

# RULES OF ASSOCIATION OF ADELAIDE YOUTH ORCHESTRAS INCORPORATED

## 1. NAME

The name of the Incorporated Association is Adelaide Youth Orchestras 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 clause 12;

**Financial Member** has the meaning given to it in clause 10.5;

**General Manager** means the person holding office as General Manager or Chief Executive of the Association;

**Performer** means a player of a musical instrument who participates in the orchestral and other music activities of the association;

**General Meeting** means a general meeting of members of the Association convened in accordance with these Rules and includes an annual general meeting or an extraordinary general meeting;

**Member** includes Performer Member, Associate Member, Supporting Member, Life Member or Other Member as defined in clause 6.2;

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

**Register of Cultural Organisations** has the meaning given to it in sub-division 30-F of the *Income Tax Assessment Act 1997* (Cth);

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

**Secretary** means

- (a) the person holding office 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.

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### 4. APPLICATION OF FUNDS

- 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 clause 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 player of a musical instrument at least 18 years of age but under 26 years of age who participates in the orchestral and other music activities of the Association.

(b) **Associate Member**

Associate Members may be either:

- previous Performer Members;
- parents of present performers (see below);
- parents of Performer Members; or
- parents of previous Performer Members.

One parent or guardian of a performer for the Association aged under 18 years, is required to be an Associate Member.

(c) **Supporting Member**

A person, organisation or body corporate interested in supporting the aims and objects of the Association.

(d) **Life Member**

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

(e) **Other Members**

The Board may develop other categories of Members from time to time and grant membership in those categories accordingly.

### 7. ADMISSION TO MEMBERSHIP

- 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 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.

- 7.3 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.

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7.4 The Board will prescribe the amount of the annual or other membership subscription payable in respect of each class of membership from time to time. Subscription rates may include variations within each class of membership.

7.5 Nominations for Life membership must be made in writing to the Board by two members of the Association. At the next 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.

### 8. APPEAL AGAINST REJECTION OF MEMBERSHIP

8.1 If the Board rejects an application for membership in circumstances other than those specified in clause 9.1 or refuses to approve a nomination for Life membership, the Secretary must advise the applicant (or in the case of Life membership, the nominators) of the Board's decision.

8.2 A person whose application for membership has been rejected, or the nominators in the case of a nomination for Life membership which has been rejected may, within 14 days of receiving written notification of such rejection, provide the Secretary with written notice of their intention to appeal the decision.

8.3 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.

8.4 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 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 cease if the member has not paid the annual membership subscription (if any) applicable to their class of membership within two (2) 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 charged or convicted in a Court of Law of any indictable offence or any offence relating to a minor;
- (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 clause 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.

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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 resignation, termination or forfeiture of Performer membership will not exempt a Performer Member from payment of his or her subscription for the year in which his or her membership is relinquished.

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 Annual subscriptions for Associate and Supporting Members are payable at the time of lodging an application for membership.

10.4 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.

10.5 A Financial Member is a 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 clause 10.7.

10.6 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.

10.7 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**

12.1 The Association will consist of an unlimited number of Associate, Supporting and Life 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;

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- (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) Chair;
  - (b) Deputy-Chair;
  - (c) Secretary
  - (d) Treasurer;
  - (e) Representative of the Parent's Subcommittee; and
  - (f) at least one but not more than six additional members.
- 12.6 Persons who meet the criteria listed in section 30 of the Act (that is, if they are insolvent under administration or have committed a specified offence in relation to a body corporate within a specified period) are not eligible to be members of the Board.
- 12.7 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.
- 12.8 Any member of the Association may, with consent, be appointed by the Board to a sub-committee of the Board.
- 12.9 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.
- 12.10 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 At each annual general meeting one half of the members of the Board, being the longest serving members, 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 and those appointed to fill a casual vacancy pursuant to clause 13.7. No Board Member may serve more than four (4) consecutive terms except where specifically authorised at the Annual General Meeting of the Association, which vote must take place in the absence of the Board Member seeking re-election.
- 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.

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- 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 Chair, Deputy-Chair, 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 incapacitated by ill health such that they cannot adequately discharge their functions and duties for the Association for a cumulative period of more than three (3) months in any financial year;
- (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 Chair.

### 15. DUTIES OF OFFICE BEARERS

- 15.1 The Chair 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 by-laws, rules and regulations made by the Board thereunder, and for the preparation and presentation of reports to general meetings.
- 15.2 The Deputy-Chair will assist the Chair 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 Chair, the Deputy-Chair will assume all duties, powers and responsibilities pertaining to the office of Chair.
- 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 ensure that correct minutes of meetings and proceedings are kept and that notice of same is duly given.
- 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 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 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.
- 15.6 Each office bearer of the Association shall have regard to and must comply with their duties as Board members under section 39A of the Act namely:
- (a) An officer of an incorporated association must not, in the exercise of his or her powers or the discharge of the duties of his or her office, commit an act with intent to deceive or defraud the association, members or creditors of the association or creditors of any other person or for any fraudulent purpose.

