

ORGAN MUSIC SOCIETY OF ADELAIDE INCORPORATED**CONSTITUTION****1. NAME**

The name of the Society is the Organ Music Society of Adelaide Incorporated, hereinafter referred to as the Society.

2. OBJECTS

The objects for which the Society is established are:-

- a) To promote the love of music in all of its branches.
- b) To encourage and develop interest in the enjoyment of organ music through performances, concerts, recitals, records, broadcasts, lectures and the like.
- c) To encourage composers and performers of music especially of organ music.
- d) To publish writings on musicians, music and musical instruments, especially relating to organists, organ, music and organs.
- e) To encourage the development of sound principles in the design, construction and installation of organs.
- f) To provide and encourage fellowship between all those having an interest in the objects of the Society.

3. POWERS

The Society shall be empowered within the provisions of the Associations Incorporation Act 1956-65 [as amended], and the provisions embodied in this constitution as follows:-

- a) To sell, purchase, lease, accept on lease, exchange or otherwise acquire or deal with and to hold any real or personal property or any interest therein for the purposes of the Society and for the aforesaid purposes, to execute all such transfers, deeds, mortgages, assurances, bills and promissory notes, instruments and documents as may be necessary to obtain title to such interest or real or personal property.
- b) To borrow and raise money for the furtherance of the objects of the Society or any of them upon security of any property of the Society as shall be necessary, provided that the terms and conditions thereof shall not cause the total payments of interest, on all borrowings of the Society, due within any 12 months, to exceed 50% of the total subscriptions income for the previous 12 months without approval of a special general meeting of the members.
- c) To invest money in any securities authorised by law for the investment of trust funds, or on deposit with any bank or registered building society.
- d) To acquire lease, hold, sell or otherwise deal in copyright in any literary, musical or dramatic work or book, or the performing or mechanical rights in respect of any musical or dramatic work or the limited copyright in any literary, musical or dramatic work or book either by assignment or licence.
- e) To improve, repair and maintain and insure against loss or damage any of the property of the Society and to discharge any outgoings properly payable in respect of such property and such outgoings shall have a first charge on the income of the Society.
- f) To pay all expenses and outgoings which may be incurred in carrying out the objects of the Society, and to write off all or any bad debts and make provision for all or any doubtful debts of the Society from time to time.
- g) To appoint and remove and pay such staff, either permanent or temporary, as may be necessary or desirable for the carrying out of the objects of the Society and to determine their duties and the terms of their employment, to fix salaries or other remuneration and to make superannuation provision for them or any of them and to make provision for the payment of all other statutory charges as are incidental to the employment of such staff.
- h) To solicit and apply for, receive and accept donations, subscriptions, endowments, gifts, grants and loans of money or any other property whether real or personal and whether or not subject to any special trusts or conditions provided that such trusts or conditions are not inconsistent with the objects of the Society.
- i) To appoint two Trustees, anyone of whom may act, to undertake and execute the trusts to which any property acquired by the Society is subject.
- j) The income and property of the Society whencesoever derived shall be directed towards the attainment of the objects of the Society and no portion thereof shall be transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith or remuneration to any officer, servant or member of the Society in return for services actually rendered to the Society, nor prevent the payment of interest on money borrowed from any member of the Society.
- k) To take over in toto the assets, liabilities, rights, duties and responsibilities of the unincorporated body known as the Organ Music Society of Adelaide, as from the date of incorporation of the Society.
- l) To do all such acts or things as are or may be incidental to or conducive to the attainment of the objects of the Society or any of them.

