

## **Victorian Music Teachers' Association**

### **Associations Incorporation Act 1981**

#### **STATEMENT OF PURPOSES OF VICTORIAN MUSIC TEACHERS' ASSOCIATION (INC)**

- I. The name of the Association (hereinafter called 'the Association') is Victorian Music Teachers' Association (Inc).
  
- II. The registered office of the Association is situated at C1.4/1 St. Heliers Street, Abbotsford, Victoria, 3067.
  
- III. The purposes for which the Association is established are:
  - (a) to bring together persons associated with the music teaching profession,
  - (b) to encourage and assist in establishing and promoting high standards of music teaching in Victoria,
  - (c) to encourage music teachers to improve the quality of their teaching,
  - (d) the organisation of lectures, performances, workshops and masterclasses,
  - (e) to engage and employ persons (whether members of the Association or otherwise) considered necessary for the purposes of the Association and to pay to them in return for services rendered to the Association fees, salaries and other remuneration,
  - (f) to comment as appropriate upon matters relating to or affecting music and music teacher training,
  - (g) to encourage and assist societies concerned with music and the training of musicians where appropriate,
  - (h) to protect and advance the professional interests of members of the Association without prejudice,
  - (i) to foster and extend the appreciation of music in the community.

Dated February 17, 2011, D. Coote – President.

**ASSOCIATIONS INCORPORATION ACT 1981**  
**RULES OF ASSOCIATION OF**  
**VICTORIAN MUSIC TEACHERS' ASSOCIATION (INC)**

1. The name of the incorporated Association is Victorian Music Teachers' Association (Inc) (in these rules called 'the Association').
2. (a) In these Rules unless the contrary intention appears — 'Council' means Council of Management of the Association. 'Member' means a member of the Association, and includes fully accredited members, provisional members, associate members, student members and honorary life members, 'Ordinary Member of the Council' means a member of the Council who is not an officer of the Association under Rule 21. 'Financial year' means the year ending on 31 December. 'Annual General Meeting' means a general meeting of members convened in accordance with Rule 10. 'The Act' means the Associations Incorporation Act 1981. 'The Regulations' means Regulations under the Act.  
(b) In these Rules, a reference to the Office Manager of the Association is a reference to that person holding office under these rules as Office Manager of the Association, pursuant to Rule 27.  
(c) Words or expressions contained in these Rules shall be interpreted in accordance with the interpretation of Legislation Act 1984 and the Act as in force from time to time.

**MEMBERSHIP**

3. (a) A natural person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the application fee and annual subscription payable under these rules.  
(b) Applications for membership of or subscription to the Association
  - (i) shall be made in writing on the Association's official application form,
  - (ii) shall be accompanied by the names and addresses of referees and/or supporting documentation if required, as set out on the application form,
  - (iii) shall be lodged with Office Manager of the Association.

- (c) As soon as is practicable after the receipt of an application, the application fee and the completed referee forms, the Office Manager shall refer the application to the Council.
- (d) Upon an application being referred to the Council, the Council shall determine whether to approve or to reject the application.
- (e) Upon an application being approved by the Council, the Office Manager shall, with as little delay as possible, notify the applicant in writing of the approval for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules, as the first year's annual subscription, until the 31st of December on the year that the member/subscriber joined the Association.
- (f) The Office Manager shall, upon payment of the amount referred to in sub-clause (e) within the period referred to in that sub-clause, enter the applicant's name in the register of members and subscribers, and, upon the name being so entered, the applicant becomes a member or subscriber of the Association.
- (g) A right, privilege, or obligation of a person by reason of membership of the Association —
  - (i) is not capable of being transferred or transmitted to another person, and
  - (ii) terminates upon the cessation of membership whether by death or resignation or otherwise.

**REGISTER OF MEMBERS AND SUBSCRIBERS**

4. The Office Manager shall keep and maintain a register of members and subscribers in which shall be entered the full name, address, date of entry and membership category of each member and the register shall be available for inspection upon request during normal business hours of the Association.

