

**Constitution of  
The Australian National Council of  
Orff Schulwerk Inc.**

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## PART 1 — PRELIMINARY

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### 1. Terms used

1.1 In these rules, unless the contrary intention appears —

- (1) **Act** means the Associations Incorporation Act 2015;
- (2) **associate member** means a member with the rights referred to in subrule 10.6;
- (3) **ANCOS** means The Australian National Council of Orff Schulwerk Inc, being the incorporated association to which these rules apply;
- (4) **books**, of ANCOS, includes the following —
  - (a) a register;
  - (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
  - (c) a document;
  - (d) any other record of information;
- (5) **by laws** means by-laws made by ANCOS under rule 70;
- (6) **chairperson** means the committee member acting as the chairperson of a meeting;
- (7) **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;
- (8) **delegate** means an individual who has been appointed by a member under subrule 53.1 or 53.2 ;
- (9) **executive** means the executive committee constituted under rule 28.1 responsible for the management of ANCOS;
- (10) **executive meeting** means a meeting of the executive;
- (11) **executive member** means a member of the executive;
- (12) **financial records** includes —
  - (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
  - (b) documents of prime entry; and
  - (c) working papers and other documents needed to explain —

- (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;
- (13) **financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;
- (14) **financial statements** means the financial statements in relation to ANCOS required under Part 5 Division 3 of the Act;
- (15) **financial year**, of ANCOS, has the meaning given in rule 2;
- (16) **general meeting**, of ANCOS, means a meeting of ANCOS that all members are entitled to receive notice of and to attend;
- (17) **member** means an organisation that is an ordinary member or associate member of ANCOS;
- (18) **office holder** means those persons responsible for managing the operations by holding a position listed in rule 30.1;
- (19) **ordinary member** means a member with the rights referred to in rule 10.5;
- (20) **organisation** means any of the persons mentioned in section 24(1) of the Act and an unincorporated association with a minimum of 6 members;
- (21) **president** means the executive member holding office as the president of ANCOS;
- (22) **register of members** means the register of members referred to in section 53 of the Act;
- (23) **rules** means these rules of ANCOS, as in force for the time being;
- (24) **secretary** means the executive member holding office as the secretary of ANCOS;
- (25) **special general meeting** means a general meeting of ANCOS other than the annual general meeting;
- (26) **special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;
- (27) **sub committee** means a sub committee appointed by the executive under rule 51.1(1);
- (28) **tier 1 association** means an incorporated association to which section 64(1) of the Act applies;
- (29) **tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

- (30) **tier 3 association** means an incorporated association to which section 64(3) of the Act applies;
- (31) **treasurer** means the executive member holding office as the treasurer of ANCOS.

## **2. Financial year**

- 2.1 ANCOS's financial year commences on 1 July and ends on 30 June, annually.

## **PART 2 — NAME, OBJECTS AND NOT FOR PROFIT ACTIVITIES**

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### **3. Name of association**

- 3.1 The name of the association to which these rules apply is the Australian National Council of Orff Schulwerk Inc.

### **4. Objects**

- 4.1 The objects for which ANCOS is established are:
- (1) To promote the teachings and philosophies of Orff Schulwerk and allied approaches.
  - (2) To act as a central advisory, consultative and co-ordination body for member organisations in Australia.
  - (3) To produce publications on a regular basis.
  - (4) To plan and co-ordinate national seminars, including a national conference at least every two years.
  - (5) To establish and maintain relations with Orff Schulwerk organisations through out the world.
  - (6) To collect funds and accept subscriptions, grants, donations and bequests and to further the attainment of the objects of ANCOS.
  - (7) Generally to do all such other lawful acts, matters and things as may be deemed necessary or conducive to the attainment of any of the aims, objects and purposes of ANCOS.
  - (8) To have powers to borrow and invest funds.
  - (9) To have powers to purchase, lease or hire property/assets.

## **5. Not-for-profit body**

- 5.1 The property and income of ANCOS must be applied solely towards the promotion of the objects or purposes of ANCOS and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 5.2 A payment may be made to a member out of the funds of ANCOS only if it is authorised under subrule 5.3.
- 5.3 A payment to a member out of the funds of ANCOS is authorised if it is —
- (1) the payment in good faith to the member as reasonable remuneration for any services provided to ANCOS, or for goods supplied to ANCOS, in the ordinary course of business; or
  - (2) the payment of interest, on money borrowed by ANCOS from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (3) the payment of reasonable rent to the member for premises leased by the member to ANCOS; or
  - (4) the reimbursement of reasonable expenses properly incurred by the member on behalf of ANCOS.

## **PART 3 — MEMBERS**

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### **Division 1 — Membership**

## **6. Eligibility for membership**

- 6.1 Any organisation that supports the objects of ANCOS is eligible to apply to become a member.
- 6.2 The success or otherwise of the application depends on the following criteria being met:
- (1) that such an organisation contains the words “ORFF SCHULWERK” in its title;
  - (2) that the objects of the applicant organisation are compatible with those of ANCOS;
  - (3) that the constitution of the applicant organisation is properly drawn up and includes the following parts and divisions (or an equivalent):
    - (a) Part 1: Preliminary;
    - (b) Part 2: Association to be not for Profit Body;



- (c) Part 3: Members (Division 1 Membership, Division 2 Membership Fees, Division 3 Register of Members);
  - (d) Part 4: Disciplinary Action, Disputes and Mediation (Division 1 Term Used, Division 2 Disciplinary Action, Division 3 Resolving Disputes, Division 4 Mediation);
  - (e) Part 5: Executive (Division 1 Powers of Executive, Division 2 Composition of Executive and Duties of Members, Division 3 Election of Executive members and Tenure of Office, Division 4 Executive meetings, Division 5 Sub committees and Subsidiary Offices);
  - (f) Part 6: General Meetings of Association;
  - (g) Part 7: Financial Matters;
  - (h) Part 8: General Matters; and
- (4) that in the opinion of ANCOS, the applicant organisation follows the basic philosophy of Orff Schulwerk in the enactment of its constitution and/or objects.

