

HINTERLAND COMMUNITY BAND – MUDGEERABA Inc

(Formed in Oct 1995)

Incorporated Association Number: IA 17142

www.hinterlandband.com.au

CONSTITUTION and BY-LAWS

OFT Approved and Registered on 21 April 2020

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HINTERLAND COMMUNITY BAND – MUDGEERABA INC

Incorporated Association Number: IA 17142

1. Name

The name of the Incorporated Association is '*Hinterland Community Band – Mudgeeraba Inc.*'

2. Objects

- a) The purpose of this Association shall be to foster the continuation of live musical performance
- b) It shall be non-partisan and non-sectarian
- c) It shall provide musicians with an environment conducive to continuing and extending their skills
- d) It shall hold regular rehearsals and community performances
- e) It shall strive to be a valued asset, to enhance civic functions and other community events

3. Powers

- 1) The association has the powers of an individual
- 2) The association may
 - a) Enter into contracts; acquire, hold, deal with and dispose of property;
 - b) Make charges for services and facilities it supplies; and
 - c) Do other things necessary or convenient to be done in carrying out its affairs.

4. Classes of Membership

- (1) Membership of the association shall consist of ordinary, associate, student and life members.
 - a) Ordinary members shall be adult musicians. They shall be eligible for all rights and privileges of the association.
 - b) Associate members are adults who provide a supporting service and whose privileges and rights shall be as for ordinary members.
 - c) Student members shall be under the age of 21 years and are neither eligible to vote nor to be elected to the management committee.
 - d) Life membership may be conferred upon a member who has rendered outstanding service to this association over a number of years. Nominations shall be submitted in writing to the management committee, voted upon and approved by a majority.
 - e) Life members shall not be required to pay membership fees but shall have all other privileges of membership.
- (2) The number of members in each class is unlimited.

5. Membership Fees

- (1) The membership fee for each class of membership is the amount determined by the members at any general meeting.
 - a) Membership fees are due and payable on the 1st day of January each year
 - b) The subscription of a person joining at any time during the association's financial year is to be paid pro-rata, on a quarterly basis
 - c) Should a member have not paid the annual subscription by the annual general meeting the management committee may recommend termination of membership

6. Membership: Application, Acceptance or Rejection

- (1) Application for membership of the association must be in writing on the appropriate form, signed and sponsored by two voting members of the association, then presented, with the applicable fee, to the management committee for approval
- (2) Prior to making an application, management committee must advise the applicant of the cover of public liability insurance held by the association
- (3) The management committee must consider an application for membership at the next committee meeting held, after it receives the application with the appropriate membership fee
- (4) By a vote of the members of the management committee present at the meeting, a majority will decide whether to accept or reject the application
- (5) The secretary must, within 7 days, give the applicant a written notice of the decision.

7. When Membership Ends

- (1) A member may resign by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at the time the notice is received by the secretary, or at a later time if stated in the notice
- (3) The management committee may terminate a member's membership if the member—
 - a) Is convicted of an indictable offence; or
 - b) Does not comply with any of the provisions of these rules; or
 - c) Has membership fees in arrears for at least 3 months; or
 - d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary must give the member a written notice of the decision.

8. Appeal against Rejection or Termination of Membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must call a general meeting to be held within one (1) month after receiving the notice, to decide the appeal.

9. General Meeting to Decide Appeal

- (1) At the general meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (2) The management committee must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (3) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (4) If after the appeal process, a person whose application for membership is unsuccessful, the secretary must, as soon as practicable, refund the membership fee.

10. Register of Members

- (1) The management committee must keep a register of members
- (2) The register must include each member's name, address, date of joining, date of death or resignation and such other particulars decided by the members at a general meeting
- (3) The register must be open for inspection by members of the association at all reasonable times
- (4) A member must contact the secretary to arrange an inspection of the register
- (5) The management committee may, on the application by a member, withhold information (other than the member's full name) from the register available for inspection if there are reasonable grounds for believing the disclosure of the information would put the member at risk of harm
- (6) A member of the association, without permission, must not use any information obtained from the register, or disclose any details to another person or agency

11. Membership of Management Committee

- (1) This association shall be managed by a management committee, comprising a president, one or more vice-presidents, a secretary, a treasurer and such number of other members as elected at the annual general meeting.
- (2) The secretary must reside in Queensland, or in another state but within 65km of the Queensland border, and is a member elected by the association as secretary
- (3) All members shall be voting members of the association.
- (4) Management committee members shall be elected annually.
- (5) If a vacancy occurs in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected within one (1) month after the vacancy occurs.