Membership in the Association shall be as follows:

5. (a) Fully accredited:- a fully accredited member shall be aged 18 years or over and must:
  - (i) have satisfied the Council that the member is a qualified

- teacher of music, having completed a course of study approved by the Council; and
- (ii) have taught the principal music study for at least three years which must include at least one year of teaching in Australia.
- (b) Provisional:- a provisional member shall be aged 18 years or over who is not a full time student of music and either:
- (i) has completed an approved course of training but has not completed three years of teaching his/her major subject, one year of which must be done in Australia, or
  - (ii) is in the process of completing an approved course of training.
- (c) Associate:- an associate member shall be a person who is aged 18 years or over, who is currently teaching music and has taught music for a minimum of 12 months but is otherwise not eligible to be a provisional or fully accredited member.
- (d) Student:- a student member shall be a person who
- (i) has satisfied the Council that the member is enrolled full-time in a course of music approved by the Council; and the Council shall be at liberty to approve or withdraw approval of any course of music it deems fit, but no withdrawal of approval shall adversely affect any existing members of the Association;
  - (ii) has been enrolled in such course for not more than six years.
- (e) Honorary life:- an honorary life member shall be a person who has performed outstanding service for the community or the Association, upon whom the Association wishes to confer special distinction. An honorary life member shall have all the rights, privileges and obligations of a fully accredited member, save and except that an honorary life member shall not be required to pay any annual fee or entry fee of the Association.

A member of the Association shall be entitled to all rights and privileges and subject to all obligations which membership in the Association confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek any office of this Association, and the right to vote on all matters requiring a vote of the membership; and such obligations shall include prompt payment of dues and conduct reflecting a favourable image of the Association in the community.

Subscription in the Association shall be as follows:

6. (a) School:- school subscription is available
- (i) to any state government school, or
  - (ii) to any non-government registered school; where one or more music teachers on the teaching staff is a fully accredited member of the Association and is willing to be a nominee on behalf of the school. Any music student learning music at a school which is a subscriber of the Association is entitled to participate in any activity of the Association.
- School subscribers are not natural persons and are thus subscribers rather than members.
- (b) Other Affiliate Organisations: - subscription is available to other organisations which desire to receive communications from the Association and which desire to hire premises at a reduced rate normally extended to Association members. Other Affiliate Organisations are not natural persons and are thus subscribers rather than members.
- (c) Magazine subscription:- this subscription is available to those who wish to receive the Association's magazine. Magazine subscribers receive only the magazine and are not members of the Association.

#### PATRONS

Patrons:- a patron of the Association shall be a person whose services to the community or status entitles the person, in the opinion of the Council, to election as such. A patron shall be entitled to all rights, privileges and obligations of an honorary life member, save and except that a patron shall not be entitled to vote at any meeting or ballot of the Association.

#### RESIGNATION AND EXPULSION OF MEMBERS

7. (a) A member of the Association who has paid all monies due and payable by the member to the Association may resign from the Association by first giving one month's notice in writing to the Office

Manager of such member's intention to resign and upon the expiration of that period of notice, the member ceases to be a member. The Association shall at no time be required to refund any fees in respect of any unexpired period of membership.

(b) Upon the expiration of a notice given under sub-clause (a), the Office Manager shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

8. (a) Subject to the Rules, the Council may by resolution:
- (i) expel a member from the Association, or
  - (ii) suspend a member of the Association for a specified period if the Council is of the opinion that the member —
    - (aa) has refused or neglected to comply with these Rules, or
    - (ab) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (b) A resolution of the Council under sub-clause (a) —
- (i) does not take effect unless the Council, at a meeting held not fewer than 14 and not more than 28 days after the service on the member of a notice under sub-clause (c) confirms the resolution in accordance with this clause; and
  - (ii) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- (c) If the Council passes a resolution under sub-clause (a), the Office Manager shall, as soon as practicable, cause to be served on the member a notice in writing —
- (i) setting out the resolution of the Council and the grounds on which it is based,
  - (ii) stating that the member may address the Council at a Council meeting to be held not fewer than 14 days and not more than 28 days after service of the notice,
  - (iii) stating the date, place and time of that meeting,
  - (iv) informing the member that the member may do any of the following:
    - (aa) attend that meeting, or
    - (ab) give to the Council before the date of that meeting a written statement seeking the revocation of the

