

CENTRAL COAST CONSERVATORIUM INC.

45 MANN STREET GOSFORD 2250

## **CONSTITUTION**

As at 14 April 2014

This includes amendments by resolutions at  
Annual General Meetings of the association  
held 14 April 2014,  
and updates for the *Associations Incorporation Act 2009*.

**PART I - INTERPRETATION**

1 (1) In this constitution, except in so far as the context or subject matter otherwise indicates or requires,

"association" means the Central Coast Conservatorium Incorporated

"the Committee" means the Committee of Management constituted under Part IV of this constitution

"ordinary member" means a member of the Committee who is not an office-bearer of the association as referred to in clause 14(2);

"secretary" means

a the person holding office under this constitution as secretary of the association or

b where no such person holds that office, the public officer of the association;

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

"the Act" means the Associations Incorporation Act 2009;

"the Regulation" means the Associations Incorporation Regulation 2010;

"the Director-General" means the Director-General of the Department of Services, Technology and Administration.

(2) In this constitution

a a reference to a function includes a reference to a power, authority and duty and

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

(3) The provisions of the Interpretation Act 1987, apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2 The members of the association immediately prior to this new constitution and rules (being those natural persons whether nominees of other organisations or not) shall continue to be the members of the Association up until the close of the Annual General Meeting next occurring after the adoption of this Constitution.

## PART II - NAME AND OBJECTS

3 The name of this incorporated association is the Central Coast Conservatorium Incorporated.

4 The Objects of the Association shall be:

Generally to serve the needs and aspirations of the Community within the Central Coast region of New South Wales in relation to all aspects and branches of music, and particularly

- (a) To promote and encourage the appreciation of music in all its forms, especially amongst the young
- (b) To improve and refine musical taste within the community;
- (c) To provide means and opportunity to all students of music on the Central Coast for the achievement of competence and excellence according to their talent in the various branches of music and study, both practical and theoretical;
- (d) To provide facilities at the Conservatorium for the teaching and learning of all forms of music, \_at elementary and advanced levels;
- (e) To foster and facilitate the academic study of musical forms by lectures, publications and all other educational means;
- (f) To arrange performances by the students and their teachers and\_also by others by special invitation, both at the Conservatorium and in the community generally;
- (g) To publicise the work of the Conservatorium and otherwise do whatever is necessary or desirable to enhance its reputation and stature within the community on the Central Coast and generally;
- (h) To establish and support a Central Coast community orchestra in which any musician of appropriate standard may participate, including those who are not students at the Central Coast Conservatorium;
- (i) To do all other things as may be incidental or conducive to the attainment of these objects or any of them.

### **PART III - MEMBERSHIP**

5 The membership of the association shall be divided into the following classes:

- a. Ordinary Members
- b. Honorary Life Members
- c. Committee of Management Members

Subject to Rule 2, a person is qualified to be a member of the association if the person is a natural person who

- d. has applied in writing to become a member

AND is a fully financial enrolled student (entitled to individual tuition) of the association or where that person is less than eighteen years of age at the enrolment date the nominated guardian of such person  
PROVIDED THAT

where two or more members of the one family unit are enrolled having paid a single enrolment fee, then only one person shall be eligible for membership from that family unit, OR

- e. is an Honorary Life Member. Which may be conferred upon any person who has rendered outstanding service to the association. To be eligible for Honorary Life Membership a person must be nominated by one member and seconded by another member.

The nomination shall be forwarded to the Committee of Management for approval. If such nomination is approved by the committee, the nomination shall be then referred to the next Annual General Meeting of the association.

If such a nomination for honorary life Membership be approved by a special resolution at such an Annual General Meeting, the person nominated shall be an Honorary Life Member and shall have all the rights and privileges of a member of the association. Only one Life Membership may be elected per year.

- f. is a member of the current Committee.

### CESSATION OF MEMBERSHIP

6 A person ceases to be a member of the association if the person

- a dies,
- b resigns,
- c is expelled from the association, or
- d Except for an Honorary Life Member, fails to satisfy Rule 5 sub-clause d.

## MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7 A right, privilege or obligation which a person has by reason of being a member of the association
- a is not capable of being transferred or transmitted to another person; and
  - b terminates upon cessation of the person's membership.

## RESIGNATION OF MEMBERSHIP

- 8 (1) A member of the association is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the association who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to subclause(2), and in every other case where a member ceases to hold membership, the secretary shall inform the public officer to make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## REGISTER OF MEMBERS

- 9 (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the dates on which the person became a member and ceases to be a member.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

## MEMBERS' LIABILITIES

- 10 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up of the association is limited to the amount if any, unpaid in connection with the member's enrolment, or in respect of members entitled by virtue of clause 5(b), the amount of \$20.