## **7. Applying for membership**

- 7.1 Applications for membership must be in writing to ANCOS in such form as ANCOS may from time to time prescribe.
- 7.2 Every organisation wishing to become a member shall sign an undertaking to be bound by the ANCOS constitution.
- 7.3 Applications will not be considered from organisations based in a State or Territory where there is already an organisation which is a member of ANCOS, unless due cause for such application can be proved to the executive.

## **8. Dealing with membership applications**

- 8.1 The executive must consider each application for membership of ANCOS and decide whether to accept or reject the application.
- 8.2 Subject to subrule 8.3, the executive must consider applications in the order in which they are received by ANCOS.
- 8.3 The executive may delay its consideration of an application if the executive considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 8.4 The executive must not accept an application unless the applicant —
- (1) is eligible under rule 6; and

- (2) has applied under rule 7.
- 8.5 The executive may reject an application even if the applicant —
  - (1) is eligible under rule 6; and
  - (2) has applied under rule 7.
- 8.6 The executive must notify the applicant of the executive's decision to accept or reject the application as soon as practicable after making the decision.
- 8.7 If the executive rejects the application, the executive is not required to give the applicant its reasons for doing so.

## **9. Becoming a member**

An applicant for membership of ANCOS becomes a member when:

- (1) the executive accepts the application; and
- (2) the applicant pays any membership fees payable to ANCOS under rule 14.

## **10. Classes of membership**

- 10.1 ANCOS consists of ordinary members and any associate members provided for under subrule 10.2.
- 10.2 An organisation may apply for ordinary membership if it satisfies all criteria in subrule 6.2.
- 10.3 An organisation may apply for associate membership if it satisfies all criteria in subrule 6.2 except subrule 6.2(3).
- 10.4 An organisation can only belong to one class of membership.
- 10.5 An ordinary member has the right to appoint two delegates pursuant to subrule 53.1 and all other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the executive.
- 10.6 An associate member has the right to appoint one delegate pursuant to subrule 53.2 and all other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the executive.
- 10.7 The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## **11. When membership ceases**

- 11.1 A person ceases to be a member when any of the following takes place —

- (1) for a member who is a body corporate, the body corporate is wound up;
  - (2) the organisation resigns from ANCOS under rule 12;
  - (3) the organisation is expelled from ANCOS under rule 17;
  - (4) the organisation ceases to be a member under rule 14.6.
- 11.2 The secretary must keep a record, for at least one year after a person ceases to be a member, of —
- (1) the date on which the organisation ceased to be a member; and
  - (2) the reason why the organisation ceased to be a member.

## **12. Resignation**

- 12.1 A member may resign from membership of ANCOS by giving written notice of the resignation to the secretary.
- 12.2 The resignation takes effect —
- (1) when the secretary receives the notice; or
  - (2) if a later time is stated in the notice, at that later time.
- 12.3 An organisation who has resigned from membership of ANCOS remains liable for any outstanding fees that are payable to ANCOS (outstanding fee) at the time of resignation.
- 12.4 The outstanding fees are recoverable by ANCOS in a court of competent jurisdiction as a debt due to ANCOS.

## **13. Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

## **Division 2 — Membership fees**

### **14. Membership fees**

- 14.1 The executive must determine the annual membership fee to be paid for membership of ANCOS.
- 14.2 Full and associate membership fees shall be the same and shall be calculated on the basis of a per capita levy on membership at an amount which the executive shall from time to time determine, as follows:

$$\text{Membership fee payable by particular member} = A \times B$$

With:

**A** being the number of members recorded in the register of members of the particular member and verified by the executive under subrule 14.3; and

**B** being an amount in dollars determined by the executive.

- 14.3 Each member (being an organisation) is required to make available to the executive their own register of members annually on a date to be determined by the executive. The executive will use the information for the purpose of carrying out a membership census to determine the membership fees to be levied on each member organisation.
- 14.4 At the discretion of the executive, part or all of the membership fee may be waived in respect to new organisations or those experiencing financial difficulty.
- 14.5 A member must pay the annual membership fee to the treasurer, or another person authorised by the executive to accept payments, by the date (the due date) determined by the executive.
- 14.6 If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- 14.7 If an organisation who has ceased to be a member under subrule 14.6 offers to pay the annual membership fee after the period referred to in that subrule has expired —
- (1) the executive may, at its discretion, accept that payment; and
  - (2) if the payment is accepted, the organisation's membership is reinstated from the date the payment is accepted.

### **Division 3 — Register of members**

#### **15. Register of members**

- 15.1 The secretary, or another person authorised by the executive, is responsible for the requirements imposed on ANCOS under section 53 of the Act to maintain the register of members and record in that register any change in the membership of ANCOS.
- 15.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 15.3 The register of members must be kept at the secretary's place of residence, or at another place determined by the executive.
- 15.4 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

15.5 If —

- (1) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (2) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the executive may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of ANCOS.

## **PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

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### **Division 1 — Term used**

#### **16. Term used: member**

In this Part —

member, in relation to a member who is expelled from ANCOS, includes former member.

### **Division 2 — Disciplinary action**

#### **17. Suspension or expulsion**

17.1 The executive may decide to suspend a member's membership or to expel a member from ANCOS if —

- (1) the member (including a delegate of a member) contravenes any of these rules; or
- (2) the member (including a delegate of a member) acts detrimentally to the interests of ANCOS.

17.2 The secretary must give the member written notice of the proposed suspension or expulsion at least 1 month before the executive meeting at which the proposal is to be considered by the executive.