12. Functions of Management Committee

- (1) The management committee has the general control and management of the administration of the affairs, property and funds of the association. The Act prevails if the association's rules are inconsistent with the Act
- (2) The management committee may exercise the powers of the association to:
 - (a) Invest, and raise the payment of amounts, in a way the members of the association decide
 - (b) Appoint sub-committees to deal with specific matters
- (3) The management committee must ensure the long term safe custody of books, documents, instruments of title and securities of the association

13. Functions of Secretary

- (1) The secretary shall call all meetings of the association, including preparing the meeting agenda in consultation with the president
- (2) The secretary must ensure full and accurate minutes of each meeting of the association, showing all attendance, questions, matters, resolutions and other proceedings, are recorded and retained
- (3) Except as otherwise provided in this constitution, the secretary shall keep custody of all current books, documents and securities of this association and make them available for inspection by any member, upon request.
- (4) The register of members of the association must be maintained by the secretary

14. Electing the Management Committee

- (1) Election of management committee will be held at the annual general meeting
- (2) Nominations for management committee positions for the ensuing year must be called 21 days prior to the meeting date.
 - a) Any 2 voting members of the association may nominate another eligible member to serve on the management committee
 - b) Nominations must be presented in writing on the association's nomination form, completed and given to the secretary at least 14 days before the date of the meeting
 - c) At least 7 days immediately preceding the meeting, members must be advised of the names of all candidates, in alphabetical order, with the names of the members who nominated each candidate
 - d) If the number of nominations received is equal to the number of vacancies, the persons nominated shall be deemed elected
 - e) If the number of nominations received is more than the number of vacancies to be filled, an election must be held
 - f) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed elected and further nominations shall be received at the meeting
- (3)
 - a) Voting shall be by ballot
 - b) Each eligible voting member may vote for one (1) candidate for each vacant position
 - c) The candidate receiving the greatest number of votes shall be elected
 - d) If the votes are equal, the chairperson shall have a casting vote in addition to a primary vote

15. Meetings of Management Committee

- (1) The management committee must meet at least once every 2 months to exercise its functions.
- (2) The secretary shall advise members of the management committee the time, venue and business for each meeting, at least 7 days prior to the meeting
- (3) The president is to preside as chairperson at a management committee meeting however if not present, the members may choose another member of the committee to chair the meeting
- (4) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative
- (5) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract

16. Quorum / Adjournment of Management Committee Meeting

- (1) At a management committee meeting, more than 50% of the elected members form a quorum.
- (2) If there is no quorum at any committee meeting, the meeting lapses and is rescheduled

17. Resignation / Removal / Vacation of Office

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary
- (2) The resignation takes effect at the time the notice is received by the secretary, or at a later time if stated in the notice
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office
- (5) A member has no right of appeal against the member's removal from office under this rule

18. Vacancies on Management Committee

- (1) If a casual vacancy occurs on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee however, if the number of committee members is less than a quorum, the continuing members may act only to:
 - (a) Increase the number of members to the number required for a quorum; or
 - (b) Call a general meeting of the association

19. Special Meeting of Management Committee

- (1) A request for a special meeting of the management committee must be in writing and:
 - a) State the reason
 - b) The business to be conducted
 - c) Be signed by at least a third of the members of the management committee
 - d) Be given to the secretary
- (2) Within 14 days after receiving the request, the secretary must give, to each member of the committee, notice of a special meeting stating the date, time, place of the meeting and the business to be conducted
- (3) The special meeting must be held within 14 days after notice of the meeting is given to the members of the management committee
- (4) If the secretary is unable or unwilling to call the meeting, the president must call the meeting