resolution, or

- (ac) not later than 24 hours before the date of the meeting, lodge with the Office Manager a notice to the effect that the member wishes to appeal to the Association in a special general meeting against the resolution.
- (d) At a meeting of the Council held in accordance with sub-clause (c), the Council —
- (i) shall give the member an opportunity to be heard;
  - (ii) shall give due consideration to any written statement submitted by the member, and
  - (iii) shall by resolution determine whether to confirm or to revoke the resolution.
- (e) If the Office Manager receives a notice under sub-clause (c)(iv)(ac), the Office Manager shall notify the Council and the Council shall convene a special general meeting of the Association to be held within 21 days after the date on which the Office Manager received the notice.
- (f) At the special general meeting of the Association convened under sub-clause (e) —
- (i) no business other than the question of the appeal shall be transacted,
  - (ii) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution,
  - (iii) the member shall be given an opportunity to be heard, and
  - (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (g) If at the special general meeting —
- (i) two-thirds of the members voting in person or by proxy vote in favour of the confirmation of the resolution, the resolution is confirmed, and
  - (ii) in any other case, the resolution is revoked.
- (h) As soon as practicable and within 21 days after the Council meeting held in accordance with sub-clause (c), the Office Manager shall notify the member of the decision of the Council.

## FEES

9. (a) The application fee is \$10.00, however the application fee may be revised by the Council from time to time.
- (b) The annual subscription for each category of membership for the following year is determined at the annual general meeting of the Association and is payable in advance on or before 1 January or an alternative date that the Council may determine in each year.
- (c) Honorary life members shall not be required to make any payment for membership.
- (d) The financial year of the Association shall be from the 1st day of January to the 31st day of December or such other period as the Council may from time to time determine.

## ANNUAL GENERAL MEETINGS

10. (a) The Association shall in each calendar year convene an annual general meeting of its members.
- (b) The annual general meeting shall be held on such day as the Council determines.
- (c) The annual general meeting shall be specified as such in the notice convening it.
- (d) The ordinary business of the annual general meeting shall be:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (ii) to receive from the Council reports upon the transactions of the Association during the last preceding financial year,
  - (iii) to confirm the election of members to Council,
  - (iv) to receive and consider the statement submitted by the auditor in accordance with section 30 (3) of the Act,
  - (v) to consider fee structures for the ensuing year.
- (e) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## SPECIAL GENERAL MEETINGS

11. All general meetings other than the annual general meeting shall be called special general meetings.
12. (a) The Council may, whenever it thinks fit and without requisition from the membership, convene a special general meeting of the Association.
- (b) The Council shall, on the requisition in writing of not fewer than 25 members, convene a special general meeting of the Association.
- (c) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- (d) If the Council does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Office Manager, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (e) A special general meeting convened by members pursuant to these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
13. (a) The Office Manager of the Association shall, at least 21 days before the date fixed for holding a special general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice by pre-paid post or by electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the special general meeting.
- (b) No business other than that set out in the notice convening the meeting shall be transacted at the special general meeting.
- (c) A member desiring to bring any business before a special general

meeting may give notice of that business in writing to the Office Manager, who shall include that business in the notice of that special general meeting.

#### **PROCEEDINGS AT SPECIAL GENERAL MEETINGS AND AT ANNUAL GENERAL MEETINGS**

14. (a) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
  - (b) No item of business shall be transacted at a special general meeting or at an annual general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
  - (c) 11 members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a special general meeting or of an annual general meeting.
  - (d) In the case of equality of votes the chairperson shall be entitled to a casting vote.
  - (e) If within half an hour after the appointed time for the commencement of a special general meeting or of an annual general meeting, a quorum is not present, the meeting shall be dissolved and shall stand adjourned to a time and place to be determined at the earliest convenience and notified by written notice or electronic communication to members before the day to which the meeting is adjourned. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not fewer than three) shall be a quorum.
15. (a) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each special general meeting or at each annual general meeting of the Association.
  - (b) If the President and Vice-president are absent from a special general meeting or from an annual general meeting, the members present shall elect one of their number to preside as Chairperson

at the meeting.

16. (a) The Chairperson of a special general meeting or of an annual general meeting at which a quorum is present may, with the consent of 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.
  - (b) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given.
  - (c) Except as provided in sub-clauses (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. (a) 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 secret ballot 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, an entry to that effect in the minutes 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.
  - (b) If at a meeting a secret ballot on any question is demanded by not fewer than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the secret ballot shall be deemed to be a resolution of the meeting on that question.
  - (c) A secret ballot that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a secret ballot that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
18. (a) All members and honorary life members shall be entitled to vote on any question arising at special general meetings and at annual general meetings of the Association. Such members shall have one vote and no more. No such member shall be entitled to vote at any meeting unless all monies then due from the member to the Association have been paid.

