

# TOOWOOMBA CHORAL SOCIETY INC.

## CONSTITUTION 2014

### 1. MISSION

- (1) To build a future in choral harmony through excitement, enjoyment and excellence in music and to encourage the advancement of choral, vocal and instrumental music through community participation and performance.

### 2. INTERPRETATION

- (1) In these rules **Act** means the Associations Incorporation Act 1981.
- (2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

### 3. NAME

- (1) The name of the incorporated Society shall be the "Toowoomba Choral Society Inc" (in these Rules called "the Society").

### 4. OBJECTIVES

The objectives of the Society shall be:

- (1) To cultivate and advance choral, vocal and instrumental music. In pursuing this objective, the Society shall operate such Choirs or other musical groups as established by the Management Committee.
- (2) To represent the City of Toowoomba and compete (if practicable) in any Eisteddfod or other competitions.
- (3) To apply all income and property solely towards the promotion of the Society's objectives and to exercise its powers so that no net profit or gain is distributed to individual members.

### 5. POWERS

- (1) The Society has the powers of an individual.
- (2) The Society may, for example,
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) construct, maintain or improve any buildings or property that it owns and
  - (e) invest any funds earned or held and
  - (f) borrow or raise money or apply for grants and
  - (g) promote its activities by any available means and
  - (h) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Society may also issue secured and unsecured notes, debentures and debenture stock for the Society

## **6. CLASSES OF MEMBERSHIP**

(1) Membership of the Society shall consist of the following classifications:

- 1.1 Full
- 1.2 Special event
- 1.3 Associate
- 1.4 Junior
- 1.5 Life
- 1.6 Honorary life
- 1.7 Such other classifications as the Committee shall think fit to admit.

The number of all classes of members is unlimited.

(2) A full member of the Society is usually a performing member of the Society and must be eighteen (18) years or over. Full members have voting rights and can be elected or appointed to the Management Committee.

(3) A special event member is a performing member of the Society who joins for the sole purpose of participating in that event. Events may include but are not limited to annual musicals, Eisteddfods and combined choral events. Special event members do not have voting rights and cannot be elected or appointed to the Management Committee or any sub-committees. Age restrictions may apply to particular events.

(4) An associate member shall be any person who joins the Society in a non-performing capacity, for example as clerical support, costume and set design or backstage work. Associate members do not have voting rights and cannot be elected as a member of the Management Committee but may be elected or appointed to any sub-committee.

(5) A junior member is a performing member of the Society from the age of 5 up to the end of year 12. The exception is for the sole purpose of competition, where a member who is fifteen (15) years and over may participate in any of the Society's choirs as negotiated by the choir conductors.

(6) Life members may be recommended from time to time by the Management Committee for approval by members at an annual general meeting or any special general meeting. Nominations must provide proof of distinguished and meritorious service in a voluntary capacity for a period of not less than ten consecutive years and lead to the advancement of the Toowoomba Choral Society Inc. Life members shall have all the rights as are attributed to a full member but are not required to pay the annual subscription fee.

(7) An honorary life member does not have to be or have been a member of the Society provided that no person shall be appointed an honorary life member of the Society who has not demonstrated proof of distinguished and meritorious service in a voluntary capacity for a period of not less than ten consecutive years, leading to the advancement of the Toowoomba Choral Society Inc. Honorary life members do not have voting rights and cannot be elected as a member of the Management Committee but may be elected or appointed to any sub-committee. Honorary life members are not required to pay the annual subscription fee.

## **7. MEMBERSHIP FEES**

(1) The membership fee for each class is the amount decided by the Management Committee annually.

(a) Full members pay an annual membership fee.

(b) Special event members pay a fee as determined for each event.