17.3 The notice given to the member must state —

- (1) when and where the executive meeting is to be held; and
- (2) the grounds on which the proposed suspension or expulsion is based; and
- (3) that the member, or their representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the executive about the proposed suspension or expulsion;

- 17.4 At the executive meeting, the executive must —
- (1) give the member a reasonable opportunity to make written or oral (or both written and oral) submissions to the executive about the proposed suspension or expulsion; and
  - (2) give due consideration to any submissions so made; and
  - (3) decide —
    - (a) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (b) whether or not to expel the member from ANCOS.
- 17.5 A decision of the executive to suspend the member's membership or to expel the member from ANCOS takes immediate effect.
- 17.6 The executive must give the member written notice of the executive's decision, and the reasons for the decision, within 7 days after the executive meeting at which the decision is made.
- 17.7 A member whose membership is suspended or who is expelled from ANCOS may, within 14 days after receiving notice of the executive's decision under subrule 17.6, give written notice to the secretary requesting the appointment of a mediator under rule 25.
- 17.8 If notice is given under subrule 17.7, the member who gives the notice and the executive are the parties to the mediation.

## **18. Consequences of suspension**

- 18.1 During the period a member's membership is suspended, the member —
- (1) loses any rights (including voting rights) arising as a result of membership; and
  - (2) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to ANCOS.
- 18.2 When a member's membership is suspended, the secretary must record in the register of members —
- (1) that the member's membership is suspended; and
  - (2) the date on which the suspension takes effect; and
  - (3) the period of the suspension.
- 18.3 When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## **Division 3 — Resolving disputes**

### **19. Terms used**

In this Division —

- (1) grievance procedure means the procedures set out in this Division;
- (2) party to a dispute includes a person –
  - (a) who is a party to the dispute; and
  - (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### **20. Application of Division**

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (1) between members;
- (2) between delegates;
- (3) between one or more members and ANCOS;
- (4) between one or more delegates and ANCOS;
- (5) between one or more members and one or more delegates; or
- (6) between any combination of one or more members, one or more delegates and ANCOS.

### **21. Parties to attempt to resolve dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### **22. How grievance procedure is started**

22.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —

- (1) the parties to the dispute; and
- (2) the matters that are the subject of the dispute.

- 22.2 Within 1 month after the secretary is given the notice, an executive meeting must be convened to consider and determine the dispute.
- 22.3 The secretary must give each party to the dispute written notice of the executive meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 22.4 The notice given to each party to the dispute must state —
- (1) when and where the executive meeting is to be held; and
  - (2) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the executive about the dispute.
- 22.5 If —
- (1) the dispute is between one or more members and ANCOS; and
  - (2) any party to the dispute gives written notice to the secretary stating that the party —
    - (a) does not agree to the dispute being determined by the executive; and
    - (b) requests the appointment of a mediator under rule 25,
- the executive must not determine the dispute.

### **23. Determination of dispute by executive**

- 23.1 At the executive meeting at which a dispute is to be considered and determined, the executive must —
- (1) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the executive about the dispute; and
  - (2) give due consideration to any submissions so made; and
  - (3) determine the dispute.
- 23.2 The executive must give each party to the dispute written notice of the executive's determination, and the reasons for the determination, within 7 days after the executive meeting at which the determination is made.
- 23.3 A party to the dispute may, within 14 days after receiving notice of the executive's determination under subrule 23.1(3), give written notice to the secretary requesting the appointment of a mediator under rule 25.
- 23.4 If notice is given under subrule 23.3, each party to the dispute is a party to the mediation.



## **Division 4 — Mediation**

### **24. Application of Division**

24.1 This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —

- (1) by a member under rule 17.7; or
- (2) by a party to a dispute under rule 22.5(2)(b) or 23.3.

24.2 If this Division applies, a mediator must be chosen or appointed under rule 25.

### **25. Appointment of mediator**

25.1 The mediator must be a person chosen —

- (1) if the appointment of a mediator was requested by a member under rule 17.7 — by agreement between the Member and the executive; or
- (2) if the appointment of a mediator was requested by a party to a dispute under rule 22.5(2)(b) or 23.3 — by agreement between the parties to the dispute.

25.2 If there is no agreement for the purposes of subrule 25.1(1) or 25.1(2), then, subject to subrules 25.3 and 25.4, the executive must appoint the mediator.

25.3 The person appointed as mediator by the executive must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- (1) a member under rule 17.7; or
- (2) a party to a dispute under rule 22.5(2)(b); or
- (3) a party to a dispute under rule 23.3 and the dispute is between one or more members and ANCOS.

25.4 The person appointed as mediator by the executive may be from a member or former member of ANCOS but must not —

- (1) have a personal interest in the matter that is the subject of the mediation; or
- (2) be biased in favour of or against any party to the mediation.

## **26. Mediation process**

- 26.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 26.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 26.3 In conducting the mediation, the mediator must —
- (1) give each party to the mediation every opportunity to be heard; and
  - (2) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (3) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 26.4 The mediator cannot determine the matter that is the subject of the mediation.
- 26.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 26.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## **27. If mediation results in decision to suspend or expel being revoked**

If —

- (1) mediation takes place because a member whose membership is suspended or who is expelled from ANCOS gives notice under rule 17.7; and
- (2) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at an executive meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — EXECUTIVE**

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### **Division 1 — Composition and powers of executive**

## **28. Composition of the executive**

- 28.1 The executive members consist of:

- (1) the two delegates of each ordinary member; and
- (2) the sole delegate of each associate member.

