

CONSTITUTION

OF

**THE MUSIC TEACHERS' ASSOCIATION
OF NEW SOUTH WALES LIMITED**

ACN 000 033 447

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AMENDMENTS

The following Amendments were made to the Constitution by General Meeting in 2005

Section 6: Honorary Life Membership

"Honorary Life Member means a member who:

- is a former member of the Company who has retired from music teaching
- is a person distinguished in any field who has an interest in the furtherance of the objectives of the Company
- has, in the opinion of the Council, rendered meritorious service; and
- is approved by a two-thirds majority of the members present in general meeting
- additional criteria regarding eligibility for honorary life membership may be decided from time to time by the Council

Section 13: Categories of Membership

- e. "Contemporary membership. A Contemporary member is entitled to attend and vote at any meeting of the Company".

Section 14: Categories of Membership

"Additional categories of members may be created from time to time by the Council"

Contemporary Member has been added and defined as:

Teachers of contemporary music who submit a CV together with a minimum of five years teaching and have evidence of all or some of the following:

- be accepted as a teacher of contemporary/jazz/popular music at a tertiary institution [eg TAFE, Conservatoria, University etc]. This could include the teaching of composition via computer/electronic means and audio engineering
- a degree, diploma, certificate or other qualification in the teaching of contemporary music which in the opinion of the Council confirms eligibility for the category of Contemporary membership of the Company. This could include qualifications such as the ADJS; Certificate IV; an appropriate music theatre qualification; or a graduate of appropriate courses from the Film & Television School or similar
- teachers without formal qualifications who, in the opinion of the Council, are considered competent to teach contemporary music via a proven record of successful teaching in the field that may include references, lists of students' examination results and/or achievements, or other suitable criteria as determined by the Council.

Section 42: Composition of the Council

"The Council must consist of not more than twelve Councillors nor less than eight Councillors until the Full members decide otherwise by a majority of 75%"

AMENDMENTS

The following Amendments were made to the Constitution by General Meeting, 13th October 2018

Section 13: CATEGORIES OF MEMBERSHIP

13. e. Friend membership. A Friend member is an individual who is interested in the mission and objectives of the Company and who is not a current or retired music teacher. A Friend is entitled to attend any meeting of the Company but is not entitled to vote.

Under RIGHT TO VOTE AT GENERAL MEETINGS

33. Every Full member and every Honorary Life member has one vote at a general meeting. Associate members, student members and Friend members do not have a vote.

A new section after 94:

DEDUCTIBLE GIFT RECIPIENT FUND

95 The Music Teachers' Association Ltd will establish and maintain a public fund, to be known as the "Music Teachers' Association of NSW Ltd Donations Fund" to which the public will be invited to contribute.

a. Any money received because of gifts of money or property for the MTA's purpose of promoting and supporting the Objects of the Association such as but not limited to providing performance opportunities for students and such other opportunities that may exist in this category (including interest accrued thereon) is to be credited to the public fund registered on the Register of Cultural Organisations. This excludes Clause 2 [g] that refers to the Association's Benevolent Fund. These monies will be kept separate from other funds of the Company and will only be used to further the stated purpose of the Company's public fund. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

b. The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Company.

c. The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status. The Association undertakes to comply with any rules that the Treasury Minister and the Arts Minister make to ensure that gifts made to the fund are used only for its principal purpose.

d. Receipts for gifts to the public fund must state:
[i] the name of the public fund and that the receipt is for a gift made to the public fund;

[ii] the Australian Business Number of the Music Teachers' Association of NSW Ltd;

[iii] the fact that the receipt is for a gift; and

[iv] any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

e. Statistical information will be supplied to the Department responsible for the administration of the Register of Cultural Organisations at six [6] monthly intervals about gifts made to the public fund within the previous six [6] months.

Further addition to clause 95 as [f]:

f. the public fund will operate on a not-for-profit basis. This means that money must not be distributed to members of the managing committee or trustees of the fund except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services. This requirement is separate to the requirement that the Music Teachers' Association as a whole operates on a not-for-profit basis

That the following be added to the existing Clause 5 of the Constitution of the Company as [d]

[d] If, on the Company's winding up or dissolution or the revocation of the Music Teachers Association's endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* or equivalent legislation as a Deductible Gift Recipient, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under section 30-100 of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under that Act.