- (c) Associate members pay an annual membership fee.
  - (d) Junior members pay an annual membership fee.
  - (e) Life members and honorary life members are not required to pay an annual membership fee.
- (2) Fees will be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **8. PATRON**

- (1) There shall be a Patron of the Society who shall be appointed annually at the annual general meeting by a majority vote of members. A Patron shall have no voting rights solely by virtue of that office. Rights and obligations of this appointment will be detailed in a letter of appointment.

## **9. CONDUCTORS AND PIANISTS**

- (1) The Management Committee shall appoint conductor(s) and pianists as required and establish the terms and conditions of these appointments. Where possible, conductors will be involved in the selection of the pianist.
- (2) No conductor or pianist shall be eligible to hold the position of President of the Society.
- (3) Any appointment of conductor(s) or pianist is subject to the appointee becoming and remaining a member of the Society. If any person in these roles ceases to be a member then the appointment is to be vacated immediately.
- (4) Conductors and pianists appointed for special events will become Special Event members for the term of their engagement for insurance purposes.

## **10. MEMBERSHIP PARTICIPATION**

- (1) In order to cultivate and advance choral, vocal and instrumental music, the Society will establish and operate such choirs, musical groups or other groups from within the Society to fulfil its activities and benefit its members. The Management Committee will appoint suitable persons to lead these groups.
- (2) Performing members should attend rehearsals regularly, participate in and be involved in Society activities and attend 80% of rehearsals for each concert, performance or competition. Members who do not attend the majority of rehearsals for any performing event may be disqualified from taking part at the discretion of the Management Committee in discussion with the choir conductors, unless a suitable explanation is received.
- (3) Members may participate in any of the Society's choirs for which they are eligible.

## **11. NEW MEMBERSHIP**

- (1) All applications for membership must be in writing on the prescribed form, signed by the applicant and lodged with the Secretary.

## **12. ADMISSION AND REJECTION OF NEW MEMBERS**

- (1) Once a written application for membership is received and the appropriate membership fee is paid, the Management Committee will decide at the next meeting whether to accept or reject the application at their sole discretion.
- (2) The Management Committee must ensure that, as soon as practicable after the person becomes a member of the Society, the person is advised—
  - (a) whether or not the Society has public liability insurance; and
  - (b) if the Society has public liability insurance—the amount of the insurance.
- (3) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (4) The secretary of the Society must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **13. TERMINATION OF MEMBERSHIP**

- (1) A member may resign from the Society at any time by notifying the Secretary.
- (2) 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 2 months; or
  - (d) conducts him or herself in a way considered to be injurious or prejudicial to the character or interests of the Society.
- (3) 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.

## **14. APPEAL AGAINST 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 the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 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, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **15. GENERAL MEETING TO DECIDE APPEAL**

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the 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.
- (3) Also, the Management Committee and the members of the Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **16. REGISTER OF MEMBERS**

- (1) The Management Committee must keep a Register of members of the Society.
- (2) The register must include the following particulars for each member—
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Society at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the application of a member of the Society, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **17. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- (1) A member of the Society must not—
  - (a) use information obtained from the register of members of the Society to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) subrule (1) does not apply if the use or disclosure of the information is approved by the Society.

## **18. APPOINTMENT OR ELECTION OF SECRETARY**

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
  - (a) a member of the Society elected by the Society as secretary; or
  - (b) any of the following persons appointed by the Management Committee as secretary—
    - (i) a member of the Society's Management Committee;
    - (ii) another member of the Society;
    - (iii) another person.

- (2) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the Society within 1 month after the vacancy happens.
- (3) If the Management Committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (4) However if the Management Committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person can become a member of the Management Committee.
- (5) If the Management Committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the Management Committee.
- (6) In this rule— **casual vacancy**, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

## **19. REMOVAL OF SECRETARY**

- (1) The Management Committee of the Society may at any time remove a person appointed by the Management Committee as the secretary.
- (2) If the Management Committee removes a secretary who is a member of the Society's Management Committee the person remains a member of the Management Committee.
- (3) If the Management Committee removes a secretary who is another member of the Society and who has been appointed to a casual vacancy on the Management Committee under rule 18(4), the person remains a member of the Management Committee.

