

RULES OF CANBERRA PHILHARMONIC SOCIETY INC.

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RULES OF THE "CANBERRA PHILHARMONIC SOCIETY
INCORPORATED

(As substituted at the annual general meeting
of the Society held on 23 February 1993)

PART I – PRELIMINARY

1. Interpretation

(1) In these rules, unless a contrary intention appears '**financial year**' means the year ending on 31 December; '**member**' means a member, however described, of the Society; '**the committee**' means the executive committee of the Society; '**the Society**' means the 'Canberra Philharmonic Society Incorporated'; '**the Act**' means the *Associations Incorporation Act 1991*; '**the Regulations**' means the *Associations Incorporation Regulations*; '**voting member**' means a member entitled under these rules to vote at a general meeting of the Society;

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. Incorporation of Society

'Canberra Philharmonic Society Incorporated' is an incorporated association within the meaning of the Act.

3. Objects

The objects of the Society, for the purposes of section 29 of the Act. are:

(a) to present light operas, operettas, musical comedies, choral and vocal works, concerts and all other forms of musical theatre.

(b) to foster and extend the love of music and to encourage the study and appreciation of all forms of musical expression.

PART II – MEMBERSHIP

4. Membership qualifications

- (1) Any person who supports the objects of the Society may apply to the secretary to become a member of the Society in one or other of the following categories:
 - (a) a subscribing member at the appropriate single rate or at the family rate;
 - or
 - (b) an associate member.

- (2) The family rate of subscribing membership is available to:
 - (a) any married couple or couple living in a defacto relationship and such of their children as live with their parents as part of the one household; and
 - (b) any single parent and such of his or her children as live with that parent as part of the one household.

- (3) An application for membership;
 - (a) shall be made in writing;
 - (b) shall specify the category and, where appropriate, the rate of membership applied for;
 - (c) where the family rate applies, shall specify the person or persons in addition to the applicant to whom the membership is to apply and shall indicate in each case, that person's relationship to the applicant and whether that person resides in the same household as the applicant;
 - (d) shall be accompanied by the relevant annual subscription; and
 - (e) shall be lodged with, or posted to, the secretary.

- (4) No prescribed form of application is required, but the secretary shall, on request, make available to any intending applicant an application for membership in a form approved by the committee.

- (5) Any person who wishes to participate in a Society production shall, if not already a subscribing member, sign an agreement, to be included in the audition form, that the person will, if cast in the production, become a subscribing member on or before the first rehearsal.

- (6) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.

- (7) Where the committee determines to approve an application for membership, then provided the annual subscription has been paid, the secretary shall notify the applicant accordingly and enclose the appropriate membership card and receipt.

- (8) The secretary shall, at the same time enter the applicant's name in the register of members in the appropriate category of membership and, upon the name being so entered, the applicant shall become a member of the Society.

5. Privileges of subscribing members

(1) A person whose application for membership as a subscribing member has been approved and who has paid the annual subscription at the appropriate single rate is entitled:

- (a) subject to selection in accordance with the by-laws, to participate in public performances and productions presented by the Society;
- (b) to vote at general meetings of the Society;
- (c) to stand for election to the committee;
- (d) to attend functions organised by the Society;
- (e) to make bookings for Society performances and productions at concessional rates as determined from time to time by the committee; and
- (f) to such other privileges as may be determined by the committee or by the Society in general meeting.

(2) A person whose application for membership as a subscribing member has been approved and who has paid the appropriate annual subscription at the family rate is entitled to all the privileges referred to in paragraphs (a),(c),(d),(e) and (f) of subrule (1) and shall, in addition, be entitled to two votes at general meetings of the Society.

6. Privileges of Associate Members

A person whose application for membership as an associate member has been accepted and who has paid the appropriate annual subscription is entitled to all the privileges of a subscribing member except those specified in sub-paragraphs (a),(b) and (c) of rule 5. An associate member who wishes to perform in a Society production, to vote at a general meeting of the Society, or to stand for a position on the committee, may apply to become a subscribing member and upon payment of the difference between the annual subscription of an associate member and a subscribing member, shall be entered in the register of members as a subscribing member. Associate members are to be known collectively as 'Friends of Philharmonic'.

