

**ASSOCIATIONS INCORPORATION ACT 1981**

**DANDENONG RANGES MUSIC COUNCIL INC**

**Registered Number A0009702L**

**STATEMENT OF PURPOSE**

**RULES**

ASSOCIATIONS INCORPORATION ACT 1981  
ACT No. 9713/1981  
Reprinted incorporating amendments as at 1 July 1998

DANDENONG RANGES MUSIC COUNCIL INC  
Registered Number A0009702L

STATEMENT OF PURPOSES

1. The purposes of the Dandenong Ranges Music Council (“the Council”) are:
  - (a) to create the framework for people of all ages who live in the Dandenong Ranges and their environs to come together to perform music and the related arts;
  - (b) to give advice and practical assistance to members of the community desiring to participate in the performing arts;
  - (c) to create and promote the formation of musical interest groups of the Dandenong Ranges Music Council;
  - (d) to foster and encourage the development of community participation in all forms of music;
  - (e) to provide the means whereby groups may have the opportunity for musical tuition;
  - (f) to promote ideas and assist in the formation of performing arts groups of all types;
  - (g) to promote the integration of music into the lifestyle of the community of people who live in the Dandenong Ranges and their environs;
  - (h) to engage in any other activities which are ancillary to the above purposes or which the Council considers desirable for the furtherance of the enjoyment of music and the provision of assistance to persons who live in the Dandenong Ranges and their environs to come together to perform music and the related arts.
2. All funds and property of the Council howsoever derived shall be applied, subject to the Rules, solely towards the promotion of the Council’s purposes.

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ASSOCIATIONS INCORPORATION ACT 1981

DANDENONG RANGES MUSIC COUNCIL INC

Registered Number A0009702L

RULES

1. The name of the incorporated association is the Dandenong Ranges Music Council (in these Rules called "the Council").

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears:
- (a) "the Act" means the Associations Incorporation Act 1981;
  - (b) "the Board" means the Board of Management of the Council constituted pursuant Rule 22;
  - (c) "Committee" in relation to each Unit means the Committee of the Unit elected by those Members of the Council who are Members of the Unit;
  - (d) "Committee Secretary" in relation to each Unit means the Secretary of the relevant Committee;
  - (e) "financial year" means the year ending on 30 September;
  - (f) "General Meeting" means a general meeting of Members convened in accordance with Rule 11;
  - (g) "Member" means a member of the Council;
  - (h) "ordinary member of the Board" means a member of the Board who is not an officer of the Council under Rule 21;
  - (i) "the Register" means the Register of Members;
  - (j) "the Regulations" means regulations under the Act;
  - (k) "Secretary" means the Secretary of the Council;
  - (l) "Unit" means a Unit of the Council designated in Rule 33 (1) or created by the Board or by the Council in general meeting pursuant to Rule 32 (1);
  - (m) "the Unit Register" in relation to each Unit means the register of those members of the Council who are members of the Unit, the Unit Register being kept by the Committee Secretary pursuant to Rule 33 (5).
- (2) In these Rules, a reference to the Secretary of an Association is a reference--
- (a) where a person holds office under these Rules as Secretary of the Council -- to that person; and
  - (b) in any other case, to the public officer of the Council.
- (3) The Appendices annexed hereto shall form part of these Rules and a reference to these Rules shall include a reference to the Appendices.

(4) Words or expressions contained in the Rules shall be interpreted in accordance with the provisions of the Act's Interpretation Act 1958 and the Act as in force from time to time, and in particular, a reference to the male gender shall include a reference to the female gender.

(5) The headings in these Rules have been inserted for convenience only and shall be disregarded in the interpretation of these Rules.

