



**BAND
ASSOCIATION
OF NSW INC**

ABN 40 507 297 766

CONSTITUTION

**ADOPTED BY SPECIAL RESOLUTION
9 OCTOBER 2011
Amended 18 June 2017**

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PART 1 – PRELIMINARY

1. DEFINITIONS

Name: The name of the organisation shall be The Band Association of New South Wales Incorporated.

1.1 In this constitution:

“Director – General” means the Director – General of the Department of Services, Technology and Administration.;

“The Association” means the Band Association of New South Wales Inc;

“Committee” means the Committee of Management of the Association;

“Secretary” means

- (a) the person holding office under this constitution as secretary of the Association, or
- (b) if no such person holds that office – the Public Officer of the Association.

“State” means state of New South Wales;

“Member” means an individual (member of a Band), a Band, or, a Branch, registered as a member in the Register of Members of the Association.

“Band” means an organised group of persons, with the common object of promoting/performing music, registered as a member in the Register of Members of the Association.

“Branch” means an organisation established on a geographic basis to represent the Association at regional level, registered as a member in the Register of Members of the Association.

“Delegate” means a member nominated in accordance with this constitution to represent a Band or Branch in the Association, and to exercise voting rights.

“Ordinary Member” means a member of the committee who is not an office-bearer of the Association, as referred to in clause 15.1.

“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 2016.

1.2 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, if the function is a duty, a reference to the performance of the duty.

1.3 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.

1.4 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, forms of electronic transmission and other modes of representing or reproducing words in a visible form.

1.5 Aims & Objectives of the Association;

* The promotion of musical knowledge and fellowship within all bands in the State, especially in community bands.

* To co-ordinate banding activities and represent bands for the protection of their interests, both individually and collectively with other organisations and in other States.

* To facilitate workshops, seminars, master-classes, festivals and competitions with other activities to generally improve and develop musical performance within bands in the State.

* To encourage, foster and develop community interest and appreciation of bands, band music and other related interests.

PART 2 - MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

2.1 Membership of the Association shall be of three (3) kinds – Individual Membership (of a Band), Band Membership and Branch Membership, but members in general meeting may create additional classes of membership from time to time.

2.2 A Individual/Band/ Branch is qualified to be a member of the Association if, but only if;

(a) the Individual/Band/Branch is a natural person/Band/Branch:

(i) who has applied for membership as provided by clause 3, and

(ii) who has been approved for membership of the Association by the committee of the Association.

3. APPLICATION FOR MEMBERSHIP

3.1 An application for membership of the Association:

(a) must be made in writing in the form set out in Appendix 1 to this constitution, and

(b) must be lodged with the secretary of the Association together with the appropriate fee as specified under clause 9.

3.2 As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which is to determine whether to approve or reject the application. In no case shall the committee be required to give any reason for the rejection of an applicant as a member of the Association.

3.3 As soon as practicable after the committee makes that determination, the secretary must;

(a) notify the Band/Branch, in writing, that the committee approved or rejected the application (whichever is applicable) , and

(b) if the committee approved the application, the secretary enter the applicant's name in the Register of members of the Association and, on the name being so entered, the applicant becomes a member of the Association.

3.4 In the event of the application being rejected, any fee forwarded in accordance with clause 3.1(b) must be returned to the applicant.

4. NOMINATION OF DELEGATES WITH VOTING RIGHTS

4.1 Each Branch shall be entitled to nominate one (1) member of the Association (or such other number as may be determined from time to time by the Committee), to be a delegate to represent the Branch in the Association and have voting rights and each delegate shall be entitled to one vote in accordance with clause 33. The nomination is to be in the form set out in Appendix 3 to this constitution.

4.2 Each person nominated as a Branch Delegate shall signify in writing his/her consent to such nomination in a form approved by the Committee and the Committee may require the Branch to furnish such proofs, information or evidence as to the qualification of the person so nominated as it may reasonably require.

4.3 Persons nominated by a Branch shall only be eligible to be admitted to Branch Delegate of the Association where:-

- (a) they are members of the Association;
- (b) they have been elected by the majority of the members of the Branch which they represent;
- (c) they do not currently represent any other Branch or Band through membership of the Association; and
- (d) they have obtained the age of 18 years.

4.4 Any casual vacancy occurring in the representation of a Branch in the Association may be filled by the Management Committee of that Branch but the person so chosen shall retain such position only until a Branch Delegate is appointed according to this constitution.

