



MODEL RULES and CONSTITUTION

A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

1. NAME

The name of the incorporated Association shall be "KWAYA AUSTRALIA INC" and hereinafter referred to as the "Association".

2. OBJECTS

The object of the Association is to-

- Improve the living, health and education standard of women and children in disadvantaged communities.
- Unite the choral community of Australia to work towards a common cause.
- As well as the above, provide exceptional and unique opportunities for choristers to share music with other cultures.

3. POWERS

The powers of the Association shall be

- (i) To accept any gift or bequest for any one or more of the Objects of the Association.
- (ii) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, grants, annual subscriptions or any other legal gift or bequest.
- (iii) To print or publish any newspapers, articles, periodicals books, website or leaflets that the Association may think desirable for the promotion of its Objects.

4. MEMBERSHIP

(i) Membership of the Association is open to any person with an interest in our objects. New members will be accepted into the group on completion of a written application form.

(ii) The number of members is unlimited. There are two classes of membership.

Ordinary and management.

4.1 APPLICATION

Any application for membership of the Association shall be made in writing and shall be in the form prescribed by the Management Committee. No proposer is required.

4.2 Admission and rejection of new members

(1) The management committee must consider an application for membership at the next committee meeting held after it receives the application for membership.

(2) The management committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the management committee considers the persons application, the person is advised—

(a) whether or not the Association has public liability insurance; and

(b) if the association has public liability insurance—the amount of the insurance.

(3) The management committee must decide at the meeting whether to accept or reject the application.

(4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

4.3 Appeal against rejection of terminaton of membership

(1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

4.4 General meeting to decide appeal

(1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

4.5 TERMINATION

Termination of membership shall be advised by the Secretary in writing and shall occur when

(i) A member resigns from the Association.

(ii) If a members subscription is six months overdue.

(iii) A member is deemed by the Management Committee to have contravened this constitution and is expelled by a special resolution conducted as a secret ballot at a General Meeting called for that purpose. . At such a General Meeting the member will be afforded every opportunity to present their case why their membership should not be terminated. There shall be no appeal from a General Meeting's decision to terminate membership.

4.6 ENTITLEMENTS AND RESPONSIBILITIES

Each financial member shall

(i) be entitled to receive notice of, and to attend and vote at General Meetings of the Association. Each such member shall have one vote.

(ii) ensure that particulars of his address for correspondence and any changes thereto from time to time shall be advised to the Secretary.

4.7 MEMBERSHIP FEES

(1) The membership fee for each ordinary membership and for each other class of membership (if any)—

(a) is the amount decided by the members from time to time at a general meeting; and

(b) is payable when, and in the way, the Management committee decides.

4.8 REGISTER

(i) A register of members shall be kept showing the name and address of all members who are financial.

(ii) The register shall be open for inspection at all reasonable times by any member upon application to the Secretary. No copy of the register shall be supplied without the prior approval of the Management Committee who shall be empowered to impose any conditions they consider reasonable and appropriate.

5. The Management Committee

The Management Committee shall meet when and where a majority of the Management Committee decides.

5.1 AUTHORITY

The Management committee of the Association, shall

(i) have the general control and management of the administration of the affairs, property and funds of the Association; and

(ii) have authority to interpret the meaning of any part of this constitution and any matter relating to the Association on which this constitution is silent.

(iii) exercise all the Powers of the Association; and

(iv) provide for the safe custody of all books and documents of the Association.

5.2 OFFICE BEARERS

The Management committee shall consist of a President, Secretary, Treasurer and up to three (3) other members.

5. 2. 1 DUTIES

The duties of the specified office bearers of the Management committee shall be

(i) The President shall be the spokesperson for the Association and, if available, chair all meetings.

(ii) The Secretary shall cause full and accurate minutes of all questions, resolutions and other proceedings of every Management committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management committee Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

(iii) The Treasurer shall be responsible for the keeping and maintenance of proper books of account, correctly showing the financial affairs of the Association.

(iii) The Management Committee must ensure the safe custody of books, documents, Instruments of title and securities of the Association.

5.2.2 ELECTION

Members of the management committee shall be elected at each Annual General Meeting and shall hold office until the date of the next Annual General Meeting. The procedure to be adopted for the election of office bearers of the Management committee shall be:

(i) at an Annual General Meeting all members of the Management committee shall retire from office, but shall be eligible for re-election.

(ii) Nomination for office, which shall be in writing and signed by the nominee, his proposer and seconder, shall be lodged with the Secretary at least 14 days before the Annual General Meeting.