## **29. The executive**

- 29.1 The executive members are the persons who, as the management executive of ANCOS, have the power to manage the affairs of ANCOS.
- 29.2 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the executive has power to do all things necessary or convenient to be done for the proper management of the affairs of ANCOS.
- 29.3 The executive must take all reasonable steps to ensure that ANCOS complies with the Act, these rules and the by-laws (if any).
- 29.4 The executive shall ensure that all matters to be decided by them within the terms of the constitution are promptly referred to members, including decisions concerning:
  - (1) Publications;
  - (2) Corporate sponsorship and funding;
  - (3) Archives;
  - (4) Merchandising;
  - (5) Scholarships and grants;
  - (6) Co-ordination and dissemination of information to Full and Associate Member Organisations;
  - (7) Promotion and publicity;
  - (8) Delegation of responsibility for the conference;
  - (9) Long range planning;
  - (10) Liaison with non-Orff Schulwerk states and territories;
  - (11) Liaison with ASME and other music education groups;
  - (12) Liaison with the Orff Institute and worldwide Orff Schulwerk Associations;
  - (13) Liaison with tertiary institutions;
  - (14) Any future matter deemed to be of national importance; and
  - (15) Administration of the Humphries Parker Smith Fund (HPS Fund)/ANCOS Donations Fund.

## **Division 2 — Duties of office holders**

### **30. Office holders**

30.1 The following are the office holders of ANCOS —

- (1) the president;
- (2) the vice-president;
- (3) the secretary; and
- (4) the treasurer.

30.2 A person must be an executive member and may only hold one of the offices mentioned in subrule 30.1 at any time.

### **31. President**

31.1 It is the duty of the president to consult with the secretary regarding the business to be conducted at each executive meeting and general meeting.

31.2 The president has the powers and duties relating to convening and presiding as chairperson at executive meetings and general meetings provided for in these rules.

### **32. Vice-president**

In the absence of the president, the vice-president is empowered to fulfil the same function, or, in the event of the person's unavailability, the president shall nominate a substitute for that meeting.

### **33. Secretary**

The secretary has the following duties —

- (1) dealing with ANCOS's correspondence;
- (2) consulting with the president regarding the business to be conducted at each executive meeting and general meeting;
- (3) preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) unless another member is authorised by the executive to do so, maintaining on behalf of ANCOS the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;

- (5) maintaining on behalf of ANCOS an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (6) unless another member is authorised by the executive to do so, maintaining on behalf of ANCOS a record of executive members and other persons authorised to act on behalf of ANCOS, as required under section 58(2) of the Act;
- (7) ensuring the safe custody of the books of ANCOS, other than the financial records, financial statements and financial reports, as applicable to ANCOS;
- (8) maintaining full and accurate minutes of executive meetings and general meetings;
- (9) carrying out any other duty given to the secretary under these rules or by the executive.

#### **34. Treasurer**

The treasurer has the following duties —

- (1) ensuring that any amounts payable to ANCOS are collected and issuing receipts for those amounts in ANCOS's name;
- (2) ensuring that any amounts paid to ANCOS are credited to the appropriate account of ANCOS, as directed by the executive;
- (3) ensuring that any payments to be made by ANCOS that have been authorised by the executive or at a general meeting are made on time;
- (4) ensuring that ANCOS complies with the relevant requirements of Part 5 of the Act;
- (5) ensuring the safe custody of ANCOS's financial records, financial statements and financial reports, as applicable to ANCOS;
- (6) if ANCOS is a tier 1 association, coordinating the preparation of ANCOS's financial statements before their submission to ANCOS's annual general meeting;
- (7) if ANCOS is a tier 2 association or tier 3 association, coordinating the preparation of ANCOS's financial report before its submission to ANCOS's annual general meeting;
- (8) providing any assistance required by an auditor or reviewer conducting an audit or review of ANCOS's financial statements or financial report under Part 5 Division 5 of the Act;
- (9) carrying out any other duty given to the treasurer under these rules or by the executive.

### **Division 3 — Election of office holders and tenure of office**

#### **35. Election of office holders**

- 35.1 At least 1 month before an annual general meeting, the secretary must send written notice to all the members:
- (1) calling for nominations for election of delegates to the office holder positions on the executive; and
  - (2) stating the date by which nominations must be received to comply with subrule 35.2.
- 35.2 A delegate who wishes to be considered for election to an office holder position at the annual general meeting must send written notice of the nomination to the secretary at least 14 days before the annual general meeting.
- 35.3 At the annual general meeting, a separate election must be held for each position of office holder of ANCOS.
- 35.4 If there is no nomination for a position, the chairperson of the meeting may call for nominations from the delegates at the meeting.
- 35.5 If only one delegate has nominated for a position, the chairperson of the meeting must declare the delegate elected to the position.
- 35.6 If more than one delegate has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the executive to decide who is to be elected to the position.
- 35.7 Each delegate present at the meeting may vote for one delegate who has nominated for the position.
- 35.8 A delegate who has nominated for the position may vote for himself or herself.
- 35.9 The new office holders of ANCOS take office immediately following the conclusion of the annual general meeting.

#### **36. Term of office of office holders**

- 36.1 The term of office of an office holder begins when the delegate —
- (1) is elected at an annual general meeting; or
  - (2) is appointed to fill a casual vacancy under rule 39.
- 36.2 Subject to rule 38, an office holder holds office until the office holder positions are declared vacant at the next annual general meeting.
- 36.3 An office holder may be re-elected.

### **37. Resignation and removal from office**

- 37.1 An executive member may resign from the executive or from an office holder position by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- 37.2 The resignation takes effect —
- (1) when the notice is received by the secretary or president; or
  - (2) if a later time is stated in the notice, at the later time.
- 37.3 At a general meeting, ANCOS may by resolution remove either or both:
- (1) an executive member from office; and
  - (2) an office holder from office.
- 37.4 An executive member who is the subject of a proposed resolution under subrule 37.3 may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- 37.5 The secretary or president may give a copy of the representations to each member or, if they are not so given, the executive member may require them to be read out at the general meeting at which the resolution is to be considered.

### **38. When membership of executive ceases**

A person ceases to be an executive member if the person —

- (1) dies or otherwise ceases to be a delegate; or
- (2) resigns from the executive or is removed from office under rule 37; or
- (3) becomes ineligible to accept an appointment or act as an executive member under section 39 of the Act;
- (4) becomes permanently unable to act as an executive member because of a mental or physical disability; or
- (5) fails to attend 2 consecutive executive meetings, of which the person has been given notice, without having notified the executive that the person will be unable to attend.