#### Membership, entry fees and subscription

3.
  - (1) A natural person who is approved for membership as provided in these Rules is eligible to be a Member of the Council on payment of the annual subscription payable under these Rules.
  - (2) A person who is not a member of the Council at the time of the incorporation of the Council (or who was a Member at that time but has since ceased to be a Member) shall not be admitted to membership unless his admission as a Member is approved by the Committee or by the Council in General Meeting.
  - (3) An application by a person for membership of the Council must--
    - (a) be made in writing in the form set out in Appendix 1; and
    - (b) be lodged with the Committee Secretary or Treasurer, accompanied by the appropriate subscription.
  - (4) As soon as practicable after approval of an application, the Committee Treasurer shall forward the application to the Board Treasurer.
  - (5) The committee may refer the application to the Board for determination by the Council in general meeting and the Secretary shall cause the application to be placed on the Agenda for the next general meeting of the Council.
  - (6) Upon an application being approved by the Committee or the Council in general meeting (as the case may be), the Secretary shall, with as little delay as possible, notify the applicant in writing that he has been approved for membership of the Council.
  - (7) The Secretary shall, upon payment of the amounts referred to in clause (3), enter the applicant's name in the Register of Members kept by him/her and, upon the name being so entered, the applicant becomes a Member of the Council.
  - (8) A right, privilege, or obligation of a person by reason of membership of the Council--
    - (a) is not capable of being transferred or transmitted to another person; and
    - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
4.
  - (1) The annual subscription is payable in advance on or before 30 September in each year for the year commencing 1 October.
  - (2) The annual subscription may be altered from time to time by the Council in general meeting.
5. The Treasurer shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of each Member and the Register shall be available for inspection by Member at the address of the Secretary.
6.
  - (1) A Member of the Council who has paid all moneys due and payable by him to the Council may resign from the Council by first giving one month's notice in writing to the Secretary of his or her intention to resign, and upon the expiration of that period of notice the Member shall cease to be a Member.
  - (2) Upon the expiration of a notice given under clause 91) of this Rule, the Secretary shall make in the Register an entry recording the date on which the Member by whom the notice was given ceased to be a member.

7. (1) Subject to these Rules, the Board may by resolution –
- (a) expel a Member from the Council;
  - (b) suspend a Member from membership of the Council for a specified period; or
  - (c) fine a Member in accordance with the Regulations – if the Board is of the opinion that the Member -
  - (d) has refused or neglected to comply with these Rules, or
  - (e) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Council.
- (2) A resolution of the Board under clause (1) of the Rule –
- (a) does not take effect unless the Board at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under clause (3) confirms the resolution in accordance with this Rule; and
  - (c) where the member exercises a right of appeal to the Council under this Rule does not take effect unless the Council confirms the resolution in accordance with this Rule.
- (3) Where the Board passes a resolution under clause (1) of this Rule, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing --
- (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the Member that he may do one or more of the following--
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Council in general meeting against the resolution.
- (4) At a meeting of the Board held in accordance with clause (3) of this Rule, the Board -
- (a) shall give to the Member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the Member; and
  - (d) shall by resolution determine whether to confirm or to revoke the resolution.
- 5) Where the Secretary receives a notice under clause (3) of this he or she must notify the Board and the Board shall convene a general meeting of the Council to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Council convened under clause (5) of this Rule --

(a) no ordinary business shall be transacted until the question of the appeal has been determined in accordance with this Rule;

(b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the Member shall be given an opportunity to be heard and may present to the meeting a written statement seeking revocation of the resolution, which statement shall be read to the meeting by the chairman of the meeting; and

(d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the general meeting –

(a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and

(b) in any other case, the resolution is revoked.

#### Disputes and mediation

8. (1) The grievance procedure set out in this rule applies to disputes under these Rules between--

(a) a member and another member; or

(b) a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(2) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be--

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement--

(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must--

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### Annual general meetings

9. (1) The Council shall in each calendar year convene an annual general meeting of the Council.
- (2) The annual general meeting shall be held on such day as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be--
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Council and the Units of the Council during the last preceding financial year; and
  - (c) to elect officers of the Council and the ordinary members of the Board; and
  - (d) to receive and consider the statement submitted by the Council in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice has been given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

#### Special general meetings

10. All general meetings of the Council other than the annual general meeting shall be called special general meetings.
11. (1) The Board may, whenever it thinks fit, convene a special general meeting of the Council and where, but for this clause, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- (2) The Board shall, on the requisition in writing of Members representing not less than 5 per cent of the total number of Members, convene a special general meeting of the Council.
- (3) The requisition for a special general meeting shall state the objects of the meeting; and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (3) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than one month after that date.
- (4) A special general meeting convened by Members pursuant to clause (4) of this Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the persons incurring the expenses.