Corporations Law

Company Limited by Guarantee

CONSTITUTION

OF

**THE MUSIC TEACHERS' ASSOCIATION OF NEW SOUTH WALES LIMITED
ACN 000 033 447**

NAME

1. The name of the Company is The Music Teachers' Association of New South Wales Limited.

OBJECTS

2. The objects of the Company are to promote the study, practice and knowledge of music in New South Wales, and in furtherance of these purposes:
 - a. To support and protect the character, status and common interests of the music teaching profession of New South Wales;
 - b. To promote the consideration and discussion of all questions affecting the interests of the music teaching profession and generally to watch over and protect the interests of persons engaged in such profession;
 - c. To provide means of social interaction between members of the music teaching profession;
 - d. To diffuse amongst its members, information on all matters affecting the music teaching profession.
 - e. To improve and elevate the technical and general knowledge of persons engaged in, or about to engage in, the music teaching profession.
 - f. To promote excellence in the practice and knowledge of music; and
 - g. To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from which may be made donations or advances to deserving persons. Those persons so nominated may currently be, or previously have been, engaged in the music teaching profession, or be connected with any person engaged in the profession. The Company undertakes to contribute to or assist in some other way any charitable or benevolent institutions or undertakings.

LIABILITY

3. The liability of the members is limited. Every member of the Company undertakes to contribute such amount as may be required not exceeding \$10.00 to the assets of the

Company if the Company is wound up during the time he or she is a member or within one year afterwards for:

- a. payment of the debts and liabilities of the Company contracted before the time the member ceased to be a member;
- b. the costs, charges and expenses of winding up the Company; and
- c. the adjustment of the rights of the members among themselves.

INCOME AND PROPERTY

4. The Company's income and property is to be applied solely towards the promotion of the Company's objects as set out in this Constitution. No part of the Company's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company. However, this clause does not prevent:
 - a. the payment in good faith of remuneration to any employee of the Company or to any member or other person in return for any services actually rendered to the Company;
 - b. the payment to a Councillor of out-of-pocket expenses incurred in carrying out the duties of a Councillor where the payments do not exceed an amount previously approved by the Council;
 - c. the payment to a member of the Council for any service rendered to the Company in a professional or technical capacity where:
 1. the provision of that service has the prior approval of the Council; and
 11. the amount payable is approved by a resolution of the Council and is on reasonable commercial terms;
 - d. the payment to a Councillor as an employee of the Company where the terms of employment have been approved by a resolution of the Council;
 - e. the payment to members of interest on any money borrowed from such members for the purpose of the Company at a rate not exceeding the lowest rate paid for the time being by the Company's principal bank in New South Wales in respect of term deposits of \$50,000.00 for six months;
 - f. the payment to members of reasonable market rent for premises leased by any member to the Company.

WINDING UP

5. a. If, on the Company's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed among the members but must be given to some other similar institution or institutions,

provided such other institution or institutions:

1. have objects similar to the Company's objects; and
 11. prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Company under Clause 5.
- b. Such institution or institutions are to be determined by the members of the Company at or before the time of dissolution and, in default, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court or any other Court as may have or acquire jurisdiction in the matter.
- c. If effect cannot be given to this provision, then such property must be given to some charitable object which prohibits the payment of any income or property to its members.

DEFINITIONS

6. In this Constitution, the following words and expressions have the meanings indicated unless the context requires otherwise.

"Associate member" means members who are or are not engaged in the music teaching profession and who do not have the qualifications referred to in the definition of Full member and "Associate membership" has a similar meaning.

"Auditor" means the Company's auditor.

"Council" means the Company's Council of Councillors assembled at a meeting of Councillors in accordance with this Constitution.

"Company" means The Music Teachers' Association of New South Wales Limited.

"Constitution" means the Constitution of the Company as amended from time to time.