- (b) All votes shall be given personally or by secret ballot.
- (c) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member unable to attend a special general meeting or annual general meeting of the Association may appoint another member of the Association or the Chairperson of the meeting as his/her proxy on the prescribed form, only where the vote encompasses a motion or motions which shall have been duly circulated in writing to the membership prior to the meeting. Proxies will not be permitted under any other circumstances.

19. At the discretion of the Council, when the business of the special general meeting or of the annual general meeting requires a decision of the membership at large, a postal vote may be allowed.

## COUNCIL

20. (a) The affairs of the Association shall be managed by the Council constituted as provided in Rule 21.
- (b) The Council —
- (i) shall control and manage the business and affairs of the Association,
  - (ii) may, subject to the Rules, the Act and the Regulations made thereunder, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.
21. (a) Subject to section 23 of the Act, the Council shall consist of
- (i) 12 directors from whom shall be elected:
    - (aa) the President,
    - (ab) the Vice-President, and
    - (ac) the Treasurer.
  - (b) Clauses 23(b) and 23(c) of this Constitution are designed to achieve and maintain both the successful continuity of the Council

operations and the sufficient rotation of Council members by ensuring that casual vacancies do not disrupt the rotating cycles set out in clauses 23(b)(i), 23(b)(ii) and 23(b)(iii) respectively. For the avoidance of doubt, casual vacancies on the Council will be filled only up to the date of the term that would have been served by the member whose position fell vacant.

- (c) In the event of a casual vacancy occurring in the office of a member of the Council, the Council may choose either to leave the office vacant, or to co-opt a member of the Association to fill the vacancy and the member so co-opted shall hold office, subject to these rules, until the conclusion of the term that would have been served by the member whose position fell vacant. For the avoidance of doubt, co-option may also be used where a vacancy arises as a result of insufficient members being elected to office at a Council election.

22. (a) There shall be an Executive of the Council, elected from within the Council and by Council members, consisting of
- a President who shall be a fully accredited member,
  - a Vice-President who shall be a fully accredited member, and
  - a Treasurer who shall be a fully accredited member.

### Duties:

- (i) President: The President shall be the Chief Executive Officer of the Association, preside at all meetings of the Association and of the Council, issue the call for regular and special meetings of the Council and the Association and see that regular elections are duly called, noticed and held.
- (ii) Vice-President: If the President is unable to perform the duties of the Presidential office for any reason, the Vice-President shall occupy the office of President and perform the duties of the President with the same authority as the President.
- (iii) Treasurer: The Treasurer of the Association:
  - (aa) shall, in conjunction with the Office Manager, oversee the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the

- Association, and those accounts and books shall be available for inspection by members;
- (ab) shall, in conjunction with the Office Manager, oversee the receipt of all monies and the deposit of same in a bank or banks recommended by the Council;
  - (ac) shall, in conjunction with the Office Manager, pay out monies in payment of Association obligations only on authority given by the Council.
- (b) At the end of each term of a member of the Executive, there shall be an election by Council members to fill the vacancy thereby created. Such election of the Executive shall be held within 28 days after the annual general meeting. The retiring member of the Executive may offer himself or herself for election. The election of members of the Executive shall be as follows:-  
Nominations for any vacancy of the Executive, proposed and seconded and with the acceptance of the nominee, shall be delivered to the Office Manager of the Association no later than 14 days after the annual general meeting. Following the close of nominations, the Office Manager shall send to all Councillors a written notice of the proposed Executive election together with a ballot paper. Such notice shall be received by Councillors at least seven days before the election day, which must be held no later than 14 days after the close of nominations (thus no later than 28 days after the annual general meeting). The election shall be by secret ballot. Members of the Council will cast their votes on the ballot paper provided for that purpose and will return the ballot paper to the Office Manager on or before the election day. Any ballot papers received after the election day shall not be counted. Results of the election of the Executive shall be announced at the first Council meeting following the election of the Executive. Should a further vacancy in the Executive arise out of said election, then the same procedure will be followed to fill said vacancy in the subsequent 28 day period, and so on, until all Executive offices are filled.
- (c) Each member of the Council Executive shall be eligible for re-election for one subsequent term, provided however, that the first of the two successive terms was preceded by a period not shorter