#### Notices of Meetings

12. (1) The Secretary shall, at least 14 days before the date fixed for holding a general meeting of the Council, cause an advertisement to be inserted in a newspaper circulating within the Dandenong Ranges and a daily Melbourne newspaper stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (1) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

#### Procedure at General Meeting

13. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in Rule 8 (4) as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Twenty members of the Council, or one third of members of a Unit eligible to vote personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairman of the meeting at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 5) shall be a quorum.
14. (1) The Chairman, or in his absence, the Vice-Chairman, shall preside as chairman at each general meeting of the Council.
- (2) If the Chairman and the Vice-Chairman are absent from a general meeting, the members present must select one of their number to preside as chairman of the meeting.
15. (1) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (1) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (2) Except as provided in clauses (1) and (2) of this Rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (3) Notice may be sent--
16. A question arising at a general meeting of the Council shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minute book of the Council is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### Voting Rights of Members

17. (1) Upon any question arising at a general meeting of the Council, a member has one vote only.

- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the chairman of the meeting is entitled to exercise a second or casting vote.
- (4) The minimum age for voting rights for Dandenong Ranges Music Council shall be 15 years.
- 18 (1) If at a meeting a poll on any question is demanded by not less than 3 Members, it shall be taken at that meeting in such manner as the chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman of the meeting may direct.
19. A Member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Council have been paid.
20. (1) Each Member shall be entitled to appoint another Member as his proxy by notice given to the Secretary no later than 24 hours before the time appointed for the meeting.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

#### Management

- 21 (1) The affairs of the Council shall be managed by the committee of management, in these Rules called the "Board", constituted in accordance with Rule 23.
- (2) The Board--
- (a) shall control and manage the business and affairs of the Council;
- (b) shall oversee the activities of the Units of the Council;
- (c) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Council; and
- (d) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Council.
- 22 (1) the officers of the Council shall be -
- (a) a Chairman;
- (b) a Vice-Chairman;
- (c) a Secretary;
- (d) a Treasurer;
- (e) a Music Consultant; and
- (f) a Public Relations and Engagements Officer.
- (2) (a) The Board may from time to time, for the purpose of the proper management of the business and affairs of the Council, appoint additional officers of the Council under such designations as the Board considers appropriate, but each such appointment shall, at the next general meeting following the date of the appointment, be subject to the Council

ratifying the creation of the additional office and the appointment of the person chosen by the Board to fill the office.

- (b) The Secretary shall cause appointments by the Board pursuant to paragraph (a) above to be included as an item on the agenda for business to be conducted at the next general meeting of the Council following the date of each appointment, and shall include the matter of the appointment as an item of business in the notice calling the next general meeting.
- (c) Subject to his appointment being ratified by the Council, the officer appointed by the Board pursuant to paragraph (a) above shall retire at the next annual general meeting following his appointment, and the casual vacancy so created shall be filled in accordance with clause 3 of this Rule, but nothing herein contained shall prevent either the Board at any time or the Council in general meeting from abolishing an office created by the Board pursuant to this clause.
- (d) The officers of the Board may from time to time co-opt additional Committee members from the membership of the Council, and shall be entitled to dismiss such co-opted members.

(3) The provisions of rule 23, so far as they are applicable and with the necessary modifications, shall apply to and in relation to the election of persons to any of the offices specified in clause (1) of this Rule.

(4) Each officer of the Council shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.

(5) In the event of a casual vacancy in any office referred to in clause (1) of this Rule, or in an office created by the Board pursuant to clause (2) of this Rule, the Board may appoint one of its number to the vacant office and the person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

23. (1) Subject to Section 23 of the Act, the Board shall consist of –

- (a) the officers of the Council; and
- (b) 6 ordinary Members these Rules, each of whom shall be elected at the annual general meeting of the Council in each year in accordance with Rule 24.

(2) Each ordinary member of the Board shall, subject to these Rules, hold office until the annual general meeting next after the date of his election, but is eligible for re-election.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a Member of the Council to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### Nomination and Election of Office Bearers

24. (1) Nominations of candidates for election as officers of the Council or as ordinary members of the Board--

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

(b) shall be delivered to the Secretary of the Council not less than 5 days before the date fixed for the holding of the annual general meeting.

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

- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (4) The ballot for the election of officers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the chairman of the meeting may direct.
- (6) A nomination of a candidate for election under this Rule is not valid if that candidate has been nominated for another office for election at the same election and has consented to be a candidate in respect of that other office.
25. For the purposes of these Rules, the office of an officer of the Council, or of an ordinary member of the Board, becomes vacant if the officer or member--
- (a) ceases to be a Member of the Council;
  - (b) is absent from 3 consecutive meetings of the Board without leave of absence being obtained from the Board;
  - (c) (c) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (d) (d) resigns his office by notice in writing given to the Secretary.