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- (b) An officer or employee of an incorporated association, or former officer or employee of an incorporated association, must not make improper use of information acquired by virtue of his or her position in the association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause a detriment to the association.
- (c) An officer or employee of an incorporated association must not make improper use of his or her position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause a detriment to the association.
- (d) An officer of a prescribed association must at all times act with reasonable care and diligence in the exercise of his or her powers and the discharge of the duties of his or her office

or as amended from time to time

### 16. BOARD MEETING PROCEDURES

- 16.1 The Board will meet for the dispatch of business at least seven (7) times during a calendar year, 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 General Manager 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, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 16.4 A quorum for a meeting of the Board will be at least half of the members of the Board entitled to vote.
- 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, provided there are at least two Board members so present.
- 16.7 At a meeting of the Board:
  - (a) the Chair, or in the Chair's absence, the Deputy-Chair will preside.
  - (b) if both the Chair and the Deputy-Chair are 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 clause 6 may attend all general meetings of the Association and may take part in all discussions and proceedings thereat, provided that only those members specified in clauses 19.1 and 19.2 may vote.

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- 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 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 before the date of such meeting.
- 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.
- 17.6 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 and such meeting shall only address the business specified in the notice of that meeting.
- 17.7 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 or email to the member's address appearing in the register of members.
- 17.8 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 three months, Performer Members, and Life Members are eligible to vote at a meeting of the Association.
- 19.2 The General Manager, the conductors and Artistic Director are not entitled to vote.
- 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

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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 General Manager 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 I to these Rules; and
  - (b) no member except the Chair may hold more than 5 proxies.
- 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 permitted.
- 19.7 Where a secret ballot is required, the General Manager will be appointed by the person presiding to count and examine ballot papers and to declare the result of the ballot. If the ballot relates to the General Manager the meeting must elect another returning officer.
- 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.
- 20.5 Minutes of proceedings at general meetings of the Association must be made available for inspection by any member without charge.

## **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.

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22.2 If required by the Act:

- (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 Orchestras Fund and must comply with sub-division 30F 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 clause 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 Chair, Deputy-Chair, General Manager, and such other person or persons as the Board may nominate from time to time.

23.6 Receipts for gifts to the Fund must state:

- (a) the name of the Fund and that the receipt is for a gift made to the Fund;
- (b) that the Fund is listed on the Register of Cultural Organisations;
- (c) the date the gift was received;
- (d) the type of gift that was received (including its value);
- (e) the name of the donor of the gift;
- (f) the signature of a person authorised to act on behalf of the Fund;
- (g) the Australian Business Number of the Association;
- (h) the fact that the receipt is for a gift; and

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- (i) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- 23.7 Investment of monies in the Fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office, from time to time.
- 23.8 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 a member of the Association upon and for the term of his or her appointment to the Management Committee.
- 23.9 The Management Committee must:
- (a) administer and authorise expenditure from the Fund in accordance with the Association’s purpose as stated in clause 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.
- 23.10 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.
- 23.11 The Management Committee must meet at least once a year.
- 23.12 Meetings of the Management Committee may be held at any time or place determined by the Management Committee from time to time.
- 23.13 At any meeting, at least half of the total number of Management Committee members will represent a quorum.
- 23.14 The Management Committee members will serve without remuneration.
- 23.15 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.
- 23.16 The Board may appoint a person to fill any vacancy in the Management Committee created pursuant to Clause 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.

## RULES OF ASSOCIATION OF ADELAIDE YOUTH ORCHESTRAS INCORPORATED

- 23.17 Any proposed amendments or alterations to provisions for the Fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the Fund's continuing deductible gift recipient status.
- 23.18 If upon the winding-up or dissolution of the Fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.
- 23.19 The Fund will be dissolved in the event of dissolution of the Association in accordance with clause 23.17.
- 23.20 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.
- 23.21 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

- 24.1 The Association may be wound up in the manner provided for in the Act.
- 24.2 If on the winding up or dissolution of the Association; or
- (a) the revocation of the Association's endorsement under Subdivision 30-BA of the Income Tax Assessment Act 1977, (ITAA) after the satisfaction of all its debts and liabilities, any property remains ("**Surplus**"),
  - (b) the Surplus must not be paid or distributed among the Members.

### 25. TRANSFER OF SURPLUS

- 25.1 The Surplus must be given or transferred to an institution, body, entity, or organisation in Australia ("**Transferee Entity**"):
- (a) having objects similar to the Objects of the Association, which is on the Register of Cultural Organisations and which is endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA; and
  - (b) which is endorsed by the Australian Taxation Office as a Public Benevolent Institution in Australia; and
  - (c) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Company under this constitution.

### 26. CHOICE OF TRANSFEREE

The Transferee Entity must be chosen by the Board (as the Board was constituted at the commencement of the winding up). If the Board does not choose a Transferee Entity within a reasonable time, any Member of the Association at the commencement of the winding up or the liquidator may apply to the Supreme Court of South Australia to choose the Transferee Entity.

## **RULES OF ASSOCIATION OF ADELAIDE YOUTH ORCHESTRAS INCORPORATED**

### **27. THE SEAL**

- 27.1 The Association will have a common seal upon which its corporate name will appear in legible characters.
- 27.2 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 Chair, Deputy-Chair or General Manager, and will be sufficient evidence of the authority to affix such seal.

### **28. ALTERATION OF RULES**

- 28.1 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.
- 28.2 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.
- 28.3 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.
- 28.4 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 ADELAIDE YOUTH ORCHESTRAS INCORPORATED**

APPENDIX 1

**FORM OF APPOINTMENT BY PROXY**

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

of \_\_\_\_\_

being a member of Adelaide Youth Orchestras 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 201\_\_\_\_\_ 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.