4.5 Each Band shall be entitled to nominate two (2) members of the Association satisfying the criteria set out (or such other number as may be determined from time to time by the Committee), to be delegates to represent the Band in the Association and have voting rights and each delegate shall be entitled to one vote in accordance with clause 33. The nomination is to be in the form set out in Appendix 3 to this constitution.

4.6 Each of the persons nominated as a Band Delegate shall signify in writing his/her consent to such nomination in a form approved by the Committee and the Committee may require the Band to furnish such proofs, information or evidence as to the qualification of the person so nominated as it may reasonably require.

4.7 Persons nominated by a Band shall only be eligible to be admitted to Band Delegate of the Association where:-

- (a) they are members of the Association;
- (b) they have been elected by a majority of the members of the Band which they represent;

- (c) they do not currently represent any other Band or Branch through membership of the Association; and
- (d) they have attained the age of 18 years.

4.8 Any casual vacancy occurring in the representation of a Band in the Association may be filled by the Management Committee of that Band but the person or persons so chosen shall retain such position only until a Band Delegate is appointed in accordance with this constitution.

4.9 Each member shall promptly notify the Secretary in writing of any change in the qualification of such member to be a member of the Association.

5. CESSATION OF MEMBERSHIP

5.1 A person ceases to be a member of the Association if the person:

- (a) dies
- (b) resigns membership
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 9 within three months after the fee is due.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

6.1 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 on cessation of the person’s membership.

7. RESIGNATION OF MEMBERSHIP

7.1 A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one (1) month (or such other period as the committee may determine) of the member’s intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

7.2 If a member of the Association ceases to be a member under clause 7.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the Register of Members of the Association recording the date on which the member ceased to be a member.

8. REGISTER OF MEMBERS

8.1 The committee must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.

8.2 In the case of a Band/Branch Delegate the register of members of the Association must record details of the Band/Branch which they represent.

8.3 The register of members must be kept in New South Wales:

- (a) at the main premises of the Association, or
- (b) if the Association has no premises, at the Association's official address.

8.4 The register shall also show the date of cessation of membership, the date of the last payment of each member's annual subscription and such other information as the Committee may require.

8.5 Each member shall notify in writing to the secretary any change in address within a period of one month following such change.

9. FEES AND SUBSCRIPTIONS

9.1 A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

9.2 In addition to any amount payable by the member under clause 9.1, a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:

- (a) except as provided by paragraph (b), before 1 January in each calendar year; or
- (b) if the member becomes a member on or after 1 January in any calendar year – on becoming a member and before 1 January in each succeeding calendar year.

9.3 Subsequent to clause 5, the Committee may reinstate a member on the payment of all arrears if the Committee thinks fit to do so.

10. MEMBER'S LIABILITIES

10.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 9.

11. RESOLUTION OF INTERNAL DISPUTES

11.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

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

11.3 The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

12. DISCIPLINING OF MEMBERS

12.1 A complaint may be made to the committee by any person that a member of the Association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution,
- or

(b) has wilfully acted in a manner prejudicial to the interests of the Association.

12.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

12.3 If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

12.4 The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

12.5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and the member's right of appeal under clause 13.

12.5 The expulsion or suspension does not take effect:

- (a) until after the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless, and until the Association confirms the resolution under clause 13, whichever is the later.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

13.1 A member may appeal to the Association in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

13.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

13.3 On receipt of a notice from a member under clause 13.1, the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

13.4 At a general meeting of the Association convened under clause 13.3;

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

13.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART 3 - THE COMMITTEE

14. POWERS OF THE COMMITTEE

14.1 The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution 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.

15. COMPOSITION AND MEMBERSHIP OF COMMITTEE

15.1 The committee is to consist of:

- (a) the office-bearers of the Association; and
- (b) five (5) ordinary members, each of whom is to be elected at the annual general meeting of the Association under clause 16.

15.2 The total number of committee members is to be ten (10).

15.3 The office bearers of the Association are to be :

- (a) the president;
- (b) two (2) vice-presidents;
- (c) the treasurer; and
- (d) the secretary.

15.4 A committee member may hold up to two offices (other than both the president and vice-president offices).

15.5 Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15.6 A member elected to a position on the Committee may receive monetary remuneration for services provided as determined by a special resolution of Members of the Association in accordance with clause 32 and subject to clause 23.5.

16. ELECTION OF COMMITTEE MEMBERS

16.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:

- (a) must be made in writing, signed by two members of the Association and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination) and;
- (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of annual general meeting at which the election is to take place.

16.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

16.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

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

16.7 A person nominated as a candidate for election as an office-bearer must be a member of the Association.

17. SECRETARY

17.1 The secretary of the Association must, as soon as practical after being elected as secretary, lodge notice with the Association of his or her address.