#### Board Meetings

26. (1) The Board shall meet at least once every two months at the place and times as the Board determines.
- (2) Special meetings of the Board may be convened by the Chairman or by any three members of the Board.
- (3). Notice shall be given to each member of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at the meeting.
- (4). Any seven members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same time and day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) (a) the Chairman or in his absence the Vice-Chairman shall preside; or
- (c) if the Chairman and the Vice-Chairman are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at that meeting may determine.
- (8) Each member present at a meeting of the Board, or of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(9) Written notice of each Board meeting shall be served by the Secretary on each member of the Board by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.

(10) Subject to clause (4) of the Rule, the Board may act notwithstanding any vacancy on the Board.

#### Removal of Board members

27. (1) The Council in general meeting may, by resolution, remove any member of the Board before the expiration of the his term of office and appoint another Member of the Council in his stead to hold office until the expiration of the term of the member who was removed from office.

(2) Where the member of the Board to whom a proposed resolution referred to in clause (1) of this Rule makes representations in writing to the Secretary or to the Chairman (not exceeding a reasonable length) and request that they be notified to the Members of the Council, the Secretary or the Chairman may send a copy of the representations to each Member of the Council or, if they are not so sent, the member may require that the representations be read out at the meeting.

#### Secretary and Treasurer

28. The Secretary shall keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting in books provided for that purpose, together with a record of the names of persons present at the meetings.

29. (1) The Treasurer of the Council--

(a) collect and receive all moneys due to the Council and make all payments authorised by the Council; and

(b) shall keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.

(2) The accounts and books referred to in clause (1) of this Rule shall be available for inspection by Members.

30. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board.

31. (1) The common seal of the Council shall be kept in the custody of the Secretary.

(2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two members of the Board.

(3) Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books documents and securities of the Council.

#### Units of the Council

32. (1) For the purpose of co-ordinating and developing the activities of the various interest groups within the Council, the membership of the Council may from time to time, upon the direction of the Board or upon the resolution of the Council in general meeting, be divided into separate activity Units (in these Rules called the "Units") and all Members of the Council shall be entitled to become members of one or more of the Units, but they shall not be under any obligation to do so.

(2) The Units shall comprise distinct musical interest groups or support groups within the Council and each shall be concerned primarily with the activities of those members comprising the Unit.

- (3) The provisions in these Rules relating to the holding of annual general meetings and special general meetings of the Council shall, so far as they are applicable and with the necessary modifications, apply in relation to each Unit, and each Unit shall hold an annual general meeting of the Unit within thirty days following the date of the annual general meeting of the Council.
33. (1) Until the Board otherwise directs, or until the Council otherwise resolves, the following Units shall be formed from the membership of the Council:
- (a) Concert Band Unit;
  - (b) Adult Choir Unit;
  - (c) Youth Choir Unit;
  - (d) Children's Choir Unit;
  - (e) Chamber Music Unit;
  - (f) Community Music Education program Unit;
  - (g) Music Theatre Unit;
  - (h) Phoenix Recorder Consort Unit;
  - (i) Serendipity Recorder Consort Unit;
  - (j) Sound and Lighting Unit;
  - (k) Bush Band Unit.
- (2) The Units shall be autonomous in regard to all matters affecting artistic policy and achievement, but shall nevertheless undertake all of their activities in accordance with the Statement of Purposes and these Rules and shall report to the Board and to the Council in general meeting in regard to all such activities, as provided in these Rules.
- (3) Any Member of the Council desiring to become a member of a Unit, whether that Unit is specified in clause (1) of this Rule or whether the Unit is created pursuant to Rule 32 (1), shall give to the Secretary written notice to that effect, and upon delivery of the notice to the Secretary, he becomes a member of the Unit.
- (4) Upon receipt of a notice referred to in clause (3) of this Rule, the Secretary shall record in the Register of members the fact that the Member giving the notice has become a member of the Unit specified in the notice.
- (5) The Committee Secretary of each Unit shall keep a Unit Register in respect of the membership of the Unit in which shall be entered the full name, address and date of entry of each member of the Unit.
- (6) The provisions contained in Rules 32 to 38 inclusive shall apply to each Unit of the Council.