4. MEMBERSHIP

- a) The members of the Society shall be determined thus:
 - i) Those persons who at the date of incorporation of the Society were members of the unincorporated society known as the Organ Music Society of Adelaide, shall be deemed to be members of the Society and shall be deemed to have subscribed to the rules and conditions herein, providing that any member of the said Organ Music Society of Adelaide signifying his intention in writing not to be so bound, within 90 days of incorporation, shall cease forthwith to be a member without liability.
 - ii) Those persons who shall be admitted to membership pursuant to the provisions of section 14 hereof and who have not ceased to be members in accordance with the provisions of section 15 hereof or for any other reasons.
- b) Members shall pay to the Society such annual membership fee as shall from time to time be determined by the Society at a General Meeting.
- c) There shall be two categories of members, Ordinary and Corporate.
 - i) Ordinary members shall be those individuals who being eligible and subscribing to the rules herein have been admitted to membership in accordance with sections 4(a) and 14 or who have paid such entrance fee and subscriptions required from time to time.
 - ii) Corporate members shall be those bodies, associations, societies or groups both incorporate and unincorporate having objects wholly or partly consistent with the objects of this Society and who have paid such entrance fees and subscriptions required from time to time.
- d) The committee shall from time to time elect patrons and honorary life members to membership in the Society. The patron or any honorary member shall hold office until, by notice in writing to the Committee of the Society he resigns from his office or until, by resolution of a General Meeting his tenure of office or membership is terminated.

5. RIGHTS OF MEMBERS

- a) An ordinary member shall:-
 - i) be eligible for election as an officer of the Society or as a member of the Committee of Management.
 - ii) be entitled to nominate members for election to office in the Society or to membership of the Committee of Management.
 - iii) be entitled to attend, take part in, and vote at General Meetings of the Society.
 - iv) be entitled to encourage persons to be members of the Society.
 - v) be entitled to receive notice of the Society's meetings and of such other artistic and social activities of the Society as shall be determined by the Committee of Management.
 - vi) be entitled to receive a copy of each publication of any newsletter or journal as may be published from time to time by the Society.
 - vii) be entitled to receive such concessions in respect of the charges made for the Society's artistic or social activities as shall be determined from time to time by the Committee of Management.
 - viii) be entitled to make representation to the Committee of Management of the Society on all matters affecting the conduct of the Society.
 - ix) be entitled to such other benefits as the Committee of Management shall from time to time determine.
- b) A corporate member shall:-
 - i) be entitled to send one person as representative to attend, take part in and vote at General Meetings of the Society.
 - ii) be entitled to receive notice of the Society's meetings and of such other artistic and social activities of the Society as shall be determined by the Committee of Management.
 - iii) be entitled to receive a copy of each publication of any newsletter or journal as may be published from time to time by the Society.
 - iv) be entitled to such concessions for one person as a representative, in respect of the charge made for the Society's artistic or social activities as shall be determined from time to time by the Committee of Management.
 - v) be entitled to such other benefits as the Committee of Management shall from time to time determine.

6. OFFICERS AND THE COMMITTEE OF MANAGEMENT

- a) There shall be the following officers of the Society.
 - i) The Patrons or Honorary Life Members as shall from time to time be appointed by the members in General Meeting.
 - ii) The President.
 - iii) The Secretary.
 - iv) The Treasurer.
- b)
 - i) The governing body of the Society to which the Management of the Society shall be entrusted shall be the Committee of Management.
 - ii) The Committee of Management shall consist of Eight Ordinary members of the Society elected at a General Meeting of members.

7. ELECTION OF OFFICERS AND THE COMMITTEE OF MANAGEMENT

- a) At the first meeting of the Committee of Management after their election each year, all offices of the Society shall be declared vacant and a President, Secretary, Treasurer and other officers required from time to time shall be elected from the members of the Committee by ballot.
- b) The first President, Treasurer and Secretary and other officers of the Society shall be deemed to be those who, at the date of incorporation of the Society, held those respective offices in the unincorporated body known as the Organ Music Society of Adelaide, and those officers shall continue to hold such office until the first General Meeting of members of the Society after incorporation.
- c) At the first General Meeting of the Society, election to the Committee of Management shall be in the following manner:-
 - i) Eight members of the Society will be elected by ballot from those nominated in accordance with Sections 5a(ii). Of these, four members (to be determined by lot) shall hold office for a term of one year and the remaining four, for a term of two years.
 - ii) Thereafter at each successive annual general meeting, four members of the Committee of Management shall retire, being those members longest in office or those required to retire in accordance with Section 7c(i) above. Any retiring member of the Committee of Management shall be eligible for nomination for re-election.

The provisions of this sub-section shall be subject to the provisions of Section 7(e) hereof.

- d) Casual vacancies occurring among officers (other than patron) or members of the Committee of Management shall be filled by appointment by the Committee of Management. Any person so appointed shall retire on the date on which the person in whose place he has been appointed, would have retired if such person had served the full term for which he was elected.
- e) The office of President, Secretary, Treasurer or Member of the Committee of Management shall be vacated by the holder thereof -
 - i) If in the opinion of the Committee of Management expressed by resolution carried by at least a two-thirds majority of the total number of members of the Committee of Management whether or not present at the meeting at which such resolution is passed, he becomes unfit to perform, or incapable of performing the duties of his office or
 - ii) If by notice in writing to the Committee of Management he resigns from his office and his resignation is accepted by the Committee of Management.

8. PROCEDURE OF THE COMMITTEE OF MANAGEMENT

- a) The President, or in his absence, such other member of the Committee as shall be decided by the Committee, shall preside at meetings of the Committee.
- b) Five members shall constitute a quorum of the Committee of Management. Questions arising at any meeting of the Committee shall be decided by a majority of the votes of those present. The Chairman of the meeting shall have a deliberative vote and in the case of an equality of votes he shall also have a casting vote. Minutes shall be taken of all resolutions and proceedings of the Committee.
- c) The Committee shall proclaim from time to time such standing orders as may be required for the regulation of its business.
- d) A casual vacancy in the Committee of Management shall be deemed to have occurred if any one member thereof shall absent himself without leave of absence from four consecutive meetings of the Committee.
- e) The Committee of Management shall appoint from time to time such sub-committees comprised of its own members and/or other members of the Society for such purposes as may be required for the supervision, organisation and carrying out of the activities of the Society provided that acts of such sub-committees shall not breach any of the general powers of the Society as described in Sections 3 and 5 herein or fall outside the objects of the Society as detailed in Section 2 herein.
- f) The Committee of Management shall meet and conduct business at least once in each three calendar months.

9. POWERS OF THE COMMITTEE OF MANAGEMENT

The Committee of Management is empowered (subject to this constitution and to any direction by a General Meeting) to exercise all the powers vested in the Society by virtue of Sections 3 and 5 of this constitution.

10. FINANCE AND ACCOUNTS

- a) The Treasurer shall receive all funds of the Society and disburse the same. All moneys received on behalf of the Society shall be paid into a bank account in the name of the Society and shall be withdrawn from such account only with the authority of the Committee of Management and by cheque, signed by any two of the following persons; namely such members of the Committee of Management as shall be nominated from time to time by the Committee of Management for the purpose.
- b) The Treasurer shall, under the supervision of the Committee of Management, keep proper records and accounts of all moneys received and expended on behalf of the Society, and of the assets and liabilities of the Society.
- c) The Accounts of the Society shall as soon as practical after the 30th day of June in each year, and at such other times as the Committee of Management shall direct, be audited by a professional Accountant being a member of a recognised accounting body in Australia, who shall be appointed annually by the Annual General Meeting of the Society and who shall not be a member of the Society. A casual vacancy occurring in the office of Auditor, shall be filled by appointment by the Committee of Management. The Auditor shall report to the members at the Annual General Meeting and to the Committee of Management at such other times as it may require.

11. COMMON SEAL

The Committee of Management shall provide a Common Seal for the Society which shall be used only by authority of the Committee of Management and only in the presence of and attested by the signature of one member of the Committee of Management and countersigned by the Treasurer or Secretary or some other person appointed by the Committee of Management for that purpose.

12. PUBLIC OFFICER

The Public Officer of the Society for the purposes of the Associations Incorporation Act 1956-65 [as amended] or any amending or substituted legislation shall be such officer or other member of the Society as shall from time to time be appointed by the Committee of Management for the purpose.

13. GENERAL MEETINGS

- a) An Annual General Meeting of members of the Society shall be held within the Metropolitan area of Adelaide between the 1st day of July and the 30th day of September in each year. The time and place of Annual General Meetings shall be determined by the Committee of Management.
- b) The business of Annual General Meetings shall be:-
 - i) To receive and consider the report of the Committee of Management on the proceedings of the Committee of Management and of the Society for the year ended on the 30th day of June preceding the date of the Meeting.
 - ii) To receive and consider the statement of the accounts of the Society for the year ended on the 30th day of June preceding the date of the meeting and the Auditor's report thereon.
 - iii) To elect members of the Committee of Management and Auditors of the Society.
 - iv) To consider and, if thought fit, pass any resolution of which notice shall have been given in accordance with sub-section (d) or (e) hereof.
 - v) Subject to the provisions of section 18 hereof, to consider, and if thought fit, pass any resolution for addition to, repeal of, or amendment of this Constitution.
 - vi) To deal with any other business which may be lawfully brought forward.
- c)
 - i) The Committee of Management may, whenever it thinks fit so to do, convene a Special General Meeting of members of the Society.
 - ii) The Committee of Management shall convene a Special General Meeting of the Society on receiving a written requisition so to do signed by not less than 5% of the financial members of the Society and stating the objects for which the meeting is to be held. If the Committee of Management does not, within thirty days after the date of delivery of such a requisition, hold a meeting in accordance with its terms, the requisitionists may themselves convene the meeting, but any meeting so convened shall not be held more than three calendar months after the date of delivery of the requisition.
- d) One calendar month's notice in writing of an Annual General or Special General Meeting shall be given by the Committee of Management to each member and, subject to the provisions of sub-section (e) hereof, no business other than that of which notice has been given shall be brought forward at such meeting. The non-receipt of any such notice by a member shall not invalidate the proceedings at any General Meeting or any vote taken thereat.
- e) Unless a shorter notice shall be allowed by the Committee of Management, any member who intends to propose any resolution at a General Meeting shall give to the Committee of Management twenty-one days notice in writing of his intention (setting out the terms of the resolution in such notice) and the Committee of Management shall thereupon give notice in writing of the same to every member at least seven days before the meeting at which the resolution is to be proposed. The non-receipt of any such notice by a member shall not invalidate the vote taken on the motion for any such resolution.

- f) Every candidate for election as a member of the Committee of Management shall be nominated in writing. Nominations together with the candidate's written acceptance thereof, shall be lodged with the Secretary of the Society not later than the commencement of the Annual General Meeting at which the election is to take place.
- g) At all General Meetings the President or such other member as shall be elected by the meeting shall preside.
- h) Five per cent plus five members personally present and eligible to vote shall be a quorum for a General Meeting and, subject to the provisions of Section 13c(i) hereof, no business shall be transacted at a General Meeting unless the requisite quorum shall be present at the commencement of the meeting. No member whose membership fee is more than six months in arrears, shall be entitled to attend, take part in, or vote at a General Meeting.
- i) If within thirty minutes after the time appointed for a General Meeting a quorum is not present the meeting shall stand adjourned until a date not less than one month hence, on a date to be fixed by the Chairman and at a time and place to be fixed by him and if at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the meeting the members present shall be deemed to be a quorum.
- j) On any resolution of which notice has been given or on the electing of members of the Committee of Management, any member otherwise entitled to be present and vote may cast a vote in writing, provided the vote is received by the Secretary not later than the commencement of the meeting. Any postal votes so received shall be taken into account in any resolution put to the vote at a General Meeting whether by show of hands or by poll as demanded. No postal vote shall be counted if the person casting that vote is present and voting personally.
- k) At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless the Chairman of the Meeting directs a poll or unless a poll is demanded (before or on the result of the show of hands being declared) by at least two members entitled to vote and present in person, and unless a poll is so directed or demanded, the Chairman's declaration that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry in the Minutes of the meeting to that effect shall be conclusive evidence of the fact.
 - l) If a poll is duly directed or demanded, it shall be taken at the meeting at which it was directed or demanded and in such manner as the Chairman directs.
- m) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a casting vote but he shall not have a deliberative vote provided that, in the case of there being an equal number of votes cast for two or more candidates for election as an officer or as a member of the Committee of Management, the one of them to be declared elected shall be chosen by lot.
- n) The Chairman of a General Meeting may with the approval of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- o) Any business on the agenda of the Annual General Meeting not satisfactorily completed or any resolution or motion or matter raised from the floor of an Annual General Meeting, not voted upon or satisfactorily dealt with, shall be transferred to a Special Meeting of members at a time and place to be determined by the Chairman.