20. Minutes of All Meetings

- (1) The secretary must ensure full and accurate minutes of each meeting of the association, showing all attendance, questions, matters, resolutions and other proceedings, are recorded and retained
- (2) To ensure the accuracy of the minutes of each meeting, when confirmed at the following meeting, they must be signed by the chairperson, verifying their accuracy
- (3) The minutes of all general meetings shall be available to members for inspection, on request

21. Annual General Meetings

- (1) The annual general meeting must be held on or before the 31st March each year.
At least 21 days prior to the date of the AGM, notice will be given to all members stating the time, date, venue and the business to be conducted at the meeting:
- (2) The following business must be conducted at each annual general meeting:
 - a) Receiving the association's financial statement and audit report for the last financial year
 - b) Presenting the financial statement and audit report to the meeting for adoption
 - c) Electing members of the management committee
 - d) Appoint an auditor for the present financial year

22. Notice of General and Special General Meeting

- (1) A general meeting, or special general meeting, of the association may be called by the secretary, giving notice of at least 14 days to each member of the association
- (2) Notice of a special general meeting must be given in writing to each member within 14 days after:
 - a) Being directed to call the meeting by the management committee; or
 - b) Being given a written request signed by:
 - (i) At least a third of the number of members of the management committee; or
 - (ii) At least the number of ordinary members of the association equal to double, plus 1, the number of elected or appointed members on the management committee
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting
- (4) Notice of meetings must state date, time, place of the meeting and the business to be conducted
- (5) Notice of the following meetings must be given in writing:
 - a) A meeting called to hear and decide the appeal of a person against the decision to:
 - (i) Reject the person's application for membership of the association; or
 - (ii) Terminate the person's membership of the association
 - b) A meeting called to hear and decide a proposed special resolution of the association

23. Quorum / Adjournment of General Meetings

- (1) The quorum for a general, special or annual general meeting is at least the number of members, plus 1, elected or appointed to the management committee
- (2) No business may be conducted at any general meeting unless there is a quorum of members
- (3) If there is no quorum at the time fixed for the meeting, the meeting is adjourned for at least 7 days
- (4) The management committee is to decide the day, time and place of the adjourned meeting
- (5) The secretary shall give members notice of an adjournment and of the business to be conducted

24. Procedure at General Meetings

- (1) a) The president is to preside as chairperson however, if not present or is unwilling to act, the members present must elect another member to chair the meeting
- b) The chairperson must conduct the meeting in a proper and orderly way
- (2) A member may take part and vote in a general meeting in person or by proxy
- (3) A member is not entitled to vote if the annual subscription is in arrears at the date of the meeting
- (4) Each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present
- (5) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote
- (6) If at least 20% of the members present demand a secret ballot, voting must be by secret ballot
- (7) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot
- (8) The result of a secret ballot, as declared by the chairperson, is taken to be a resolution of the meeting

25. Proxies

Proxies are accepted at all management committee, general, special and annual meetings of this association. A member shall have one vote only.

26. By-Laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

27. Alteration of Rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

28. Common Seal

- (1) The secretary shall maintain custody of the common seal of this association.
- (2) The common seal must be used only under authority of the management committee and the affixing of the common seal shall be attested by the signatures of any two members of the management committee.

29. Financial Year

The end date of the association's financial year is 31st December each year

30. Funds and Accounts

- (1) The funds of the association must be kept in the name of the association in an account in a financial institution decided by the management committee
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers
- (3) All expenditure must be approved or ratified at a management committee meeting
- (4) Records and accounts must be kept and presented to each management committee meeting, showing full and accurate particulars of the financial affairs of the association
- (5) All amounts must be deposited in the association's financial institution account as soon as practicable after receipt, within 7 working days
- (6) All payments by the association must be made by electronic funds transfer
 - a) The treasurer and one other authorised management committee member must complete the transfer of funds
 - b) The maximum limit for transfer of funds in any one transaction must be set, and reviewed regularly, by the management committee
- (7) The treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for the year is prepared and presented for audit

31. Distribution of Surplus Assets

- (1) On winding up, the assets of this Association must not be distributed to members but must be given to another entity:
 - a) Having similar objects and
 - b) The rules of which prohibit the distribution of its assets to members