



# **NATIONAL BAND COUNCIL OF AUSTRALIA INC**

**INCORPORATING THE BRASS AND CONCERT BANDS OF AUSTRALIA**

## **2006 YEARBOOK**

Published 1 September 2005

(No amendments or additions made)

### **RULES**

#### **President**

Robert Bedwell - E-mail: [president@nbca.asn.au](mailto:president@nbca.asn.au)

#### **Executive Officer**

Brian Dodds - E-mail: [executiveofficer@nbca.asn.au](mailto:executiveofficer@nbca.asn.au)

Phone/fax 08 9279 6796: Mobile 0402 458 015

#### **Correspondence**

PO Box 19

Cloverdale WA 6985

#### **Website**

[www.nbca.asn.au](http://www.nbca.asn.au)



# NATIONAL BAND COUNCIL OF AUSTRALIA INC

## RULES

### Table of Contents

<b>Subject (Alphabetical Order)</b>	<b>Rule</b>
Adjournment	28
Alterations of objects and rules	35
Annual general meetings – holding of	22
Annual General Meeting – calling of and business at	23
Casual vacancies	18
Cessation of membership	4
Common Seal	36
Constitution and membership	13
Custody of books etc.	37
Delegation by Council to subcommittee	20
Disciplining of members	10
Dissolution of the Council	42
Election of Executive	14
Executive Assistant	43
Executive Officer	17
Fees, subscriptions etc.	8
Funds management	34
Funds – source	33
Inspection of books etc.	38
Insurance	32

Making of decisions	29
Meeting and quorum	19
Members liabilities	9
Membership entitlements not transferable	5
Membership Qualifications	2
Motions on Notice	41
Nomination for Membership	3
Notice	25
Observers	40
Powers etc of the Council	12
President	15
Presiding member	27
Procedure	26
Resignation of members	6
Register of members	7
Resolution of Internal disputes	9A
Right of appeal of disciplined member	11
Special general meetings calling of	24
Special Resolution	30
Service of notices	39
Vice President	16
Voting and decisions	21
Voting	31

## PART ONE

### PRELIMINARY

#### 1 INTERPRETATION

##### 1.1 In these rules, except in so far as the context of subject matter otherwise indicates or requires:

“Council”	means the National Band Council of Australia Incorporated and shall include the Executive and Councillors.
“Executive”	means the President, Vice President and Executive Officer.
“Councillor”	means a properly nominated person from a State Governing Body who has presented credentials to the Executive Officer as to his or her appointment by that State to be “a Councillor”
“Member”	means the Executive and Councillors of the Council.
“Executive Officer”	means the person holding office under these rules as the Executive Officer being properly elected by the Council in conference.
“Executive Assistant”	means the person appointed under these rules as the Executive Assistant by the Executive after each Annual Conference.
“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.
“The Act”	means the Associations Incorporation Act 1985 (NSW)
“The Regulation”	means the Associations Incorporation Regulation 1985 (NSW)

##### 1.2 In these rules –

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

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

#### **Objectives**

- 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.
- To deal with any appeals which may be made to the Council by any affiliated state governing body in respect to any action taken under the rules of the Council.

- To promote a general love and knowledge of band music and good fellowship among band persons
- To promote and assist in the promotion of and to control national band contests
- With planned administration, development of policy and effective communication, provide positive leadership and direction that will enable Australian brass and concert bands to achieve their maximum potential.

## **PART TWO**

### **2 Membership Qualifications**

- 2.1 A person is qualified to be a Councillor if, but only if the person has been nominated for membership as provided by rule 3.

### **3 Nomination for Membership**

- 3.1 Membership of the Council shall be granted to one (1) Councillor from each of the following States Band Associations of Australia; Queensland, New South Wales, Victoria, Tasmania, South Australia, Western Australia.
- 3.2 Should any State Association go into recess or cease to function such body shall not be entitled to representation on the Council.
- 3.3 The Council may elect life members in recognition of services rendered to the Council. Such members shall not have voting rights or the right to deliberate at Council meetings unless such Life Member is a Councillor or is specifically asked for an opinion by the President. Life members may be permitted to attend Council meetings. A suitable badge and or certificate shall be issued to each Life Member. Life Members shall only be appointed at duly constituted Council meetings.
- 3.4 Any state Governing Body that wishes to change their Councillor shall inform the Executive Officer of the name of the new Councillor and shall deliver within fourteen (14) days of such notice properly completed credentials supporting the new member.

