
CONSTITUTION

YOUNG REGIONAL CONSERVATORIUM INCORPORATED

ABN 67 442 423 924

Table of Contents

1. INCORPORATED ASSOCIATION.....	3
Name	3
2. DEFINITIONS AND INTERPRETATION	3
Definitions	3
Interpretation.....	3
3. MEMBERSHIP.....	3
Membership generally	3
Application for membership.....	4
Cessation of membership.....	4
Membership entitlements not transferable.....	5
Resignation of membership	5
Register of members	5
Fees and subscriptions	5
Members' liabilities	6
Resolution of disputes.....	6
Disciplining of members	6
Right of appeal of disciplined member	7
4. THE BOARD	7
Powers of the Board.....	7
Composition and membership of Board	7
Co-opted members and observers.....	8
Election of Board members.....	8
Secretary	9
Treasurer	9
Casual vacancies.....	9
Removal of Board members.....	10
Board meetings and quorum.....	10
Appointment of Association members as Board members to constitute quorum.....	10
Use of technology at Board meetings	11
Delegation by Board to sub-committee	11
Voting and decisions	11
5. GENERAL MEETINGS	12
Annual general meetings - holding of	12
Annual general meetings - calling of and business at	12
Special general meetings - calling of	12
Notice	13
Quorum for general meetings.....	13
Presiding member	14
Adjournment	14
Making of decisions.....	14
Special resolutions.....	14
Voting	14
Proxy votes not permitted	15
Postal or electronic ballots.....	15
Use of technology at general meetings.....	15
6. MISCELLANEOUS	15
Insurance.....	15
Funds - source	15
Funds - management.....	15
Association is non-profit.....	15

Distribution of property on winding up of Association	16
Change of name, objects and constitution.....	16
Custody of books etc	16
Inspection of books etc	16
Service of notices	16
Financial year.....	17
Public Fund	17

1. INCORPORATED ASSOCIATION

Name

- 1.1 The name of the incorporated association is Young Regional Conservatorium Incorporated (YRC).

2. DEFINITIONS AND INTERPRETATION

Definitions

- 2.1 In this constitution, unless the context suggests otherwise, the following definitions apply:

<i>Board</i>	means “committee” as defined under the Act.
<i>director</i>	means a “committee member” as defined under the Act who is not an office-bearer of YRC.
<i>secretary</i>	(a) the person holding office under this constitution as secretary of YRC, or (b) if no person holds that office - the public officer of YRC.
<i>special general meeting</i>	means a general meeting of YRC other than an annual general meeting.
<i>the Act</i>	means the <i>Associations Incorporation Act 2009</i> .
<i>the Regulation</i>	means the <i>Associations Incorporation Regulation 2016</i> .

Interpretation

- 2.2 In this constitution, unless the context requires otherwise:
- 2.2.1 a reference to a function includes a reference to a power, authority and duty, and
- 2.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 2.3 The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

3. MEMBERSHIP

Membership generally

- 3.1 Membership is a pre-requisite for receiving musical tuition through YRC.
- 3.2 A person is eligible to be a member of YRC if:
- 3.2.1 the person is a natural person, and
- 3.2.2 the person has applied and been approved for membership of YRC in accordance with clause 3.6.
- 3.3 A person is taken to be a member of YRC if:

- 3.3.1 the person is a natural person, and
- 3.3.2 the person was:
- (a) in the case of an unincorporated body that is registered as YRC - a member of that unincorporated body immediately before the registration of YRC, or
 - (b) in the case of an Association that is amalgamated to form the relevant Association - a member of that other Association immediately before the amalgamation, or
 - (c) in the case of a registrable corporation that is registered as an Association - a member of the registrable corporation immediately before that entity was registered as an Association.
- 3.4 A person is taken to be a member of YRC if the person was one of the individuals on whose behalf an application for registration of YRC under section 6 (1)(a) of the Act was made.
- 3.5 A family membership entitles all members from a family to be members of YRC but only entitles one vote per family at any meeting of members.

