



NATIONAL BAND COUNCIL OF AUSTRALIA INC
INCORPORATING THE BRASS AND CONCERT BANDS OF AUSTRALIA

NBCA Constitution (Rules)

Adopted 2018

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PART ONE PRELIMINARY

1) INTERPRETATION:

1.1 In this constitution, except in so far as the context of subject matter otherwise indicates or requires:

- “Annual Conference” means a meeting which includes the Annual General Meeting of the whole Council called by the Executive Officer and/or President at least once per calendar year.
- “By-Laws” means the method of operation of the council as determined under **Clause 41** from time to time to compliment this constitution.
- “Council” means the National Band Council of Australia Incorporated and shall include the Executive and Councillors.
- “Councillor” means a properly nominated person from a State or Territory Governing Body who complies with the principles outlined in Part Three of the Constitution.
- “Executive” means the President, Vice President and Executive Officer.
- “Executive Assistant” means the person appointed under this constitution as the Executive Assistant by the Council at each Annual Conference.
- “Executive Officer” means the person holding office under this constitution as the Executive Officer being properly elected by the Council in conference.
- “Financial Year” means the period of a calendar year.
- “Member” means the Executive and Councillors of the Council.
- “Public Officer” means the person holding the office as defined by the Associations Incorporation Act 2009 (NSW) and being properly appointed by the Council in conference.
- “The Act” means the Associations Incorporation Act 2009 (NSW).
- “The Regulation” means the Associations Incorporation Regulation 2016 (NSW).

1.2 In this constitution –

- 1.2.1 A reference to a function includes a reference to a power, authority and duty; and
- 1.2.2 A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 1.2.3 The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would also apply if this constitution were an instrument made under The Act.

Name – The name of the organisation shall be known as the National Band Council of Australia Inc.

1.3 Objectives

- 1.3.1 To provide positive leadership and direction that will enable Australian brass and concert bands to achieve their maximum potential.
- 1.3.2 To promote a general love and knowledge of band music and good fellowship among band persons.
- 1.3.3 To promote and assist in the promotion and control of national band contests.
- 1.3.4 To ensure that national band contests, marching contests and solo and party competitions shall be conducted throughout Australia under a common set of rules, as determined by the Council.
- 1.3.5 To deal with any appeals which may be made to the Council by any affiliated State or Territory Governing Body in respect to any action taken under the rules of the Council.

PART TWO MEMBERSHIP

2) QUALIFICATION FOR MEMBERSHIP:

- 2.1 Membership of the Council shall be granted to **one (1) Councillor** from each of the following State or Territory Band Associations of Australia; Queensland, New South Wales, Victoria, Tasmania, South Australia, Western Australia, Australian Capital Territory.
- 2.2 Should any State or Territory Association go into recess or cease to function such body shall not be entitled to representation on the Council.
- 2.3 Any State or Territory Governing Body that wishes to change their Councillor shall inform the Executive Officer of the name of the new Councillor within **fourteen (14) days**.

3) CESSATION OF MEMBERSHIP:

- 3.1 A person ceases to be a Member if the person:
 - 3.1.1 dies; or
 - 3.1.2 resigns that membership in accordance with **Clause 5** by notice in writing given to the Executive Officer; or
 - 3.1.3 ceases to be the duly appointed Councillor of their state or territory; or
 - 3.1.4 fails to pay the annual membership fee within **three (3) months** after the fee is due; or
 - 3.1.5 their State or Territory Governing Body fails to pay the annual membership fee as determined under **Clause 7.2** within **three (3) months** after the fee is due; or
 - 3.1.6 is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
 - 3.1.7 is removed from office under **Clause 10**; or
 - 3.1.8 becomes a mentally incapacitated person; or
 - 3.1.9 is absent without the consent of the committee from **three (3) consecutive** meetings of the committee; or
 - 3.1.10 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than **three (3) months**; or
 - 3.1.11 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

4) MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE:

- 4.1 A right, privilege or obligation which a person has by reason of being a Member:
 - 4.1.1 Is not capable of being transferred or transmitted to another person; and
 - 4.1.2 Terminates upon cessation of membership.

5) RESIGNATION OF MEMBERS:

- 5.1 A Member may resign from membership in writing to the Executive Officer. Upon the expiration of the period of notice the Member ceases to be a Member.
- 5.2 Where a Member ceases to be a Member pursuant to **Clause 2** and in every other case where a Member ceases to hold membership the Executive Officer shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

6) REGISTER OF MEMBERS:

- 6.1 The Executive Officer shall establish and maintain a register of Members specifying the name and address of each person who is a Member together with the date on which the person became a Member.
- 6.2 The register of Members shall be kept at the principal place of administration of the Council and shall be open for inspection, free of charge, by any Member at any reasonable hour.

7) FEES, SUBSCRIPTIONS ETC.:

- 7.1 A Member shall upon admission to membership pay to the Council a fee of \$A1 (one Australian dollar) or where some other amount is determined by the Council, of that other amount.
- 7.2 In addition to any amount payable by the Member under **Clause 7.1** the State or Territory Governing Body that the Member represents shall pay to the Council an annual membership fee of such amount as from time to time determined by the Council before the **1st September** each year.
- 7.3 State or Territory Governing Bodies whom have not paid their annual membership by the due date stated in **Clause 7.2** shall be ineligible to participate in any event conducted under the auspices of the Council.

8) MEMBERS LIABILITIES:

- 8.1 The liabilities of a Member to contribute towards the payment of the debts and liabilities of the Council or the cost, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the Member in respect of the Council as required by **Clause 7.1**.

9) RESOLUTION OF INTERNAL DISPUTES:

- 9.1 The dispute procedure set out in this rule applies to disputes under this constitution between:
- 9.1.1 Disputes between a Member and another Member (in their capacity as Members); or
- 9.1.2 Disputes between a Member (or Members) and the Council.
- 9.2 In the case of a dispute lodged under **Clause 9.1.2**, the person representing the Council shall be appointed by a majority of councillors and shall at all times act in consultation with the Council.
- 9.3 The Members at dispute must meet and discuss the matter, and if possible, resolve the dispute within **twenty eight (28) days**.
- 9.4 If a dispute is not resolved within **twenty eight (28) days**, the dispute is to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- 9.5 If a dispute is not resolved by mediation within **three (3) months** of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

9.6 The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

10) DISCIPLINING OF MEMBERS:

- 10.1 The Council by resolution may suspend for a specified period or expel permanently a Member if that member:
- 10.1.1 has persistently refused or neglected to comply with a provision or provisions of this constitution; or
 - 10.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Council.
- 10.2 A resolution of the Council under **Clause 10.1** is of no effect unless the Council, at a meeting held not earlier than **fourteen (14) days** and not later than **twenty eight (28) days** after service on the Member of a notice under **Clause 10.3**, confirms the resolution in accordance with this rule.
- 10.3 Where the Council passes a resolution under **Clause 10.1** the Executive Officer or President shall as soon as practicable cause a notice in writing to be served on the Member:
- 10.3.1 Setting out the resolution of the Council and the grounds on which it is based;
 - 10.3.2 Stating that the Member may address the committee at a meeting to be held not earlier than **fourteen (14) days** and not later than **twenty eight (28) days** after service of the notice;
 - 10.3.3 Stating the date, place and time of that meeting; and
 - 10.3.4 Informing the Member that the Member may do **one (1) or more** of the following:
 - 10.3.4.1 Attend and speak at that meeting in person; or
 - 10.3.4.2 Attend the meeting by some form of electronic transmission;
 - 10.3.4.3 Submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- 10.4 At a meeting of the Council held as referred to in **Clause 10.3** the Council shall:
- 10.4.1 Give to the Member an opportunity to make oral representations;
 - 10.4.2 Give due consideration to any written representations submitted to the Council by the Member at or prior to the meeting; and
 - 10.4.3 By resolution determine whether to confirm or to revoke the resolution.
- 10.5 Where the Council confirms a resolution under **Clause 10.4** the Executive Officer or President shall within **seven (7) days** after that confirmation by notice in writing inform that Member of the fact and of the Member's right of appeal under **Clause 11**.
- 10.6 A resolution confirmed by the Council under **Clause 10.4** does not take effect:
- 10.6.1 Until after 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
 - 10.6.2 Where within that period the Member exercises the right of appeal unless and until the association confirms the resolution pursuant to **Clause 11.4**.

11) RIGHT OF APPEAL OF DISCIPLINED MEMBER:

- 11.1 A Member may appeal to the Council in general meeting against a resolution which is confirmed under **Clause 10.4** within **seven (7) days** after notice of the resolution is served on the Member by lodging with the Executive Officer or President a notice to that effect.
- 11.2 Upon receipt of a notice from a Member under **Clause 11.1** the Executive Officer or President shall notify the Council which shall convene a general meeting of the Council to be held within **twenty one (21) days** after the date on which the Executive Officer received the notice.
- 11.3 At a general meeting of the Council convened under **Clause 11.2**:
 - 11.3.1 No business other than the question of the appeal shall be transacted;
 - 11.3.2 The Council and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - 11.3.3 The Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 11.4 If at a general meeting the Council passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART THREE

THE COUNCIL

12) POWERS ETC. OF THE COUNCIL:

- 12.1 The Council, subject to The Act, The Regulations and this constitution and to any resolution passed by the Council in general meeting:
- 12.1.1 Shall control and manage the affairs of the Council;
 - 12.1.2 Has the power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Council.

13) CONSTITUTION AND MEMBERSHIP:

- 13.1 The Council shall consist of the Executive and the Councillors.

14) ELECTION OF EXECUTIVE:

- 14.1 The Executive shall be elected by the Council at an Annual General Meeting and shall, subject to this constitution hold office for a period of **two (2) years** only.
- 14.2 A person holding the office of President shall be eligible for re-election for **one (1) consecutive** term of **two (2) years** only unless through exceptional circumstances as defined by the Council.
- 14.3 The President and Vice President shall be vacated in odd numbered years.
- 14.4 The Executive Officer shall be vacated in even numbered years.
- 14.5 Prior to any Annual General Meeting the Executive Officer shall call for nominations for the relevant positions from affiliated State or Territory Governing Bodies.
- 14.6 Nominations of candidates for election as Executive of the Council:
- 14.6.1 Shall be made in writing by any candidate and shall be accompanied by the written support of the candidate's State or Territory Governing Body; and
 - 14.6.2 Must be seconded in writing by another State or Territory Governing Body; and
 - 14.6.3 Shall be delivered to the Executive Officer not less than **twenty one (21) days** before the date fixed for the holding of the Annual General Meeting at which elections are to be held; and
 - 14.6.4 A list of nominations shall be circulated to all Councillors no later than **fourteen (14) days** prior to the Annual General Meeting.
- 14.7 A secret ballot must be conducted for all positions, including those with only **one (1) nomination** and requires a simple majority to be appointed.
- 14.7.1 In the event of multiple nominees for a single position, the position shall be determined by exhaustive ballot.
- 14.8 If insufficient nominations are received by the Executive Officer within the specified time, nominations may be taken from the Council Members at the Annual General Meeting. Such nominations are to be supported by at least **two (2) Members**.

15) PRESIDENT:

- 15.1 Shall preside at all meetings and/or conferences of the Council.
- 15.2 If an accredited Councillor is elected to the office of President they may continue to represent their State or Territory Governing Body in the role as Councillor.

16) VICE PRESIDENT:

- 16.1 Shall, in the absence of the President, stand in on all necessary occasions.
- 16.2 If an accredited Councillor is elected to the office of Vice President they may continue to represent their State or Territory Governing Body in the role as Councillor.
- 16.3 Shall undertake any other duties delegated by the President and/or Council.

17) EXECUTIVE OFFICER:

- 17.1 If an accredited Councillor is elected to the office of Executive Officer they shall cease to represent that State and a replacement Councillor shall be appointed by the State.
- 17.2 Keep a correct record of all proceedings, receive all correspondence of the Council, keep a list of delegates, affiliated state secretaries and recommended adjudicators.
- 17.3 Do such duties as required by this constitution.
- 17.4 Receive all money on behalf of the Council and bank all such money as soon as practicable after receipt. Keep correct books and accounts showing the financial affairs of the Council including full details of all receipts and expenditure connected with the activities of the Council.
- 17.5 Pay all authorised debts of the Council and present a financial statement to the Annual Conference of the Council.
- 17.6 Shall upon request by the majority of Councillors arrange for a full audit of the finances of the Council.
- 17.7 If the Executive Officer becomes subject to disciplinary action under **Clause 10** of the constitution their services shall be suspended immediately pending the outcome of the proceedings.
- 17.8 On the recommendation of the Executive Officer, the Council shall have the power to appoint an Executive Assistant.
- 17.9 The Executive Assistant shall reside in the same State as the Executive Officer.
- 17.10 The Executive Assistant shall not be a Member of the Council or Executive and shall assist the Executive Officer with the performance of his or her duties.
- 17.11 The Executive Assistant may resign from his or her position.
- 17.12 The Council shall have the power to dismiss the Executive Assistant and there shall be no right of appeal except as allowed under common law.

18) CASUAL VACANCIES:

- 18.1 For the purposes of this constitution a casual vacancy in the office of a Member occurs if the Member meets any of the conditions in **Clause 3.1**.

- 18.2 Should the office of the President, Executive Officer or Vice President become vacant between Annual General Meetings the position so vacant shall be filled by a simple majority of Councillors via the most convenient means after nominations have been called for and received.
- 18.3 Any Executive role filled by a casual vacancy shall only hold this position until the subsequent Annual General Meeting at which an election will be held for that position.
- 18.4 Should the position of Councillor become vacant at any time, the position so vacant shall be filled by the relevant State or Territory Governing Body.

19) MEETINGS AND QUORUMS:

- 19.1 The Council shall meet in person to conduct the Annual Conference at least once in each calendar year at such place and time as the Council shall determine.
- 19.1.1 In exceptional circumstances a Councillor shall be deemed to be present at the Annual Conference if attending by some form of electronic transmission.
- 19.1.2 The eligibility of **Clause 19.1.1** shall be determined by a simple majority of Councillors.
- 19.1.3 A Councillor who participates in the Annual Conference using that technology is taken to have voted in person.
- 19.2 Additional meetings of the Council may be convened by the Executive Officer in consultation with the President; or by any **two (2) Members** by notice in writing specifying the reasons for the meeting to the Executive Officer who, on receiving such notice, shall communicate with all Members. If a majority of Members are in favour, a meeting shall be arranged within **two (2) months** of receipt of the notice.
- 19.2.1 Written notice of a meeting shall be given by the Executive Officer at least **four (4) weeks** before the time appointed for the holding of the meeting. In exceptional circumstances, the Councillors may choose by simple majority to waive the **four (4) week** period.
- 19.2.2 Notice of a meeting given under **Clause 19.2.1** shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council Members present at the meeting agree to treat as urgent business.
- 19.2.3 Additional meetings may be held at **two (2) or more** venues using any technology approved by the Council that gives each of the Members a reasonable opportunity to participate.
- 19.2.4 A Member who participates in a general meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- 19.3 Any **four (4) Councillors** constitute a quorum for the transaction of any business of a meeting of the Council.
- 19.4 No business shall be conducted by the Council unless a quorum is present and if within **thirty (30) minutes** of the time appointed for the meeting a quorum is not present the meeting stands adjourned to a date, time and place as directed by the Executive Officer.
- 19.5 If at the adjourned meeting a quorum is not present within **thirty (30) minutes** of the appointed time, the meeting shall be dissolved.

19.6 At any meeting of the Council:

19.6.1 The President or in his or her absence, the Vice President shall preside; or

19.6.2 If the President and the Vice President are absent or unwilling to act as such a Councillor chosen by the Members present at the meeting shall preside.

20) DELEGATION BY COUNCIL TO SUB-COMMITTEE:

20.1 The Council may, in writing, delegate to **one (1) or more** sub-committees, consisting of at least **one (1) Member** and such other persons as the Council sees fit, the exercise of any of the functions of the Council as specified other than:

20.1.1 This power of delegation; and

20.1.2 A function that is a duty imposed on the Council by The Act or by any other law

20.2 The Council shall have the following standing sub-committee:

20.2.1 National Music Consultative Committee (NMCC)

20.3 A sub-committee shall perform, subject to all conditions and limitations specified by the Council, the functions delegated to it, and no other, until such time that the delegation is withdrawn by the Council.

20.4 Despite any delegation under this Clause, the committee may continue to exercise any function delegated.

20.5 The Council may by instrument in writing revoke wholly or in part any delegation under this rule.

20.6 A sub-committee may meet and adjourn as it thinks proper.

20.7 All sub-committees shall submit minutes or a report to the Council within **one (1) month** of each meeting.

20.8 The Chairperson of the sub-committee shall be appointed by the Council.

20.9 Each person on the sub-committee is entitled to **one (1) vote** including any Member appointed to the sub-committee. In the event of an equality of votes the Chairperson for the time being of any meeting shall be entitled to exercise a casting or second vote.

20.10 A minimum of 50% of Members appointed to a sub-committee shall constitute a quorum for meetings of the sub-committee.

21) VOTING AND DECISIONS:

21.1 Motions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a majority of votes of Members or the sub-committee present at the meeting.

21.2 Each Councillor present at a meeting of the Council is entitled to **one (1) vote**.

21.1.1 The President and Vice President if not Councillors are not entitled to a vote at a meeting of the Council.

21.1.2 The Executive Officer is not entitled to a vote at a meeting of the Council.

21.1.3 In the event of an equality of votes the motion shall be declared lost.

- 21.3 Subject to **Clause 19.3** the Council may act despite any vacancy on the Council.
- 21.4 Any act or thing being done or suffered, or purporting to have been done or suffered by the Council, or by any sub-committee appointed by the Council is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member or sub-committee.

PART FOUR MEETINGS:

22) ANNUAL GENERAL MEETING – HOLDING OF:

- 22.1 With the exception of the first Annual General Meeting, the Council shall at least once in each calendar year and within the period of **six (6) months** after the expiration of each Financial Year of the Council convene an Annual General Meeting of its Members or within any later time that may be allowed or prescribed under Section 37 (2) (b) of The Act.
- 22.2 The Council shall hold its first Annual General Meeting:
 - 22.2.1 Within the period of **eighteen (18) months** after its incorporation under The Act; and
 - 22.2.2 Within the period of **six (6) months** after the expiration of the first Financial Year of the Council.

23) ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT:

- 23.1 The Annual General Meeting of the Council, subject to The Act and to **Clause 22**, shall be convened on such date and at such place and time as the Council thinks fit.
- 23.2 In addition to any other business that may be transacted at an Annual General Meeting the business of an Annual General Meeting shall be:
 - 23.2.1 To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
 - 23.2.2 To receive from the Executive reports on the activities during the last preceding year;
 - 23.2.3 To elect the Executive of the Council whose period of office has expired;
 - 23.2.4 To receive and consider the financial statement or report that is required to be submitted to Members pursuant to Section 26(6) of The Act;
 - 23.2.5 To appoint the Public Officer and Executive Assistant of the Council; and
 - 23.2.6 To confirm the Patron of the Council.
 - 23.2.7 To set the annual membership fees payable by Councillors and State or Territory Governing Bodies.
- 23.3 An Annual General Meeting must be specified as that type of meeting in the notice convening it.

24) SPECIAL GENERAL MEETINGS – CALLING OF:

- 24.1 The Council may whenever it thinks fit convene a Special General Meeting of the Council.
- 24.2 The Executive Officer shall on the requisition in writing of not less than **two (2) Members** convene a Special General Meeting of the Council.
- 24.3 A requisition of Members for a Special General Meeting:
 - 24.3.1 Shall state the purpose or purposes of the meeting;
 - 24.3.2 Shall be signed by the Members making the requisitions;

24.3.3 Shall be lodged with the Executive Officer; and

24.3.4 May consist of several documents in a similar form each signed by **one (1) or more** of the Members making the requisition.