### **4 Cessation of membership**

- 4.1 A person ceases to be a member of the Council if the person:
- 4.1.1 Dies;
  - 4.1.2 Resigns that membership; or
  - 4.1.3 Ceases to be the duly appointed Councillor of that person's state.

### **5 Membership entitlements not transferable**

- 5.1 A right, privilege or obligation which a person has by reason of being a member of the Council
- 5.1.1 Is not capable of being transferred or transmitted to another person; and
  - 5.1.2 Terminates upon cessation of membership.

### **6 Resignation of members**

A member of the Council is not entitled to resign that membership except in accordance with this rule.

- 6.1 A member of the Council who has paid all amounts due to the Council in respect of the member's membership may resign from membership by first giving notice (being not less than one month or not less than such other period as the Council may determine) in writing to the Executive Officer of the person's intention to resign and upon the expiration of the period of notice the member ceases to be a member.

- 6.2 Where a member of the Council ceases to be a member pursuant to clause (1) 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.

## **7 Register of members**

- 7.1 The Executive Officer shall establish and maintain a register of members of the Council specifying the name and address of each person who is a member of the Council together with the date on which the person became a member.
- 7.2 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 of the Council at any reasonable hour.

## **8 Fees, subscriptions etc.**

- 8.1 A member of the Council 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.
- 8.2 In addition to any amount payable by the member under clause 8.1 the State 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;
- 8.2.1 Except as provided by paragraph 8.2.2 before the 1<sup>st</sup> July each year; or
- 8.2.2 Where the member becomes a member on or after 1<sup>st</sup> July in any calendar year – upon becoming a member and before 1<sup>st</sup> July in each succeeding calendar year.

## **9 Members liabilities**

- 9.1 The liabilities of a member of the Council to contribute toward 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 rule 8(1).

## **9A. Resolution of Internal disputes**

- 9A1 Disputes between members in their capacity as members of the Council and disputes between members and the Council are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## **10 Disciplining of members**

- 10.1 Where the Council is of the opinion that a member of the Council;
- 10.1.1 has persistently refused or neglected to comply with a provision or provisions of these rules; or
- 10.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Council,

The Council may by resolution

- 10.1.3 expel the member from the Council; or
- 10.1.4 suspend the member from membership of the Council for a specified period.
- 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 14 days and not later than 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 14 days and not later than 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 either or both of the following
  - 10.3.4.1 Attend and speak at that meeting;
  - 10.3.4.2 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 rule 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 rule 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 rule 10.4 within 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 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 10.2:
  - 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 case 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 shall, subject to the Act, the regulations and these rules and to any resolution passed by the Council in general meeting:
- 12.1.1 Control and manage the affairs of the Council;
  - 12.1.2 May exercise all such functions as may be exercised by the Council other than those functions that are required by these rules to be exercised by a general meeting of the members of the Council; and
  - 12.1.3 Has 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 Subject in the case of the first members of the committee the Section 21 of the Act, the Council shall consist of:
- 13.1.1 The Executive of the Council; and
  - 13.1.2 The Councillors.
- 13.2 The Executive of the Council shall be:
- 13.2.1 The President
  - 13.2.2 The Vice President
  - 13.2.3 The Executive Officer

### **14 Election of Executive**

- 14.1 The Executive shall be elected by the Council at an annual general meeting and shall, subject to these rules hold office for a period of 2 (two) years only.
- 14.2 A person holding the office of President shall be eligible for re-election for one 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 elected in odd years.
- 14.4 The Executive Officer shall be elected in even years.
- 14.5 Prior to any Annual General Meeting the Executive Officer shall call for expressions of interest from affiliated state 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 governing body; and
  - 14.6.2 Shall be delivered to the Executive Officer not less than 14 days before the date fixed for the holding of the annual conference at which elections are to be held
- 14.7 If the number of nominations received exceeds one (1) for each office a ballot shall be held. All ballots so held shall be 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 he or she shall cease to represent that State and a replacement Councillor shall be appointed by that State.
- 15.3 The President shall exercise a casting vote only.