17.2 It is the duty of the secretary to keep the 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.

17.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the succeeding meeting.

17.4 The secretary will also undertake general office administration and duties as determined appropriate by the Committee.

17.5 A person elected to perform the duties of secretary of the Association may receive monetary remuneration for services in accordance with clause 15.6.

18. TREASURER

- 18.1 It is the duty of the treasurer of the Association to ensure;
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) that 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.

19. CASUAL VACANCIES

19.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of appointment.

19.1 For the purpose of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under the administration within the meaning of the Corporations Law; or
- (d) resigns from office by notice in writing given to the secretary; or
- (e) is removed from office under clause 20; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without consent of the committee from three consecutive meetings of the committee; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

20. REMOVAL OF COMMITTEE MEMBERS

20.1 The Association in 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.

20.2 If a member of the committee to whom a proposed resolution referred to in clause 20.1 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 the representations 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.

21. COMMITTEE MEETINGS AND QUORUM

21.1 The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

21.2 Additional meetings of the committee may be convened by the president or by any member of the committee.

21.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

21.4 Notice of the meeting given under clause 21.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

21.5 Any five (5) members of the committee constitute a quorum for the transaction of the business of the committee.

21.6 No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.

21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

21.8 At a meeting of the committee:

- (a) the president or, in the president's absence, the vice-president is to 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 is to preside.

22. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

22.1 The committee may, by instrument in writing delegate to one or more sub-committees (consisting of such member or members of the Association 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.

22.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

22.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

22.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.

22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

22.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

22.7 A sub-committee may meet and adjourn as it thinks proper.

23. VOTING AND DECISIONS

23.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of the members of the committee or sub-committee present at the meeting.

23.2 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 but, in the event of an inequality of votes on any question, the person presiding may exercise a second or casting vote

23.3 Subject to clause 21.5 the committee may act despite any vacancy on the committee.

23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

23.5 Any member of the Association who is to be remunerated or otherwise receive a benefit shall not vote in respect of any contract or proposed contract with the Association in which the member has an interest, or in any matter arising from that.

PART 4 - GENERAL MEETINGS

24. ANNUAL GENERAL MEETINGS - HOLDING OF

24.1 The Association must hold its annual general meetings:

- (a) within six (6) months after the close of the Association's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS

25.1 The annual general meeting of the Association is, subject to the Act and to clause 24, to be convened on such date at such place and time as the committee thinks fit.

25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (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 on the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association and ordinary committee members;
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

25.3 An annual general meeting must be specified as such in the notice convening it.

26. SPECIAL GENERAL MEETINGS - CALLING OF

26.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.

26.2 The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.

26.3 A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must 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.

26.4 If the committee fails to convene a special general meeting to be held within one (1) month after that 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.

26.5 A special general meeting convened by a member or members as referred to in clause 26.2 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. NOTICE

27.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

27.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying in addition to the matter required under clause 27.1, the intention to propose the resolution as a special resolution

27.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25.2.

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

28. QUORUM FOR GENERAL MEETINGS

28.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

28.2 Ten (10) members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of the general meeting.

28.3 If within half an hour of the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.

28.4 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 at least five (5)) are to constitute a quorum.

29. PRESIDING MEMBER

29.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

29.2 If the president and vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. ADJOURNMENT

30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and from place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

30.2 If a general meeting is adjourned for 14 days or more, the secretary must give written notice or oral notice 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.

30.3 Except as provided in clauses 30.1 and 30.2, 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.

31. MAKING OF DECISIONS

31.1 A question arising at a general meeting of the Association is to be determined by either:

- (a) a show of hands, or
- (b) if on the motion of the chairperson or if three (3) or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.

31.2 If the question is to be determined by a show of hands, 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.

31.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. SPECIAL RESOLUTIONS

32.1 A resolution of the Association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution was given in accordance with this constitution; 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 paragraph (a), if the resolution is passed in a manner specified by the Director - General.

32.2 A special resolution may only be passed by the Association in accordance with section 39 of the Act.

33. VOTING

33.1 Voting rights may only be exercised by delegates nominated in accordance with clause 4.

33.2 On any question arising at a meeting of the Association a delegate has one vote only.

33.2 All votes must be given personally or by proxy but no delegate may hold more than 5 proxies.

33.3 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.

33.4 A delegate 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

34. PROXY VOTES

34.1 Each delegate is to be entitled to appoint another delegate as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

34.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

35. POSTAL BALLOTS

35.1 The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).

35.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5 - MISCELLANEOUS

36. INSURANCE

36.1 The Association must effect and maintain insurance.

37. FUNDS - SOURCE

37.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.