(iii) All contested elections of office bearers shall be by secret ballot.

(iv) Should, at the commencement of such Annual General Meeting, there be insufficient numbers of candidates nominated, those nominated in accordance with Section 5. 2. 2. (ii) shall be declared elected and additional nominations may be taken from the floor of the meeting to fill remaining vacancies.

5.2.3 VACANCY

The Management committee has the power to appoint any time any financial member of the Association to fill any casual vacancy as may occur on the Management committee from time to time, until the next Annual General Meeting.

5.2.4 RESIGNATION

Any member may resign from the Management committee by giving notice in writing to the Secretary.

5.2.5 REMOVAL FROM OFFICE

Any member of the Management committee may be removed from office at a General meeting of the Association, where that member shall be given the opportunity to fully present his case. The matter of removal shall be determined by a secret ballot, and there shall be no appeal against the result of the ballot.

5.3 MEETINGS

The Management Committee may meet and conduct its proceedings as it considers appropriate.

(i) The Management Committee must meet at least once every 4 months to exercise its functions.

(ii) The Management Committee must decide how a meeting is to be called.

(iii) Notice of a meeting is to be given in the way decided by the Management committee.

(iv) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

5.3.1 NOTICE

Notice of regular meetings shall be given at the previous Management committee meeting. This does not preclude the President from calling a hitherto unscheduled Management committee Meeting by giving all Management Committee seven (7) days written notice.

5.3.2 QUORUM

At all meetings of the Management Committee, the quorum shall be one half of the number of members elected at the previous Annual General Meeting. If within half an hour of the time appointed for the start of a Management committee meeting, a quorum is not present, the meeting shall be dissolved. The Management committee may function validly PROVIDED its number is not reduced below a quorum. Should Management committee numbers fall below a quorum, the remaining Management committee members may act only to appoint new Management committee members, or for the purpose of convening a General Meeting of the Association.

5.3.3 SPECIAL MEETINGS

A Special Meeting of the Management committee may be convened by the President or any two (2) members of the Management committee. Such notice shall clearly state the reasons such a special meeting is convened.

5.3.4 CHAIRPERSON

The Chairperson of all meetings (Management, general, special, annual general meetings) shall be the president, or in his/her absence, any member elected by and from the financial members present.

5.3.5 VOTING

The Management committee may meet together and regulate its proceedings as it thinks fit; PROVIDED that questions arising shall be decided in a manner consistent with this constitution and by a majority vote. In the case of an equality of votes, the person in the Chair shall have a second or casting vote.

5.3.6 SUB-COMMITTEES

Sub-committees may be formed to deal with specified needs as and when they arise.

5.3.7 POWER

Any sub-committee so formed shall exercise only those powers delegated to it by the Management committee, and shall report to the Management committee at each meeting of the Management committee.

5.3.8 AUTHORITY

Sub-committees shall not incur debts, enter contracts or make public statements without the prior approval of the Management committee.

6. MEETINGS

There shall be three (3) classes of meetings - General, Special and Annual General Meetings.

6. 1 GENERAL MEETINGS

General meetings shall be held at a time and place to be determined by the Management committee.

6. 1. 1 NOTICE

At least 14 days notice of meeting and notice of motion shall be given to all members; PROVIDED that notice of a special resolution is given 21 days before the meeting. Notices shall be given and shall clearly state the business for discussion at that meeting.

6. 1. 2 CHAIRPERSON

The President or, in his/her absence, a member of the Management committee present at that meeting shall act as Chairperson, and shall conduct the meeting in a proper and orderly manner. The Chairperson shall subsequently endorse the minutes of the meeting.

6. 1. 3 QUORUM

A quorum shall consist of at least the number of members elected to the management committee at the previous general meeting plus one. No business shall be conducted without a quorum and should a quorum not be present within half-an-hour of the starting time set down for the meeting, the meeting shall be dissolved, and a further General Meeting shall be convened at a later date. The members present at such later meeting shall be deemed to form a quorum.

6. 1. 4 VOTING

Voting shall be by a show of hands unless a secret ballot is required or requested. Decisions shall be made by a majority vote PROVIDED that where a matter must be decided by special resolution a majority of 75% of those present and eligible to vote is required. Every financial member present shall be entitled to one (1) vote.