7. Life members

As a mark of gratitude and respect for longstanding and distinguished service to the Society, the committee may recommend to an annual general meeting the appointment of such person or persons as may be considered appropriate, to be life members of the Society and the voting members at that meeting may decide to appoint or to decline to appoint such person or persons accordingly.

8. Privileges of life members

A person duly appointed as a life member of the Society is entitled to all the privileges of a subscribing member referred to in subrule 5(1) and, in addition, is entitled:

- (a) to two complimentary tickets to each Society production except where the Society is liable for the cost of the tickets;
- (b) to one complimentary program for each Society production for which complimentary tickets are issued;
- (c) to have his or her name listed on the Society's Honour Board;
- (d) to receive a numbered Life Membership card; and
- (e) to exemption from payment of any annual subscriptions or other membership fees of whatsoever kind.

9. Honorary members

Any person who has rendered or is rendering service to the Society, which is deserving of recognition may be elected as an honorary member of the Society by the committee for such period as the committee determines.

10. Privileges of honorary members

A person duly appointed as an honorary member of the Society is entitled, for the duration of that membership, to all the privileges of a subscribing member except those specified in subparagraphs (b) and (c) of rule 5.

11. Membership entitlements not transferable

All right, privilege or obligation, which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

12. Cessation of membership

A person ceases to be a member of the Society if the person:

- (a) dies;
- (b) resigns from membership of the Society;
- (c) is expelled from the Society; or
- (d) fails to renew membership of the Society.

13. Resignation of membership

(1) A member who has paid all amounts payable by the member to the Society may resign his or her membership by giving notice in writing to that effect to the secretary and, upon service of that notice, the member ceases to be a member.

(2) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

14. Subscriptions

(1) The subscription for each calendar year payable by subscribing members (at the family rate and the single rate) and by associate members respectively, shall be such amount as the committee may from time to time determine.

(2) The committee may, in its discretion, determine such concessional rates of subscription from time to time as it considers appropriate.

(3) Where the committee has not, by 31 December in any year, determined the subscriptions payable for the following calendar year, the subscriptions for that following year shall be the same as for the immediately preceding year.

(4) Subject to subrule (6) the annual subscription is due and payable on 31 December in each calendar year.

(5) Subject to subrule (6), a member who fails to pay the relevant subscription within two calendar months of the date on which it falls due shall be deemed, for the purposes of rule 12(d), to have failed to renew his or her membership and shall thereupon cease to be entitled to the relevant privileges of membership.

(6) Notwithstanding any other provisions herein contained, the committee may, in its discretion, waive payment of, or extend the time for payment of, or reduce the amount of, the subscription payable by a member whether or not the due date for payment of that subscription has passed.

15. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 14.

16. Disciplining of members

- (1) Where the committee is of the opinion that a member:
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society, the committee may, by resolution:
 - (c) expel the member from the Society; or
 - (d) suspend the member from such rights and privileges of membership of the Society as the committee may determine for a specified period.
- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of that notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in subrule (2), the committee shall:
 - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) Where the committee confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 17.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with subrule 17(4).

17. Right of appeal of disciplined member

(1) A member may appeal to the Society in general meeting against a resolution of the committee which is confirmed under subrule 16(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) Upon receipt of a notice under subrule (1), the secretary shall notify the committee, which shall convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.

(3) Subject to section 50 of the Act, at a general meeting of the Society convened under subrule (2):

(a) no business other than the question of the appeal shall be transacted;

(b) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

(c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 16(4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 16(4), that resolution is confirmed.