"Full member" means a person who, at the time of becoming a member of the Company is engaged in the music teaching profession and has any of the following qualifications:

1. a degree or diploma in music teaching in Australia or holds an equivalent qualification awarded by any institution of education and recognised as such by the Council;
11. a school music teaching qualification approved by the Council from time to time;
111. a degree, diploma, certificate or other qualification in the teaching of music which in the opinion of the Council confirms eligibility for Full membership of the Company; or
- 1v. is, in the opinion of the Council after consideration has been given to the

examination results of pupils of the applicant in any examinations recognised by the Council, or the performance of the applicant's pupils in general, a competent teacher of music suitable to be admitted to Full membership of the Company even though he or she does not have the formal qualifications referred to in i. - iii.; and

"Full membership" has a similar meaning.

"Honorary Life member" means a member who:

- v. is a former member of the Company who has retired from music teaching;
- v1. is a person distinguished in any field who has an interest in the furtherance of the objectives of the Company;
- v11. has, in the opinion of the Council, rendered meritorious service; and
- vm. is approved by a two-thirds majority of the members present in general meeting

and "Honorary Life membership" has a similar meaning.

"Members" means the people shown as members on the Company's register of members.

"Notice" includes all written communications to members.

"Office" means the Company's registered office.

"Register" means the Company's register of members.

"Registered address" means the last known address of a member as noted in the Register.

"Seal" means the Company's Common Seal.

"Secretary" means any person appointed by the Council to perform the duties of a secretary of the Company and includes an Honorary Secretary.

"Student member" means a member who is a full-time music student enrolled in a recognised tertiary undergraduate diploma or degree course and who provides evidence of their student status and "Student membership" has a similar meaning.

INTERPRETATION

- 7. a. Words importing the singular number include the plural and the converse applies.
- b. Words importing persons include corporations, companies, associations and institutions.

- c. A reference to the Corporations Law is a reference to the Corporations Law as modified or amended from time to time.
- d. Unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution.

APPLICATION OF CORPORATIONS LAW

- 8. Unless the contrary intention appears in this Constitution:
 - a. an expression in this Constitution has the same meaning as in that part of the Corporations Law which deals with the same matter as this Constitution; and
 - b. an expression which is given a general meaning by the Corporations Law has the same meaning in this Constitution; and
 - c. the replaceable rules set out in the Corporations Law do not apply.
- 9. The number of members must not exceed 5,000 but the Council may register an increase of members.
- 10. A member of the Company is a person who:
 - a. is a subscriber to the Constitution; or
 - b. is elected as a member by the Council.
- 11. The Council may elect as a member of the Company any person who:
 - a. consents in writing to being a member; and
 - b. signs a commitment to the Company's Objects and:
 - i. has any of the following qualifications:
 - (1) a degree or diploma in music teaching in Australia or holds an equivalent qualification awarded by any institution of education and recognised as such by the Council;
 - (2) a school music teaching qualification approved by the Council from time to time;
 - (3) a degree, diploma, certificate or other qualification in the teaching of music which in the opinion of the Council confirms eligibility for Full membership of the Company; or
 - (4) is, in the opinion of the Council after consideration has been given to the examination results of pupils of the applicant in any examinations recognised by the Council, or the performance of the applicant's pupils in general, a competent teacher of music

suitable to be admitted to Full membership of the Company even though he or she does not have the formal qualifications referred to in (1) - (3);

or

11. is a full time music student enrolled in a recognised tertiary undergraduate diploma or degree course with such membership tenable for a maximum of four years only and on production of evidence of student status;

or

111. does not hold any of the qualifications listed in 11b.(1) - (3) and who may or may not be engaged in the music teaching profession.

12. The Council may:

- a. exempt any candidate from holding the qualifications listed in clause 11b. with respect to admission to Full membership of the Company; and
- b. admit any person to Full Life membership of the Company upon conditions agreed by the Council including a condition that the person pay a fee.