## **20. FUNCTIONS OF SECRETARY**

- (1) The secretary's functions include, but are not limited to—
  - (a) calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Society; and
  - (b) keeping minutes of each meeting; and
  - (c) keeping copies of all correspondence and other documents relating to the Society; and
  - (d) maintaining the register of members of the Society.

## **21. MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- (1) The Management Committee of the Society consists of -
  - (a) Elected Positions: a President, Vice-President, Secretary, Treasurer, Assistant Treasurer, up to two (2) general members and one (1) representative from each of the Society's choirs who is a full member of that particular choir;
  - (b) Appointed Positions: the conductors of the Society's choirs
- (2) All members of the management committee, other than a secretary appointed by the management committee under rule 18(1)(b)(iii), must be a full member of the society.
- (3) The Conductors of the Society's choirs are appointed positions with voting rights and are entitled to attend meetings of the Management Committee. They may vote in all matters before the Management Committee, except those matters relating to their appointments and the terms and conditions of such appointments.

- (4) Appointed positions that do not make up membership of the Management Committee may include a librarian, a grants officer and the chairperson of the Production Committee. These positions may be invited to attend committee meetings but do not have Management Committee voting rights.
- (5) At each annual general meeting of the Society, all the elected members of the Management Committee shall retire from office, but are eligible for re-election.

## **22. ELECTING THE MANAGEMENT COMMITTEE**

- (1) Nominators and nominees for the Management Committee must be full members.
- (2) A member of the Management Committee may only be elected as follows—
  - (a) Any two members of the Society may nominate another member to serve as a member of the Management Committee;
  - (b) the nomination must be—
    - (i) in writing; and
    - (ii) signed by the nominee and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the Society present and eligible to vote at the annual general meeting may vote for 1 nominee for each vacant position on the Management Committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (3) A person may be a candidate only if the person—
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (4) A list of the names of the candidates in alphabetical order, with the names of members who nominated and seconded each candidate, shall be posted in a conspicuous place in the office or usual place of meeting of the Society for at least seven (7) days immediately preceding the annual general meeting.
- (5) If required by the Management Committee, balloting lists must be prepared containing the names of the nominees in alphabetical order.
- (6) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
  - (a) whether or not the Society has public liability insurance; and
  - (b) if the Society has public liability insurance—the amount of the insurance.

## **23. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

- (1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Society 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.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **24. VACANCIES ON MANAGEMENT COMMITTEE**

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the Society 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.
- (3) However, if the number of Committee members is less than the number fixed under rule 28 (1) as a quorum of the Management Committee, the continuing members may act only to—
  - (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a general meeting of the Society.

## **25. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- (1) Subject to these rules or a resolution of the members of the Society carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Society.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Society on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note*—The Act prevails if the Society's rules are inconsistent with the Act—see section 1B of the Act.

- (3) The Management Committee may exercise the powers of the Society—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the Society decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Society's property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issues; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Society; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the Society may from time to time decide.

- (4) For subrule 25 (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—



- (a) the financial institution for the Society; or
- (b) if there is more than 1 financial institution for the Society—the financial institution nominated by the Management Committee.

## **26. MEETINGS OF MANAGEMENT COMMITTEE**

- (1) Subject to these rules relating to meetings of the Management Committee, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every two months if practicable to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called and how members are to be notified.
- (4) The Management Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (5) A Committee member who participates in the meeting as mentioned in subrule 26 (4) is taken to be present at the meeting.
- (6) A question arising at a Management 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.
- (7) The Management Committee may invite to Management Committee meetings any members or guests they deem necessary. Such members shall be entitled to take part in any discussions of the Management Committee but shall not be entitled to exercise a vote unless elected in their own right as Members of the Management Committee.
- (8) Any member of the Society may attend meetings of the Management Committee as an observer on request.
- (9) Any member who has a conflict of interest regarding a contract or proposed contract with the Society must declare it before the meeting and withdraw from the discussion and voting. Declared conflicts of interest will be minuted and logged in a conflict of interest register.
- (10) The president is to preside as chairperson at a Management Committee meeting. If there is no president or the president or vice-president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

## **27. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- (1) A resolution in writing signed by all current members of the Management Committee shall be as valid and effectual as if it has been passed at a meeting of the Management Committee. Any such resolution may consist of several documents, each signed by one or more members of the Management Committee.