Application for membership

- 3.6 An application by a person for membership of YRC:
- 3.6.1 must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, and
 - 3.6.2 must be lodged (including by electronic means, if the Board so determines) with the secretary of YRC.
- 3.7 An application for membership of YRC will be referred by the secretary to the Board, as soon as practicable. The Board will determine whether to approve or reject the application.
- 3.8 After the Board makes that determination, the secretary must, as soon as practicable:
- 3.8.1 notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
 - 3.8.2 if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as annual subscription.
- 3.9 The secretary must, on payment by the applicant of the amounts referred to in clause 3.8.2 within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of YRC.

Cessation of membership

- 3.10 A person ceases to be a member of YRC if the person:
- 3.10.1 dies, or
 - 3.10.2 resigns membership, or
 - 3.10.3 is expelled from YRC, or
 - 3.10.4 fails to pay the annual membership fee under clause 3.21.

Membership entitlements not transferable

- 3.11 A right, privilege or obligation which a person has by reason of being a member of YRC:
- 3.11.1 is not capable of being transferred or transmitted to another person, and
 - 3.11.2 terminates on cessation of the person's membership.

Resignation of membership

- 3.12 A member of YRC may resign from membership of YRC by giving the secretary written notice of the member's intention to resign. The member ceases to be a member when the notice is received by the secretary.
- 3.13 If a member of YRC ceases to be a member under clause 3.10 and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

- 3.14 The secretary must establish and maintain a register of members of YRC (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of YRC together with the date on which the person became a member.
- 3.15 The register of members must be kept in New South Wales:
- 3.15.1 at the main premises of YRC, or
 - 3.15.2 if YRC has no premises, at YRC's official address.
- 3.16 The register of members must be open for inspection, free of charge, by any member of YRC at any reasonable hour.
- 3.17 A member of YRC may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 3.18 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 3.19 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- 3.19.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to YRC or other material relating to YRC, or
 - 3.19.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 3.20 If the register of members is kept in electronic form:
- 3.20.1 it must be convertible into hard copy, and
 - 3.20.2 the requirements in clauses 3.15 and 3.16 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

Fees and subscriptions

- 3.21 A member of YRC must, on admission to membership, pay to YRC the annual fee of \$5 or, if some other amount is determined by the Board, that other amount.

- 3.22 Membership is held for the duration of the calendar year.
- 3.23 The annual membership fee, as detailed in clause 3.21, must be paid at the beginning of each subsequent calendar year for membership to remain current.

Members' liabilities

- 3.24 The liability of a member of YRC to contribute towards the payment of the debts and liabilities of YRC or the costs, charges and expenses of the winding up of YRC is limited to the amount, if any, unpaid by the member in respect of membership of YRC as required by clauses 3.21 and 3.23.

Resolution of disputes

- 3.25 A dispute between a member and another member (in their capacity as members) of YRC, or a dispute between a member or members and YRC, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 3.26 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 3.27 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

Disciplining of members

- 3.28 A complaint may be made to the Board by any person that a member of YRC:
- 3.28.1 has refused or neglected to comply with a provision or provisions of this constitution, or
 - 3.28.2 has wilfully acted in a manner prejudicial to the interests of YRC.
- 3.29 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3.30 If the Board decides to deal with the complaint, the Board:
- 3.30.1 must cause notice of the complaint to be served on the member concerned, and
 - 3.30.2 must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - 3.30.3 must take into consideration any submissions made by the member in connection with the complaint.
- 3.31 The Board may, by resolution, expel the member from YRC or suspend the member from membership of YRC if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 3.32 If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clauses 3.34 - 3.38.
- 3.33 The expulsion or suspension does not take effect:
- 3.33.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

3.33.2 if within that period the member exercises the right of appeal, unless and until YRC confirms the resolution under clauses 3.34 - 3.38,

whichever is the later.

Right of appeal of disciplined member

- 3.34 A member may appeal to YRC in general meeting against a resolution of the Board under clauses 3.28 - 3.33, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 3.35 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3.36 On receipt of a notice from a member under clause 3.33, the secretary must notify the Board, which is to convene a general meeting of YRC to be held within 28 days after the date on which the secretary received the notice.
- 3.37 At a general meeting of YRC convened under clause 3.36:
- 3.37.1 no business other than the question of the appeal is to be transacted, and
- 3.37.2 the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- 3.37.3 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 3.38 The appeal is to be determined by a simple majority of votes cast by members of YRC.