- than 24 consecutive months during which the said member did not hold any position on the Executive. Thus members of council may sit as members of the Council Executive for a maximum of six consecutive years before being required to stand down from the Executive.
- (d) In the event that the Council term of a member of the Executive expires, and that member is not re-elected to Council, that member's term on the Executive will also expire.
23. (a) In order to achieve and retain the rotation of the Council and of the Council Executive, the Council may institute special one-year or two-year appointments. The necessity and implication of this provision will be set out on the notice of election. Where this provision is applied, the Council may, in its absolute discretion, determine that the elected member who receives fewer votes than the other elected members at such election shall receive a one-year term or two-year term as directed by the Council. In the event of two or more candidates attaining an equal number of votes, or in the event that the number of nominations received is not sufficient to require an election, the nominee who was admitted to membership of the Association most recently will serve the shorter term, where applicable.
- (b) The terms of the respective offices of Council members shall be as follows:
- (i) four Council members shall be elected to hold office for a period of three years from the date of the annual Council election in 2012 and elections for those positions shall be held every three years thereafter,
  - (ii) four Council members shall be elected to hold office for a period of three years from the date of the annual Council election in 2013 and elections for those positions shall be held every three years thereafter,
  - (iii) four Council members shall be elected to hold office for a period of three years from the date of the annual Council election in 2014 and elections for those positions shall be held every three years thereafter.
- (c) In the event that a member of the Council ceases to hold office ("departing Council member") for any reason whatsoever prior to the expiry of the term for which such person was elected to office in accordance with sub-clause 23(b)(i), 23(b)(ii) or 23(b)(iii), the



Council may, in its discretion direct that such position shall remain vacant until the expiry of the term of the departing member's term, or the Council may direct that such position be filled forthwith by a person co-opted by a simple majority vote of the remaining members of the Council (and in the event of two or more candidates attaining an equal number of votes for the vacancy, that candidate who joined the Association at an earlier date shall be appointed to fill the vacancy) and such elected member shall hold office on the council until the expiry of the term of the departing Council member, being the date prescribed by sub-clause 23(b)(i), 23(b)(ii) or 23(b)(iii), as the case may be.

(d) The terms of the respective offices of Council Executive shall be as follows:

(i) the President shall hold office for a period of three years from the date of the Executive election in 2011 and the elections for the President's office shall be held every three years thereafter,

(ii) the Treasurer shall hold office for a period of three years from the date of the Executive election in 2012 and elections for the Treasurer's office shall be held every three years thereafter,

(iii) The Vice-President shall hold office for a period of three years from the date of the Executive election in 2013 and elections for the Vice-President's office shall be held every three years thereafter.

(e) In the event that a member of the Council Executive ceases to hold office ("departing Executive member") for any reason whatsoever prior to the expiry of the term for which such person was elected to office in accordance with sub-clause 23(d)(i), (ii) or (iii), the Council shall, within 28 days, call an election of the office of the departing Executive member.

Nominations for the office of the departing Executive member, proposed and seconded and with the acceptance of the nominee, shall be delivered to the Office Manager of the Association not later than 14 days after the departing Executive member ceases to hold office. Following the close of nominations, the Office Manager shall send to all Councillors a written notice of the proposed election together with a ballot paper. Such notice shall be received by Councillors at least seven days before the election day, which must be held no later than 14 days after the close of nominations (thus no later than 28 days after the departing Executive member ceases to hold office). The election shall be by secret ballot.

Members of the Council will cast their votes on the ballot paper provided for that purpose and will return the ballot paper to the Office Manager on

or before the election day. Any ballot papers received after the election day shall not be counted. The Council member elected to replace the departing Executive member shall hold office on the Council Executive until the expiry of the term of the departing Executive member, being the date prescribed by sub-clause 23(d)(i), (ii) or (iii) as the case may be. In the event of two or more candidates attaining an equal number of votes for an available vacancy on the Council Executive, that candidate who joined the Association at an earlier date will be appointed to fill the vacancy. The result of the election shall be announced at the first Council meeting following the election.

## **ELECTION OF OFFICERS AND VACANCIES**

24. (a) Candidates for election to the Council —

(i) shall be financial members, and

(ii) shall have been financial members for a period of at least three years.

(b) Nominations of candidates for election to the Council —

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

(ii) shall be delivered to the Office Manager of the Association not fewer than 28 days before the date fixed for the election.

