

Mount Lofty SINGERS

Name	2
Definitions	2
Objects	2
Powers of the Association	2
Membership	2
Types of membership	2
Subscriptions	3
Resignations	3
Expulsion of a member	3
Register of members	4
The Committee	4
Powers and duties	4
Appointment	4
Duties of officers	5
Proceedings of committee	5
Disqualification of committee members	6
The Seal	6
General Meetings	6
Annual general meetings	6
Special general meetings	7
Notice of general meetings	7
Proceedings at general meetings	8
Voting at general meetings	8
Secret ballot at general meetings	8
Special and ordinary resolutions	9
Minutes	9
Dispute Resolution	9
Financial Reporting	9
Financial year	10
Accounts to be kept	10
Accounts and reports to be laid before members	10
Appointment of auditor	10
Prohibition against Securing Profits for Members	11
Winding Up	11
Application of Surplus Assets	11
Rules	12

RULES

1. NAME

The name of the incorporated association is 'Mount Lofty Singers Incorporated', referred to herein as 'MLS'.

2. DEFINITIONS

'committee' means the committee of management of MLS

'general meeting' means a meeting of members of MLS (annual or special) convened in accordance with these rules

'member' means a financial or life member of MLS

'the Act' means the Associations Incorporation Act 1985

'special resolution' means a special resolution as defined in the Act

'month' means a calendar month

'financial year' means from 01 January to 31 December each year

3. OBJECTS

The objects of MLS are:

- a) to promote, foster and practise the art of choral and other music, hereunder called 'music'
- b) to promote public awareness, knowledge and appreciation of music
- c) to provide opportunity for choir members to further their musical expertise in a supportive and friendly environment

4. POWERS OF THE ASSOCIATION

- a) MLS shall have all the powers conferred by section 25 of the Act.
- b) MLS shall have the power to do all things and to take all actions which are appropriate and conducive to the achievement of its objects.

5. MEMBERSHIP

5.1 Types of membership

- a) There shall be provision for the following types of membership:
 - i) members
 - ii) life members as determined from time to time by the committee.
All future subscriptions will be waived for life members.

- b) Any person who applies in writing for membership to the Treasurer and agrees to abide by the Rules of MLS shall be a member upon payment of the subscription in full.

5.2 Subscriptions

- a) The subscription fees for membership shall be such sum as the committee shall determine before the end of the financial year prior to the next AGM.
- b) Any membership shall be deemed to have lapsed if a member has not paid the subscription fee two (2) months after it becomes due, provided that the member has been reminded of the fact by the Treasurer in writing and that the member has been given one (1) month to pay the overdue subscription fee.

5.3 Resignations

A member may resign from membership of MLS by giving written notice to the Secretary of MLS. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to MLS.

5.4 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of MLS.
- b) Particulars of the charge shall be communicated to the member at least one (1) month before a meeting of the committee at which the matter will be determined. If the member is also a member of the committee, the member will withdraw from the committee meeting at which the matter is determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall (subject to rule 5.4d below) cease to be a member fourteen (14) days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to MLS at a general meeting. Notice to appeal shall be communicated to the Secretary of MLS within fourteen (14) days after the determination of the committee has been communicated to the member.
- e) On receipt of the notice to appeal a general meeting shall be convened in accordance with rule 8.3a (ii).
- f) In the event of an appeal under rule 5.4d above, the appellant's membership of MLS shall not be terminated unless the determination of the committee to expel the member is upheld by the members of MLS in general meeting after the appellant has been heard by the members of MLS, and in such event

membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of members

A register of members must be kept and contain:

- i) the name, address, phone number(s) and email address of each member
- ii) the date on which each member was admitted to MLS, and
- iii) if applicable, the date of and reason(s) for termination of membership.

6 THE COMMITTEE

6.1 Powers and duties

- a) The affairs of MLS shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things which are within the objects of MLS and which are not by the Act or by these rules required to be done by MLS in general meeting.
- b) The committee has the management and control of the funds and other property of MLS.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of MLS on which these rules are silent.
- d) At the first committee meeting following the annual general meeting each year the committee shall appoint or reappoint a public officer as required by the Act. The Public Officer is not required to be a member of MLS or its committee.

6.2 Appointment

- a) The committee shall consist of the following, each being elected at the annual general meeting:
President
Vice-President
Secretary
Treasurer
Promotions Officer
Librarian
up to three (3) other committee members
- b) The Music Director and the Accompanist shall be appointed by, and responsible to, the committee, and their appointments shall be confirmed by written notice by 30 November of each year for the year following.
- c) The Music Director and the Accompanist shall be entitled to attend committee meetings in a consultative capacity but shall have no voting rights.

- d) Committee members shall be appointed for a term of one year, and all shall be eligible for re-appointment.
- e) A member may stand for election by delivering a nomination form, signed by a proposer and the nominee, to the Secretary prior to the commencement of the annual general meeting. Nominations may also be accepted from the floor.
- f) The committee may appoint a member to fill a casual vacancy, and such committee member shall hold office until the next annual general meeting of MLS.