4. THE BOARD

Powers of the Board

- 4.1 Subject to the Act, the Regulation, this constitution and any resolution passed by YRC in general meeting, the Board:
- 4.1.1 is to control and manage the affairs of YRC, and
- 4.1.2 may exercise all the functions that may be exercised by YRC, other than those functions that are required by this constitution to be exercised by a general meeting of members of YRC, and
- 4.1.3 has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of YRC.

Composition and membership of Board

- 4.2 The Board is to consist of:
- 4.2.1 the office-bearers of YRC, and
- 4.2.2 at least 3 directors,
- each of whom is to be elected at the annual general meeting of YRC under clauses 4.10 - 4.16 (and shall not be an employee of YRC, must be aged 18 years or more and is ordinarily resident in Australia).

Note. Section 28 of the Act contains further requirements concerning eligibility for membership, composition of the Board and vacating office.

- 4.3 The total number of Board members is to be 7.

- 4.4 The office-bearers of YRC are as follows:
- 4.4.1 the chair,
 - 4.4.2 the vice-chair,
 - 4.4.3 the treasurer,
 - 4.4.4 the secretary.
- 4.5 A director may hold up to 2 offices (other than both the offices of chair and vice-chair).
- 4.6 The maximum number of consecutive terms for which a Board member may hold the same office is 3.
- 4.7 Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

Co-opted members and observers

- 4.8 The Board may co-opt other members of YRC and/or community to assist the Board for a specific purpose and for a specific period. Such positions are advisory and do not have voting rights on the Board.
- 4.9 Members of YRC are welcome to attend and speak at Board meetings but do not have voting rights.

Election of Board members

- 4.10 Nominations of candidates for election as office-bearers of YRC or as ordinary Board members:
- 4.10.1 must be made in writing on the form of nomination, signed by the candidate and one other member of YRC, and
 - 4.10.2 must be delivered to the secretary of YRC at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 4.11 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 4.12 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 4.13 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4.14 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 4.15 The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in any usual and proper manner that the Board directs.
- 4.16 A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of YRC must be a member of YRC.

Secretary

- 4.17 The secretary of YRC must, as soon as practicable after being appointed as secretary, lodge notice with YRC of his or her address.
- 4.18 It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- 4.18.1 all appointments of office-bearers and members of the Board, and
 - 4.18.2 the names of members of the Board present at a Board meeting or a general meeting, and
 - 4.18.3 all proceedings at Board meetings and general meetings.
- 4.19 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 4.20 The signature of the chairperson may be transmitted by electronic means for the purposes of clause 4.19.

Treasurer

- 4.21 It is the duty of the treasurer of YRC to ensure:
- 4.21.1 that all money due to YRC is collected and received and that all payments authorised by YRC are made, and
 - 4.21.2 that correct books and accounts are kept showing the financial affairs of YRC, including full details of all receipts and expenditure connected with the activities of YRC.

Casual vacancies

- 4.22 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of YRC to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 4.23 A casual vacancy in the office of a member of the Board occurs if the member:
- 4.23.1 dies, or
 - 4.23.2 ceases to be a member of YRC, or
 - 4.23.3 is or becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth, or
 - 4.23.4 resigns office by notice in writing given to the secretary, or
 - 4.23.5 is removed from office under clauses 4.24- 4.25, or
 - 4.23.6 becomes a mentally incapacitated person, or
 - 4.23.7 is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - 4.23.8 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - 4.23.9 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.

Removal of Board members

- 4.24 YRC in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 4.25 If a member of the Board to whom a proposed resolution referred to in clause 4.24 relates, makes representations in writing to the secretary or chair (not exceeding a reasonable length) and requests that the representations be notified to the members of YRC, the secretary or the chair may send a copy of the representations to each member of YRC or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Board meetings and quorum

- 4.26 The Board must meet at least 6 times in each period of 12 months at the place and time that the Board may determine.
- 4.27 Additional meetings of the Board may be convened by the chair, secretary or by any two other members of the Board.
- 4.28 Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 4.29 Notice of a meeting given under clause 4.28 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 4.30 Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 4.31 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 4.32 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 4.33 At a meeting of the Board:
- 4.33.1 the chair or, in the chair's absence, the vice-chair is to preside, or
 - 4.33.2 if the chair and the vice-chair are absent or unwilling to act, one of the remaining members of the Board chosen by the members present at the meeting is to preside.

Appointment of Association members as Board members to constitute quorum

- 4.34 If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of members of YRC as Board members to enable the quorum to be constituted.
- 4.35 A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 4.36 This clause does not apply to the filling of a casual vacancy to which clauses 4.22 - 4.23 applies.

Use of technology at Board meetings

- 4.37 A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- 4.38 A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Delegation by Board to sub-committee

- 4.39 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of YRC that the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
- 4.39.1 this power of delegation, and
- 4.39.2 a function which is a duty imposed on the Board by the Act or by any other law.
- 4.40 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 4.41 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 4.42 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 4.43 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 4.44 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 4.45 A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 4.46 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 4.47 Subject to clause 4.2, each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 4.48 Subject to clause 4.30 the Board may act despite any vacancy on the Board.
- 4.49 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

5. GENERAL MEETINGS

Annual general meetings - holding of

- 5.1 YRC must hold its first annual general meeting within 18 months after its registration under the Act.
- 5.2 YRC must hold its annual general meetings:
 - 5.2.1 within 6 months after the close of YRC's financial year, or
 - 5.2.2 at an earlier time if required under a funding agreement.

Annual general meetings - calling of and business at

- 5.3 The annual general meeting of YRC is, subject to the Act and to clauses 5.1 - 5.2, to be convened on the date and at the place and time that the Board thinks fit.
- 5.4 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - 5.4.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - 5.4.2 to receive from the Board reports on the activities of YRC during the last preceding financial year,
 - 5.4.3 to elect office-bearers of YRC and ordinary Board members,
 - 5.4.4 to receive and consider any financial statement or report required to be submitted to members under the Act.
- 5.5 An annual general meeting must be specified as that type of meeting in the notice convening it.

Special general meetings - calling of

- 5.6 The Board may, whenever it thinks fit, convene a special general meeting of YRC.
- 5.7 The Board must, on the requisition of at least 5% of the total number of members, convene a special general meeting of YRC.
- 5.8 A requisition of members for a special general meeting:
 - 5.8.1 must be in writing, and
 - 5.8.2 must state the purpose or purposes of the meeting, and
 - 5.8.3 must be signed by the members making the requisition, and
 - 5.8.4 must be lodged with the secretary, and
 - 5.8.5 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 5.9 If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- 5.10 A special general meeting convened by a member or members as referred to in clause 5.9 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board. ~~(001:001)~~
- 5.11 For the purposes of clause 5.8:
- 5.11.1 a requisition may be in electronic form, and
- 5.11.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.
- 5.12 Any amendment to this constitution may only be made upon the passing of a special resolution of the members of YRC.

Notice

- 5.13 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of YRC, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member (in YRC's newsletter, electronically or otherwise), specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 5.14 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of YRC, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member (in YRC's newsletter, electronically or otherwise), specifying, in addition to the matter required under clause 5.13, the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- 5.15 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 5.4.
- 5.16 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Quorum for general meetings

- 5.17 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 5.18 Four members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 5.19 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- 5.19.1 if convened on the requisition of members—is to be dissolved, and
- 5.19.2 in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 5.20 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

Presiding member

- 5.21 The chair or, in the chair's absence, the vice-chair, is to preside as chairperson at each general meeting of YRC.
- 5.22 If the chair and the vice-chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment

- 5.23 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 5.24 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of YRC stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 5.25 Except as provided in clauses 5.23 and 5.24, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

- 5.26 A question arising at a general meeting of YRC is to be determined by:
- 5.26.1 a show of hands or, if the meeting is one to which clauses 5.38 - 5.39 applies, any appropriate corresponding method that the Board may determine, or
- 5.26.2 if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 5.27 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of YRC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 5.28 Clause 5.27 applies to a method determined by the Board under clause 5.26.1 in the same way as it applies to a show of hands.
- 5.29 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

Special resolutions

- 5.30 A special resolution may only be passed by YRC in accordance with section 39 of the Act.