(c) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected, and the Council shall thereupon be at liberty to co-opt such member or members as it deems fit to fill the remaining vacancies and if the member or members so co-opted accept the co-option, such co-option shall be deemed to be proper and valid. Such member or members will be co-opted until the end of term of the available vacancy.

(d) 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.

(e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held which shall be open to all members.

- (f) The secret ballot for the election of Council members of the Association shall be conducted in such usual and proper manner as the Council may direct.
- (g) In the event of two or more candidates attaining an equal number of votes for an available Council vacancy, that candidate who joined the Association at an earlier date will be given preference for the vacancy available.

25. For the purposes of these rules, the office of an Executive member of the Council or of an ordinary member of the Council becomes vacant if the Executive member or ordinary member —

- (a) ceases to be a member of the Association,
- (b) becomes insolvent or under administration within the meaning of the Corporations Law, or
- (c) resigns from office by notice in writing given to the Office Manager.

## **PROCEEDINGS OF COUNCIL**

26. (a) The Council shall meet in each year at such places and such times as the Council may determine.

- (b) Special meetings of the Council may be convened by the President of the Council.
- (c) Notice shall be given to members of the Council of any special Council meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (d) If any member of the Council is absent without reasonable excuse from three consecutive meetings of the Council he or she may, at the discretion of the Council, cease to hold office.
- (e) Any four members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (f) No business shall be transacted 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 shall stand adjourned.
- (g) At meetings of the Council —
  - (i) the President or in the President's absence the Vice-President shall preside, or
  - (ii) if the President and the Vice-President are absent, such one of the remaining members of the Council as may be chosen by the

members present shall preside.

- (h) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined on a show of hands, or, if demanded by a member, by a secret ballot taken in such manner as the person presiding at the meeting may determine.
- (i) Each member of the Council present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (j) Written notice of each Council meeting and a copy of the agenda shall be served on each member of the Council by delivering it to the member at a reasonable time before the meeting in person, by electronic means or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.
- (k) Subject to sub-clause (d) the Council may act notwithstanding any vacancy on the Council.

## **POWERS AND DUTIES OF COUNCIL**

- 27. (a) The Council shall have power to appoint and remunerate an Office Manager, who will undertake the secretarial duties of the Association and who may or may not be a member of the Association.
- (b) The Office Manager of the Association shall keep minutes of the resolutions and proceedings of each general meeting, as well as of each Council meeting, together with a record of the names of persons present at said meetings.
- (c) The Office Manager of the Association —
  - (i) shall collect and receive all monies due to the Association, and make all payments authorised by the Association; and
  - (ii) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (d) The Council shall have power to appoint and remunerate such office assistants as it may deem advisable.

28. All cheques, drafts, bills of exchange, promissory notes and other

negotiable instruments shall be signed by any two signatories drawn from the Executive of the Council and the Office Manager.

29. The Council shall not without a special resolution of the Association sell or otherwise dispose of all or any part of any freehold property or leasehold interest owned from time to time by the Association.

30. The Council may delegate any of its powers, with the exception of this power to delegate, to committees consisting of such member or members of the Council as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. Such committees shall have power to co-opt other members of Council or members of the Association at large.

## **ACCOUNTS**

31. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt or expenditure takes place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors.

32. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

33. (a) Except as otherwise provided in these Rules, the Office Manager shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

(b) The books of account shall be kept at the registered office of the Association and shall be open to the inspection of the members during normal business hours of the Association.

34. (a) A current financial statement shall be laid before the Council at each Council meeting.

(b) An account of income and expenditure and a balance sheet for the

year in question shall be laid before the Association at each annual general meeting.

## **SEAL**

35. (a) The common seal of the Association shall be kept in the custody of the Office Manager.

(b) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer of the Association.

## **MISCELLANEOUS**

36. Membership of the Association may not be advertised as a musical qualification.

37. A copy of the Statement of Purposes and of the Rules of Association shall be available for inspection at the registered office of the Association.

38. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in its Statement of Purposes, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding that per centum agreed by Council on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Council of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such Council

except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association and except payment at a reasonable rate in respect of services given by a member of the Council in the capacity of a lecturer or tutor employed by the Association.

39. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

## **WINDING UP**

40. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some institution having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 38 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
41. Subject to Rule 40, in the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.