PART III - THE COMMITTEE

18. Powers of the committee

(1) The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the Society in general meeting:

- (a) shall control and manage the affairs of the Society;
- (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these rules to be exercised by the Society in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

(2) Without limiting the generality of the previous subrule, the committee:

- (a) shall ensure proper and timely compliance with all the requirements of the act, the Regulations and these rules;
- (b) may from time to time appoint such Patron or Patrons of the Society as it considers appropriate;
- (c) subject to section 4 and subsection 14(2) of the Act, may employ or otherwise engage the services of such persons as it considers necessary or desirable for the proper and efficient management and conduct of the Society or its productions or activities and, in any such case, on such terms and conditions as to salary, expenses or other remuneration as the committee thinks fit;
- (d) may make by-laws, not inconsistent with the Act, the Regulations or these Rules for the internal management of the affairs of the Society and any such by-laws, as in force from time to time, shall be as valid and binding on the Society and its members as if the same were contained in these Rules; and
- (e) may, pursuant to the by-laws or otherwise as the committee considers appropriate, appoint such sub-committees as the committee considers necessary or desirable for the proper discharge of the functions of the Society.

19. Constitution and membership

(1) The committee shall consist of:

- (a) the office-bearers of the Society;
- (b) 7 ordinary committee members;

each of who shall be elected pursuant to rule 20 or appointed in accordance with subrule (5) of this rule.

(2) The immediate past president shall be entitled to attend meetings of the committee during the year immediately following that in which that person was president, but shall not be entitled to vote.

(3) The office-bearers of the Society shall be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.

- (4)
- (a) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election and subject to subrule (b) is eligible for re-election.
 - (b) No person shall hold either of the offices of president or vice president for more than three years consecutively.
- (5)
- (a) In the event of a vacancy in the position of an office-bearer of the Society, the committee may appoint one of its members to fill the vacancy;
 - (b) In the event of a vacancy in the ordinary membership of the committee, the committee may appoint a member of the Society to fill the vacancy; and
 - (c) In either such case the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

20. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary committee members:
- (a) shall be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the secretary of the Society not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) Only subscribing members and life members of the Society may be nominated for election to the committee.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be elected or rejected by the vote of the members in accordance with rule 41 and further nominations shall be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be elected or rejected by the vote of the members in accordance with rule 41.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a vote of members shall be taken in accordance with rule 41.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

21. Secretary

- (1) The secretary of the Society shall, as soon as practicable after being appointed as secretary, notify the Society of his or her address.
- (2) The secretary shall keep minutes of;
 - (a) all elections and appointments of office-bearers and ordinary committee members;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (4) Subject to the provisions of section 57(2) of the Act, the secretary shall be the public officer of the Society.
- (5) For the purposes of rule 18(2)(a), the secretary shall maintain an up-to-date copy of the Act and Regulations, and shall keep the committee informed, from time to time as occasion requires, of any relevant requirements of the Act and Regulations, and shall be responsible for the lodgement with the Registrar of Incorporated Associations of all notices, returns or other documents required by the Act or Regulations, from time to time, to be so lodged by the Society.
- (6) Subject to the directions of the committee, the secretary shall be responsible for conducting all correspondence on behalf of the Society and for calling general meetings of the Society from time to time as required by the Act and these rules.
- (7) The secretary shall perform such other duties as may be required from time to time by the president or the committee.

22. Custody of books

Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Society.

23. Inspection of books

The records, books and other documents of the Society shall be open to inspection at a place in the Territory, free of charge, by a member of the Society at any reasonable hour.

24. Common seal

- (1) The common seal of the Society shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of the president or vice-president and the secretary or of 2 other members of the committee appointed by the committee for that purpose.

25. Master copy of Rules and By-laws

The secretary shall maintain the master copy of the rules and by-laws, shall ensure that all amendments are properly recorded, and shall promptly notify members from time to time of the details of any such amendments.