#### Election of Unit Committees

34. (1) The members comprising each Unit shall elect a committee of management of the Unit (in these Rules called the "committee") at the annual general meeting of the Unit and the provisions contained in Rules 24 and 25, so far as they are applicable and with the necessary modifications,

shall apply to and in relation to the election of the members of the Committee, which shall comprise the officers specified in clause (3) of this Rule and any additional members of the Committee co-opted by the officers of the Unit pursuant to clause (4) of this Rule.

- (2) Each Committee shall at all times be subject to the supervision, direction and control of the Board in regard to all matters affecting administration.
- (3) The officers of each Committee shall be:
  - (a) a Committee Chairman;
  - (b) a Committee Secretary;
  - (c) a Committee treasurer;
  - (d) a Committee Manager.

and in all correspondence and documents the aforementioned designations shall, for the purpose of distinguishing the officers of the various Units of the Council, include the name of the relevant Unit.

- (4) The officers of each Unit may from time to time co-opt additional Committee members from the membership of the relevant Unit, and shall be entitled to dismiss such co-opted members.
- (5) Each officer of a Committee shall hold office until the conclusion of the annual general meeting of the members of the Unit held next after the date of his election, but is eligible for re-election.
- (6) In the event of a casual vacancy in any office referred to in clause (3) of this Rule, the Committee may appoint another member of the Unit to the vacant office and the person so appointed may continue in office until the conclusion of the annual general meeting of the members of the Unit next after the date of his appointment.
- (7) The Musical Director of each Unit may be an honorary member of the Unit Committee and shall be entitled to vote at Committee meetings.

#### Unit Committee Meetings

35. (1) Each Committee shall meet at least once in every three months at the place and time that the Committee determines.
- (2) Special meetings of the Committee may be convened by the Committee Chairman or by any two members of the Committee.
- (3) Notice shall be given by the Committee Secretary to all members of the Committee of any special meeting specifying the general nature of the business to be transacted, and no other business shall be transacted at such meetings.
- (4) Any three members of the Committee shall constitute a quorum for the transaction of business at Committee meetings.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

#### Procedure at Unit Committee Meetings

36. (1) At meetings of each Committee:
  - (a) the Committee Chairman shall preside; or

- (b) if the Committee Chairman is absent, such one of the remaining members of the Committee as may be chosen by the members shall preside.
- (2) Questions arising at Committee meetings or at any meeting of a sub-committee appointed by the Committee shall be determined by a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (3) Each member of the Committee present (including the person presiding at the meeting) is entitled to one voter, and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- (4) Written notice of each Committee meeting shall be served by the Committee Secretary on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by ore-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (5) Subject to Rule 35 (4) the Committee may act notwithstanding any vacancy on the Committee
- (6) The Committee Secretary shall keep minutes of the resolutions and proceedings of each Committee meeting in books provided for that purpose together with a record of the names of persons present at the meetings.
- (7) The Committee Secretary shall forward copies of all minutes of the resolutions and proceedings of Committee meetings to the Secretary of the Council within fourteen days of the date of each Committee meeting.
- (8) All meetings of the Committees shall be open to any Member of the Council and notice of all Committee meetings shall be sent by pre-paid post to the Secretary of the Council not less than two business days before the date of the meeting.
- (9) The Chairman of the Council shall be an ex-officio member of each Committee but he shall not be required to attend Committee meetings.

#### Unit Committees to Report to the Board

37. (1) Each Committee Secretary shall –
- (a) within 14 days of 1<sup>st</sup> September in each year submit to the Secretary of the Council a report on the activities of the Unit; and
  - (b) within 10 days of the first day of each month a statement of receipts and payments for the immediately preceding month.
- (2) The Committees shall promptly forward to the Secretary of the Council upon request a general report relating to the activities of the Unit which the Board may from time to time require.
- (3) The Committees shall at all times be subject to the supervision, direction and control of the Board in regard to all matters affecting administration.
- (4) Subject to clause (3) of this Rule a Board may if it considers appropriate permit a Committee to –
- (a) engage in fund raising activities in respect of the relevant Unit;
  - (b) to operate separate bank accounts in respect of the activities of the Unit; and
  - (c) allocate funds for the activities of the Unit from the moneys kept in those bank accounts.
- (5) If a Committee is permitted by the Board to operate separate bank accounts pursuant to clause (4) of this Rule the Committee Treasurer shall –