CATEGORIES OF MEMBERSHIP

13. The categories of membership are:

- a. Full membership. A Full member is entitled to attend and vote at any meeting of the Company.
- b. Associate membership. An Associate member is entitled to attend any meeting of the Company but is not entitled to vote.
- c. Student membership. A Student member is entitled to attend any meeting of the Company but is not entitled to vote.
- d. Honorary Life Membership. An Honorary Life member is entitled to attend and vote at any meeting of the Company.

14. Additional categories of members may be created from time to time by the Council.

APPLICATION FOR MEMBERSHIP

15. Any natural person who is not less than 18 years of age at the date of application may apply for membership of the Company.

16. An application for membership must be:

- a. in writing in a form approved by the Council; and

- b. accompanied by the annual subscription, the amount of which is to be determined by the Council.

ANNUAL SUBSCRIPTION

- 17. All annual subscriptions are due and payable in advance on 1 January in each year.
- 18. If a person applies for membership during the months of July to December inclusive, the Council may reduce the annual subscription payable by the applicant in such manner as it thinks fit.

ADMISSION TO MEMBERSHIP

- 19. As soon as practicable after the Company receives an application for membership which satisfies the requirements of this Constitution:
 - a. the Company must notify the applicant of admission in writing and provide a receipt for the annual subscription; and
 - b. the name and details of the applicant must be entered in the Register.

CESSATION OF MEMBERSHIP

- 20. If:
 - a. the annual subscription of a member remains unpaid for two months after it becomes payable; and
 - b. a notice of default is given to the member pursuant to a resolution of the Council;the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the Council thinks fit.
- 21. Any member may by notice to the Secretary resign as a member with immediate effect or with effect from a particular date subsequent to, but not being later than six months from, the date of that notice.
- 22. The Council may by resolution of at least three-quarters of its members expel a member of the Company from the Company if the member:
 - a. wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - b. in the Council's opinion ceases:
 - 1. to have an active interest in the Company;
 - u. to be committed to the Company's Objects; or
 - 111. to meet the qualifications for membership.

23. Before resolving to expel a member, the Council must give the member:
- a. at least one week's notice of the Council meeting at which the resolution for expulsion is to be put and of the intended resolution for expulsion; and
 - b. an opportunity of attending the meeting and of giving at it orally or in writing any explanation or defence which the member may desire to offer.

GENERAL MEETINGS

24. a. The Council may, at any time, convene a general meeting.
- b. The Council must convene in every calendar year a general meeting, to be called the annual general meeting, which is to be held at such time as may be determined by Council.
- c. A member may requisition, convene, or join in requisitioning or convening a general meeting in accordance with the Corporations Law.

NOTICE OF GENERAL MEETINGS

25. a. At least 21 days' notice must be given to members of all general meetings.
- b. A notice convening a general meeting must:
1. set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
 11. state the general nature of any special business to be transacted at the meeting.
- c. For the purposes of the preceding paragraph, special business means any business to be transacted at a meeting other than an annual general meeting and any business to be transacted at an annual general meeting other than the matters listed in paragraphs a. to c. inclusive of the next clause.
- d. The Council may postpone or cancel any general meeting whenever it thinks fit, other than a meeting convened under paragraph c. of the previous clause.
- e. The Council must give notice of the postponement or cancellation to all members.
- f. The failure or accidental omission to send a notice of a general meeting or the adjournment or postponement or cancellation of a general meeting to any member or the non-receipt of a notice by any member does not invalidate the proceedings at or any resolution passed at the general meeting.

ANNUAL GENERAL MEETINGS

26. The business of an annual general meeting is to:
- a. receive and consider the accounts and reports of the Council and the Auditor required by the Corporations Law;
 - b. elect the Councillors to be elected pursuant to this Constitution;
 - c. when relevant, appoint and fix the remuneration of the Auditor; and
 - d. transact any other business which under this Constitution may be transacted at a general meeting.

QUORUM AT GENERAL MEETINGS

27. a. No business may be transacted at a general meeting unless a quorum of members is present, in person or by proxy or representative, when the meeting proceeds to business.
- b. A quorum of members is not fewer than 10 Full members entitled to vote.
- c. If a quorum is not present within 30 minutes after the time appointed for a meeting:
1. if the meeting was convened on the requisition of members, it is automatically dissolved; or
 - ii. in any other case:
 - (1) it stands adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Council; and
 - (2) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, a quorum is 2 members.

