Fund is to be known as the Adelaide Youth Orchestra Fund and must comply with sub-division 30E of the Income Tax Assessment Act 1997 (as amended or replaced from time to time).

23.4 The Board must establish a Fund bank account separate from all other finances of the Association, the capital and proceeds of which will be made available for the benefit of promoting the purposes of the Association as described in section 3.

23.5 Operations (including cheques, bills of exchange, drafts and promissory notes) on the Fund bank account and any other bank account held by the Association must be signed and countersigned by any two of the President, Treasurer, Secretary and such other person as the Board may nominate from time to time.

23.6 The Board must appoint a management committee ("Management Committee") of the Fund and:

- (a) the Management Committee will consist, subject to clause 23.6(b), of no less than three and no more than five members of the Association, each of whom must meet the criteria of "responsible person" as defined under the guidelines of the Register of Cultural Organisations; and
- (b) the Board may appoint to the Management Committee a non-member who meets the criteria of responsible person as defined under the guidelines of the Register of Cultural Organisations, and that person will become an Honourary Member of the Association upon and for the term of his or her appointment to the Management Committee.

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- 23.7 The Management Committee must:
- (a) administer and authorise expenditure from the Fund in accordance with the Fund's purpose as stated in section 3;
  - (b) provide a financial report for the Board at the end of each financial year, providing sufficient statistical data for the Board to provide a report to the Register of Cultural Organisations in the form required under the relevant legislation from time to time; and
  - (c) ensure that all allocations of funds or property from the Fund to other organisations or persons are made in accordance with the Fund's purpose and are not influenced by the expressed preference or interest of a particular donor to the Fund.
- 23.8 The Management Committee will take such steps as it deems necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments or donations of money, property, interest or income derived therefrom for the purpose of furthering the Fund's purpose.
- 23.9 There will be at least three meetings per year of the Management Committee.
- 23.10 Meetings of the Management Committee may be held at any time or place determined by the Management Committee from time to time.
- 23.11 At any meeting, at least half of the total number of Management Committee members will represent a quorum.
- 23.12 The Management Committee members will serve without remuneration.
- 23.13 The office of a Management Committee member will be automatically vacated if:
- (a) the member is found by a court to be of unsound mind;
  - (b) the member becomes bankrupt;
  - (c) the member dies;
  - (d) the member ceases to meet the criteria of responsible person as defined under the guidelines of the Register of Cultural Organisations;
  - (e) the Board, in its absolute and unfettered discretion, passes a resolution removing the member from office; or
  - (f) the member has resigned office by delivering written notice of resignation to the Board.
- 23.14 The Board may appoint a person to fill any vacancy in the Management Committee created pursuant to Section 23.13, provided that any such replacement person meets the criteria of responsible person as defined under the guidelines of the Register of Cultural Organisations.
- 23.15 Upon dissolution of the Fund, the Management Committee will, after paying or making provision for the payment of all liabilities of the Fund, transfer any surplus assets of the Fund to any another fund that is on the Register of Cultural Organisations.
- 23.16 The Fund will be dissolved in the event of dissolution of the Association in accordance with section 23.15.

## **RULES OF ASSOCIATION OF THE ADELAIDE YOUTH ORCHESTRA INC**

23.17 The books of accounts of the Association will be kept at the office of the Association or at such other place or places as the Board may deem fit from time to time and will be open for inspection by members of the Board and such other persons as the Board may determine from time to time.

23.18 Nothing in these Rules prohibits payment in good faith to any officers or servants of the Association or to any member in return for any services actually rendered to the Association or for goods supplied to the Association in the ordinary course of business.

### **24. WINDING UP**

The Association may be wound up in the manner provided for in the Act.

### **25. APPLICATION OF SURPLUS ASSETS**

In the event of the Association being wound up, any "surplus assets" remaining after the payment of the Association's liabilities will be transferred to any another organisation in Australia which is on the Register of Cultural Organisations.

### **26. THE SEAL**

26.1 The Association will have a common seal upon which its corporate name will appear in legible characters.

26.2 The seal may only be used pursuant to the authority of the Board previously given at a meeting thereof to any document requiring execution under the common seal of the Association. Each such affixation must be performed in the presence of and accompanied by the signature of two members of the Board, at least one of whom must be the President, Vice-President or Secretary, and will be sufficient evidence of the authority to affix such seal.

### **27. ALTERATION OF RULES**

27.1 These Rules may not be repealed, altered or amended, except by resolution proposed at a general meeting of the Association and carried by not less than a two-thirds majority of the voting members of the Association present and voting at the meeting, whether in person or by proxy. Such an alteration must be registered with the Office of Consumer and Business Affairs as required by the Act.

27.2 Notice of motion of any proposed repeal, alteration or amendment may be originated or endorsed by the Board or must be given in writing to the Secretary and signed by seven (7) voting members. Such notice must contain the exact nature of the proposed change.

27.3 Notice of the proposed resolution must be given to all members at least fourteen (14) days before the proposed general meeting at which the resolution is to be put forward.

27.4 The registered Rules and any rules, by-laws or guidelines made or issued thereunder will bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

**RULES OF ASSOCIATION OF THE ADELAIDE YOUTH ORCHESTRA INC**

APPENDIX 1  
(Clause 19.5)

**FORM OF APPOINTMENT BY PROXY**

I, \_\_\_\_\_

of \_\_\_\_\_

being a member of the Adelaide Youth Orchestra Incorporated (“the Association”) hereby appoint \_\_\_\_\_

of \_\_\_\_\_

also being a member of the Association, as my proxy to vote for me on my behalf at the annual general meeting [or general meeting] of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_\_\_\_ and at any adjournment of that meeting.

\_\_\_\_\_  
Signature of Member

Date \_\_\_\_\_

**NOTE:** A proxy may not be given to a person who is not a member of the Association.