## **28. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING**

- (1) A quorum for a Management Committee meeting is more than half of the members elected to the Committee as at the close of the last general meeting.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Committee—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **29. SPECIAL MEETING OF MANAGEMENT COMMITTEE**

- (1) If the secretary receives a written request signed by at least one third of the members of the Management Committee, the secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

## **30. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are kept in hardcopy form as well as a softcopy.
- (2) The minutes of each Management Committee meeting must contain a written or digital signature by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **31. APPOINTMENT OF SUBCOMMITTEES**

- (1) The Management Committee may appoint any number of sub-committees consisting of members of the Society considered appropriate by the Committee to help with the conduct of the Society's operations.
- (2) A member of the sub-committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.

- (3) The Management Committee shall appoint the chairperson of each sub-committee and set the terms of reference.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5) A sub-committee may meet and adjourn as it considers appropriate.
- (6) A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **32. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- (1) An act performed by the Management Committee, a sub-committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the Management Committee, sub-committee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, sub-committee member or person acting as a member of the Management Committee was disqualified from being a member.

### **33. ANNUAL GENERAL MEETINGS**

- (1) The annual general meeting must be held—
  - (a) at least once each year; and
  - (b) where feasible within 3 months after the end date of the Society's reportable financial year, but before 6 months of the end date of the Society's reportable financial year.
- (2) The following business must be transacted at every annual general meeting:-
  - (a) receiving the Society's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the Management Committee;
  - (d) appointing an independent auditor.

### **34. NOTICE OF GENERAL MEETING**

- (1) The secretary may call a general meeting of the Society.
- (2) A notice of a general meeting must state the business to be conducted at the meeting.
- (3) The Secretary shall convene all general meetings of the Society by giving not less than fourteen (14) days' notice to the members of the Society.
- (4) The Management Committee must decide how the notice is given to members.
- (5) The secretary must call a general meeting of the Society:-
  - (a) when directed to do so by the Management Committee; or
  - (b) on receipt of a written request signed by not less than one-third of the members presently on the Management Committee or not less than the number of full members of the Society which equals double the number of elected members presently on the Management Committee plus one. The request must clearly state the reasons why the special general meeting is being convened and the business to be conducted.

- (c) when given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- (6) However, 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 Management Committee's decision—
    - (i) to reject the person's application for membership of the Society; or
    - (ii) to terminate the person's membership of the Society;
  - (b) a meeting called to hear and decide a proposed special resolution of the Society.

### **35. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- (1) At any general meeting the number of members required for a quorum must equal the number of elected members of the Management Committee plus one or one sixth of the number of full members, whichever is the greater.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business. "Member" includes a person attending as a proxy.
- (3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Society, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Society—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (5) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (8) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **36. PROCEDURE AT GENERAL MEETING**

- (1) A member may take part and vote in a general meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) Unless otherwise provided by these Rules at every general meeting:-
  - (a) The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen (15) minutes after the stating time or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members should elect one member to be Chairman;
  - (b) The Chairman must conduct the meeting in a proper and orderly way;

### **37. VOTING AT GENERAL MEETING**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Every member present and eligible to vote is entitled to one vote and in the case of an equality of votes the Chair has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) Voting shall be by show of hands or a division of members, unless at least 20% of the members present demand a secret ballot.
- (5) The Chair should appoint two members to conduct the secret ballot vote.
- (6) A member may vote in person or by proxy and on a show of hands every person present who is a member or a representative of a member shall have one (1) vote.
- (7) The result declared by the Chair is taken to be the resolution of the meeting at which the ballot was held.