### **39. Filling casual vacancies**

- 39.1 A member whose delegate has ceased being an executive member or has been removed from office as an executive member has the right to appoint a replacement delegate (being a different individual to the individual removed) who will automatically become an executive member.

- 39.2 The term of appointment of the replacement delegate ends upon the expiry of the term of the original delegate under rule 53.3.
- 39.3 If the position of secretary becomes vacant, the executive must appoint an executive member to fill the position within 14 days after the vacancy arises.
- 39.4 Subject to subrule 39.3, if an office holder position becomes vacant, the executive must appoint a member to fill the position within 1 month after the vacancy arises.
- 39.5 Subject to the requirement for a quorum under rule 47, the executive may continue to act despite any vacancy in its membership.
- 39.6 If there are fewer executive members than required for a quorum under rule 47, the executive may act only for the purpose of —
- (1) appointing office holders under this rule; or
  - (2) convening a general meeting.

#### **40. Validity of acts**

The acts of the executive or a sub committee, or of an executive member or member of a sub committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of an executive member or member of a sub committee.

#### **41. Payments to executive members**

- 41.1 In this rule —
- (1) executive member includes a member of a sub committee;
  - (2) executive meeting includes a meeting of a sub committee.
- 41.2 An executive member is not entitled to be paid out of the funds of ANCOS for any out-of-pocket expenses for travel and accommodation properly incurred —
- (1) in attending an executive meeting or
  - (2) in attending a general meeting; or
  - (3) otherwise in connection with ANCOS's business,
- unless executive members are advised to the contrary prior to the occasion.
- 41.3 ANCOS will provide a subsidy for travel costs of executive members to attend meetings in person when so requested by the executive. The amount of such subsidy shall be determined by the executive. It shall be the responsibility of the relevant member to provide any balance of the travel costs if so required by their delegate.



## **Division 4 — Executive meetings**

### **42. Executive meetings**

- 42.1 The executive must meet at least 2 times in each year on the dates and at the times and places determined by the executive.
- 42.2 The date, time and place of the first executive meeting must be determined by the executive members as soon as practicable after the annual general meeting at which the executive members are elected.
- 42.3 Special executive meetings may be convened by the president or any 2 executive members.
- 42.4 Each executive member shall be required to attend in person at least one executive meeting each year.

### **43. Notice of executive meetings**

- 43.1 Notice of each executive meeting must be given to each executive member at least 48 hours before the time of the meeting.
- 43.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 43.3 Unless subrule 43.4 applies, the only business that may be conducted at the meeting is the business described in the notice.
- 43.4 Urgent business that has not been described in the notice may be conducted at the meeting if the executive members at the meeting unanimously agree to treat that business as urgent.

### **44. Procedure and order of business**

- 44.1 The president or, in the president's absence, the vice-president must preside as chairperson of each executive meeting.
- 44.2 If the president and vice-president are absent or are unwilling to act as chairperson of a meeting, the executive members at the meeting must choose one of them to act as chairperson of the meeting.
- 44.3 The procedure to be followed at an executive meeting must be determined from time to time by the executive.
- 44.4 The order of business at an executive meeting may be determined by the executive members at the meeting.

#### **45. Attendance at executive meetings**

- 45.1 Any delegate unable to attend an executive meeting may appoint an individual, not being an executive member, to attend in his or her place.
- 45.2 A member or other person who is not an executive member may attend an executive meeting if invited to do so by the executive.
- 45.3 A person attending an executive meeting under subrule 45.1 or invited to attend an executive meeting under subrule 45.2—
- (1) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (2) must not comment about any matter discussed at the meeting unless invited by the executive to do so; and
  - (3) cannot vote on any matter that is to be decided at the meeting.

#### **46. Use of technology to be present at executive meetings**

- 46.1 The presence of an executive member at an executive meeting need not be by attendance in person but may be by that executive member and each other executive member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 46.2 A member who participates in an executive meeting as allowed under subrule 46.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **47. Circular resolutions of executive members**

- 47.1 The executive members may pass a circular resolution without an executive meeting being held.
- 47.2 A circular resolution is passed if all the executive members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrule 47.3 or 47.4.
- 47.3 Each executive member may sign:
- (1) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (2) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 47.4 ANCOS may send a circular resolution by email to the executive members and the executive members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

47.5 A circular resolution is passed when the last executive member signs or otherwise agrees to the resolution in the manner set out in subrule 47.3 or 47.4.

#### **48. Quorum for executive meetings**

48.1 For an executive meeting to be held, at least 50% of executive members plus 1 (a quorum) must be present for the whole meeting.

48.2 Subject to rule 39.6, no business is to be conducted at an executive meeting unless a quorum is present.

48.3 If a quorum is not present within 30 minutes after the notified commencement time of an executive meeting —

- (1) in the case of a special meeting — the meeting lapses; or
- (2) otherwise, the meeting is adjourned to the same time, day and place in the following week.

48.4 If —

- (1) a quorum is not present within 30 minutes after the commencement time of an executive meeting held under subrule 48.3(2); and
- (2) at least 2 executive members are present at the meeting,

those members present are taken to constitute a quorum.

#### **49. Voting at executive meetings**

49.1 Each executive member present at an executive meeting has one vote on any question arising at the meeting.

49.2 A motion is carried if a majority of the executive members present at the executive meeting vote in favour of the motion.

49.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

49.4 A vote may take place by the executive members present indicating their agreement or disagreement or by a show of hands, unless the executive decides that a secret ballot is needed to determine a particular question.

49.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### **50. Minutes of executive meetings**

50.1 The executive must ensure that minutes are taken and kept of each executive meeting.

- 50.2 The minutes must record the following —
- (1) the names of the executive members present at the meeting;
  - (2) the name of any person attending the meeting under rule 45;
  - (3) the business considered at the meeting;
  - (4) any motion on which a vote is taken at the meeting and the result of the vote.
- 50.3 The minutes of an executive meeting must be entered in ANCOS's minute book within 30 days after the meeting is held.
- 50.4 The president must ensure that the minutes of an executive meeting are reviewed and signed as correct by —
- (1) the chairperson of the meeting; or
  - (2) the chairperson of the next executive meeting.
- 50.5 When the minutes of an executive meeting have been signed as correct they are, until the contrary is proved, evidence that —
- (1) the meeting to which the minutes relate was duly convened and held; and
  - (2) the matters recorded as having taken place at the meeting took place as recorded; and
  - (3) any appointment purportedly made at the meeting was validly made.

## **Division 5 — Sub committees and subsidiary offices**

### **51. Sub committees and subsidiary offices**

- 51.1 To help the executive in the conduct of ANCOS's business, the executive may, in writing, do either or both of the following —
- (1) appoint one or more sub committees;
  - (2) create one or more subsidiary offices and appoint people to those offices.
- 51.2 A sub committee may consist of the number of people, whether or not delegates or representatives of members, that the executive considers appropriate.
- 51.3 A person may be appointed to a subsidiary office whether or not the person is a delegate or a representative of a member.
- 51.4 Subject to any directions given by the executive —
- (1) a sub committee may meet and conduct business as it considers appropriate; and

- (2) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

## **52. Delegation to sub committees and holders of subsidiary offices**

52.1 In this rule —

- (1) non-delegable duty means a duty imposed on the executive by the Act or another written law.

52.2 The executive may, in writing, delegate to a sub committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the executive other than —

- (1) the power to delegate; and
- (2) a non-delegable duty.

52.3 A power or duty, the exercise or performance of which has been delegated to a sub committee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub committee or holder in accordance with the terms of the delegation.

52.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the executive specifies in the document by which the delegation is made.

52.5 The delegation does not prevent the executive from exercising or performing at any time the power or duty delegated.

52.6 Any act or thing done by a sub committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the executive.

52.7 The executive may, in writing, amend or revoke the delegation.

## **PART 6 — GENERAL MEETINGS OF ASSOCIATION**

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### **53. Member representatives**

53.1 An ordinary member may appoint two individuals to represent the member at meetings and to sign circular resolutions under rule 59.

53.2 An associate member may appoint one individual to represent the member at meetings and to sign circular resolutions under rule 59.

53.3 A delegate is appointed effective immediately following the annual general meeting by each member for a term of two years.

53.4 The appointment of a delegate by a member must:

- (1) be in writing;
- (2) include the name of the delegate;
- (3) be signed by the delegate and on behalf of the member, and
- (4) be given to ANCOS 1 month prior to the annual general meeting.

53.5 A delegate has all the rights of a member relevant to the purposes of the appointment as a representative.

#### **54. Annual general meeting**

54.1 The annual general meeting must be held in every calendar year within 4 months of the end of ANCOS's financial year.

54.2 If it is proposed to hold the annual general meeting more than 6 months after the end of ANCOS's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.

54.3 The ordinary business of the annual general meeting is as follows —

- (1) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
- (2) to receive and consider —
  - (a) the executive's annual report on ANCOS's activities during the preceding financial year; and
  - (b) if ANCOS is a tier 1 association, the financial statements of ANCOS for the preceding financial year presented under Part 5 of the Act; and
  - (c) if ANCOS is a tier 2 association or a tier 3 association, the financial report of ANCOS for the preceding financial year presented under Part 5 of the Act;
  - (d) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
- (3) to elect the office holders of ANCOS and other executive members;
- (4) if applicable, to appoint or remove a reviewer or auditor of ANCOS in accordance with the Act;
- (5) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.

54.4 Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

## **55. Special general meetings**

55.1 The executive may convene a special general meeting.

55.2 The executive must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

55.3 The members requiring a special general meeting to be convened must —

- (1) make the requirement by written notice given to the secretary; and
- (2) state in the notice the business to be considered at the meeting; and
- (3) each sign the notice.

55.4 The special general meeting must be convened within 14 days after notice is given under subrule 55.3(1).

55.5 If the executive does not convene a special general meeting within that 1 month period, the members making the requirement (or any of them) may convene the special general meeting.

55.6 A special general meeting convened by members under subrule 55.5 —

- (1) must be held within 3 months after the date the original requirement was made; and
- (2) may only consider the business stated in the notice by which the requirement was made.

55.7 ANCOS must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule 55.5.

## **56. Notice of general meetings**

56.1 The secretary or, in the case of a special general meeting convened under rule 55.5, the members convening the meeting, must give to each member —

- (1) at least 1 months' notice of the annual general meeting or a general meeting if a special resolution is to be proposed at the meeting; or
- (2) at least 14 days' notice of a general meeting in any other case.

56.2 The notice must —

- (1) specify the date, time and place of the meeting; and

- (2) indicate the general nature of each item of business to be considered at the meeting; and
- (3) if the meeting is the annual general meeting, include the names of the members who have nominated for election as office holders under rule 35; and
- (4) if a special resolution is proposed —
  - (a) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - (b) state that the resolution is intended to be proposed as a special resolution; and
  - (c) comply with rule 57.7.

## **57. Proxies**

- 57.1 Subject to subrule 57.2, a member, by its relevant delegate, may appoint an individual as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 57.2 An individual may be appointed the proxy for not more than 5 other delegates.
- 57.3 The appointment of a proxy must be in writing and signed by the delegate making the appointment.
- 57.4 The delegate appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 57.5 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 57.6 If the executive has approved a form for the appointment of a proxy, the delegate may use that form or any other form —
- (1) that clearly identifies the person appointed as the delegate's proxy; and
  - (2) that has been signed by the delegate.
- 57.7 Notice of a general meeting given to a member under rule 56 must —
- (1) state that the member, by their delegate(s), may appoint an individual as a proxy for the meeting; and
  - (2) include a copy of any form that the executive has approved for the appointment of a proxy.
- 57.8 A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.