## **16 Vice President**

- 16.1 In the absence of the President shall stand in for the President on all necessary occasions.
- 16.2 May represent a state governing body and exercise a vote on their behalf, except whenever he or she has been appointed as Acting President, or assumes the position of President.
- 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 registered adjudicators.
- 17.3 Do such duties as required by these rules.
- 17.4 Receive all moneys on behalf of the Council and bank all such moneys 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 Forward to the state governing bodies a statement showing the membership and financial position of the Council as at 30 April each year.
- 17.6 Pay all authorised debts of the Council and present a financial statement to the annual conference of the Council.
- 17.7 Forward to the President a yearly a statement of the financial position of the Council together with the appropriate supporting documentation.
- 17.8 Shall hold office subject to good conduct whose services may be terminated by the President giving one (1) months notice in writing upon the adverse Council vote of two thirds (2/3) of the members who shall record a vote by ordinary post, or by e-mail, or by fax.

## **18 Casual vacancies**

- 18.1 For the purposes of these rules a casual vacancy in the office of a member of the Council occurs if the member:
  - 18.1.1 Dies;
  - 18.1.2 Becomes insolvent under administration within the meaning of corporations law;
  - 18.1.3 Resigns in accordance with clause (6);
  - 18.1.4 Is removed from office under rule (18); or
  - 18.1.5 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.

- 18.2 Should the office of the President, Executive Officer or Vice President become vacant between annual conferences the position so vacant shall be filled by a simple majority of members via an e-mail, fax or postal vote after the Executive Officer or President if the vacancy is the office of the Executive Officer has called for nominations from the members.
- 18.3 The Executive shall have the power and authority to appoint a person to act in the casual vacancy for such time as it takes to conduct a ballot to elect a replacement.
- 18.4 Any member of the Council may nominate a person or be nominated to fill the casual vacancy by notifying the Executive Officer and/or President by e-mail, fax or post at anytime.
- 18.5 The Executive Officer and/or President must within seven days of receiving any nomination, circulate the nomination by e-mail, fax or post to all members of the Council and call for a seconder.
- 18.6 If a seconder has not been received within seven days of any nomination being circulated, the nomination shall lapse.
- 18.7 If a seconder is received within seven days of the nomination being circulated, the Executive Officer and/or President shall formally circulate the nomination to Councillors for them to vote.
- 18.8 If only one nomination for the casual vacancy has been received within 14 days of the nomination being circulated after it has been moved and seconded, the Executive Officer and/or President shall declare the nominee elected.
- 18.9 If more than one nomination for the casual vacancy is received, a ballot by e-mail, fax or postal vote shall be conducted by the Executive Officer.
- 18.10 Voting on the casual vacancy nominations must be completed within 14 days of the nomination being circulated after it has been moved and seconded.
- 18.11 Once the ballot has concluded the Executive Officer and/or President shall declare the poll and the name of the successful candidate.

## **19 Meeting and quorum**

- 19.1 The Council shall meet in person in conference at least once in each period of 12 months at such place and at such time as the Council shall determine. During the conference the annual general meeting shall be conducted.
- 19.2 Additional meetings of the committee may be convened by the Executive Officer in consultation with the President; or by any two 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 and if a majority of members are in favour he shall arrange a meeting within two (2) months of receipt of the notice.
- 19.3 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.
- 19.4 Notice of a meeting given under cause (3) 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.
- 19.5 Any four members of the Council constitute a quorum for the transaction of any business of a meeting of the Council.
- 19.6 No business shall be conducted by the Council unless a quorum is present and if within half an hour 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.