24.4 If the Executive Officer fails to convene a Special General Meeting to be held within **one (1) month** after the date on which a requisition of Members for the meeting is lodged with the Executive Officer any **one (1) or more** of the Members who made the requisition may convene a Special General Meeting to be held not later than **three (3) months** after that date.

25) NOTICE:

25.1 Except where the nature of the business proposed to be dealt with at a meeting requires a special resolution of the Council, the Executive Officer at least **fourteen (14) days** before the date fixed for the holding of the meeting shall send to each Member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

25.2 Where the nature of the business proposed to be dealt with at a meeting requires a special resolution of the Council the Executive Officer shall at least **sixty (60) days** before the date fixed for the holding of the meeting cause notice to be sent to each Member in the manner provided in **Clause 25.1** specifying in addition to the matter required under **Clause 25.1** the intention to propose the resolution as a special resolution.

25.3 No business other than that specified in the notice convening a meeting shall be transacted at the meeting except in the case of an Annual General Meeting business which may be transacted pursuant to **Clause 23.2**.

25.4 A Member desiring to bring any business before a meeting may give notice in writing of that business to the Executive Officer who shall include that business in the next notice calling a meeting given after receipt of the notice from the Member.

25.5 Where a Member wishes to bring forward business which will require the consideration of a special resolution, the motion must be accompanied by a written rationale outlining the reason for the motion and arguing for its adoption.

26) PROCEDURE:

26.1 No item of business shall be transacted at a meeting unless **four (4) Councillors** are present during the time the meeting is considering that item.

26.2 If within **thirty (30) minutes** after the appointed time for the commencement of a meeting a quorum is not present, the meeting shall stand adjourned to a date, time and place to be decided by the person presiding at the meeting and communicated by written notice to the Members in accordance with **Clause 25.1**.

26.3 If within **thirty (30) minutes** of the appointed time of commencement of the adjourned meeting a quorum is not present, the meeting will be considered to have lapsed and the matter shall be deferred to the next meeting of the Council.

27) PRESIDING MEMBER:

27.1 The President or in the President's absence the Vice President shall act as chairperson at each Annual General Meeting of the Council.

27.2 If the President and the Vice President are absent from a meeting or unwilling to act, the Councillors present shall elect **one (1) of their number** to preside as chairperson at the meeting.

28) ADJOURNMENT:

- 28.1 The chairperson of a meeting at which a quorum is present may with the consent of the Councillors 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.
- 28.2 Where a meeting is adjourned for **fourteen (14) days** or more the Executive Officer shall give written notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 28.3 Except as provided in **Clause 28.1** and **Clause 28.2** notice of an adjournment of a meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29) MAKING OF DECISIONS:

- 29.1 A question arising at a meeting of the Council is to be determined by a show of hands or, if the meeting is one to which **Clause 19.2.3** applies, any appropriate corresponding method that the committee may determine, or if on the motion of the chairperson or if requested by a Councillor that the question should be determined by a written ballot.
- 29.2 The Executive Officer shall make an entry in the minute book of the Council as evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

30) SPECIAL RESOLUTION:

- 30.1 A special resolution is required for:
- 30.1.1 Changing the name of the Council.
 - 30.1.2 Changing the objectives of the Council.
 - 30.1.3 Changing the constitution of the Council.
 - 30.1.4 Amalgamating the Council with another registered association.
 - 30.1.5 Transferring the Council's incorporation.
 - 30.1.6 Voluntarily dissolving the Council.
- 30.2 A special resolution of the Council can only be passed by a majority which comprises not less than **three (3) quarters** of the Councillors in person at a meeting of which not less than **sixty (60) days** written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this constitution.
- 30.3 Where it is made to appear to the Commission (NSW Department of Fair Trading) that it is not possible or practicable for the resolution to be passed in the manner specified in **Clause 30.2** the resolution is passed in a manner specified by the Commission.