PRESIDENT OF GENERAL MEETINGS

28. The President, or in the President's absence, the Vice-President, presides as President at every general meeting. If neither of such officers is present within 10 minutes after the time appointed for the meeting, the members present must choose one of their number as President of the meeting.

ADJOURNMENT OF GENERAL MEETINGS

29. a. The President of a meeting at which a quorum is present:

1. in his or her discretion may adjourn a meeting with the meeting's consent; and
 11. must adjourn a meeting if the meeting directs him or her to do so.
- b. An adjourned meeting may take place at a different venue to the initial meeting.
 - c. The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
 - d. A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
 - e. Notice of an adjourned meeting must only be given if a general meeting has been adjourned for one month or more. If notice is required, it must be at least 21 days' notice.
 - f. No poll may be demanded on the question of adjournment of a meeting except by the President.

RESOLUTIONS AND POLLS AT GENERAL MEETINGS

30. a. Subject to the Corporations Law in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- b. A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by:
 1. the President; or
 11. any five members who have the right to vote at the meeting and who are present in person or by proxy or representative; or
 111. members with at least 5% of the votes that may be cast on the resolution.
- c. A poll may be demanded:
 1. before a vote on a show of hands takes place;
 11. after a vote on a show of hands takes place but before the declaration of the result of the show of hands; or
 111. immediately after the declaration of the result of a show of hands.
- d. Unless a poll is demanded:
 1. a declaration by the President that a resolution has been carried or lost;

and

11. an entry to that effect in the minutes of the meeting,
are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- e. The demand for a poll may be withdrawn.
- f. A poll must be taken at the time and in the manner that the President directs.
- g. The result of the poll is the resolution of the meeting at which the poll is demanded.
- h. A poll demanded on the election of the President or the adjournment of a meeting must be taken immediately.
- i. After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.
31. a. A decision of a general meeting may not be invalidated on the ground that a person voting at the meeting was not entitled to do so.
- b. A challenge to a right to vote at a general meeting may only be made at the meeting.
- c. The President must determine such challenge and such determination, if made in good faith, is final.

PRESIDENT'S CASTING VOTE AT GENERAL MEETINGS

32. The President has a casting vote on a show of hands and on a poll in addition to the President's votes as a member, proxy or representative.

RIGHT TO VOTE AT GENERAL MEETINGS

33. Every Full member and every Honorary Life member has one vote at a general meeting. Associate members and student members do not have a vote.

PROXY

34. A member may by notice to the Secretary appoint another member as his or her proxy to attend and vote at general meetings instead of him or her and any proxy has the same right as the member to speak at the meeting.
35. The notice must be in a form approved by the Council.
36. The notice must be signed:
 - a. by the appointor or by his or her attorney; or

- b. if the appointor is an organisation, either under seal or by an officer or attorney of the organisation.
37. The notice may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does so, the proxy must not vote in any other way. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
38. a. The notice and, if the notice is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority must be received by the Company at least 48 hours before the meeting.
- b. If a Company meeting has been adjourned, a notice and any authority received by the company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
39. A vote cast in accordance with the notice appointing a proxy is valid even if before the vote was cast the appointor:
- a. died;
 - b. became of unsound mind; or
 - c. revoked the proxy or power,

unless notice of the death, unsoundness of mind, or revocation was received before the relevant meeting or adjourned meeting at the office, or at such other place within Australia nominated by the Company in the notice convening the meeting.

MANAGEMENT OF THE COMPANY

40. The Company's business is managed by or under the direction of the Council which may exercise all the Company's powers which are not required by this Constitution or any law to be exercised by the Company in general meeting.
41. The Council may make any rules not inconsistent with this Constitution but such rules may be altered or revoked by the Company in general meeting.

COMPOSITION OF THE COUNCIL

42. The Council must consist of not more than sixteen Councillors nor less than twelve Councillors until the Full members decide otherwise by a majority of 75%.
43. At each annual general meeting, the members must elect a person as Councillor to hold office subject to this Constitution until the close of the third annual general meeting following the meeting at which the person is elected when he or she must retire from office but is eligible for re-election.