37.2 All money received by the Association must be recorded and deposited as soon as practicable and without deduction to the credit of the Association's bank account.

37.3 The Association must, where requested, as soon as practicable after receiving any money, issue an appropriate receipt.

38. FUNDS - MANAGEMENT

38.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.

38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Association, being members authorised to do so by the committee.

38.3 Every account for payment must be passed for payment or payment ratified at a committee meeting.

39. CHANGE OF NAME, OBJECTS AND CONSTITUTION

39.1 An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a committee member.

39.1 The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Association.

40. CUSTODY OF BOOKS ETC.

40.1 Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

41. INSPECTION OF BOOKS ETC.

41.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the Association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the Association.

41.2 A member of the Association may obtain a copy of any of the documents referred to in clause 41.1 on payment of a fee of not more than \$1 for each page copied.

42. SERVICE OF NOTICES

42.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) 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.

42.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served;

- (a) in the case of a notice served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, 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.

43. FINANCIAL YEAR

43.1 The financial year of the Association is each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

44. APPENDICES TO CONSTITUTION

- APPENDIX 1(i) Application for membership – Individual (Membership of a Band)
- APPENDIX 1(ii) Application for membership – Band/Branch
- APPENDIX 2 Appointment of Proxy
- APPENDIX 3 Nomination of Delegate with Voting Rights

APPENDIX 1(i)

<p>BAND ASSOCIATION OF NSW INC. REGISTRATION VOUCHER ABN 40 507 297 766</p> <p>PLEASE PRINT</p> <p>Family Name:Other Names:</p> <p><input type="checkbox"/> Player <input type="checkbox"/> Music Director / Conductor <input type="checkbox"/> Non-playing member Instrument:</p> <p>Date of birth: Day Month Year (<i>required</i>)</p> <p><i>I hereby apply to be a registered member of the Band Association of NSW Inc. and agree to abide by the Constitution and By-Laws of the Association</i></p> <p>Signature: Date: ____ / ____ / 2____</p> <p>Address: Postcode</p> <p>NAME OF BAND</p> <p>Band Secretary's Signature</p> <p>Registration fee \$ _____ Cheque/Money Order, Direct Deposit</p>
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APPENDIX 1 (ii)

APPLICATION FOR *BAND/BRANCH MEMBERSHIP
of
THE BAND ASSOCIATION OF NEW SOUTH WALES INC.
(ABN 40 507 297 766)

The ***Band/Branch**
(Full name of applicant Band or Branch)

of
(Postal Address)

hereby applies to become a member of the Band Association of New South Wales Inc.

In the event of the *Band/Branch being admitted as a member of the Association it is agreed that we will abide by the Constitution and By-laws of the Association for the time being in force.

Registration vouchers (Appendix 1(i)) are attached for Individual members where required.

.....
(Name of *Band/Branch Secretary) (Signature)

.....
(Date)

.....
Secretary's postal address

.....
Secretary's telephone contact Secretary's email contact

.....
*Band/Branch website (where available)

* Delete whichever is not required.

APPENDIX 2

BAND ASSOCIATION OF NEW SOUTH WALES Inc
(ABN 40 507 297 766)

APPOINTMENT OF PROXY

(Please use this form whenever you need to have a Proxy to represent you at a Band Association meeting. A Proxy vote can only be exercised by a Delegate who will be in attendance at the meeting.)

I, _____ of _____
(Full name) (Address)

being a ***Band Delegate/Branch Delegate** nominated in accordance with **Clause 4** of the **Constitution of the Band Association of N.S.W. Inc.** for

..... **Band hereby appoint:**

_____ of _____
(Full name) (Address)

as my Proxy to vote for me on my behalf at the ***Annual General/General/ Extraordinary General Meeting** to be held on _____ and at any adjournment of that meeting.

My Proxy is authorized to vote *for / against the following motions:

In the event of the Delegate desiring to vote for or against any motion he/she shall instruct the Proxy to vote accordingly. Unless otherwise directed the Proxy may vote as they think fit.

ALL PROXY FORMS MUST BE LODGED AT THE ASSOCIATION'S REGISTERED OFFICE
NO LATER THAN TWENTY FOUR (24) HOURS BEFORE THE MEETING IN RESPECT OF WHICH THE PROXY IS APPOINTED (Clause 34.1).

In accordance with Clause 33.2 no Delegate may hold more than five (5) proxy votes.

* Delete whichever is not required.

Signed _____