26. Treasurer

(1) The treasurer of the Society shall:

- (a) collect and receive all moneys due to the Society and make all payments authorised by the Society;
- (b) keep correct accounts and books in accordance with section 71 of the Act showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

(2)

- (a) The treasurer shall open and maintain all such bank accounts in the Society's name and with such banks as the committee may from time to time direct.
- (b) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the appropriate bank account of the Society.
- (c) As soon as practicable after receiving any money, the Treasurer shall issue, or cause to be issued, an appropriate receipt.
- (d) The treasurer shall prepare and submit to the committee, from time to time as required, a statement of the Society's financial affairs in such form as the committee may require.
- (e) For the purposes of section 72(1) of the Act, the treasurer shall submit to the committee, as soon as practicable following the completion of the financial year, a statement of the Society's accounts which satisfies the requirements of section 72(2).
- (f) For the purposes of section 74 of the Act, the treasurer shall cause the Society's accounts to be audited within the time prescribed by, and by an auditor who satisfies the requirements of, the Act.
- (g) The treasurer shall at all times maintain appropriate insurance policies, in such amount and with such reputable insurance company or companies as may from time to time seem appropriate, in order to protect the Society against insurable risks, including, but not necessarily limited to property insurance, public liability insurance, workers' compensation for paid employees and voluntary workers, cash-in-transit insurance and the like.

27. Cheques and negotiable instruments

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the president, vice-president, secretary, treasurer and office manager or by such other persons as the committee may direct or as may be required by law.

28. Vacancies

(1) For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Society;
- (c) resigns the office;
- (d) is removed from office pursuant to rule 29;
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63(1) of the Act; or
- (h) is absent without the consent of the committee from more than three consecutive meetings of the committee.

29. Removal of committee members

The Society in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

30. Committee meetings and quorums

(1) The committee shall meet from time to time as may be necessary for the proper management of the affairs of the Society and shall, in any event, meet at least once per month except in January, at such place and time as the committee may determine.

(2) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 5 days (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

(3) Notice of a meeting given under subrule (2) shall specify the general nature of the business to be transacted at the meeting and shall be accompanied by the minutes of the previous meeting. No business other than the business so specified shall be transacted at the meeting, except where the committee otherwise agrees.

(4) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting, of the committee.

(5) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(6) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

(7) At meetings of the committee:

- (a) the president or in the absence of the president, the vice-president shall preside; or
- (b) if the president and the vice-president are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

(8)

(a) A written resolution agreed to and signed by all committee members shall be as valid and effectual in all respects as a resolution passed at a duly convened meeting of the committee.

(b) The secretary shall ensure that the original signed copy of any such resolution is properly recorded as part of the minutes of the committee's meetings.

(9) Between meetings of the committee, but subject always to any directions or limitations which the committee may impose, the president, or in his or her absence, the vice-president, together with the secretary and the treasurer is authorised to perform the powers and the functions of the committee.

31. Delegation by committee to sub-committee

(1) The committee may, by instrument in writing, delegate to 1 or more sub-committees (consisting of such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function, which is a function, imposed on the committee by the Act, by any other law of the Territory, or by resolution of the Society in general meeting.

(2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have it if had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

32. Voting and decisions

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to subrule 30(4), the committee may act notwithstanding any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV - GENERAL MEETINGS

33. Annual general meetings - holding of

(1) The Society shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.

(2) Subrule (1) has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

34. Annual general meetings - calling of and business at

(1) The annual general meeting of the Society shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.

(2) The business to be transacted at an annual general meeting shall include:

- (a) confirmation of the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) reception of the committee reports on the activities of the Society during the last preceding financial year;
- (c) reception of and consideration of the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act;
- (d) appointment of an honorary solicitor and an auditor satisfying the requirements of section 74 of the Act;
- (e) any recommendation from the committee as to the appointment of life members of the Society;
- (f) any motion of which notice has been given under rule 36 (1) or (2) or which may be proposed by leave of the meeting under rule 36(3); and
- (g) any other general business for discussion or recommendation to the incoming committee.
- (h) Election of members of the committee, including office-bearers;

(3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 36.

(4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

35. General meetings - calling of

(1) The committee may, whenever it thinks fit, convene a general meeting of the Society.

(2) The committee shall, on the requisition in writing of not less than 12 voting members, convene a general meeting of the Society.

