

CONSTITUTION AND RULES OF WA YOUTH JAZZ ORCHESTRA ASSOCIATION (INC.)

1. NAME OF ASSOCIATION

The name of the Association is W.A. Youth Jazz Orchestra Association (Inc.)

2. DEFINITIONS

In this Constitution, and any amendments hereto and in any rules made in accordance with the provisions hereof, unless the contrary intention appears –

- (a) **"Board meeting"** means meeting referred to in rule 12(a);
- (b) **"Board member"** means person referred to in rules 7(a) and 7(b);
- (c) **"financial year"** has the meaning given by section 3 of the Act and commences on 1 January each year;
- (d) **"general meeting"** means meeting convened under rule 14;
- (e) **"Objects"** means the objects set out at rule 3 of this Constitution;
- (f) **"Member"** means member of the Association referred to in rule 4;
- (g) **"Orchestra Representative"** means member elected by financial members of the bands;
- (h) **"ordinary resolution"** means resolution other than a special resolution;
- (i) **"special resolution"** has the meaning given by section 3 of the Act;
- (j) **"the Act"** means the *Associations Incorporation Act 2015 (WA)*;
- (k) **"the Association"** means the Association referred to in rule 1;
- (l) **"the Chairperson"** means -
 - (i) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 8; or
 - (ii) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 7(a) or, if that person is unable to perform his or her functions, the Vice Chairperson (if appointed);
- (m) **"the Board"** means the Board of Management of the Association referred to in rule 7(a);
- (n) **"the General Manager"** means the General Manager referred to in rule 7(a)(v);
- (o) **"the Artistic Director"** means the person employed by the Board of Management to carry out the responsibilities of that role, referred to in rule 7(a)(iv);
- (p) **"the Treasurer"** means the Treasurer referred to in rule 7(a)(ii);
- (q) **"the Vice-Chairperson"** means the Vice-Chairperson referred to in rule 7(b).

3. OBJECTS OF ASSOCIATION

(a) The objects of the Association are –

- (i) To promote, encourage and demonstrate in performance, excellence in Jazz, improvised and other music throughout Western Australia, interstate and overseas.
- (ii) To provide Jazz, improvised and other music tuition and performance experience of the highest quality for young people.
- (iii) To encourage young arrangers to compose and/or arrange jazz, improvised and other music suitable for ensembles of all sizes and structures.
- (iv) To stimulate and sustain public interest in WAYJO and musicians playing and learning about Jazz, improvised and other music and to extend the influence of the WAYJO Association throughout the Community.

- (b) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects or purposes.

4. MEMBERSHIP

- (a) (**Eligibility**) Any person who supports the objects or purposes of the Association is eligible to apply to become a members, including but not limited to:
- (i) members of any ensemble operated by the Association;
 - (ii) Past and present board members; and
 - (iii) any person who the board believes to have made a significant contribution to the Association.
- (b) (**Application**) A person who wishes to become a member shall complete the Association's membership application form or other Board approved documentation and submit it to the General Manager.
- (c) (**Decision**) All applications for membership will be considered as follows:
- (i) Applications eligible for membership under rule 4(a)(i) shall be considered by the Artistic Director who will provide applicants with notice of his/her decision to accept or reject the application. Applications accepted by the Artistic Director must be presented to the Board for ratification at a board meeting.
 - (ii) The Board will consider all applications other than those reviewed under paragraph 4(c)(i) and may reject any application if they consider the proposed membership does not promote the objects of the Association.
- (d) (**Reasons**) Neither the Artistic Director nor the Board are required to give reasons to an applicant for membership for any action they take under this rule 4.
- (e) (**Becoming a member**) An applicant for membership of the Association becomes a member when:
- (i) the application is accepted by the Artistic Director (only applicable where it is an application with eligibility under rule 4(a)(i)) and the application is ratified by the board; or
 - (ii) the application is accepted by the Board under rule 4(c)(ii); and
- the applicant pays any membership fees payable to the association under rule 6.
- (f) (**Register of Members**) The General Manager shall, on behalf of the Association:
- (i) keep and maintain the register of members in accordance with section 53 of the Act, in either hard copy or electronic form, at the office of the Association; and
 - (ii) cause the name of a person who dies or who ceases to be a member under rules 4(g), 5 or 6(c) to be deleted from the register.
- (g) (**Resignation of members**) A member may resign from membership by giving written notice of the resignation to the General Manager. A person who ceases to be a member under this rule 4(g) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