44. A person is not eligible for election as a Councillor at any general meeting unless:
 - a. two members of the Company have at least ten days before the general meeting left at the Office a notice (endorsed with the person's consent) nominating the person for appointment as a Councillor;
 - b. the person is a Full member; and
 - c. the person has signed a commitment to the Company's Objects and satisfies the Company's qualifications for Full membership.
45. If the nominations received do not exceed the number required, those nominated will be declared by the President to have been elected.
46. If the number of nominations exceeds the number of vacancies to be filled, the Secretary must post a list of the nominations at the Office at least seven days prior to the general meeting with the notification that at the general meeting or such other time as the Council may appoint, the election will be determined by ballot.
47. No vote is valid unless it is cast for the exact number of Councillors required.
48. If nominations are not received in accordance with clause 44, the general meeting may proceed with the election by ballot.

CASUAL VACANCIES ON THE COUNCIL

49. Any casual vacancy among the Councillors elected by the members must be filled by the Councillors appointing a person from among the Full members. A Councillor appointed in this way holds office until the close of the next annual general meeting when that Councillor must retire from office but is eligible for re-election.
50. The Council may act even if there are vacancies on the Council.
51. If at any time the number of Councillors in office is fewer than five, the Council may meet and act only:
 - a. to appoint a Councillor; or
 - b. to elect a person as a member of the Company; or
 - c. to convene a general meeting.

DEFECT IN APPOINTMENT

52. If it is discovered that:
 - a. there was a defect in the appointment of a person as a Councillor or member of a Council committee; or

- b. a person appointed to one of those positions was disqualified;

all acts of the Council or the Council committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

REMUNERATION OF COUNCILLORS

- 53. The Councillors may be paid all travelling and other expenses properly incurred by them in attending and returning from Councillors' meetings or any committee meetings or General Meetings or otherwise in connection with the Company's business.

PRESIDENT OF THE COUNCIL

- 54. At the first Council meeting after each annual general meeting, the Councillors must elect a Councillor as President, a Councillor as Vice-President and a Councillor as Honorary Treasurer to hold office until the close of the next annual general meeting. If the President, Vice-President, or Honorary Treasurer ceases to be a Councillor, that person must immediately vacate the office of President, Vice-President, or Honorary Treasurer as the case may be.
- 55. A former office bearer is eligible for re-election to that office or election to another office provided that no person may hold the position of President or Vice-President for more than three years in succession. No person may occupy more than one of the offices of President, Vice-President, Honorary Treasurer or Secretary at the same time.
- 56. Any casual vacancy occurring in the office of President, Vice-President or Honorary Treasurer must be filled by the Councillors. The newly elected person holds office for the remainder of the term of office of the former President, Vice-President or Honorary Treasurer but is eligible for re-election.

VACATION OF OFFICE OF COUNCILLOR

- 57. The office of a Councillor is vacated if that Councillor:
 - a. dies;
 - b. resigns by notice to the Company;
 - c. becomes bankrupt or makes any general arrangement or composition with his or her creditors;
 - d. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - e. is absent from three consecutive meetings of the Council without leave of the Council;
 - f. ceases to be a member of the Company; or

- g. is found guilty of any offence punishable under the criminal or company law of any country or the law of any country relating to charities or trusts; or
- h. is found by a 75% majority of the Council to have made statements or conducted himself or herself in such a way as to discredit or bring into disrepute either himself or herself, the Company, or any member of the Company; or
- 1. otherwise ceases to be, or becomes prohibited from being, a Councillor by virtue of the Corporations Law.

SECRECY OBLIGATIONS

58. Every Councillor and other agent or officer of the Company must keep secret all aspects of all transactions of the Company, except:
- a. to the extent necessary to enable the person to perform his or her duties to the Company;
 - b. as required by law;
 - c. when requested to disclose information by the Council to the Auditor or a general meeting of the Company;
 - d. as otherwise permitted by the Council.