6.3 Duties of officers

- a) The **President** shall, whenever possible, preside at all meetings of MLS, and be responsible for the enforcement of all provisions of MLS rules, and for the preparation and presentation of reports from time to time.
- b) The **Vice-President**, in the absence of the President, shall assume all duties, powers and responsibilities pertaining to the office of the President.
- c) The **Secretary** shall normally be responsible for the keeping of correct minutes of proceedings and meetings, and for giving notice of meetings, proceedings, and matters to be brought before the committee, and shall carry out the instructions of the committee, as determined from time to time.
- d) The **Treasurer** shall be responsible for the financial affairs of MLS, including financial records and statements, and shall maintain a detailed record of all financial transactions of MLS, for presentation to the committee and general meetings as required.
- e) The **Promotions Officer** shall be responsible for the promotion of MLS including all publicity for any pursuits, festivals, productions, presentations, concerts, displays, exhibitions, functions, sales or any other lawful fundraising or promotional activity.
- f) The **Librarian** shall be responsible for the purchase or loan, maintenance and distribution to members of all music required by MLS.
- g) Other committee members may be appointed to perform special duties by the committee as required.
- h) Any outlays on behalf of MLS must be authorised by two office bearers.

6.4 Proceedings of committee

- a) The committee shall meet together for the dispatch of business at least five (5) times per year.

- b) Motions arising at any meeting of the committee shall be decided by a majority of votes and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the committee shall be one half of the members of the committee.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with MLS must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of MLS.

6.5 Vacancy on committee

- a) A committee member may resign from the committee by giving written notice to the Secretary.
- b) The office of a committee member shall become vacant if a committee member is:
 - disqualified from being a committee member by the Act
 - expelled as a member under these rules
 - permanently incapacitated by ill health
 - absent without apology from more than four meetings in a financial year.

7 THE SEAL

- a) MLS shall have a common seal upon which its corporate name shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minutes of meetings of MLS. The affixing of the seal shall be witnessed by any two of the following: President, Vice-President, Secretary, Treasurer.
- c) Every use of the common seal shall be attested by the officers so authorised in the following manner:

‘The Common Seal of the Mount Lofty Singers Inc. was applied in accordance with a resolution of the committee.

dated.....in the presence of

..... and

8 GENERAL MEETINGS

8.1 Annual general meetings

- a) The annual general meeting shall be held within sixty (60) days of the conclusion of the financial year of MLS.
- b) The order of business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) the consideration of the accounts and reports of the committee and the auditor's report
 - iii) the declaration of all offices being vacant
 - iv) the election of committee members
 - v) the appointment of an auditor
 - vi) any other business requiring consideration by MLS in general meeting.

8.2 Special general meetings

- a) The committee may call a special general meeting of MLS at any time.
- b) Upon a requisition in writing of not less than five (5) financial members of MLS, the committee shall, within thirty (30) days of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

8.3 Notice of general meetings

- a) Written notice of all general meetings shall be given to all members:
 - i) in the case of an annual general meeting at least fourteen (14) days before the date of the meeting
 - ii) in the case of a special general meeting at least twenty-one (21) days before the date of the meeting.Such notice shall state clearly where and when the meeting will be held, and the purpose for which the meeting is to be called.
- b) A notice may be given by MLS to any member by serving the member with the notice personally, or by sending it by post or email to the address appearing in the register of members.
- c) Where a notice is sent by post:
 - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

- d) Where a notice is sent by email:
 - (i) the service is effected by properly addressing the email and sending it
 - (ii) unless the contrary is proved, service will be taken to have been effected within forty-eight (48) hours of dispatch.

8.4 Proceedings at general meetings

- a) Thirty (30) percent of members shall constitute a quorum for the transaction of business at any general meeting.
- b) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present shall form a quorum.
- c) Subject to rule 8.4d, the President shall preside as chairperson at a general meeting of MLS.
- d) If the President is not present within five (5) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of the meeting.

8.5 Voting at general meetings

- a) Subject to rule 8.5b, every member of MLS has only one vote at a meeting of MLS.
- b) The chairperson shall be entitled to a casting vote in addition to a deliberative vote.
- c) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting. There shall be no voting by proxy or by post.
- d) Unless a secret ballot is demanded by at least five (5) members, a question for decision at a general meeting may be determined by a show of hands.

8.6 Secret ballot at general meetings

- a) If a secret ballot is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the secret ballot is the resolution of the meeting on that question.

- b) A secret ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other secret ballot may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a) A special resolution means, where the rules of MLS provide for the membership of MLS -- a resolution passed at a duly convened meeting of the members of MLS if:
 - i) at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of MLS; and
 - ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of MLS as, being entitled to do so, vote in person at that meeting.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9. MINUTES

- a) Proper minutes of all proceedings of general meetings of MLS and of meetings of the committee shall be finalised and distributed within one month after the relevant meeting and retained in an electronic minutes log.
- b) The minutes kept pursuant to this rule must be confirmed by the members of MLS or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson at the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

- a) The dispute resolution procedure set out in this rule applies to disputes under these rules between:
 - i) a member and another member
 - ii) a member and MLS.
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.

- c) If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a member not more than six (6) months before the dispute occurred.

11 FINANCIAL REPORTING

11.1 Financial year

The financial year of MLS shall be from 01 January to 31 December.

11.2 Accounts to be kept

MLS shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of MLS in accordance with the Act.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the President's report and the Music Director's report, shall be laid before members at the annual general meeting.

11.4 Appointment of auditor

The committee shall appoint an auditor for each financial year of MLS.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of MLS shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration to a member for services rendered or expenses incurred on behalf of MLS.

13. WINDING UP

MLS may be wound up in the manner provided for in the Act.

14. APPLICATION OF SURPLUS ASSETS

- a) If after the winding up of MLS there remain 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects to MLS and which has rules that prohibit the distribution of its assets and income to its members.

- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. RULES

These rules may be altered (including an alteration to the name) by special resolution of the members of MLS. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, Adelaide, as required by the Act.

The registered rules shall bind MLS and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Lodged at the Office of Business and Consumer Affairs, Adelaide
11 April, 2019