5. EXPULSION OF MEMBERS OF ASSOCIATION

- (a) If the Board considers that a member should be expelled from membership of the Association because of his or her conduct is in contravention of the these rules or a policy of the Association or is detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member–
 - (i) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (ii) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph 5(a)(i).
- (b) At the Board meeting referred to in a notice communicated under rule 5(a), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (c) Subject to rule 5(e), a member who is expelled under rule 5(b) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under rule 5(b).
- (d) A member who is expelled under rule 5(b) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the General Manager of his or her intention to do so within the period of 14 days referred to in rule 5(c).
- (e) When notice is given under rule 5(d) –
 - (i) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
 - (ii) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this rule.

6. MEMBERSHIP SUBSCRIPTIONS

- (a) The Board shall from time to time determine the amount of the subscription to be paid by each member.
- (b) Each member shall pay to the General Manager, annually on or before 1 April or such other date as the Board from time to time determines, the amount of the subscription determined under rule 6(a).
- (c) Subject to rule 6(d), a member whose subscription is not paid within 3 months after the relevant date fixed by or under rule 6(b) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (d) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under rule 6(b) or within 3 months thereafter.

7. BOARD OF MANAGEMENT

- (a) The affairs of the Association shall be managed exclusively by a Board of Management consisting of the following who shall be members of the Association elected to membership of that Board at an annual general meeting or appointed under rule 7(d) –

- (i) a Chairperson;
 - (ii) an Honorary Treasurer who need not be a member; and
 - (iii) up to 12 members - at least one of whom will be required to have appropriate expertise/skill in the jazz/improvised music genre
- and ex officio members –
- (iv) an Artistic Director;
 - (v) the General Manager; and
 - (vi) an Orchestra Representative.
- (b) The Board may appoint a Vice Chairperson and such other officers as it considers appropriate from time to time and may establish sub-committees to consider specific areas of interest and need.
 - (c) At the commencement of the annual general meeting of the Association one third of the board positions become vacant.
 - (d) When a vacancy within the meaning of rule 11 occurs in the membership of the Board:
 - (i) the Board may appoint a member to fill that vacancy; and
 - (ii) a member appointed under this rule shall –
 - A. hold office until the end of the term of the person they are replacing; or in the case of a person appointed in accordance with rule 7(d) to hold office until the next AGM; and
 - B. be eligible for election to membership of the Board at the next annual general meeting after their term expires.
 - (e) The Term of office for board members is for a period of 3 years. The maximum term of office for the Chairperson and Vice Chairperson is 2 consecutive terms, save that the members may from time to time and by ordinary resolution, approve one or more additional 3 year terms for any person holding such office.
 - (f) The Board may meet as required between meetings regarding matters requiring urgent attention relating to HR, finance, governance and other issues.

8. CHAIRPERSON

- (a) Subject to this rule, the Chairperson shall preside at all general meetings and Board meetings.
- (b) In the event of the absence from-
 - (i) a general meeting –
 - A. of the Chairperson, the Vice-Chairperson (if appointed); or
 - B. both the Chairperson and the Vice-Chairperson (if appointed or if there is no appointment), a member elected by the other members present at the general meeting or
 - (ii) a Board meeting –
 - A. of the Chairperson, the Vice-Chairperson (if appointed); or
 - B. both the Chairperson and the Vice-Chairperson (if appointed or if there is no appointment), a Board Member elected by the other Board Members

present, shall preside at the general meeting or Board meeting, as the case requires.