31) VOTING:

- 31.1 Upon any motion arising at a meeting, a Councillor has **one (1) vote** only. All votes shall be given personally.
- 31.2 In the case of an equality of votes on a motion at a meeting the motion shall resolve in the negative.
- 31.3 A Councillor is not entitled to vote at any meeting of the Council unless all money due and payable by the Councillor and their governing body has been paid.

PART FIVE MISCELLANEOUS

32) INSURANCE:

- 32.1 The Council shall effect and maintain insurance pursuant to Section 44 of The Act.
- 32.2 In addition to the insurance required under **Clause 32.1** the Council may effect and maintain other insurance.

33) FUNDS – SOURCE:

- 33.1 The funds of the Council shall be derived from annual subscriptions by Members, donations and other sources as the Council determines.
- 33.2 All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- 33.3 The Council shall as soon as practicable after receiving any money issue an appropriate receipt.

34) FUNDS MANAGEMENT:

- 34.1 Subject to any resolution passed by the Council in general meeting the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Council decides.
- 34.2 All payments must be authorised by any **two (2) Members** of the Council of which at least **one (1) is not a member** of the Executive.

35) ALTERATIONS OF OBJECTIVES AND CONSTITUTION:

- 35.1 The statement of objectives and this constitution may be altered, rescinded or added to only by a special resolution of the Council.

36) CUSTODY OF DOCUMENTS:

- 36.1 Except as otherwise provided by this constitution the Executive Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

37) INSPECTION OF DOCUMENTS:

- 37.1 The records, books and other documents of the Council shall be open to inspection free of charge by a Member at any reasonable hour.

38) SERVICE OF NOTICES:

- 38.1 For the purpose of this constitution a notice may be served by or on behalf of the Council upon any Member either personally or in writing to the Member.
- 38.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 38.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - 38.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

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

39) OBSERVERS:

- 39.1 The State or Territory Governing Bodies who wish to do so shall be allowed to nominate an observer as well as their delegate to the National Band Council of Australia conference. Such observer may only speak on a specific issue if invited by the chairperson and will have no voting rights.
- 39.2 Life Members may be permitted to attend Council meetings. Life Members do not have voting rights or the right to deliberate at Council meetings unless such a Life Member is a Councillor or is specifically asked for an opinion by the President.

40) BY-LAWS:

- 40.1 The Council may, by resolution at a meeting, make, amend or revoke By-Laws for any matter the Council considers necessary or convenient to be dealt with in the By-Laws.
- 40.2 Any changes made by resolution of the Council to the By-Laws take effect immediately with the exception of the Contest Regulations which take effect as of the **1st September** each year.

41) DISSOLUTION OF THE COUNCIL:

- 41.1 The Council will have cause to be dissolved if any of the following occur:
- 41.1.1 The Council fails to hold an Annual General Meeting within **six (6) months** of the date defined in this constitution.
 - 41.1.2 Any of the positions of President, Vice President and Executive Officer remain vacant for more than **six (6) calendar months**.
 - 41.1.3 The Council is insolvent and cannot make arrangements with its creditors.
- 41.2 The final decision to dissolve the Council can only be made by special resolution.
- 41.3 Any motion to dissolve the Council shall require a three-fourths majority of persons present and eligible to vote at a meeting of which not less than **four (4) weeks** notice is given to Members.
- 41.4 In the event of a successful resolution to dissolve the Council, the Members shall, thereon or at a future date specified in the dissolution resolution, proceed to realise the assets and property of the Council.
- 41.5 Upon realisation of the property and assets of the Council, the Members shall discharge all debts and liabilities against the Council.
- 41.6 Should any funds remain after the discharge of debts and liabilities, the Members shall cause those funds to be divided equally amongst affiliated State or Territory Governing Bodies.
- 41.7 Upon the completion of such a division and notifying the appropriate government agency if required by law, the Council shall be deemed to be dissolved.