- (a) collect and receive all moneys on behalf of the Unit and make all payments authorised by the Committee;
  - (b) keep correct accounts and books showing the financial affairs of the Committee with full details of all receipts and expenditure connected with the activities of the Committee; and
  - (c) present those accounts and books to the Secretary of the Council not less than seven days prior to the annual general meeting of the Council.
- (6) The accounts and books referred to in clause (3) of this Rule shall be available for inspection by any member of the Board.
- (7) All cheques drawn by the Committee and all other negotiable instruments shall be signed by the Treasurer and the Secretary of the Committee.
38. (1) Subject to these Rules the Board may by resolution:
- (a) suspend the operations of a Committee for such time as the Board considers appropriate, and in such case the Board shall assume the role of the Committee for the period of the suspension;
  - (b) dissolve a Committee and require the members comprising the relevant Unit to elect a new Committee in accordance with these Rules.
  - (c) remove any member of a Committee from office;
  - (d) disqualify any Member of the Council from being or becoming a member of a Committee; and
  - (e) revoke any of the powers or privileges granted by the Board to a Committee under these Rules.
- (2) Where the Board passes a resolution under clause (1) of this Rule, the Secretary shall as soon as practicable, cause to be served on the Committee Secretary of the relevant Unit a notice in writing –
- (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Committee may give to the Board a written statement seeking the revocation of the resolution (the “Appeal”).
- (3) If the Secretary receives a written statement pursuant to clause (2) of this Rule, he shall notify the Board and the Board shall thereupon convene a general meeting of the Council to be held within twenty-one days after the date on which the Secretary received the statement.
- (4) At a general meeting of the Council convened under clause (3) of this Rule:
- (a) no ordinary business shall be transacted until the question of the Appeal has been determined in accordance with this Rule;
  - (b) the Board shall place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the members of the relevant Committee shall be given an opportunity to be heard;
  - (d) the members of the Council present including the members of the relevant Committee (if present), shall vote by secret ballot on the question whether the resolution shall be confirmed or revoked.
- (5) If at the general meeting of the Council –

- (a) two thirds of the members of the Council vote in person or by proxy in favour of the resolution, the resolution is confirmed; and
- (b) in any other case the resolution is revoked.

Alteration of Statement of Purposes and Rules

39. These Rules and the Statement of Purposes of the Council shall not be altered except in accordance with the Act.

Notice

- 40. (1) A notice may be served by or on behalf of the Council upon any Member either personally or by sending it by post to the Member at his address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Winding up

- 41. In the event of the winding up or the cancellation of the incorporation of the Council, the assets of the Council shall be disposed of in accordance with the provisions of the Act.
- 42. The funds of the Council shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

\* \* \* \* \*

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF DANDENONG RANGES MUSIC COUNCIL

I,.....,

of .....

Occupation.....

desire to become a member of Dandenong Ranges Music Council.

In the event of my admission as a member, I agree to be bound by the rules of the Council for the time being in force.

Signature of Applicant.....

Date.....

I, .....,

a member of Dandenong Ranges Music Council Incorporated,

nominate the applicant, who is personally known to me, for membership of the Council.

Signature of Proposer.....

Date.....

I,.....,

a member of Dandenong Ranges Music Council Incorporated

second the nomination of the applicant, who is personally known to me, for membership of the Council.

Signature of Seconder.....

Date.....

\* \* \* \* \*

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF DANDENONG RANGES MUSIC COUNCIL INCORPORATED CONVENED UNDER RULE 7(7)

I, .....

of.....

being a member of Dandenong Ranges Music Council Incorporated

appoint.....

of.....

being a member of Dandenong Ranges Music Council Incorporated, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Council convened under rule 7(7), to be held on

Date of meeting.....and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1)).

Signed.....

Date.....

\* \* \* \* \*

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I, .....

Of.....

being a member of Dandenong Ranges Music Council Incorporated

appoint .....

of.....

being a member of Dandenong Ranges Music Council Incorporated, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Council to be held on

Date of meeting.....and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

Signed.....

Date.....