9. GENERAL MANAGER

The General Manager shall –

- (a) co-ordinate the correspondence of the Association;
- (b) Ensure that full and correct minutes of the proceedings of the Board and of the Association are kept;
- (c) comply on behalf of the Association with –
 - (i) sections 53-56 of the Act in respect of the register of members of the Association;
 - (ii) section 35 of the Act in respect of the rules of the Association; and
 - (iii) section 58 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in rule 9(c), other than those required by rule 10 to be kept and maintained by, or in the custody of, the Treasurer;
- (e) be responsible for the receipt of all moneys paid to or received by, or by the General Manager on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (f) subject to any delegation of authority approved by resolution of the Board:
 - (i) pay all moneys referred to in rule 9(e) into such account or accounts of the Association as the Board may from time to time direct;
- (g) make payments from the funds of the Association with the authority of a general meeting or of the Board; and
- (h) perform such other duties as are imposed by these rules on the General Manager.

10. TREASURER

The Treasurer shall -

- (a) comply on behalf of the Association with Part 5 Division 3 of the Act in respect of the financial records of the Association;
- (b) when ever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (c) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (a) and (b); and
- (d) perform such other duties as are imposed by these rules on the Treasurer.

11. VACANCIES IN MEMBERSHIP OF BOARD

- (a) A vacancy occurs in the office of a Board member and that office becomes vacant if:
 - (i) the position is not filled at the AGM
 - (ii) or the Board Member –

- A. dies;
- B. resigns by notice in writing delivered to the Chairperson or, if the Board Member is the Chairperson, to the Vice-Chairperson;
- C. is convicted of an offence under the Act;
- D. is permanently incapacitated by mental or physical ill-health;
- E. is absent from more than 3 consecutive Board meetings except in exceptional circumstances as determined by the Board or is absent from more than 50% of Board meetings in a calendar year without reasonable excuse accepted by the Board; or
- F. ceases to be a member of the Association.

12. PROCEEDINGS OF BOARD

- (a) The Board shall meet together for the dispatch of business not less than 4 times per annum and the Chairperson may at any time convene a meeting of the Board.
- (b) Each Board member has a deliberative vote.
- (c) A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- (d) At a Board meeting four Board Members constitute a quorum.
- (e) Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board Members present at the Board meeting.
- (f) A Board Member having any direct or indirect material personal interest referred to in sections 42 and 43 of the Act shall comply with that section.
- (g) The presence of a Board Member at a board meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (h) A member who participates in a Board meeting as allowed under rule 12(g) is taken to be present at the meeting and, if the Board Member votes at the meeting, the Board Member is taken to have voted in person.

13. POWERS OF THE BOARD

- (a) The Board shall have the following authorities, duties and powers:
 - (i) To carry into effect the Objects;
 - (ii) To provide for the sound stewardship of the assets of the Association;
 - (iii) To make decisions and determinations on all matters concerning the activities, administration, control and functioning of the Association in accordance with its Objects; and
 - (iv) To delegate to the General Manager such of its powers as it thinks fit.

14. NOTICE OF GENERAL MEETINGS

- (a) The Board may at any time convene a special general meeting.

- (b) The Board shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act.
- (c) The Board shall, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 25% of the total number of members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the General Manager receiving a notice under rule 5(d), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (d) The members making a request referred to in rule 14(c)(i) shall-
 - (i) state in that request the purpose for which the special general meeting concerned is required; and
 - (ii) sign that request.
- (e) If a special general meeting is not convened within the relevant period of 30 days referred to-
 - (i) in rule 14(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (ii) in rule 14(c)(ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.
- (f) When a special general meeting is convened under rule 14(e)(i) or 14(e)(ii)-
 - (i) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (ii) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (g) Subject to rule 14(j) the General Manager shall give to all members, in writing via post or email, not less than 14 days' notice of a general meeting and of any motions to be moved at the general meeting.
- (h) A notice given under rule 14(g) shall specify-
 - (i) when and where the general meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (i) In the case of an annual general meeting, the order in which business is to be transacted is-
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and
 - (iii) third, any other business requiring consideration by the Association in a general meeting.