(3) A requisition of voting members for a general meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisition;
- (c) shall be lodged with the secretary; and may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

(4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of voting members for the meeting is lodged with the secretary, any

1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.

(5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

36. Notices

(1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, and shall at the same time cause a copy of the notice to be displayed on the Society's notice board or notice boards.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution and shall at the same time cause a copy of the notice to be displayed on the Society's notice board or notice boards.

(3) Motions not specified in the notice convening a general meeting shall not be dealt with at the meeting except with the approval of a majority of not less than three-quarters of those voting members who vote in person or by proxy.

(4) A voting member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who, subject to the requirements of subrules (1) and (2), shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

(5) During the week before the date fixed for the annual general meeting of the Society, the secretary shall make available to any member on request a copy of the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.

37. Censure motion

No motion of censure in respect of any act or omission of the committee shall be deemed to have been duly passed unless it is passed by at least three-quarters of those voting members of the Society who vote in person or by proxy.

38. General meetings - procedure and quorum

(1) No item of business shall be transacted at a general meeting unless a quorum of voting members is present during the time the meeting is considering that item.

(2) 20 voting members present in person constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.

(4) 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 not less than 15) shall constitute a quorum.

39. Presiding member

(1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the Society.

(2) If the president and the vice-president are absent from a general meeting, the voting members present shall elect 1 of their number to preside at the meeting.

40. Adjournment

(1) The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subrules (1) and (2), 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.

41. Making of decisions

(1) Except where the voting members decide that a ballot is required, a question arising at a general meeting of the Society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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 the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

(4) Where the voting members decide that a ballot is required, the ballot shall be conducted in such manner as the presiding member may determine.

42. Voting

(1) Subject to subrule 5(2) and to subrule (3) of this rule, upon any question arising at a general meeting of the Society a member has 1 vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

(4) Except where otherwise required by the Act, the Regulations or these rules, motions shall be decided by a simple majority of voting members voting in person or by proxy.

43. Appointment of proxies

(1) Each voting member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

PART V – MISCELLANEOUS

44. Funds - source

The funds of the Society shall be derived from annual subscriptions, donations, fundraising activities organised by, or with the approval of the executive, the public performance of musical theatre or other presentations falling within the objects of the Society and, subject to section 114 of the Act, such other sources as the committee from time to time determines.

45. Funds - management

Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the committee from time to time determines.

46. Alterations of objects and rules

Neither the objects of the Society referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

47. Amendment or disallowance of by-laws

(1) The voting members of the Society may, by special resolution, at any general meeting of the Society, amend or rescind any by-law made by the committee.

(2) Where a by-law has been so amended or rescinded, no by-law, being the same in substance as the by-law prior to its amendment or the rescinded by-law, as the case may be, shall be made by the committee except with the prior approval of the voting members of the Society at a general meeting convened for that purpose.

48. Service of notices

(1) For the purpose of these rules, a notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

49. Surplus property on dissolution or winding-up

(1) If, on the dissolution or the completion of the winding-up of the Society, there remains any 'surplus property' of the Society within the meaning of section 92 of the Act, that property shall not be paid to or distributed among its members but shall be given or transferred to some other fund, authority or institution in Australia:

- (a) which has objects similar to the objects of the Society;
- (b) whose rules prohibit the distribution of its or their income among its or their members;
- (c) which is eligible for tax deductibility of donations under section 78(1)(a) of the Income Tax Assessment Act 1936, and
- (d) which is listed on the Register of Cultural Organisations maintained under the Act.

(2) The Society may at any time, prior to the dissolution or winding up of the Society, pass a special resolution nominating a fund, authority or institution for the purposes of section 92(1)(b) of the Act in which it is to vest its' surplus property in the event of dissolution or winding up.

50. Indemnity

Any member of the Society who, with the authority of the committee, incurs any liability on behalf of the Society shall be held indemnified against such liability the Society.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of CANBERRA PHILHARMONIC SOCIETY INCORPORATED

hereby appoint
(full name of proxy)

of
(address)

being a member of that incorporated Society, as my proxy to vote for me on my behalf at the general meeting of the Society (annual general meeting or other general meeting, as the case may be) to

be held on the day of

19..., and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against *(delete as appropriate)* the resolution *(insert details)*.