- 19.7 If at the adjourned meeting a quorum is not present within half an hour of the appointed time, the meeting shall be dissolved.
- 19.8 At any meeting of the Council:
- 19.8.1 The President or in his or her absence, the Vice President shall preside; or
- 19.8.2 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 subcommittee**

- 20.1 The Council may by instrument in writing delegate to one or more subcommittees (consisting of such member or members of the Council as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument 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 any other law
- 20.2 A function the exercise of which has been delegated under this rule may while the delegation remains unrevoked be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 20.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances as may be specified in the instrument of delegation.
- 20.4 Notwithstanding any delegations under this rule the Council 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 subcommittee may meet and adjourn as it thinks proper.

## **21 Voting and decisions**

- 21.1 Questions 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 of the Council or the sub-committee present at the meeting.
- 21.2 Each member of the Council present at a meeting of the Council or at any subcommittee is entitled to one (1) vote. The President, Vice President if not also representing a state and the Executive Officer are not entitled to a deliberative vote. In the event of an equality of votes the motion shall resolve in the negative.
- 21.3 Subject to rule 19(5) the Council may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or subcommittee.

## **PART FOUR - GENERAL MEETINGS**

### **22 Annual general meetings – holding of**

- 22.1 With the exception of the first annual general meeting of the Council the Council shall at least one 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.

- 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
- 22.3 Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

### **23 Annual General Meeting – calling of and business at**

- 23.1 The annual general meeting of the Council shall be subject to the Act and to Rule 22 and 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; and
  - 23.2.4 To receive and consider the statement that is required to be submitted to members pursuant to Section 26(6) of the act.
- 23.3 An annual general meeting shall be specified as 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 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 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 or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.

### **25 Notice**

- 25.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Executive Officer shall at least fourteen (14) days before the date fixed for the holding of the general meeting cause to be sent by pre-paid post to each member at the members address appearing in the register of members, 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 general meeting requires a special resolution of the Council the Executive Officer shall at least twenty one (21) days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner

provided in clause (1) specifying in addition to the matter required under clause (1) the intention to propose the resolution as a special resolution.

- 25.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except in the case of an annual general meeting business that may be transacted pursuant to rule 23(2).
- 25.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Officer who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **26 Procedure**

- 26.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 26.2 Four (4) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- 26.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case 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 rule 25(1).

## **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 general meeting or unwilling to act the members present shall elect one of their number to preside as chairperson at the meeting.

## **28 Adjournment**

- 28.1 The chairperson of a general meeting at which a quorum is present may with the consent of the members 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 general meeting is adjourned for fourteen (14) days or more the Executive Officer shall give written or oral notice of the adjourned meeting to each member of the Council 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 clauses 28.1 and 28.2 notice of an adjournment of a general 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 general meeting of the Council shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost or an entry to that effect in the minute book of the Council is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 29.2 At a general meeting of the Council, a poll may be demanded by the chairperson or by not less than four (4) members present in person at the meeting.
- 29.3 Where a poll is demanded at a general meeting the poll shall be taken:

- 29.3.1 Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- 29.3.2 In any other case in such manner and at such time before the close of the meeting as the chairperson directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **30 Special Resolution**

30.1 A resolution of the Council is a special resolution if:

- 30.1.1 It is passed by a majority which comprises not less than three quarters of such members of the Council as being entitled under these rules so to do vote in person at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- 30.1.2 Where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph 30.1.1 the resolution is passed in a manner specified by the Commission.

### **31 Voting**

- 31.1 Upon any question arising at a general meeting of the Council a member has one (1) vote only.
- 31.2 Only members of the Council elected as Councillors under rule 3 shall be entitled to vote at any general or annual general meeting of the Council. All votes shall be given personally.
- 31.3 In the case of an equality of votes on a question at a general meeting the motion shall resolve in the negative. A member is not entitled to vote at any general meeting of the Council unless all money due and payable by the member to the Council has been paid other than the amount of the annual subscription payable in respect of the current year.

## **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 (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 cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two (2) of the four (4) authorised persons one (1) of whom must be the Executive Officer authorised by the Council to do so.

### **35 Alterations of objects and rules**

- 35.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Council, subject to Rule 41.

### **36 Common Seal**

- 36.1 The common seal of the Council shall be kept in the custody of the Executive Officer.
- 36.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two (2) members of the Council and of the Executive Officer or President.