\* Delete if not applicable

\* \* \* \* \*

## APPENDIX 4

## SCHEDULE OF FEES

Fee

Amount

Entrance fee

Annual subscription fee

ASSOCIATIONS INCORPORATION ACT 1981. Section 22(2)

NOTICE OF SPECIAL RESOLUTION ALTERING STATEMENT OF PURPOSES OR RULES

DANDENONG RANGES MUSIC COUNCIL Inc Reg No A0009702L  
(name of incorporated association)

To the Registrar of Incorporated Associations:

We, COLIN ANDREW HOPPER of 5 BURNS WAY, MONBULK 3793 (1)

AND BEVERLEY McALISTER of 6 LAWRENCE COURT, THE PATCH 3792 (1)

1. We are committee members of DANDENONG RANGES MUSIC COUNCIL Inc
2. On the 26<sup>th</sup> day of NOVEMBER 1991 the special resolution set out below in the annexure marked "A" (2) was passed in accordance with the Associations Incorporations Act 1981

"If upon the winding-up or dissolution of this organisation, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid out or distributed among its members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the association or company, and whose rules shall prohibit the distribution of its or their income among its or their members, such institution or institutions to be eligible for tax deductibility of donations under Section 78 (1) (a) of the **Income Tax Assessment Act 1936** And listed on the Register of Cultural Organisations Maintained under the Act."

ANNEXURE "A"

Signed:

Signed:

- (1) Full name and residential address
- (2) Where there is sufficient space on this form to furnish the required information, the information is to be shown in a separate annexure.
- (2) This form should be submitted with the appropriate fee.

LODGED BY: DANDENONG RANGES MUSIC COUNCIL INC

ADDRESS: P O BOX 430 BELGRAVE 3160

PHONE NO: 754 6566  
(Business Hours)

FOR OFFICE  
USE ONLY  
RECEIVED BY THE  
REGISTRAR ON

Deputy Registrar of Incorporated Associations

Cheque for \$22.00 sent 20/12/91

A1003

ASSOCIATIONS INCORPORATION ACT 1981. Section 22(2)

NOTICE OF SPECIAL RESOLUTION ALTERING STATEMENT OF PURPOSES OR RULES

DANDENONG RANGES MUSIC COUNCIL Inc Reg No A0009702L

1451 Burwood Highway UPWEY 3158

POSTAL: P O Box 430 BELGRAVE 3160

To the Registrar of Incorporated Associations:

We, DEIRDRE MURDOCH of 4 HUGHES STREET, UPWEY 3158 (1)

AND BEVERLEY McALISTER of 6 LAWRENCE COURT, THE PATCH 3792 (1)

3. We are committee members of DANDENONG RANGES MUSIC COUNCIL Inc
4. On the 15<sup>th</sup> day of NOVEMBER 1999 the special resolution set out below in the annexure marked "B" (2) was passed in accordance with the Associations Incorporations Act 1981

"That the following rules be altered:

2. (e) "financial year" means the year ending on 30 September;
4. (1) The annual subscription is payable in advance on or before 30 September in each year for the year commencing 1 October.

Alteration to read:

2. (e) "financial year" means the year ending 30 June;
4. (1) The annual subscription is payable in advance on or before 30 June in each year for the year commencing 1 July.

ANNEXURE "B"

Signed:

Signed:

LODGED BY: DANDENONG RANGES MUSIC COUNCIL INC  
ADDRESS: P O BOX 430 BELGRAVE 3160  
PHONE NO: 9754 6566  
(Business Hours)

FOR OFFICE  
USE ONLY  
RECEIVED BY THE  
REGISTRAR ON

Deputy Registrar of Incorporated Associations

Cheque for \$35.00 sent 16 November 1999

A1003

ASSOCIATIONS INCORPORATION ACT 1981. Section 22(2)

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I, .....

of.....

being a member of Dandenong Ranges Music Council Incorporated, registration number A0009702L

appoint .....DEIRDRE MURDOCH.....

of.....4 HUGHES STREET UPWEY 3158.....

being a member of Dandenong Ranges Music Council Incorporated, as my proxy to vote for me on my behalf at the annual general meeting of the Council to be held on Monday 15 NOVEMBER 1999 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of the following resolution:

“That the following rules be altered:

- 2. (e) "financial year" means the year ending on 30 September;
- 4. (1) The annual subscription is payable in advance on or before 30 September in each year for the year commencing 1 October.

Alteration to read:

- 2. (e) “financial year” means the year ending on 30 June;

4. (1) The annual subscription is payable in advance on or before 30 June in each year for the year commencing 1 July.”

Signed.....

Date.....

\* \* \* \* \*