(Signature of member appointing proxy)

*
(To be inserted desired)

Date:

NOTE: A proxy vote may not be given to a person who is not a member of the Society.

CANBERRA PHILHARMONIC SOCIETY INCORPORATED

BY-LAWS

(as at *** ***** 1994)

PART I - PRELIMINARY

1. Interpretation

- (1) The provisions of rule 1 of the Society's rules shall apply to the interpretation of these by-laws as if these by-laws were rules.
- (2) In addition, in these by-laws, unless the contrary intention appears:

"the hut" means the land and premises owned by the Society situated at 18 Collie Street, Fyshwick, ACT;

'library materials' means musical scores, librettos, scripts and other books, records and musical and literary resources of the Society.

'Standard Operating Procedures' means the list of functions and duties to be performed by individuals and committees ('SOPs').

PART II - ANNUAL APPOINTMENTS

2. Managerial and other appointments

- (1) At its first meeting following the annual general meeting at which it is elected, the Executive shall make the following managerial appointments for the following year:

- (a) a business manager;
- (b) a promotions manager;
- (c) an orchestra manager;
- (d) a properties manager;
- (e) a wardrobe manager;
- (f) a hut manager;
- (g) a librarian;
- (h) an archivist;
- (i) a make-up co-ordinator;
- (j) a Take 5 editor

- (2) The duties and responsibilities of each of the appointees referred to in this by-law shall be as set out in the Standard Operating Procedures.

PART III - STANDING COMMITTEES

3. Appointment of committees

(1) At its first meeting following the annual general meeting at which it is elected, the Executive shall appoint the following standing committees for the ensuing year:

- (a) a business committee;
- (b) a promotions committee;
- (c) a production selection committee;
- (d) a life members' committee; and
- (e) any other committees as required from time to time by the Executive, eg, fundraising, membership.

(2) The composition and functions of each of the committees referred to in this by-law shall be as set out in the succeeding by-laws or as otherwise described by the Executive..

4. Business committee

(1) Membership

The business committee shall consist of:

- (a) the business manager as chairperson and convener;
- (b) the treasurer;
- (c) not less than two other members, of whom at least one shall be an Executive member and of whom one shall be appointed as the secretary of the committee.

(2) Functions

The duties and responsibilities of the members of the Business Committee shall be as set out in the SOPs.

5. Promotions committee

(1) Membership

The promotions committee shall consist of:

- (a) the promotions manager as chairperson and convener;
- (b) not less than two other members, of whom at least one shall be an Executive member and of whom one shall be appointed as the secretary of the committee.

(2) Functions

The duties and responsibilities of the members of the Promotions Committee shall be as set out in the SOPs.

6. Production Selection Committee

(1) Membership

The production selection committee shall consist of not less than 4 members, of whom at least one shall be an Executive member, and one of whom shall be appointed as the secretary of the committee.

(2) Functions

The duties and responsibilities of the members of the Production Selection Committee shall be as set out in the SOPs.

7. Life members' committee

(1) Membership

The life member committee shall consist of:

- (a) two life members; and
 - (b) one Executive member, not being a life member.
- (2) Functions

The duties and responsibilities of the members of the Life Members' Committee shall be as set out in the SOPs.

PART IV - PRODUCTION APPOINTMENTS

8. Appointments

(1) In respect of each production of the Society, the executive shall appoint, as required;

- (a) a director
- (b) a musical director;
- (c) a choreographer;
- (d) a production manager;
- (e) a production secretary;
- (f) a set designer;
- (g) a set construction manager;
- (h) a costume designer;
- (i) a wardrobe mistress;
- (j) a lighting designer;
- (k) a stage manager;
- (l) a props manager;
- (m) such other production personnel as it considers necessary or desirable for the successful mounting of the production.