## DISCIPLINING OF MEMBERS

- 11 (1) Where the committee is of the opinion that a member of the association

- a has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - b has persistently and wilfully acted in a manner prejudicial to the interests of the association,
- the committee may, by resolution
- c expel the member from the association; or
  - d suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under subclause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subclause (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subclause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member
- a setting out the resolution of the committee and the grounds on which it is based;
  - b stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
  - c stating the date, place and time of that meeting, and
  - d informing the member that the member may do either or both of the following
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in subclause (3), the committee shall
- a give to the member an opportunity to make oral representations;
  - b give due consideration to any written representations submitted to the committee by the member prior to the meeting; and
  - c by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under subclause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 12.
- (6) A resolution confirmed by the committee under subclause (4) does not take effect
- a until the expiration of the period within which

the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

- b where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to subclause (4).

#### RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 12 A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under clause 11(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

#### **PART IV - MANAGEMENT COMMITTEE**

- 13 There shall be a Committee called the committee of management of the Conservatorium and, subject to the Act, the regulations made under it and rules and to any resolution passed by the Conservatorium in general meeting, this committee
  - a shall control and manage the affairs of the association
  - b may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
  - c has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

#### CONSTITUTION AND MEMBERSHIP OF THE COMMITTEE OF MANAGEMENT

- 14 (1) Subject to Clause 16, the committee shall consist of
  - a the office-bearers of the association; and
  - b 5 ordinary members, each of whom shall be elected at the annual general meeting of the association pursuant to Clause 25; and
  - c 3 additional ordinary members, one of whom shall be the nominees of the University of Newcastle, and one shall be the Tutor's Representative nominated by the Central Coast Conservatorium tutors to represent the tutors on the Management Committee.
  - d All committee members shall be over 18 years of age and resident in Australia, and at least three must reside in New South Wales.

- (2) The office-bearers of the association shall be
  - a the president;
  - b the vice-president;
  - c the treasurer; and
  - d the secretary.
- (3) Each member of the committee shall, subject to these rules, hold office and/or continue to be members of the Committee until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election subject to subclause (5).
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association or such other person as the committee deems fit to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) There are no restrictions on the length of time that a member may serve on the committee or as an office-bearer, with the exception of the president whose term of office as president is limited to four years. The president is however subsequently eligible for election to the committee or to any other office.

#### PAYMENT ETC OF OFFICE BEARERS AND MEMBERS

- 15 A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except
- a. repayment of out-of-pocket expenses
  - b. interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
  - c. reasonable and proper rent for premises let to the association

PROVIDED THAT upon full disclosure by a member of the committee of his interest in any contract or other benefit receivable from the association, the association in general meeting may waive the operation of this rule in respect of that particular member.

#### ELECTION OF MEMBERS OF THE COMMITTEE OF MANAGEMENT

- 16 (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of

the committee

a shall not be subject to qualification as a member of the association

b shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

c shall be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

(7) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another position.

#### SECRETARY

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

(2) It is the duty of the secretary to keep minutes of

a all appointments of office-bearers and members of the committee;

b the names of members of the committee present at a committee meeting or a general meeting; and

c all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed

by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### TREASURER

- 18 It is the duty of the treasurer of the association to ensure that
- a all money due to the association is collected and received and that all payments authorised by the association are made;
  - b correct books and accounts are kept, showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association; and
  - c no member secures any gain monetary or otherwise from the association, subject to Clause 15, and any surplus produced is used to pursue the objects of the Conservatorium.

#### CASUAL VACANCIES

- 19 For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member
- a dies
  - b becomes an insolvent under administration within the meaning of the Bankruptcy Act
  - c resigns office by notice in writing given to the secretary
  - d is removed from office under Clause 20
  - e becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - f is absent without the consent of the committee from all meetings of the committee held during a period of six months, or
  - g subject to clause 15, the member holds an office of profit in the association or the member has directly or indirectly an interest in any contract or proposed contract with the association.

#### REMOVAL OF A COMMITTEE MEMBER

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

- (2) Where a member of the committee to whom a proposed resolution referred in subclause(1)relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association the secretary or the president may send a copy of the representations to each member of the association or if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### PUBLIC OFFICER

21 The public officer is the official statutory point of contact for the association and is one of the authorized signatories but unless already so when appointed, does not become an association member or a committee member by virtue of the position.

(1) A new public officer must be appointed by the committee within 28 days and the position may be held by a committee member, an ordinary association member or a person from outside the association.

(2) The public officer must be a person over 18 years of age and resident in New South Wales.

(3) The public officer shall:

- be the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as possible;
- keep custody of any documents as required by the constitution;
- collect documents from former committee members within 14 days and transfer them to other committee members;
- lodge an annual summary of financial affairs with the NSW Office of Fair Trading within one month of the association's annual general meeting;
- notify NSW Fair Trading within 28 days of any change in the association's official address, and
- upon vacating office, return all association documents to a committee member within 14 days.

#### MEETINGS AND QUORUM

22 (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine, subject to clause 26(4).

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee
  - a the president or, in the president's absence, the vice-president shall preside; or
  - b if the president and the vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

#### DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 23
- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association or other persons as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than
    - a this power of delegation; and
    - b a function which is a duty imposed on the committee by the Act or by any other law.
  - (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the

terms of the delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### VOTING AND DECISIONS

- 24 (1) Questions arising at a meeting of the committee or of a sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote (with the exception of the Tutor Representative who is not entitled to vote) but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 22(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

**PART V - GENERAL MEETINGS - HOLDING OF**

25 The association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an annual general meeting of its members.

**ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

- 26 (1) The annual general meeting of the association shall, subject to the Act and to clause 25, be convened on such date and at such place and time as the committee thinks fit, subject to clause 26(4).
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be
- a to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - b to receive from the committee reports upon the activities of the association during the last preceding financial reporting period;
  - c to elect office-bearers of the association and ordinary members of the committee; and
  - d to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.
- (4) A meeting (whether a general meeting or a committee meeting) may be conducted in more than one venue, using any technology that allows members in different places to participate in the business of the same meeting without being physically present.

**SPECIAL GENERAL MEETINGS - CALLING OF**

- 27 (1) The committee may, whenever it thinks fit, convene a special general meeting of the association
- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members or 10 members, whichever is the fewer, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting
- a shall state the purpose or purposes of the meeting;
  - b shall be signed by the members making

the requisitions;

c shall be lodged with the secretary; and

d may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) shall be convened as near as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

#### NOTICE

- 28 (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting PROVIDED THAT in respect of those members who are enrolled students of the association a notice posted on the public notice board of the association at least 14 days prior at the registered address of the association shall be deemed to be sufficient notice for the purpose of this clause,
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, within 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subclause (1) specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 26(2).

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

#### PROCEDURE

- 29 (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

#### PRESIDING MEMBER

- 30 (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

#### ADJOURNMENT

- 31 (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral

notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### MAKING DECISIONS

- 32
- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
  - (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
  - (3) Where a poll is demanded at a general meeting, the poll shall be taken
    - a immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
    - b in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
  - (4) The association may not vote on any resolution by means of a postal ballot.

#### SPECIAL RESOLUTION

- 33
- A resolution of the association is a special resolution if
    - a it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

- b where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in sub-clause a, if the resolution is passed in a manner specified by the Director-General.

#### VOTING

- 34 (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 2 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

#### APPOINTMENT OF PROXIES

- 35 (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 7 days before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in the Appendix to this constitution.

### **PART VI - FUNDS, PROPERTY AND MISCELLANEOUS**

#### FUNDS - SOURCE

- 36 (1) The funds of the association shall be derived from enrolments and other fees, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### FUNDS - MANAGEMENT

- 37 (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association

in such manner as the committee determines.

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

#### EXECUTING DOCUMENTS

- 38
- (1) The common seal of the association shall be kept in the custody of the public officer and shall not be affixed to any instrument except by resolution of the Committee.
  - (2) It is sufficient for the execution of documents that they be signed by two of the association's authorised signatories.
  - (3) The public officer is an authorised signatory by virtue of the office. The Committee may appoint and can revoke other authorised signatories from among the members of the Committee and management, who shall be resident in Australia.

#### CUSTODY OF BOOKS ETC

- 39
- Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

#### INSPECTION OF BOOKS ETC

- 40
- The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

#### SERVICE OF NOTICES

- 41
- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members or by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice, in the same manner as provided for notices of the general meeting as set out in clause 28(1).
  - (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

(3) Where a notice is sent by facsimile or some other form of electronic transmission, the notice will be deemed to have been served on the member on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### DISTRIBUTION OF SURPLUS PROPERTY

42 If upon the winding up or dissolution of the association, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the association or company, and whose rules shall prohibit the distribution of its or their income among its or their members, such institution or institutions to be eligible for tax deductibility of donations under Section 30-125 of the *Income Tax Assessment Act 1997* and listed on the *Register of Cultural Organisations* maintained under the such Act.

#### INSURANCE

43 The association may effect and maintain insurance.

#### ALTERATIONS OF OBJECTS AND RULES

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

#### FINANCIAL REPORTING PERIOD

45 The financial reporting period for the association shall be the calendar year from January 1 to December 31.

#### RESOLUTION OF INTERNAL DISPUTES

46 (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

(2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

(3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.