6. 1. 5 Proxy votes will not be accepted at ordinary General Meetings

6. 1.6 SPECIAL RESOLUTION

A Special Resolution must be passed by a general meeting of the Association to effect the following changes

- (i) a change in the Association's name.
- (ii) a change in the Association's rules.
- (iii) a change in the Association's objects.
- (iv) to voluntarily wind up the Association and distribution of its property.
- (v) to expel a member

6.1.7 PROCEDURE

The following procedure shall be adopted to pass the special resolution

- (i) a notice must be given to all members advising that a general meeting is to be held to consider a special resolution.
- (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting.
- (iii) a quorum must be present at this meeting.
- (iv) a majority of at least three-quarters (75%) of those present and entitled to vote must vote in favour of the resolution.

6.1.8 MINUTES

- (i) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (ii) If asked by a member of the Association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.

The Association may require the member to pay the reasonable costs of providing copies of the minutes.

- (iii) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

6.2 SPECIAL GENERAL MEETING

A Special General Meeting shall be convened

- (i) when directed by the Management committee.
- (ii) within two (2) months of receiving a written request to do so from at least one hundred (50) financial members of the Association.

6.2.1 BUSINESS

No business other than that for which the meeting is convened shall be dealt with at this Special General Meeting.

6.3 ANNUAL GENERAL MEETING

6.3.1 BUSINESS

Business to be transacted at each Annual General Meeting shall include

(i) Confirmation of the minutes of the previous Annual General Meeting and any Special Meeting held since the date of that Annual general Meeting.

(ii) Receipt of the President's annual general report.

(iii) Receipt of the Treasurer's annual report.

(iv) Receipt of the Auditor's report for the preceding financial year.

(v) Election of members of the Management committee.

(vi) Appointment of the Auditor.

(vii) General Business as directed by the Management committee.

6.3.2 PROCEDURE

The Annual General Meeting shall be conducted along the lines of General Meetings (see 6. 1)

6.3.3 PROXY VOTING

Proxy votes shall be accepted on the prescribed form by the Secretary up to seven (7) days prior to the date of the Annual General Meeting. Each member of the Association shall be limited to exercising not more than two (2) proxy votes in addition to their own vote. Non members of Association shall not be permitted to exercise proxy votes except by way of a Power of Attorney and then only in respect of the financial member who has given them Power of Attorney.

6.3.4 POSTAL VOTING

Postal voting shall not be used to determine any Association business.

7. GENERAL

7.1 ALTERATION TO THE CONSTITUTION

(i) These rules may be amended, rescinded or added to from time to time by a special resolution carried at a General Meeting.

(ii) However an amendment, repeal or addition is valid only if it is registered by the chief Management.

7.2 MINUTES OF MANAGEMENT COMMITTEE MEETINGS

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

7.3 VOLUNTARY WINDING-UP

The Association may be wound up by a special resolution of the members at any general meeting; PROVIDED that a quorum can be assembled.

7.3.1 DISTRIBUTION OF ASSETS

If the Association shall be wound up, voluntarily or otherwise, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, such institution or institutions, to be determined by the members of the Association.

7.4 FUNDS AND ACCOUNTS

The funds and accounts shall be governed by the following rules

7.4.1 BANK

The Treasurer shall open and maintain an account with the ANZ in the Association's name and all Association income shall be deposited in the bank as soon as practicable after receipt.

7.4.2 USE OF ASSOCIATION FUNDS

The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

7.4.3 PAYMENTS

A negotiable instrument issued by the Association by any two of the following Association members: (a) President; (b) Secretary; (c) Treasurer; (d) another member approved by the Association's Management Committee. All cheques shall be crossed "not negotiable". Internet banking payments and receipts are also permissible.

7.4.4 RATIFICATION

All expenditure shall be approved and ratified at an Management committee meeting; PROVIDED that all expenditure in excess of \$500 shall be authorized in advance by the Management committee or at a General Meeting.

7.4.5 FINANCIAL YEAR

The financial year of the Association shall close on 30th June in each year.

7.4.6 STATEMENTS

As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of::

- (i) the income and expenditure for the financial year just ended; and
- (ii) the assets and liabilities of the Association at the close of that year.

7.4.7 AUDIT

All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

7.5 CUSTODY OF DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

7.6 GIFT FUND

If the organisation is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- money received by the organisation because of such gifts and contributions.'

8. COMMON SEAL

(1) The management committee must ensure the Association has a common seal.

(2) The common seal must be—

(a) kept securely by the management committee; and

(b) used only under the authority of the management committee.

(3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—

(a) the secretary; or

(b) another member of the management committee; or

(c) someone authorised by the management committee.

On this 15th day of December 2010