(2) The duties and responsibilities of each of the appointees referred to in this by-law shall be as set out in the SOPs or as otherwise described by the Executive. All production personnel are required to attend Production meetings.

(3) When no suitable appointment can be made from amongst the members of the Society, the committee shall engage professional assistance on such terms and conditions as to remuneration and otherwise as the committee determines.

PART V - THE CASTING OF PRODUCTIONS

9. Casting committee

In respect of each production of the Society, the Executive shall appoint a casting committee comprising:

- (a) the president, or his or her nominee as chairperson;
- (b) the director;
- (c) the musical director; and
- (d) any other personnel as the Executive may from time to time think fit.

10. Functions of casting committee

(1) Specialists including, but not limited to, choreographer, assistant director, assistant musical director, may attend auditions, but shall not vote on casting. Their input may be discussed in committee. Only the casting committee and invited specialists shall be present during audition.

(2) Changes to Cast

(a) Principals - The casting committee may make such changes as considered desirable in the cast for a scheduled production at any time up to and including the date four weeks prior to the last rehearsal for the production.

(b) Chorus - The casting committee may make such changes as considered necessary in the cast of chorus members for a scheduled production during the period of four weeks preceding the last rehearsal for the production.

PART VI - RESPONSIBILITIES OF CAST MEMBERS

11. Auditions

Subject to the provisions of rule 5 of the Rules of the Society, any person who wishes to participate in a production of the Society shall undertake an audition before the casting committee.

12. Rehearsals

A person cast in a Society production shall -

(a) attend all rehearsals unless timely advice is given to the stage manager or person in charge of rehearsals.

Unsatisfactory attendance and/or behaviour shall render a member liable to removal from the cast;

(b) be on time and remain for the full rehearsal period or until given approval to leave by the person in charge of rehearsals;

(c) be silent once the musical director, or other person in charge starts work. Executive members are to facilitate the observance of this rule); and

13. Performances

A person cast in a Society production shall:

(a) arrive at the performance venue not less than thirty minutes before the scheduled starting time of the performance or at such other time as notified by the stage manager;

(b) refrain from drinking alcohol or smoking in the theatre;

(c) not go front-of-house for any reason unless with the authority of the stage manager;

(d) maintain acceptable conduct in the theatre, keep dressing rooms in a clean and tidy condition, and comply with the directives of the stage manager; and

(e) provide timely advice to the stage manager and director in the event of not being able to attend a particular performance.

14. Other responsibilities

A person cast in a Society production shall also assist, as appropriate, in set construction, making of costumes and properties, 'bumping-in' and 'bumping-out' of the theatre and in any other respect reasonably necessary for the mounting of the production.

15. Performance fees

Performance fees shall not, under any circumstances, be paid to members of the Society.

PART VII - OFFICE MANAGER

16. Office manager - appointment

The Executive may appoint office managers on such terms and conditions as to remuneration and otherwise as may be mutually agreeable.

17. Office manager - duties

The duties and responsibility of the office managers referred to in this by-law shall be as set out in the SOPs.

PART VIII - MISCELLANEOUS

18. Change of member's name, address etc

As soon as possible after the occurrence of any change in the name or address of a member or of any change in the personal circumstances of a member which affects the category or rate of membership of the member or his or her eligibility to remain a member of the Society, the member shall notify the secretary in writing accordingly.

19. Historical records

When the records of the Society are no longer required for its current operations, they are to be lodged in the National Library of Australia.

20. Workshop attendance register

An attendance register shall be maintained at the workshop and each person attending the workshop as a Society volunteer shall sign the register.

21. Presentations

Presentations shall not normally be made on stage whilst the curtain is raised.

22. Notification of transactions

Where the Executive enters into any mortgage, debenture, charge, pledge, contract or other agreement of any nature whatsoever involving a financial commitment on behalf of the society in excess of \$20,000 the Executive shall, as soon as practicable and in any event not later than 14 days after the date hereof, notify the members in writing of the transaction and reasons therefore.