- (j) The General Manager shall give to all members, in writing via post or email, not less than 21 days' notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (k) The General Manager may give a notice under rules 14(g) or 14(j) by-
 - (i) serving it on a member personally; or
 - (ii) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 53 of the Act.
 - (iii) sending it by electronic means including facsimile or email to a member at the address of the member appearing in the register of members kept and maintained under section 53 of the Act.
- (l) When a notice is sent by post under rule 14(k)(ii), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (m) When a notice is sent by electronic means under rule 14(k)(iii) sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and sent to the member at the address of the member appearing in the register of members.

15. QUORUM AT GENERAL MEETINGS

- (a) At a general meeting 10 members present in person or by proxy constitute a quorum. Attendance using technology that permits real time interaction is taken to be attendance in person.
- (b) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 14(g) or 14(j)-
 - (i) as a result of a request or notice referred to in rule 14(c) or as a result of action taken under rule 14(e) a quorum is not present, the general meeting lapses; or
 - (ii) otherwise than as a result of a request, notice or action referred to in paragraph 15(b)(i), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (c) If within 30 minutes of the time appointed by rule 15(b)(ii) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (d) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (e) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (f) When a general meeting is adjourned for a period of 30 days or more, the General Manager shall give notice under rule 14 of the adjourned general meeting as if that general meeting were a fresh general meeting.

16. PROCEEDINGS AT GENERAL MEETINGS

- (a) At a general meeting –

- (i) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (ii) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.
- (b) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 16(c).
 - (c) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
 - (d) If a poll is demanded and taken under rule 16(c) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
 - (e) A poll demanded under rule 16(c) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

17. MINUTES OF MEETINGS OF ASSOCIATION

- (a) The General Manager or such other person as agreed by the Board shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (b) The Chairperson shall ensure that the minutes taken of a general meeting or Board meeting under rule 17(a) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.
- (c) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –
 - (i) the general meeting or Board meeting to which they relate (in this rule 17(c) called "the meeting") was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place there at; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

18. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- (a) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (b) A member who is a body corporate shall appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (c) An appointment made under rule 18(b) shall be so made by a resolution of the board or other governing body of the body corporate concerned, a copy of which resolution is lodged with the General Manager.

- (d) A person appointed under rule 18(b) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

19. PROXIES OF MEMBERS OF ASSOCIATION

- (a) A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

20. DISPUTES AND MEDIATION

- (a) The procedure in this rule 20 20, applies to disputes:
 - (i) between members; or
 - (ii) between one or more members and the Association.
- (b) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20(a), any party to the dispute may start the grievance procedure by giving written notice to the General Manager or, if the dispute involves the General Manager, the Chair (Mediator) of:
 - (i) The parties to the dispute; and
 - (ii) The matters that are the subject of the dispute.
- (d) Within 14 days after the Mediator receives notice, the Mediator must speak with the parties to the dispute and give each party an opportunity to be heard, to submit written statements in support of their position and ensure an opportunity respond to any statement or evidence. The mediator cannot determine the dispute.
- (e) If the parties to the dispute cannot resolve the dispute with the Mediator within 14 days of the Mediator receiving notice, a party to the dispute may refer the matter to the Board for resolution within 21 days.

21. RULES OF ASSOCIATION

- (a) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act.
- (b) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. INSPECTION OF RECORDS, ETC. OF ASSOCIATION

- (a) A member may with reasonable notice in writing inspect without charge the books, documents, records and securities of the Association.

23. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

- (a) If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred -
- (i) to another organisation with similar purposes, which must meet the requirements of section 24 of the Act
 - (ii) and shall be determined by the resolution of the members when authorising and directing the Board under section 129 of the Act to prepare a distribution plan of the surplus property of the association.

In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution