

Constitution

Australian National Association of Teachers of Singing Limited

A Company Limited by Guarantee

A Cultural Organisation whose principal
purpose is the promotion of music, under
section 30.300 of the Income Tax
Assessment Act 1997 (Cth)

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TABLE OF CONTENTS

1. DEFINITIONS AND INTERPRETATION.....	1
2. OBJECTS	2
3. GIFT FUND	2
4. INCOME.....	3
5. WINDING UP AND DISSOLUTION OF THE COMPANY AND/OR THE PUBLIC FUND.....	3
6. MEMBERSHIP.....	4
7. QUALIFICATIONS OF MEMBERSHIP	4
8. CESSATION OF MEMBERSHIP	6
9. GENERAL MEETINGS OF THE COMPANY.....	7
10. PROCEEDINGS AT GENERAL MEETINGS	8
11. STRUCTURE AND FUNCTION OF THE CHAPTERS AND BOARD	10
12. DIRECTORS	13
13. DIRECTORS' REMUNERATION.....	15
14. DIRECTORS' DUTIES AND INTERESTS.....	15
15. PROCEEDINGS OF THE BOARD	16
16. POWERS AND DUTIES OF THE NATIONAL COUNCIL.....	18
17. ACCOUNTS.....	19
18. AUDITOR.....	19
19. EXECUTION OF AGREEMENTS.....	19
20. NOTICES	20
21. INDEMNITY	20
22. ALTERATION OF THESE PARAGRAPHS	21

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

- (a) **“AGM”** means annual general meeting;
- (b) **“Alternate Director”** means any person approved by a majority of the other Directors to act as an alternate director;
- (c) **“Business Day”** means a day on which banking corporations in New South Wales are open;
- (d) **“Chapter”** means a group of Members in a specific region;
- (e) **“Chapter Member”** is a Member of the Company who resides in the geographical area of that Chapter;
- (f) **“Company”** means ‘Australian National Association of Teachers of Singing Limited’;
- (g) **“Constitution”** means this Constitution as amended or substituted;
- (h) **“Corporations Act” or “Act”** means the *Corporations Act 2001* (Cth) as amended;
- (i) **“Director”** means a member of the National Council;
- (j) **“DGR”** means deductible gift recipient endorsed under subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth).
- (k) **“Gift”** means a gift of money, property or deductible contributions;
- (l) **“Gift Fund”** means the fund set up under the name of “Australian National Association of Teachers of Singing Limited Public Fund” to receive Gifts pursuant to s30.125(4) of the *Income Tax Assessment Act 1997* (Cth);
- (m) **“ITAA”** means *Income Tax Assessment Act 1997* (Cth);
- (n) **“Member”** means a Person who is a Member under paragraphs 6 and 7 of this Constitution;
- (o) **“National Council”** means the board of directors of the Company.
- (p) **“Ordinary Resolution”** means any resolution (that is not a Special Resolution) passed at a general meeting of Members in accordance with paragraph 10.9;
- (q) **“Person”** means a natural person, body corporate, association or other entity.
- (r) **“Personally”** means personally served, sent by prepaid post, sent by facsimile or sent by e-mail.
- (s) **“Responsible Persons”** means natural persons with a degree of responsibility to the general community including justices of the peace, members of the clergy, church authorities, trustees or board members of a non-profit school or college, judges/magistrates, solicitors, accountants, directors/senior executives of large companies, medical practitioners and other professional persons, teachers in senior positions, persons holding public or elected office, people who hold (or have held) other public positions or people with honours.
- (t) **“Seal”** means the common seal of the Company;
- (u) **“Secretary”** means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary; and

- (v) **“Special Resolution”** means a resolution of which notice is given pursuant to the Corporations Act and that is passed by at least 75% of the votes cast by Members entitled to vote on a special resolution at a general meeting of Members of the Company and in the manner as set out herein.

1.2 Interpretation

- (a) A word or phrase that is given a meaning by the *Corporations Act 2001* (Cth) has the same meaning in this Constitution unless otherwise stated.
- (b) Expressions referring to writing shall unless the contrary intention appears, be construed as references to any mode of representing or reproducing words in a visible form irrespective of medium or technology.
- (c) Unless the context otherwise requires, where words are used in the singular they shall include the plural and plural words shall include the singular. Similarly, words referring to the masculine gender, feminine gender or which are gender-neutral, shall always be taken as referring to the others.
- (d) Headings are for convenience only and do not affect interpretation.

2. OBJECTS

2.1 Objects and Powers of the Company

The principal objects for which the Company has been established are:

- (a) To encourage the highest standards in the art of singing and the teaching of singing;
- (b) To promote voice education and research at all levels;
- (c) To provide opportunities for members to meet together regularly at national, state, territory or regional levels;
- (d) To provide regular communication to Members;
- (e) To maintain a register of Members nationwide;
- (f) To take over the assets and liabilities of the Australian National Association Of Teachers Of Singing Inc.

- 2.2 The Company shall have the power to do all such things as may be incidental to or conducive to the attainment of the objects of the Company.

3. GIFT FUND

3.1 Company to maintain a Gift Fund

- (a) The Company will maintain a Gift Fund:
 - (i) to which Gifts given to promote the Objects of the Company will be credited; and
 - (ii) to which any money received by the Company because of such Gifts will be credited; and
 - (iii) that does not receive any other money or property.
- (b) The public will contribute to the Gift Fund.
- (c) The Gift Fund will be controlled and administered by a majority of Responsible Persons.
- (d) The Gift Fund will only be used in accordance with the Objects of the Company.

- (e) Gifts to the Gift Fund will be kept separate from any other funds of the Company.
- (f) If the Company's DGR endorsement is revoked the Gift Fund property:
 - (i) shall not be paid to or distributed among the Members; but
 - (ii) shall be given or transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- (g) The Company will comply with any rules that the Treasurer and the Minister for Communications and the Arts make to ensure that Gifts made to the Gift Fund are only used for the Objects of the Company.
- (h) The Company will give the Secretary to the relevant Commonwealth government department, at intervals of 6 months, statistical information about Gifts made to the Gift Fund during that last 6 months.

4. INCOME

4.1 Income received to be applied toward the Objects of the Company

- (a) All income and property (including profits) of the Company and all income and property received by the Gift Fund shall be applied solely towards the promotion of the Objects of the Company. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Company.
- (b) Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Member, officer, or servant of the Company in return for any services actually rendered to the Company or to any Member in relation to any contract, right or claim in which he or she is interested and which arises otherwise than by their membership. Without limiting the generality of the foregoing, nothing herein shall prevent the payment for goods or services supplied by any Member in the ordinary or usual way of business, nor prevent the payment of interest for money lent or reasonable and proper rent for premises demised or let by any Member to the Company.

5. WINDING UP AND DISSOLUTION OF THE COMPANY AND/OR THE PUBLIC FUND

5.1 Limited liability of Members

The liability of the Members is limited.

5.2 Winding up and Dissolution

- (a) If the Company is wound up while a Person is a Member, or within 1 year after that Person ceases to be a Member, and the debts and liabilities of the Company exceed its assets that Person shall be liable to contribute an amount not exceeding \$10 to the property of the Company for:
 - (i) the debts and liabilities contracted before that Person ceased to be a Member;
 - (ii) the cost of winding up; and
 - (iii) the adjustment of the rights of the contributories among themselves.
- (c) If upon the winding-up or dissolution of the Company and/or the Gift Fund there remains any property, after satisfaction of all debts and liabilities, such property:
 - (i) shall not be paid to or distributed among the Members; but

- (ii) shall be transferred to a fund, authority or institution having similar objects to the Objects of the Company and whose rules shall prohibit the distribution of among its members and to which income tax deductible gifts can be made under Subdivision 30-B, s30-100 of the ITAA.

6. MEMBERSHIP

6.1 Categories of Membership

- (a) There shall be 4 categories of membership:
 - (i) Member
 - (ii) Student Member
 - (iii) Life Member
 - (iv) Honorary Life Member
- (b) Each person who, at the date of adoption of this Constitution, is an Affiliate Member, Joint Member or Corporate Member of the Australian National Association of Teachers of Singing Inc. shall automatically be a Member of the Company EXCEPT THAT Life Members and Honorary Life Members of the Australian National Association of Teachers of Singing Inc shall automatically be Life Members and Honorary Life Members of the Company.

7. QUALIFICATIONS OF MEMBERSHIP

7.1 Classes of Membership

- (a) Upon incorporation as a company, there will be four classes of Membership: Member; Student Member; Life Member and Honorary Life Member.
- (b) The Board shall have the power to create new classes of Membership.

7.2 Member

- (a) A person who supports the Objects of the Company.

7.3 Student Member

- (a) A full-time student who provides evidence of a current student card or a student card from the previous calendar year.

7.4 Life Member

- (a) Any Member may apply for Life Membership which will be granted on payment of a one-time Life Membership fee equal to ten (10) times the appropriate annual Full /Accredited Membership fee applicable at the time of application.

7.5 Honorary Life Member

- (a) Council may confer honorary Life Membership on any person, without payment of any fee, on the basis of exemplary service to the Company and/or the Australian National Association Of Teachers Of Singing Inc.

7.6 Application for Membership

- (a) An applicant for Membership must:
 - (i) apply to the Secretary in writing (in such form as the National Council may from time to time prescribe);

- (ii) agree in writing to be bound by this Constitution;
 - (iii) promise to comply with their financial obligations hereunder.
- (b) The application shall be accompanied by payment of the appropriate Membership fee.

7.7 **Voting Rights of Members**

Only Members and Life Members have the right to vote and hold office in the Company.

7.8 **Conditions of membership**

- (a) A right or privilege or obligation that a Person has by reason of being a Member:
- (i) is not capable of being transferred or transmitted to another Person; and
 - (ii) terminates upon cessation of that Person's membership (subject to any other paragraph of this Constitution).
- (b) Members shall pay such fees and subscriptions to the Company as determined by ordinary resolution of a General Meeting of the Company on the recommendation of the National Council.
- (c) The National Council may vary any application conditions, fee or subscription payable from time to time in respect of individual applicants or Members.
- (d) If a Member fails to pay a fee or subscription by a date specified by the Board, the National Council may give the Member notice that:
- (i) requires the Member to pay the amount due;
 - (ii) specifies a date (at least 10 Business Days after the date of the notice) on which, and a place at which, payment of the amount due must be made; and
 - (iii) states that if payment is not made on or before the date and at the place specified, their membership may be cancelled.

7.9 **Cancellation/Suspension of Membership for Non-payment**

If a Member fails to pay any fee or subscription by the date specified in the notice given under paragraph 7.13 (d) the National Council may:

- (a) cancel their membership by giving the Member notice in writing of the cancellation; or
- (b) suspend their membership until any amount payable is received. While a Person is suspended, they remain liable for all the obligations of membership but is not entitled to any rights or privileges of a Member and has no right (without limitation) to:
- (i) be present at, whether in person or by proxy, attorney or representative, a general meeting of the Company;
 - (ii) any information concerning the management or affairs of the Company; or
 - (iii) to participate in the business or the management of the Company.

7.10 **Disciplining of Members**

- (a) The National Council may expel from membership any Member deemed to have acted or be acting against the interests of the Company.
- (b) Any such expulsion requires a two-thirds majority of the National Council.

- (c) Any Member aggrieved by a decision of the National Council in accordance with Clause 7.10 may seek to overturn that decision by resolution at the next Annual Meeting. To succeed, any such resolution must be passed by a two-thirds majority of those present and voting at that meeting.

7.11 **Register of Members**

- (a) The Company must enter approved applicants on the register of Members (the “**Membership Register**”) and keep the Membership Register updated in accordance with the provisions of the Corporations Act.
- (b) The Membership Register shall specify the level or status of Membership accorded.
- (c) The Membership Register shall specify the name and address of each Member together with the date on which they became a Member.
- (d) Where a Member of the Association ceases to be a Member, the Secretary shall ensure that an appropriate entry is made in the Membership Register recording the date on which Membership ceased.
- (e) The Membership Register shall be kept at the principal place of administration of the Company and shall be open for inspection, free of charge, by any Member at any reasonable hour.

8. CESSATION OF MEMBERSHIP

8.1 **Cessation of Membership**

- (a) A Person ceases to be a Member if:
 - (i) the Person dies;
 - (ii) the Person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (iii) the Person is, in the opinion of the National Council (excluding the vote of that Member), incapable of managing the Person’s affairs;
 - (iv) the Person becomes bankrupt, insolvent or under administration;
 - (v) the Person cannot be found by the National Council upon reasonable enquiry;
 - (vi) by giving one month’s notice in writing to the Secretary (or such other period as the National Council may determine), the Person resigns its membership of the Company. Upon expiration of the notice period the member ceases to be a member;
 - (vii) the subscription of a Member remains unpaid and membership is cancelled in accordance with paragraph 7.14 (the National Council may reinstate the Member and restore its name to the Register on payment of all arrears if the National Council thinks fit to do so); or
 - (viii) the National Council resolves that the Person’s membership shall cease; or

- (ix) if for any reason, the Person is expelled from membership.
- (b) Upon the happening of any of the events in paragraph 8.1(a):
 - (i) the Person ceases to be a Member and all rights and privileges as a Member shall end (a Member shall, however, be entitled to re-admission at any time subject to the discretion of the Board); but
 - (ii) the Person shall nonetheless remain liable for and shall pay to the Company all moneys which at the time of it ceasing to be a Member may be due from it to the Company and in addition any sum not exceeding \$10 for which it becomes liable under paragraph 5.2, and shall not be entitled to be repaid the whole or any part of any money paid by it to the Company.

9. GENERAL MEETINGS OF THE COMPANY

9.1 AGM

The Company must, in addition to any other general meeting held by it, hold an AGM as required by the Corporations Act.

9.2 Convening of general meeting

Any two Directors may call a general meeting at any time.

9.3 Period of Notice

Subject to the provisions of the Corporations Act as to Special Resolutions and agreements to short notice of meetings, at least 21 days' notice of a meeting of the Company's Members must be given to the persons entitled to receive that notice. However an AGM or any other general meeting may be called on shorter notice if:

- (a) in the case of an AGM, all Members entitled to attend and vote at that meeting agree beforehand; or
- (b) in the case of any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand; but
- (c) a shorter notice period is not permitted in the case of a meeting of Members where the meeting is convened to consider a resolution to remove a Director, to appoint another replacement Director in place of a Director so removed, or to remove an Auditor.

9.4 Notice of Meeting

The Company may give notice to the Member personally or by sending it via post, email or facsimile to the address in the Register or to an alternate address (if any) nominated by the Member, or by posting it on the Company's website (if any) in the case of Members who have consented to receiving notices in that way.

9.5 Contents of Notice

A notice of a general meeting must specify:

- (a) the place, day and hour of the meeting;
- (b) the general nature of the business to be transacted, except that the notice of an AGM is not required to state that the business to be transacted includes:

- (i) the election of officers and Directors in the place of those retiring;
 - (ii) the consideration of the accounts and the reports of the Directors and Auditor; or
 - (iii) the appointment of and fixing of the remuneration of the Auditor; and
- (c) if held in 2 or more places, the technology that will be used to facilitate this and any details required to enable a Member to attend that meeting;
- (d) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution.

9.6 Holding Meetings

Members are present at a general meeting if they attend in person or by proxy or, if the National Council determines that the meeting will be held at 2 or more locations, by any technology which allows Members as a whole a reasonable opportunity to participate.

9.7 Omission to Give Notice

The accidental omission to give notice of a general meeting to or the non-receipt of notice of the general meeting by a person entitled to receive notice, shall not invalidate the meeting or any resolution passed at that meeting.

9.8 Cancellation or Postponement of Meeting

Where notice of a general meeting has been given to the Members, the National Council may by notice, postpone or cancel the general meeting as permitted by law.

9.9 Adjournment of Meetings

The Chair of a general meeting at which a quorum is present may, and must if so directed by the meeting by Ordinary Resolution, adjourn the meeting from time to time and from place to place.

9.10 Business at Adjourned Meeting

An adjourned general meeting may only deal with the business that was left unfinished from the adjourned general meeting.

9.11 Notice of Adjourned Meeting

No notice need be given of an adjourned general meeting (or of the business to be transacted at it) except if a general meeting is adjourned for more than 1 month. When adjourned for 1 month or more, notice of the adjourned meeting must be given as if it were notice of the original meeting.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 Representation of Members

A Member may attend a general meeting at which it is entitled to be present, and may vote, in any of the following ways (if applicable to the Member):

- (a) in person; or
- (b) by duly appointed proxy.

10.2 Quorum

A general meeting may not deal with any business unless a quorum of **4** Members is present.

10.3 **Failure of Quorum**

If a quorum is not present within 30 minutes from the time appointed for a general meeting, the meeting is dissolved.

10.4 **Chair**

The National Council shall elect a Director to chair meetings of the Company.

10.5 **Chair Absent**

Where a general meeting is held and:

- (a) a chair has not been elected by the Board; or
- (b) the chair elected by the National Council is not present within 15 minutes after the time appointed for the holding of the meeting; or
- (c) the chair is unwilling or unable to act,

the Members must elect one of their number to chair the meeting.

10.6 **Method of Voting**

- (a) A resolution put to the vote of the meeting may be decided on a show of hands or as the chair of the meeting may otherwise decide unless, before or immediately after the declaration of the result of the show of hands, a poll is demanded in accordance with 10.6 (b).
- (b) A demand for a poll may be made by:
 - (i) the chair of the general meeting;
 - (ii) any **3** or more Members.

10.7 **Vote on a Show of Hands or Poll**

Where a resolution is determined either by a show of hands or by a poll:

- (a) a declaration by the chair of the meeting that the resolution has been carried, carried unanimously, carried without dissent, carried by a particular majority or lost is conclusive evidence of the fact so declared without proof of the number or proportion of votes cast for or against that resolution; and
- (b) an entry in the book containing the minutes of that general meeting recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

10.8 **Conduct of Poll**

If a poll is properly demanded for a resolution:

- (a) if the resolution is for the adjournment of the general meeting, the poll must be taken immediately at the place and in the manner that the chair of the meeting determines and declares;
- (b) in all other cases, the poll must be taken at the time and place and in the manner that the chair of the meeting determines and declares;
- (c) the result of the poll, as disclosed by the chair of the meeting at which the result is declared, is a resolution of the meeting at which the poll is demanded; and
- (d) an entry in the book containing the minutes of the meeting at which the result is declared

recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

10.9 **Resolutions Determined by Majority**

Whether on a show of hands or on a poll, an Ordinary Resolution is passed if the number of votes cast in favour of that resolution is greater than one half of the total number of votes cast.

10.10 **Casting Vote of Chair**

Notwithstanding paragraph 10.9, if on a resolution proposed as an Ordinary Resolution at a general meeting there is an equality of votes, the chair of the meeting may exercise a casting vote.

10.11 **Voting Restrictions**

A Member shall be eligible to vote if his/her membership has been approved and confirmed at a National Council meeting held prior to the AGM at which a Member is to vote and the membership has not ceased pursuant to paragraph 8.

10.12 **Proxies**

- (a) A Member's duly appointed proxy shall have one (1) vote.
- (b) A proxy must be a Member.
- (c) A proxy appointed to attend and vote in accordance with the Corporations Act may exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act but not otherwise.
- (d) A Member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions.
- (e) A form of appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) that the National Council may prescribe or accept.
- (f) The instrument appointing a proxy must be delivered to the Company at least 48 hours before the time appointed for the meeting.
- (g) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

10.13 **Passing of Special Resolutions**

A special resolution will be considered passed and accepted by the members provided that at least seventy-five percent (75%) of the votes (cast by members present at the general meeting and who are entitled to vote plus the votes cast by proxies forwarded and received by the Company in accordance with the articles of this Constitution) are in favour of the special resolution.

11. STRUCTURE AND FUNCTION OF THE CHAPTERS AND BOARD

11.1 **Establishment of Chapters**

- (a) The National Council shall establish Chapters in each state and territory of Australia in which it

has Members.

- (b) Each Chapter shall be a sub-committee of the National Council.

11.2 **Chapter Membership**

- (a) To be a member of a Chapter, a person must be a Member of the Company.
- (b) Each Chapter shall maintain a register of its members.

11.3 **Appointment of Directors by Chapters**

- (a) Each Chapter shall have the right to be appoint 1 Director
- (b) In addition, each Chapter may nominate 1 Director for each 30 Chapter members, up to a maximum of 3 Directors. An appointee of a Chapter must reside in the region associated with that Chapter.

11.4 **Power to Appoint Additional Directors**

In addition to the Directors appointed by the Chapters, the National Council shall have the power in its absolute discretion, to appoint up to 2 additional persons to be Directors who would provide particular skills or experience to the deliberations of the National Council. Such Directors shall be entitled to vote at National Council meetings and to sit on Sub-committees. They shall not have voting rights at general meetings. The term of appointment shall be until the immediately following AGM and they may be reappointed for a maximum of 4 further terms after which he/she must stand down for at least 1 year before being eligible for further appointment.

11.5 **Functions of the Board**

- (a) In addition to the functions and duties of the National Council imposed by the Corporations Act and other legislation, the National Council shall:
 - (i) keep under constant review the objectives of the Company;
 - (ii) establish policies and set priorities for the year-by-year activities of the Company;
 - (iii) establish rules relating to the Company, the Chapters and its Members to assist the administration of the Company and the achievement of its policies and objectives;
 - (iv) establish the means for the achievement of the Company's objectives in conformity with the priorities set (such as setting up Chapters, sub-committees, working parties and ad hoc groups, employing staff, consultants or others, as may be appropriate and setting the conditions of such employment);
 - (v) monitor and review the activities of the groups or individuals responsible for carrying out the Board's directions.

11.6 **Sub-committees**

- (a) The National Council may in its discretion establish Sub-committee(s) to further the objects of the Company.
- (b) The members of any Sub-committee (other than Chapters) shall be appointed by the National Council.
- (c) At least 1 Director shall sit on each Sub-committee.

- (d) Any Sub-committee shall perform an advisory function only. All decisions with respect to the activities of the Sub-committees shall vest either in the National Council or in the general membership, whichever applies.
- (e) Notwithstanding paragraph 11.6 (d) the National Council may specifically delegate any of its powers to one or more Sub-committees and any Sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the National Council. All such delegations shall be minuted and shall also be recorded in a Register of Delegations.
- (f) If at any meeting the chair of the Sub-committee is not present within 15 minutes after the time appointed for holding the meeting, the Members present may choose one of their number present to chair that meeting.
- (g) A Sub-committee may meet and adjourn as it thinks proper.
- (h) If the National Council appoints an executive committee such committee shall be a Sub-committee of the National Council. It shall have only such roles and powers as the National Council specifically delegate it from time to time. That executive Sub-committee shall be made up of no less than a majority of the Directors and must include the President, Treasurer and Secretary.
- (i) The provisions of this paragraph do not apply to Chapters.

11.7 CHAPTERS

- (a) The Chapters established under the Australian National Association of Teachers of Singing Incorporated are hereby established as Sub-committees of the Company.
- (b) The National Council may create new Chapters and vary the geographical territory of any existing Chapter.
- (c) Each Chapter shall be administered by a Chapter committee.
- (d) Each Chapter shall have an annual election of its Chapter Members to form a committee that shall organise and administer the affairs of the Company in that region ('Chapter AGM'). The Chapter committee shall make best efforts to hold the Chapter AGM prior to the AGM of the Company.
- (e) To be eligible to be a member of a Chapter committee, that Person must be a Member.
- (f) A Chapter committee member is elected for a 1-year term. Persons who are members of the National Council of the Australian National Association of Teachers of Singing Incorporated at the time of adoption of this Constitution shall remain members of the National Council until the next Chapter AGM of their Chapter.
- (g) The members of the Chapter committee will appoint a president, vice-president, secretary and treasurer for the Chapter;
- (h) The Chapter committee shall:
 - (i) maintain a register of Chapter members;
 - (ii) operate and administer a bank account under a name that shows that the account is that of a Chapter of the Company;

- (iii) provide copies of its financial accounts to the Treasurer so that the accounts of the Company can be administered as required by Law;
 - (iv) maintain minutes of its meetings. Such minutes shall be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting. Such minutes shall be entered in the relevant minute book of the Chapter.
- (i) The Chapter committee will be responsible for:
- (i) providing the National Council with information relating to the region for which it is responsible;
 - (ii) providing representation for that region on the Board; and
 - (iii) organising and delivering the objectives of the Company as determined by the National Council from time to time.
- (j) If at any meeting the President of the Chapter committee is not present within 15 minutes after the time appointed for holding the meeting, the members of the committee present may choose 1 of their number present to chair that meeting.
- (k) A Chapter committee may meet and adjourn as it thinks proper.

12. DIRECTORS

12.1 Number of Directors and First Directors

The Company shall have no fewer than **6** Directors (excluding any appointed Director). The first Directors shall be those persons who, on the date of incorporation of the Company, are members of the National Council of the Australian National Association of Teachers of Singing Incorporated.

12.2 Term of Appointment

- (a) Subject to any other provision of this Constitution, each Director appointed by a Chapter shall serve a term of 2 years. At the end of that period, the Director automatically retires and is eligible for re-election or re-appointment. If the Director is not re-appointed, that retirement takes effect at the conclusion of that AGM). Each Director may be reappointed for a maximum of 4 further terms after which he/she must stand down for at least one year before being eligible for further appointment.
- (b) A Director may be removed from the National Council by a majority decision of the Directors present at the meeting. In such event, the Person ceases to be a Director.
- (c) Should a Director appointed by a Chapter cease to be a Director, the relevant Chapter committee shall select a Member from its committee to serve the balance of the term. Any Director so appointed automatically retires at the next general meeting of the Company and is eligible for re-appointment at that general meeting. If the Director is not re-appointed that retirement takes effect at the conclusion of that general meeting.

12.3 Directors May Resign

A Director of the Company may resign at any time by giving a written notice of resignation to the chair of the National Council.

12.4 Qualification to be a Director

No person may be a Director if he or she ceases to be a Member with voting rights.

12.5 **Number of Directors and additional Directors**

The Company may by Ordinary Resolution increase or reduce the maximum number of Directors permitted under paragraph 12.1.

12.6 **Procedure for Selection of Directors by a Chapter**

- (a) The process for the selection of Directors shall be as follows:
 - (i) Each Chapter shall call for nominations for Members of that Chapter who are qualified and willing to act as a Director.
 - (ii) Those nominations shall be provided to the Secretary.
 - (iii) Where the number of persons nominated is less than or equal to the number of positions, all persons nominated are automatically appointed as Directors.
 - (iv) In any other case, the Company shall conduct a postal ballot of the Members of the relevant Chapter.
 - (v) The person(s) so selected shall be appointed as a Director at the AGM.
- (b) It is expected that the appointed Director will usually also be the Chair of their Chapter. If this is not the case, the appointee must be a member of the Chapter committee who is able to attend Chapter meetings regularly. This is to ensure best possible communication between the National Council and the Chapter.

12.7 **Vacation of Office**

The office of a Director automatically becomes vacant if the Director:

- (a) is not permitted by the Act (or an order made under the Act) to be a Director;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) is removed as a Director under the Act or this Constitution;
- (d) either by him/herself or by an Alternate Director, fails to attend National Council meetings for a continuous period of 3 months without leave of absence from the Board;
- (e) resigns by notice in writing to the Company; or
- (f) ceases to be qualified to be a Director under paragraph 12.4.

12.8 **Less than Minimum Number of Directors**

Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors falls below the minimum number set by paragraph 12.1, in which case the continuing Directors may act only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a general meeting; or
- (c) in emergencies.

13. DIRECTORS' REMUNERATION

13.1 No Remuneration

No Director shall be entitled to remuneration for his/her services as director. However, the National Council may authorise the payment by the Company:

- (a) subject to receipt of supporting vouchers, of reasonable and proper out-of-pocket expenses incurred by a Director in the performance of his/her duties or otherwise in connection with the affairs of the Company; and
- (b) of an honorarium to the President, Treasurer and Secretary. Such honorarium shall be approved annually at the AGM.

13.2 Remuneration for Extra Services

If a Director, having been requested to do so by the Board, provides extra services or functions to the Company, the Company may remunerate that Director by the payment of a fixed sum determined by the National Council.

14. DIRECTORS' DUTIES AND INTERESTS

14.1 Things a Director may do, and their consequences

- (a) A Director or a body or entity in which a Director has a direct or indirect interest may, with the approval of the Board:
 - (i) enter into any agreement or arrangement with the Company;
 - (ii) hold any office or place of profit (other than auditor) in the Company; and
 - (iii) act in a professional capacity (other than as auditor) for the Company,and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- (b) Subject to obtaining the approval of the Board, the fact that a Director holds office as a director, and has fiduciary obligations arising out of that office:
 - (i) will not void or render voidable a contract made by a Director with the Company;
 - (ii) will not void or render voidable a contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest; and
 - (iii) will not require the Director to account to the Company for any profit realised by or under any contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest.
- (c) A Director may be or become a director or other officer of, or otherwise be interested in any related body corporate and is not accountable to the Company for any remuneration or other benefits received by the director or officer of that body corporate.

14.2 Notification of material personal interest of a Director where potential for conflict

- (a) As required by the Corporations Act, a Director must give the Directors notice of any material personal interest in a matter that relates to the affairs of the Company.

- (b) Such notice must:
 - (i) provide details of the nature and extent of the interest and of how it relates to the affairs of the Company;
 - (ii) be given at a National Council meeting as soon as possible after the Director becomes aware of his or her interest in the matter; and
 - (iii) be recorded in the minutes of the meeting.

14.3 **Voting on matters in which a Director has a material personal interest**

- (a) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,unless the Directors who do not have a material personal interest have passed a resolution that:
 - (A) identifies the Director, the nature of the Director's interest and its relation to the affairs of the Company; and
 - (B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.
- (b) If the Directors pass that resolution, the Director may:
 - (i) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or a proposed contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement or a proposed contract or arrangement; and
 - (iii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

15. PROCEEDINGS OF THE BOARD

15.1 **Office Holders**

- (a) The office holder positions of the Company shall be President, Vice President, Secretary and Treasurer.
- (b) At its first meeting after the AGM, the National Council shall elect the office holders and shall determine the period for which each of those Directors is to hold that office.
- (c) Notwithstanding paragraph (a), the position of President shall be for a 2-year term. The National Council may renew that term for 1 further 2-year period. After 2 terms, that person shall not be eligible to be President for 12 months.

15.2 **National Council Meetings**

- (d) A Director may at any time and the Secretary shall upon the request of a Director, summon a meeting of the National Council.
- (e) The quorum necessary for the transaction of the business of the National Council shall be four

of the Directors, at least one of which must be the President or Vice-President.

- (f) The National Council may meet together in person or by proxy or by conference telephone call, video link-up, facsimile transmission or any other means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (g) Notice of each meeting of the Board:
 - (i) must be given to each Director (or Alternate Director); and
 - (ii) may be given Personally,but the non-receipt of any notice of a National Council meeting does not affect the validity of the convening of the meeting.
- (h) The National Council may determine the period of notice for each meeting of the National Council. Until the National Council otherwise determines, 24 hours notice is required. By majority decision, the National Council may waive the notice requirement.
- (i) The National Council may pass a resolution without a National Council meeting being held if all of the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director entitled to vote on the resolution signs.
- (j) The President (or in his/her absence the Vice-President) shall chair meetings of the National Council. Where the National Council holds a meeting and:
 - (i) the President is not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act; and
 - (ii) the Vice-President is not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act,the Directors present at the meeting may choose one of their number to be chair of that meeting.
- (k) Every question arising and resolution dealt with at a meeting of the National Council is to be decided by a majority of votes of the Directors present and voting on that resolution. Each Director will have 1 vote on every question or resolution at a meeting. If there is an equality of votes, the chair of the meeting may exercise a casting vote.
- (l) All acts done by any meetings of the National Council or of a Sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that the Directors or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
- (m) The National Council shall cause minutes to be made:
 - (i) of all appointments of officers and full-time employees;
 - (ii) of names of Directors present at all meetings of the Company and of the Board; and

(iii) of all proceedings at meetings of the Company and of the National Council.

Such minutes shall be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting. Such minutes shall be entered in the relevant minute book of the Company and will be made available to Members through the Company website.