14. ADMISSION TO MEMBERSHIP

- a) Any person shall be eligible for membership on completion of the Application form determined by the Committee of Management from time to time, and upon the payment of the required entrance fee and subscription, as determined from time to time, providing always that such applicant shall not be disqualified from admission by virtue of section 15 hereof.
- b) The following are the necessary requirements to be included and completed on the Application form.
 - i) Applicants full name
 - ii) Address for service of notices,
 - iii) An undertaking to abide by the rules and conditions of this constitution.
- c) All applications for membership to the Society shall be tabled at the next ensuing meeting of the Committee of Management after receipt of the duly completed Application form and subscription, and membership shall be deemed to date from the date of that meeting.

15. TERMINATION OF MEMBERSHIP

- a) Any member may resign his membership by giving to the Committee of Management notice in writing to that effect. Every such notice unless otherwise expressed or unless it is otherwise determined by the Committee of Management be deemed to take effect as from the 1st day of July next following the receipt thereof.
- b) It shall be the duty of the Committee of Management, if at any time it shall be of opinion that the conduct of a member is or has been prejudicial to the interests of the Society, to invite any such member to resign from the Society within a time to be specified and in default of such resignation to consider the question of the termination of his membership at a meeting of the Committee to be held within six weeks. The member the termination of whose membership is under consideration shall be given not less than two weeks notice in writing of the time and place of such meeting and of the purpose and of the fact that he will be at liberty to

make such relevant representations and show cause why he should not be made to resign at the meeting, as he may desire. At such meeting the member in question shall be at liberty to make such relevant written or oral representations as he may desire. If thereupon by resolution of the Committee of Management passed by a majority or at least two thirds of all the members thereof, whether present at the meeting in question or not, it be resolved that the membership of the member in question be terminated his membership shall thereupon be terminated.

- c) If any member shall fail to pay his annual subscription or any levy or other amount due by him to the Society within six calendar months after such subscription levy or other amount shall have become due, or by virtue of a legal disability become unable to conduct his affairs, notice shall be given of the intention of the Committee of Management to terminate his membership. One calendar month after the giving of such notice at his last known address, the Committee of Management may by resolution terminate his membership, provided nevertheless that if at any time such member shall give to the Committee of Management a satisfactory explanation he may in the discretion of the Committee and (unless the Committee in exceptional circumstances otherwise directs) upon payment of any and all amounts owing by him to the Society, be re-admitted to membership.
- d) Any person shall upon ceasing to be a member of the Society forfeit all the rights and privileges of membership but the cessation of his membership shall not affect any financial or other obligation owing by him to the Society.

16. NOTICES

- a) Any notice may be served upon any member either personally or by posting it in a pre-paid envelope or wrapper addressed to such member at his address last known to the Society.
- b) Any notice sent by post to a member at his address last known to the Society shall be deemed to have been served on him on the day after that on which the notice was posted.
- c) The signature to any notice given by the Society may be written, typed, printed or photocopied and reproduced by any electrical, electronic or mechanical means.

17. INDEMNITY TO OFFICERS OF THE SOCIETY AND OTHERS

Every officer or other member of the Committee of Management and every agent or servant of the Society shall be indemnified by the Society against liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted. It shall be the duty of the Committee of Management out of the funds of the Society to pay, all costs, losses and expenses (including travelling expenses when approved by the Committee of Management) which any such officer, member, agent or servant shall incur or become liable for by reason of any contract properly entered into or deed or act properly done by him in the course of his duties as such officer, member, agent or servant.

18. AMENDMENT OF THE CONSTITUTION

This Constitution may be added to, repealed, or amended by a resolution at a duly constituted General Meeting of the Society which is carried by a majority of at least two-thirds of the members present at such meeting.

19. DISSOLUTION OF THE ASSOCIATION

If at a meeting of the Committee of Management a resolution for the dissolution of the Society is carried by a majority of at least two-thirds of the members of the Committee of Management (whether present at the meeting at which the resolution is voted upon or not) and if such resolution be confirmed by a majority of at least two-thirds of the members present at a General Meeting of the Society, the Committee of Management shall thereupon or at such future time as shall be directed in such resolution proceed to realise the property of the Society and, after the discharge of all liabilities, shall dispose of the balance in such a manner as prescribed in Section 22 of the Associations Incorporations Act.

20. INTERPRETATION

In this Constitution, except where the context otherwise requires, words importing only the singular number shall include the plural and words importing only the masculine gender shall include the feminine gender.