57.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by ANCOS not later than 24 hours before the commencement of the meeting.

## **58. Use of technology to be present at general meetings**

58.1 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

58.2 A member who participates in a general meeting as allowed under subrule 58.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

## **59. Circular resolutions of members**

59.1 Subject to subrule 59.2 the executive may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).

59.2 Circular resolutions cannot be used:

- (1) for a resolution to remove an auditor or remove an executive member;
- (2) for passing a special resolution, or
- (3) where the Associations Act or this constitution requires a meeting to be held.

59.3 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in subrule 59.4 or 59.5.

59.4 Members may sign:

- (1) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
- (2) separate copies of that document, as long as the wording is the same in each copy.

59.5 ANCOS may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## **60. Presiding member and quorum for general meetings**

60.1 The president or, in the president's absence, the vice-president must preside as chairperson of each general meeting.

- 60.2 If the president and vice-president are absent or are unwilling to act as chairperson of a general meeting, the executive members at the meeting must choose one of them to act as chairperson of the meeting.
- 60.3 For a general meeting to be held, at least 50% of delegates plus 1 (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one delegate).
- 60.4 No business is to be conducted at a general meeting unless a quorum is present.
- 60.5 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
- (1) in the case of a special general meeting — the meeting lapses; or
  - (2) in the case of the annual general meeting — the meeting is adjourned to —
    - (a) the same time and day in the following week; and
    - (b) the same place, unless the president specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- 60.6 If —
- (1) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule 60.5(2); and
  - (2) at least 2 ordinary members are present at the meeting,
- those members present are taken to constitute a quorum.

## **61. Adjournment of general meeting**

- 61.1 The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 61.2 Without limiting subrule 61.1, a meeting may be adjourned —
- (1) if there is insufficient time to deal with the business at hand; or
  - (2) to give the members more time to consider an item of business.
- 61.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 61.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 56.

## **62. Voting at general meeting**

- 62.1 On any question arising at a general meeting —
- (1) each ordinary member has two votes; and
  - (2) each associate member has one vote.
- 62.2 In casting the votes in subrule 62.1:
- (1) each member's delegate(s) are entitled to cast one vote each; and
  - (2) an ordinary member's delegates are not required to cast the same votes.
- 62.3 Members, through their delegates, may vote personally or by proxy.
- 62.4 Except in the case of a special resolution, a motion is carried if a majority of the votes cast at a general meeting are in favour of the motion.
- 62.5 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 62.6 If the question is whether or not to confirm the minutes of a previous general meeting, only delegates of members who were present at that meeting may vote.
- 62.7 For a delegate of a member to be eligible to vote at a general meeting, the member must have paid any fee or other money payable to ANCOS by the member.

## **63. When special resolutions are required**

- 63.1 A special resolution is required if it is proposed at a general meeting —
- (1) to affiliate ANCOS with another body; or
  - (2) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 63.2 Subrule 63.1 does not limit the matters in relation to which a special resolution may be proposed.

## **64. Determining whether resolution carried**

- 64.1 In this rule —
- (1) poll means the process of voting in relation to a matter that is conducted in writing.
- 64.2 Subject to subrule 64.4, the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —

- (1) carried; or
  - (2) carried unanimously; or
  - (3) carried by a particular majority; or
  - (4) lost.
- 64.3 If the resolution is a special resolution, the declaration under subrule 64.2 must identify the resolution as a special resolution.
- 64.4 If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
- (1) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (2) the chairperson must declare the determination of the resolution on the basis of the poll.
- 64.5 If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 64.6 If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- 64.7 A declaration under subrule 64.2 or 64.4 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## **65. Minutes of general meeting**

- 65.1 The secretary, or a person authorised by the executive from time to time, must take and keep minutes of each general meeting.
- 65.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 65.3 In addition, the minutes of each annual general meeting must record —
- (1) the names of the ordinary members attending the meeting; and
  - (2) any proxy forms given to the chairperson of the meeting under rule 57.8; and
  - (3) the financial statements or financial report presented at the meeting, as referred to in rule 54.3(2)(b) or 54.3(2)(c); and
  - (4) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 54.3(2)(d).

- 65.4 The minutes of a general meeting must be entered in ANCOS's minute book within 30 days after the meeting is held.
- 65.5 The president must ensure that the minutes of a general meeting are reviewed and signed as correct by —
- (1) the chairperson of the meeting; or
  - (2) the chairperson of the next general meeting.
- 65.6 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
- (1) the meeting to which the minutes relate was duly convened and held; and
  - (2) the matters recorded as having taken place at the meeting took place as recorded; and
  - (3) any election or appointment purportedly made at the meeting was validly made.

## **PART 7 — FINANCIAL MATTERS**

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### **66. Source of funds**

The funds of ANCOS may be derived from annual membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the executive.

### **67. Budget**

- 67.1 The executive will budget for its term of office such that its financial balance at the end of its term of office shall provide a working capital of not less than five thousand dollars (\$5,000.00) for the incoming executive. This figure is to be reviewed at least once every two years and increased if so decided by the executive.

### **68. Control of funds**

- 68.1 ANCOS must open an account in the name of ANCOS with a financial institution from which all expenditure of ANCOS is made and into which all funds received by ANCOS are deposited. Signatories to the account must be the treasurer and any two members of the executive.
- 68.2 Subject to any restrictions imposed at a general meeting, the executive may approve expenditure on behalf of ANCOS.

- 68.3 The executive may authorise the treasurer to expend funds on behalf of ANCOS up to a specified limit without requiring approval from the executive for each item on which the funds are expended.
- 68.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of ANCOS must be signed by —
- (1) 2 executive members; or
  - (2) one executive member and a person authorised by the executive.
- 68.5 All funds of ANCOS must be deposited into ANCOS's account within 5 working days after their receipt.