### **38. SPECIAL GENERAL MEETING**

- (1) The secretary must call a special general meeting by giving each member of the Society notice of the meeting 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 33% of the number of members of the Management Committee when the request is signed; or
    - (ii) at least the number of full members of the Society equal to double the number of members of the Society on the Management Committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Management Committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
  - (a) is directed to call the meeting by the Management Committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **39. PROXIES**

- (1) The instrument appointing a proxy must be in writing, using the form or a similar form as found at the end of this document (Annexure 1).
- (2) The instrument appointing a proxy must—
  - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

- (b) if the appointor is a corporation—
  - (i) be under seal; or
  - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the Society or another person. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (4) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (5) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (6) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in writing, using the form or a similar form as found at the end of this document (Annexure 1).

#### **40. MINUTES OF GENERAL MEETINGS**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the Chair of the meeting, or the Chair of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the Chair of the meeting, or the Chair of the next meeting of the Society that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Society, the secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The Society may require the member to pay the reasonable costs of providing copies of the minutes.

#### **41. BY-LAWS**

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

#### **42. 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. Due notice of the proposed alteration shall be given in writing by the Secretary at least one (1) month prior to the holding of the annual meeting or special general meeting and the alteration shall not be valid unless carried by a three-quarters majority of members present and entitled to vote.

#### **43. COMMON SEAL**

- (1) The Management Committee must ensure the Society has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
  - (a) the secretary; or
  - (b) another member of the Management Committee; or
  - (c) someone authorised by the Management Committee.

#### **44. FUNDS AND ACCOUNTS**

- (1) The funds of the Society must be kept in an account in the name of the Society in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Society.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Society of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque or electronic funds transfer (EFT), the cheque or EFT authorisation must be signed by any 2 of the following—
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of the Society who have been authorised by the Management Committee to sign cheques issued by the Society.
- (6) However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Management Committee meeting.

#### **45. GENERAL FINANCIAL MATTERS**

- (1) On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Society must be used solely in promoting the Society's objectives and exercising the Society's powers.

#### **46. DOCUMENTS**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Society.

#### **47. FINANCIAL YEAR**

The end date of the Society's financial year is December 31 in each year.

#### **48. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- (1) This rule applies if the Society—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Society.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the Society's objectives; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— **surplus assets** see section 92(3) of the Act.



# Annexure 1

## GENERAL PROXY FORM - Refer 39(1)

I, .....(name)

of .....(address)

being a member of the Toowoomba Choral Society Inc, appoint

.....(name)

of.....(address)

or, failing him/her.....(name)

of .....(address)

as my proxy to vote for me on my behalf at the (annual) general meeting of the Society, to be held

on the.....day of.....20.....and at any adjournment of the meeting.

Signed this.....day of.....20.....

Signature of member appointing proxy.....

This form is also to be signed by the 2 (two) proxy nominees to show acceptance.

Signature of member accepting proxy.....(proxy 1)

Signature of member accepting proxy.....(proxy 2)

**PROXY FORM FOR VOTING FOR/ AGAINST A SPECIFIC RESOLUTION- Refer 39(6)**

I, .....(name)

of .....(address)

being a member of the Toowoomba Choral Society Inc, appoint

.....(name)

of.....(address)

or, failing him/her.....(name)

of .....(address)

as my proxy to vote for me on my behalf at the (annual) general meeting of the Society, to be held

on the.....day of.....20.....and at any adjournment of the meeting.

Signed this.....day of.....20.....

Signature of member appointing proxy.....

This form is also to be signed by the 2 (two) proxy nominees to show acceptance.

Signature of member accepting proxy.....(proxy 1)

Signature of member accepting proxy.....(proxy 2)

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—[*List relevant resolutions*]