

# **RECITALS AUSTRALIA INC.**

## **CONSTITUTION AND RULES**

Amended 24 March 2018

### **1. NAME**

1.1 The name of the Society shall be RECITALS AUSTRALIA INC, hereinafter referred to as 'the Society'.

1.2 The business name of the Society shall be RECITALS AUSTRALIA.

### **2. DEFINITIONS**

In these Rules, unless the contrary intention appears:

- 'Council' means the committee of management of the Society.
- 'Rules' means this Constitution and Rules or the Constitution and Rules currently in force.
- 'Member' means a member irrespective of the class of membership.
- 'The Act' means the Associations Incorporation Act 1985 (SA) as amended from time to time or any Act substituted for the Act.
- 'The Regulations' means the Associations Regulations 1985 as amended from time to time or any regulations substituted for the Regulations.
- 'Special Resolution' means any resolution pertaining to amending, or revoking and replacing, the current Constitution and Rules (clause 12), making and amending by-laws (clause 9), and dissolving the Society (clause 14.1).

### **3. OBJECTS**

The objects of the Society shall be:

3.1 To encourage vocal and instrumental performers, particularly of keyboard music, by providing opportunities to gain performance experience, engagements commensurate with ability, and scholarships and other assistance, both general and specific.

3.2 To organise and finance concerts, recordings and a recording library.

3.3 To improve local performers' status in the community and to further their interests.

3.4 To provide opportunities for related social activities.

3.5 To foster interest in the community in music recitals, particularly keyboard recitals.

3.6 To engage in other activities in pursuit of the preceding objects.

#### 4. POWERS UNDER THE ACT

The Society shall have all the powers conferred by Section 25 of the Act, namely that the Society may, subject to the Act and to the Rules:

- acquire, hold, deal with and dispose of any real or personal property
- administer any property or trust
- open and operate bank accounts
- invest its money in any security in which trust moneys may, by Act of Parliament, be invested or in any other way authorised for the time being by the Rules
- borrow money upon such terms and conditions as the Society thinks fit
- give such security for the discharge of liabilities incurred by the Society as the Society sees fit
- appoint agents to transact any business of the Society on its behalf, and
- enter into any other contract it considers necessary or desirable

provided, however, that the Society shall neither borrow money nor give any security for the discharge of any liability without a specific resolution of the members in general meeting in each case.

#### 5. MEMBERSHIP

There shall be three classes of membership, namely Annual Membership, Paid up Life Membership and Honorary Life Membership.

5.1 *Annual Membership* of the Society shall be available to persons and organisations whose applications are approved by the Council of the Society.

5.2 All applicants shall submit such information as the Council may require.

5.3 The Council reserves the right to refuse any application without giving reasons.

5.4 The period of annual membership shall be from the first (1<sup>st</sup>) day January to the thirty first (31<sup>st</sup>) day of December. (See Notes to Constitution note 1.). **For the purposes of the annual AGM, active members in the previous year of operations shall be admitted as paid members.**

5.5 Application for annual membership shall be accompanied with the amount which shall at the relevant time be the annual membership fee.

5.6 The annual membership fee may be varied by resolution of the Council for any future year or years.

5.7 The Council may establish different categories of annual membership as it deems fit.

5.8 A member may resign from annual membership of the Society by giving written notice thereof to the secretary or public officer of the Society. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Society.

5.9 *Paid up Life Membership* shall be achieved by payment of a single sum determined and reviewed annually by the Council. The approval and operational procedures for such applications shall be the same as for Annual Membership.

5.10 *Honorary Life Membership* may be awarded to any person whose work in the interests of the Society, or in any of the fields in which the Society is interested, warrants such distinction. Any member may put forward the nomination, accompanied by full submission, for consideration by the Council. If the Council so recommends, the nomination shall be put forward for members' approval at the appropriate annual or special general meeting.

5.11 The benefits of Paid up and Honorary Life Membership shall be attendance at all Society concerts (with the exception of fund raising concerts) and receipt of all Society publications at no cost.

## **6. MANAGEMENT**

6.1 The affairs of the Society shall be managed and controlled by a Council which, in addition to any powers and authorities conferred by the Act and by the Constitution, may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act or by the Constitution required to be done by the Society in general meeting. The Council shall have authority to interpret the meaning of the Constitution and any other matter relating to the affairs of the Society on which the Constitution is silent.

6.2 The Council shall consist of not less than six (6) persons and not more than thirteen (13) persons.

6.3 There shall be the following officers of the Society, all of whom shall be honorary officers, namely President, Vice President/s, Secretary, Treasurer and Public Officer. These office bearers shall perform such duties traditionally performed by such officers or as may be prescribed by any law, by-law of the Society, resolution of the members or by the Council. One or more Council members shall be designated as custodians of Society property.

6.4 The Council may create additional offices by appointing members of the Council as officers according to perceived need, provided that the maximum membership of the Council is not exceeded.

6.5 More than one position may be held by a member of the Council if the positions held concurrently are compatible.

6.6 Should any casual vacancy occur in the Council or any of its offices, the Council may appoint a member to fill such vacancy, to hold office for the remainder of his or her predecessor's term.

6.7 The Council shall meet at least six (6) times each year. The President may, and on the written request of any two members of the Council, shall convene a meeting of the Council, but upon no less than five (5) days' notice except in cases of urgency, the nature of which shall be recorded in the minutes.

6.8 The President or, failing the President, a Vice President or, failing them, a member elected by the Council present at the meeting shall be Chairperson of the meeting. The Chairperson shall have a deliberative vote and, if needed, a casting vote also.

6.9 The quorum for a Council meeting shall be five (5) members of the Council.

6.10 The Council may delegate any of its powers and duties to one or more standing sub-committees. The Council shall determine the purpose, powers and personnel of each standing

sub-committee and may at any time revoke, extend or alter any such determination. Each standing sub-committee shall operate under the control of the Council and shall report as required by the Council on the activities of the sub-committee; such report need not be in writing but, if oral, shall be given in person to the Council.

6.11 The Council may appoint working groups of its members, or of members of the Society generally, or both, for such purposes as it deems fit, and in the appointment of such working groups may make regulations concerning the functions and meetings thereof.

6.12 Any office shall become vacant if the holder of such office

- is disqualified by operation of the law, or
  - ceases to be a member of the Society, or
  - is permanently incapacitated by illness or accident, or
  - is absent from three or more consecutive meetings of the Council in any period of one year.
- Absence with the leave or subsequent excuse by the Council shall not count as absence for this purpose.

6.13 Any casual vacancy of the Council may be filled by election at the next convenient meeting of the Council at which a quorum is present, to hold office for the remainder of his or her predecessor's term.

## **7. ELECTION OF COUNCIL MEMBERS**

7.1 Council members shall be elected at an annual general meeting, to take office immediately.

7.2 Members of the Council shall hold office for two years. Subject to prior resignation, death or removal from office, one half of the membership, including office bearers appointed by the Council, shall hold office until the conclusion of the annual general meeting in each odd numbered year and the other half shall hold office for the same period in each even numbered year.

7.3 At its first meeting following each annual general meeting the Council shall elect the officers for the ensuing year.

7.4 The president may hold the position for a term of four years, with the option of one extension of a further four years.

7.5 Nominations for all Council vacancies arising from termination of tenure shall be in writing, signed by the nominee and his or her proposer and seconder, and lodged with the Society no later than fourteen (14) days prior to the date of the annual general meeting.

7.6 Persons being nominated, and their proposers and seconders, shall be members of the Society.

7.7 If the number of nominations exceeds the number of vacancies, the election shall be conducted by secret ballot by all members present at the annual general meeting.

7.8 Prior to the election the President shall appoint a returning officer and may appoint scrutineers according to need.

## **8. GENERAL MEETINGS**

8.1 An annual general meeting shall be held in the month of March each year.

8.2 The business of an annual general meeting shall include

- confirmation of the minutes of the previous annual general meeting, and
- presentation and consideration of the President's report, and
- presentation and consideration of the Treasurer's report, and
- the election of members of the Council, and
- the appointment of an auditor, and
- consideration and, if thought fit, passing of such resolutions and any business incidental to the preceding agenda, and
- consideration and, if thought fit, passing of such resolutions duly proposed and submitted as requisitions in accordance with the Rules.

8.3 The Council may call a special general meeting at any time.

8.4 Upon a requisition in writing by no fewer than half of the members of the Society and setting out the resolution or resolutions proposed to be put to the meeting, the Council shall, within thirty (30) days of the receipt of the requisition, convene a special general meeting for the purpose of considering and, if thought fit, passing such resolutions and any business reasonably incidental thereto. If a general special meeting is not so convened by the Council, the requisitioners may call a special general meeting for the said purposes only, and may require the facilities, records and funds of the Society to be made available to them for the calling and holding of such meeting.

8.5 Not less than twenty one (21) days' notice shall be given to the members of a general meeting at which a special resolution is to be proposed and not less than fourteen (14) days' notice shall be given to the members of other general meetings. Any such notice shall be in writing, specifying the day, time and place of the meeting and the nature of the business, including the text of any special resolution or resolutions. Notice shall be served on the members personally or by ordinary post to the address shown in the register of members. The accidental omission to give to, or the non-receipt by, any member of any notice required by law or by the Rules shall not affect any proceedings at the meeting to which the notice relates and any adjournment of that meeting.

8.6 To be eligible to vote at any general meeting a person will need to have paid **their** annual membership a minimum of two (2) weeks before such meeting **or have been a financial member in the Society's previous operating year** (See Notes to Constitution note 1.)

8.7 At each general meeting the President or, failing the President, a Vice President or, failing them, a member elected by the members present at the meeting shall be chairperson of the meeting.

8.8 The quorum for a general meeting **shall be at least the number of members elected or appointed to the Society's Council at the close of the Society's last general meeting plus one, either present personally or by proxy**. If there be no quorum present within twenty (20) minutes after the time for which the meeting was called the members present may adjourn the meeting to a time not more than thirty (30) days later (in which case no further notice need be given) or to a later time (in which case a further notice is required) or may allow the meeting to lapse.

8.9 The chairperson of a meeting may adjourn the meeting on his or her own motion and shall do so if so required by resolution of the members present. If the adjournment is for more than thirty (30) days, notice of the adjourned meeting shall be given as though the adjourned meeting were an original meeting of members.

8.10 Any special resolution shall require a three quarters majority of members voting in person or by proxy. Other resolutions shall require a simple majority of members present in person. The chairperson shall have a deliberative vote and, if needed, a casting vote.

8.11 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a simple majority of members who vote in person, or by proxy, at that meeting. If a poll is demanded by the chairperson of by not less than five (5) members. A poll shall be taken in such manner as the chairperson may direct. A declaration by the chairperson as to the result of the voting shall be final.

8.12 A member shall be entitled to appoint in writing a natural person who is also a member of the Society to be their proxy, and attend and vote at any general meeting of the Society.

## **9. BY-LAWS**

The members may, by special resolutions, make such by-laws as may be deemed necessary or expedient for prescribing the procedures to be adopted by the Society, the Council, sub-committees, officers and members in any action permitted by the law or by the Rules and for such purpose as may be proper. Any such by-law may be amended or revoked by special resolution. Each by-law and amendment to a by-law shall comply with the law and with the Rules. Any provisions that may not comply shall be deemed to have been revoked and the remaining provisions, so far as the context will permit, shall remain in force.

## **10. FINANCIAL MANAGEMENT**

10.1 The income and property of the Society from whatever source shall be applied solely for the maintenance of the Society and for the promotion of the objects of the Society.

10.2 Members may receive payment for services rendered to the Society, subject to the prior approval of the Council

10.3 Expenses incurred by members on behalf of the Society in the course of duties allocated by the Council will be reimbursed.

10.4 Each financial year of the Society shall commence on the first (1<sup>st</sup>) day of January and end on the thirty first (31<sup>st</sup>) day of December. (See Notes to Constitution note 1.)

10.5 The Treasurer shall bank all moneys received by the Society in a banking account of the Society.

10.6 No moneys of the Society shall be paid out except by those duly authorised by the Council.

10.7 The Treasurer shall keep proper books of accounts, retain all accounting records and prepare proper financial statements for presentation to each meeting of the Council and annually to the members at the annual general meeting.

10.8 The auditor shall audit the accounting records and annual financial statements for presentation at the annual general meeting, and shall have the power to require the production of all books, papers and documents belonging to the Society.

10.9 The financial statements for each financial year shall be prepared and ready for audit at least one month prior to the annual general meeting.

## **11. COMMON SEAL**

11.1 The Society shall have a common seal upon which its corporate name shall appear in legible characters.

11.2 The common seal shall not be used without the express and duly minuted authority of the Council in each case.

11.3 The affixing of the common seal shall be witnessed by the President or Vice President and by the Secretary or one other member of the Council.

11.4 The common seal shall be kept in the custody of the Secretary or such other person as the Council may from time to time direct.

## **12. THE CONSTITUTION – POWERS AND AMENDMENTS**

12.1 The Constitution and Rules for the time being in force shall bind the Society and every member of the Society.

12.2 The Constitution and Rules may be amended, or revoked and replaced by a new Constitution and Rules, by special resolution of the members.

12.3 Each member of the Society shall be entitled, at any general meeting of the Society or at such other time and place as may be mutually convenient to that member and an officer of the Society, to peruse free of charge a copy of the Constitution and Rules and of any current by-laws of the Society and, upon pre-payment of the cost of providing such copy, to be provided with a copy of the Constitution and Rules and by-laws.

## **13. INDEMNIFICATION OF THE SOCIETY AND ITS MEMBERS**

13.1 The Society shall indemnify every officer, council member, servant and agent of the Society from and against all claims, demands actions and proceedings and legal costs relating thereto, in respect of any act or thing done or omitted to be done in his or her said capacity, in the exercise or purported exercise in good faith of his or her powers or functions on behalf of the Society. To this end the Society shall purchase an appropriate public risk insurance policy.

## **14. DISSOLUTION OF THE SOCIETY**

14.1 The Society may be dissolved by special resolution at a general meeting.

14.2 On winding up, the accounts of the Society shall not be distributed to members but shall be paid and applied in accordance with their powers to any institution or authority which prohibits distribution of its funds to members and is a non-profit organisation. Such institution or authority shall be an incorporated body whose objects are similar to those of the Society.

## **15. INTERPRETATIONS**

15.1 The Constitution and Rules shall be interpreted and applied so as to be in compliance with the provisions of the Act, and wherever any provision of the Constitution and Rules shall be in conflict with the said Act that provision shall be deemed to have been exercised but so as to leave in operation so much of the Constitution and Rules as need not fall with such invalid provision.

15.2 Unless the contrary is indicated by the context, all the words and phrases used in the Constitution and Rules shall have the same meaning as in the Act or the Regulations as the case may be.

### *NOTES TO CONSTITUTION*

1. To enable the Council to best manage the affairs of the Society it is appropriate that the membership year (Clause 5.4) is coincidental with the financial year (Clause 10.4). While technically membership of the Society ceases on the thirty first (31<sup>st</sup>) day of December of each year, members renewing their membership early in the ensuing year are at virtually no disadvantage in that the major activities of the Society do not begin until early March. Furthermore, voting rights at general meetings are assured by paying the appropriate annual membership fee a minimum of two (2) weeks before such meetings (Clause 8.6).