### **37 Custody of books etc.**

- 37.1 Except as otherwise provided by these rules 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.

### **38 Inspection of books etc.**

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

### **39 Service of notices**

- 39.1 For the purpose of these rules a notice may be served by or on behalf of the Council upon any member either personally or by sending it by post or e-mail or fax to the member at the member's postal or e-mail address or fax number shown in the register of members.
- 39.2 Where a document is sent to a person by properly addressing prepaying and posting to the person a letter containing the document, or by e-mail or fax, the document shall unless the contrary is proved be deemed for the purposes of these rules to have been served on the person at the time that the letter would have been delivered in the ordinary course of post.

### **40 Observers**

- 40.1 The state 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 be invited by the chairperson to join in discussion but will have no voting rights.

### **41 Motions on Notice**

- 41.1 The Rules and Regulations may be changed, or other business may be transacted between Annual Conferences, subject to the following.
- 41.2 Changes to the Regulations shall not take effect until July 1<sup>st</sup> each year.
- 41.3 Changes to the Rules may be proposed at any time and shall take effect once adopted by the Council.
- 41.4 Any member of the Council may place a Motion on Notice with the Executive Officer at anytime.
- 41.5 The motion must be accompanied by a written rationale outlining the reasons for the motion and arguing why it should be adopted.
- 41.6 The Executive Officer must within seven days of receiving the Motion on Notice, subject to clause 41.7, circulate the motion and rationale by e-mail, fax or post to all members of the Council and call for a seconder.
- 41.7 If a seconder has not been received within seven days of the Motion on Notice being circulated, the motion shall lapse.

- 41.8 If a seconder is received within seven days of the Motion on Notice being circulated, the Executive Officer shall formally circulate the motion for consideration by state governing bodies. Such motion shall lie on the table for a maximum of eight weeks before the Executive Officer calls for a vote.
- 41.9 During the eight weeks the Motion lays on the table, members of the Council may seek clarification from the mover or engage in a telephone or e-mail discussion about the motion.
- 41.10 At the end of the eight weeks, the Executive Officer shall call for a vote on the motion and report the result to the Council.
- 41.11 Should the majority of votes support the motion, the President shall declare the adoption of the motion and the Executive Officer shall ensure the decision is implemented.

## **42 Dissolution of the Council**

### **Causes for Dissolution**

- 42.1 The Executive will convene by telephone conference to discuss potential dissolution. The Executive will cause the Association to be dissolved if any of the following occur.
- 42.2 A motion to that effect is passed at a General Meeting of the Council called for the purpose. The General Meeting may be conducted by telephone conference.
- 42.3 The Council fails to hold an Annual General Meeting within six months of the date defined in these Rules.
- 42.4 Any of the positions of President, Vice President and Executive Officer remain vacant for more than six calendar months.
- 42.5 The Council is insolvent and cannot make arrangements with its creditors.

### **The Act of Dissolution**

- 42.6 Any motion to dissolve the Council shall require a three-fourths majority of persons present and eligible to vote at a General Meeting conducted by telephone conference of which not less than four (4) weeks notice is given to members.

### **The Process of Dissolution**

- 42.7 In the event of a successful resolution to dissolve the Council, the Executive shall, thereon or at a future date specified in the dissolution resolution, proceed to realise the assets and property of the Council.
- 42.8 Upon realisation of the property and assets of the Council, the Executive shall discharge all debts and liabilities against the Council.
- 42.9 Should any funds remain after the discharge of debts and liabilities, the Executive shall cause those funds to be divided equally amongst affiliated state governing bodies.
- 42.10 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.

### **43 Executive Assistant**

- 43.1 On the recommendation of the Executive Officer, the Executive shall have the power to appoint an Executive Assistant.
- 43.2 The Executive Assistant shall reside in the same State as the Executive Officer.
- 43.3 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.
- 43.4 The Executive Assistant shall be a signatory to the bank accounts.
- 43.5 The Executive Assistant may resign from his or her position.
- 43.6 The Executive shall have the power to dismiss the Executive Assistant and there shall be no right of appeal.