Voting

- 5.31 On any question arising at a general meeting of YRC a member has one vote only.
- 5.32 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 5.33 A member is not entitled to vote at any general meeting of YRC unless all money due and payable by the member to YRC has been paid.

5.34 A member is not entitled to vote at any general meeting of YRC if the member is under 18 years of age.

Proxy votes not permitted

5.35 Proxy voting must not be undertaken at or in respect of a general meeting.

Postal or electronic ballots

5.36 YRC may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clauses 3.34 -3.38).

5.37 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Use of technology at general meetings

5.38 A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of YRC's members a reasonable opportunity to participate.

5.39 A member of YRC who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

6. MISCELLANEOUS

Insurance

6.1 YRC may effect and maintain insurance.

Funds - source

6.2 The funds of YRC are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by YRC in general meeting, any other sources that the Board determines.

6.3 All money received by YRC must be deposited as soon as practicable, and without deduction, to the credit of YRC's bank or other authorised deposit-taking institution account.

6.4 YRC must, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds - management

6.5 The assets and income of YRC shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of YRC except as genuine compensation for services rendered or expenses incurred on behalf of YRC.

6.6 All withdrawals or transfers of funds must be signed or approved by 2 authorised signatories for any amount over the limit as set from time to time by the Board.

Association is non-profit

6.7 Subject to the Act and the Regulation, YRC must apply its funds and assets solely in pursuance of the objects of YRC and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

Distribution of property on winding up of Association

- 6.8 Subject to the Act and the Regulations, in a winding up of YRC, any surplus property of YRC is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 6.9 In this clause, a reference to the surplus property of an Association is a reference to that property of YRC remaining after satisfaction of the debts and liabilities of YRC and the costs, charges and expenses of the winding up of YRC.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

Change of name, objects and constitution

- 6.10 An application for registration of a change in YRC's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

Custody of books etc

- 6.11 Except as otherwise provided by this constitution, all records, books and other documents relating to YRC must be kept in New South Wales:
- 6.11.1 at the main premises of YRC, in the custody of the public officer or a member of YRC (as the Board determines), or
- 6.11.2 if YRC has no premises, at YRC's official address, in the custody of the public officer.

Inspection of books etc

- 6.12 The following documents must be open to inspection, free of charge, by a member of YRC at any reasonable hour:
- 6.12.1 records, books and other financial documents of YRC,
- 6.12.2 this constitution,
- 6.12.3 minutes of all Board meetings and general meetings of YRC.
- 6.13 A member of YRC may obtain a copy of any of the documents referred to in clause 6.12 on payment of a fee of not more than \$1 for each page copied.
- 6.14 Despite clauses 6.12 and 6.13, the Board may refuse to permit a member of YRC to inspect or obtain a copy of records of YRC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of YRC.

Service of notices

- 6.15 For the purpose of this constitution, a notice may be served on or given to a person:
- 6.15.1 by delivering it to the person personally, or
- 6.15.2 by sending it by pre-paid post to the address of the person, or
- 6.15.3 by sending it by some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 6.16 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 6.16.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and

6.16.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

6.16.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Financial year

6.17 The financial year of YRC is:

6.17.1 the period of time commencing on the date of incorporation of YRC and ending on the following 30 June, and

6.17.2 each period of 12 months after the expiration of the previous financial year of YRC, commencing on 1 July and ending on the following 30 June.

Public Fund

6.18 Donations will be deposited into the public fund listed on the Register of Cultural Organisations to be known as “Young Regional Conservatorium Donation Fund”.

6.19 These monies will be kept separate from other funds of YRC and will only be used to further the objects of YRC.

6.20 Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

6.21 The public fund will be administered by the Board or a sub-committee of the Board, 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 objective of YRC.

6.22 No monies/assets in the public fund will be distributed to members or office bearers of YRC, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund.

6.23 If upon winding up or dissolution of the public fund there remain, after satisfaction of all its debts and liabilities, 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, 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 and listed on the Register of Cultural Organisations.

6.24 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.