PROCEEDINGS OF THE COUNCIL

59. The Council may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.
60. a. A Council meeting may be held by the Councillors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- b. The Councillors need not all be physically present in the same place for a Council meeting to be held.
- c. A Councillor who participates in a meeting held in accordance with this clause is deemed to be present and entitled to vote at the meeting.

COUNCIL QUORUM

61. The quorum necessary for the transaction of the business of the Council is five Full members.

PRESIDENT OF COUNCIL MEETINGS

62. The President or, in his or her absence, the Vice-President must take the chair at all Council

meetings. If at any meeting neither of such officers is present within 10 minutes after the time appointed for holding the meeting, the Councillors present must choose one of their number to be President of the meeting.

VOTING AT COUNCIL MEETINGS

63. Questions arising at a Council meeting are decided by a majority of the votes of the Councillors present and voting. In case of an equality of votes, the President of the meeting has a casting vote in addition to his or her deliberative vote.

CONVENING OF SPECIAL COUNCIL MEETINGS

64. Upon the written requisition of any two Councillors, the President, or Vice-President, or in their absence the Secretary, must convene a special meeting of the Council to be held within 14 days after the receipt of the requisition. The requisition must set out the purposes for which the meeting is required.

COUNCIL RESOLUTIONS WITHOUT A MEETING

65. a. If all the Councillors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is deemed to have been passed at a Council meeting held on the day on which the document was last signed by a Councillor.
- b. For the purposes of paragraph a., two or more identical documents, each of which is signed by one or more Councillors, together constitute one document signed by those Councillors on the days on which they signed the separate documents.
- c. Any document referred to in this clause may be in the form of electronic mail, a telex or facsimile transmission.
- d. The minutes of Council meetings must record that a meeting was held in accordance with this clause.
- e. This clause applies to meetings of Council committees as if all members of the committee were Councillors.

MATERIAL PERSONAL INTEREST

66. a. Unless permitted by the Corporations Law, a Councillor who has a material personal interest in a matter that is to be considered at a Council meeting:
1. must not vote on the matter or be present while the matter is being considered at the meeting; and
 11. must not be counted in a quorum in relation to that matter.

- b. Paragraph a. does not apply to an interest that the Councillor has as a member in common with the other members.
- c. The quorum for consideration at a Council meeting of a matter in which one or more Councillors have a material personal interest is four Councillors who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.
- d. Each Councillor must disclose to the Company any material contract in which the Councillor is interested, and must provide the Company with the names of the parties to the contract, particulars of the contract, and the Councillor's interest in the contract.
- e. A Councillor's failure to make disclosure under this clause does not render void or voidable a contract in which the Councillor has an interest.

MINUTES

- 67. a. The Council must cause minutes to be made of:
 - i. the names of the Councillors present at all general meetings, Council meetings and meetings of Council committees;
 - ii. all proceedings of general meetings, Council meetings and meetings of Council committees;
 - iii. all appointments of officers;
 - iv. all orders made by the Council and Council committees; and
 - v. all disclosures of interests made pursuant to the previous clause.
- b. Minutes must be signed by the President of the meeting or by the President of the next meeting of the relevant body and if so signed are as between the members conclusive evidence of the matters stated in such minutes.

COMMITTEES

- 68. The Council may delegate any of its powers to committees consisting of such persons as it thinks fit and may revoke such delegation. Any committee so formed must conform to any rules imposed upon it by the Council. The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of Council so far as the same are applicable and are not superseded by any rule made by the Council under this clause.

SECRETARY

- 69. The Council must appoint a Secretary for such term, at such remuneration (if any) and upon

such conditions as it thinks fit.

70. The Secretary may be removed by the Council.

SEAL

71. The Council must provide for the safe custody of the Seal. Subject to the next paragraph, the Seal must not be used without the authority of the Council and in the presence of at least one Councillor who must sign every document to which the Seal is affixed and every such document must be countersigned by one other Councillor or the Secretary or some other person appointed by the Council.

72. Where as a matter of urgency a document is required to be under the Seal, the President or Vice-President may direct the Secretary to affix the Seal to that document and at the first opportunity the Secretary must report to the Council the action taken.