(n) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the National Council shall be as valid and effectual as if it had been passed at a meeting of the National Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

15.3 **Alternate Directors**

Subject to this Constitution, each Director may appoint any person approved by a majority of the other Directors to act as an Alternate Director in the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a director. The appointment must be in writing and signed by the Director and a copy of the appointment must be given to the National Council. The appointment takes effect on approval by a majority of the other Directors, or where the approval has been granted, at any later time specified in the appointment. The following provisions apply to any Alternate Director:

- (a) the appointment of the Alternate Director is terminated or suspended on receipt by the Company of notice in writing from the Director by whom the Alternate Director was appointed;
- (b) the Alternate Director is entitled to receive notices of meetings of the National Council and to attend and vote at the meetings if the Director by whom the Alternate Director was appointed is not present;
- (c) the Alternate Director is entitled to exercise all the powers (except the power to appoint an Alternate Director) and perform all the duties of the Director, to the extent permitted by the Director by whom the Alternate Director was appointed;
- (d) the Alternate Director is not entitled to receive any remuneration as a Director of the Company;
- (e) the office of the Alternate Director is terminated on the termination of office by, the Director by whom the Alternate Director was appointed;
- (f) the Alternate Director is not taken into account in determining the number of Directors or rotation of Directors;
- (g) the Alternate Director is, while acting as a Director, responsible to the Company for the Alternate Director's own acts and defaults; and
- (h) an Alternate Director is not qualified to chair a meeting.

16. **POWERS AND DUTIES OF THE NATIONAL COUNCIL**

16.1 **Powers and duties of the National Council**

(a) The National Council shall have the general management of the business and funds of the Company and may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company subject only to any provisions of this Constitution and of the Corporations Act. No rule made by the Company in a general meeting shall invalidate any prior act of the National Council or its Directors that would have been valid

if that rule had not been made.

- (b) The National Council shall have power at any time, and from time to time, to appoint any Person to the National Council to fill a casual vacancy. Any officer or other Director so appointed shall hold office only until the next following AGM.
- (c) The National Council shall have the power to appoint by power of attorney any person to be an attorney of the Company for a specified period and subject to the conditions determined by it.
- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by any 2 Directors or in such other manner as the National Council from time to time determines. Electronic payments may be made by a member of the National Council with the approval of another Director.

17. ACCOUNTS

17.1 Accounts to be kept

- (a) True accounts shall be kept of the sums of money received and expended by the Company and the Gift Fund and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Company.
- (b) Each Chapter shall maintain true accounts in respect of the money it controls, receives and expends and shall provide such accounts to the Company to permit the Company to prepare full and accurate consolidated accounts in a timely manner.
- (c) The National Council shall keep proper accounting and records and shall distribute copies of an annual profit and loss account and balance sheet (including every document required by the Corporations Act to be attached thereto) accompanied by a copy of the Auditor's report (if required by the Corporations Act). Further, the National Council shall cause to be made out and laid before each AGM a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting.

17.2 Director's right of inspection

Each Director, in person, shall have the right to inspect the records of the Company during normal working hours and upon 48 hours notice.

18. EXTERNAL ACCOUNTANT OR AUDITOR

18.1 External accountant or auditor to be appointed

A properly qualified external accountant or auditor shall be appointed and its remuneration fixed and duties regulated in accordance with the Corporations Act and this Constitution.

19. EXECUTION OF AGREEMENTS

19.1 By 2 Directors or a Director and Secretary or a duly authorised representative

A document may be executed by or on behalf of the Company by:

- (a) a Director and by the Secretary;
- (b) any 2 Directors; or
- (c) a duly authorised representative.

20. NOTICES

20.1 Requirement to give notice

Notice of every AGM shall be given to:

- (a) every Member except those Members who have not supplied to the Company an address for the giving of notices;
- (b) every Director; and
- (c) the Auditor for the time being of the Company.

No other Person shall be entitled to receive notices of AGMs.

20.2 Time of Service

A notice is treated as being given to a person by the Company:

- (a) on the Business Day after it is posted;
- (b) on the day of email or facsimile transmission if transmission occurs on a Business day, otherwise on the next Business Day; or
- (c) in any other case, on the day it is received by the Person.

21. INDEMNITY

21.1 Directors' and Officers' Indemnity

- (a) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:
 - (i) any liability (other than a liability for legal costs); or
 - (ii) reasonable legal costs incurred in defending an action for a liability, incurred by that person as an officer of the Company.
- (b) The amount of any indemnity payable under this paragraph will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of any input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- (c) The indemnity in this paragraph:
 - (i) is enforceable without the officer having first to incur any expense or make any payment; and
 - (ii) is a continuing obligation and is enforceable by the officer even though the officer may have ceased to be an officer of the Company.
- (d) For the purposes of this clause, **officer** means:
 - (i) a Director; or
 - (ii) a Secretary.

22. ALTERATION OF THESE PARAGRAPHS

22.1 Alteration

The paragraphs of this Constitution may only be added to or altered by a Special Resolution. Any alteration will be notified to the Australian Tax Office.

22.2 Bylaws

Notwithstanding anything contained in this Constitution, the Company may adopt any by-laws, standing orders or constitutional rules as may be passed from time to time at any general meeting of the Members.