## **69. Financial statements and financial reports**

- 69.1 For each financial year, the executive must ensure that the requirements imposed on ANCOS under Part 5 of the Act relating to the financial statements or financial report of ANCOS are met.
- 69.2 Without limiting subrule 69.1, those requirements include —
- (1) if ANCOS is a tier 1 association, the preparation of the financial statements; and
  - (2) if ANCOS is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (3) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (4) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (5) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

## **PART 8 — GENERAL MATTERS**

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### **70. By-laws**

- 70.1 ANCOS may, by resolution at a general meeting, make, amend or revoke by-laws.
- 70.2 By-laws may —
- (1) impose restrictions on the executive's powers, including the power to dispose of the association's assets; and

- (2) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
- (3) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.

70.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

70.4 Without limiting subrule 70.3, a by-law made for the purposes of subrule 70.2(2) may only impose requirements on ANCOS that are additional to, and do not restrict, a requirement imposed on ANCOS under Part 5 of the Act.

70.5 At the request of a member, ANCOS must make a copy of the by-laws available for inspection by the member.

## **71. Executing documents and common seal**

71.1 ANCOS may execute a document without using a common seal if the document is signed by —

- (1) 2 executive members; or
- (2) one executive member and a person authorised by the executive.

71.2 If ANCOS has a common seal —

- (1) the name of ANCOS must appear in legible characters on the common seal; and
- (2) a document may only be sealed with the common seal by the authority of the executive and in the presence of —
  - (a) 2 executive members; or
  - (b) one executive member and a person authorised by the executive, and each of them is to sign the document to attest that the document was sealed in their presence.

71.3 The secretary must make a written record of each use of the common seal.

71.4 The common seal must be kept in the custody of the secretary or another executive member authorised by the executive.

## **72. Giving notices to members**

72.1 In this rule —

recorded means recorded in the register of members.

72.2 A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- (1) delivered by hand to the recorded address of the member; or
- (2) sent by prepaid post to the recorded postal address of the member; or
- (3) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### **73. Custody of books and securities**

73.1 Subject to subrule 73.2, the books and any securities of ANCOS must be kept in the secretary's custody or under the secretary's control.

73.2 The financial records and, as applicable, the financial statements or financial reports of ANCOS must be kept in the treasurer's custody or under the treasurer's control.

73.3 Subrules 73.1 and 73.2 have effect except as otherwise decided by the executive.

73.4 The books of ANCOS must be retained for at least 7 years.

### **74. Record of office holders**

The record of executive members and other persons authorised to act on behalf of ANCOS that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

### **75. Inspection of records and documents**

75.1 Subrule 75.2 applies to a member who wants to inspect —

- (1) the register of members under section 54(1) of the Act; or
- (2) the record of the names and addresses of executive members, and other persons authorised to act on behalf of ANCOS, under section 58(3) of the Act; or
- (3) any other record or document of the association.

75.2 The member must contact the secretary to make the necessary arrangements for the inspection.

75.3 The inspection must be free of charge.

75.4 If the member wants to inspect a document that records the minutes of an executive meeting, the right to inspect that document is subject to any decision the executive has made about minutes of executive meetings generally, or the minutes of a specific executive meeting, being available for inspection by members.



- 75.5 The member may make a copy of or take an extract from a record or document referred to in subrule 75.1(3) but does not have a right to remove the record or document for that purpose.
- 75.6 The member must not use or disclose information in a record or document referred to in subrule 75.1(3) except for a purpose —
- (1) that is directly connected with the affairs of ANCOS; or
  - (2) that is related to complying with a requirement of the Act.

**76. Publication by executive members of statements about ANCOS business prohibited**

An executive member must not publish, or cause to be published, any statement about the business conducted by ANCOS at a general meeting or executive meeting unless —

- (1) the executive member has been authorised to do so at an executive meeting; and
- (2) the authority given to the executive member has been recorded in the minutes of the executive meeting at which it was given.

**77. Distribution of surplus property on cancellation of incorporation or winding up**

77.1 In this rule —

surplus property, in relation to ANCOS, means property remaining after satisfaction of —

- (a) the debts and liabilities of ANCOS; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of ANCOS,

but does not include books relating to the management of ANCOS.

77.2 On the cancellation of the incorporation or the winding up of ANCOS, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

**78. Alteration of rules**

78.1 If ANCOS wants to alter or rescind any of these rules, or to make additional rules, ANCOS may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

78.2 Proposed amendments shall be circulated to members two months prior to the date of the relevant meeting.

## **PART 9 — MATTERS SPECIFIC TO ANCOS**

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### **79. The national conference**

- 79.1 The ANCOS national conference shall be held every two years.
- 79.2 The member responsible for the national conference shall be decided by the executive.
- 79.3 The member responsible for the national conference shall form a sub committee to plan and run the national conference in consultation with the executive, according to the Memorandum of Understanding between ANCOS and the member responsible for the National Conference.
- 79.4 ANCOS shall provide an advance of at least \$5,000 to the conference committee to finance the national conference. An audited financial statement is to be returned to ANCOS within three months of the conclusion of the national conference, together with the balance of the advance and any profit in conducting the conference.

### **80. ANCOS Donations Fund**

- 80.1 Donations will be deposited into the ANCOS Donations Fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the Association's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 80.2 The fund will be administered by a management committee or a subcommittee of the executive of ANCOS, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objects of ANCOS.
- 80.3 No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 80.4 If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 (the Act) and listed on the Register of Cultural Organisations maintained under the Act.
- 80.5 Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of

Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

**81. Patronage**

- 81.1 The executive may invite an appropriate national figure to act as Patron of ANCOS.
- 81.2 Additional Honorary Patrons may be appointed by the executive.
- 81.3 Individuals may be made Life Patrons by the executive.
- 81.4 Individuals may be nominated for Patron (be it Life or Honorary) by any member for consideration by the executive.