ACCOUNTS

73. a. The Council must cause the Company to keep accounts of the Company's business in accordance with the Corporations Law.

b. The Council must cause the accounts of the Company to be:

i. audited; and

ii. laid before the annual general meeting of the Company

in accordance with the Corporations Law.

74. A copy of the accounts must be sent to all persons entitled to be sent notices of general meetings together with the notice of the annual general meeting, as required by the Corporations Law.

75. The accounts when audited and approved by a general meeting are conclusive except as regards any material error discovered in them within 6 months next after their approval. Whenever any material error is discovered within that period, the accounts must immediately be corrected and then they are conclusive.

76. The financial year of the Company is for the period commencing on 1 January in each year and ending on 31 December in the same year.

NOTICES

77. Notices must be in writing.

78. A notice may be served by the Company on a member by any of the following methods:

a. by serving it personally on the member;

- b. by leaving it at the registered address;
 - c. by sending it by post in a prepaid letter, envelope or wrapper addressed to the member at the registered address;
 - d. by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the member; or
 - e. by sending it by electronic mail to an electronic mail address nominated by the member for the purpose of serving notices on the member.
79. Each member whose registered address is not in Australia may notify the Company of an address in Australia which is deemed to be that member's registered address for the purpose of serving notice.
80. Any notice sent by post, air-mail or air courier is deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier. In proving service, it is sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any officer of the Company that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive.
81. Any notice sent by facsimile transmission or electronic mail is deemed to have been served on receipt by the Company of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
82. Any notice sent by post to or left at the registered address is deemed to have been properly served even if the member is then dead or bankrupt and whether or not the Company has notice of the death or bankruptcy.
83. The signature to any notice given by the Company may be written or printed or a facsimile of the signature may be affixed by mechanical or other means.
84. Where a period of notice is required to be given, the day on which the notice is served and the day of doing the act or other thing is not included in the number of days or other period.

INDEMNITY

85. To the extent permitted by law, the Company indemnifies every officer of the Company against any liability incurred by that person:
- a. in his or her capacity as officer of the Company; and
 - b. to a person other than the Company or a related body corporate of the Company unless the liability arises out of conduct on the part of the officer which involves a lack of good faith.

86. The Company indemnifies every officer of the Company against any liability for costs and expenses incurred by the person in his or her capacity as officer of the Company:
- a. in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - b. in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Law.
87. The Company may pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against a liability incurred by the person as an officer of the Company except in circumstances prohibited by the Corporations Law.

BENEVOLENT FUND

88. The Council may establish and maintain an benevolent fund called the Benevolent Fund of The Music Teachers' Association of New South Wales ("the Benevolent Fund"). All assets and obligations of the former fund called the Benevolent Fund of the Musical Association of New South Wales shall become part of the Benevolent Fund. The former fund ceased to exist on 27 August, 1936.
89. The Benevolent Fund has the objects and purposes set out in clause 2 of the Constitution and all powers incidental to or conducive to the attainment of the objects set out in clause 2.
90. The Benevolent Fund must be managed by a Committee of Management consisting of the President, Vice-President and Honorary Treasurer and such other person as the Council may invite to serve on the Committee of Management, whether or not those persons are members of the Company.
91. The Committee of Management may raise money for the Benevolent Fund by calling for donations, promoting concerts and musical or social gatherings and by such other means as it thinks fit provided that no levy or compulsory subscription shall be imposed without the approval of a two-thirds majority of the members present in general meeting.
92. All money received for the Benevolent Fund must be deposited into a bank account called "Music Teachers' Association of NSW Ltd Benevolent Fund". No other money is authorised by clause 2(g). The bank account may be drawn upon or otherwise operated only by two or more members of the Committee of Management one of whom must be the Honorary Treasurer or his or her substitute. All payments of the account in excess of \$20 must be by cheque.
93. The proceedings of the Committee of Management will be regulated by by-laws of the Council.
94. If the Company is wound up or dissolved, the Benevolent Fund must be wound up and all its assets standing to its credit after its liabilities have been met must be distributed in accordance with clause 5.