

THIS IS THE ANNEXURE MARKED "A" REFERRED TO IN THE STATUTORY DECLARATION OF

(NAME OF PUBLIC OFFICER)

MADE ON THE _____ DAY OF _____ 20 _____

BEFORE ME _____
(SIGNATURE OF WITNESS ON STATUTORY DECLARATION)

DARWIN CHORALE INC.

CONSTITUTION

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association ("the Association") is Darwin Chorale Inc.

2. Objects and purposes

The basic objects of the Association are as follows:

- (a) To foster the art of choral singing throughout the community;
- (b) To perform and present recitals, and to organise workshops, musical seminars and master classes;
- (c) To respond to requests from the community for choral performances.

In addition to the basic objects of the Association the objects and purposes of the Association shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purposes

of procuring contributions to the funds of the Association, whether by way of donation, subscriptions, or otherwise;

- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (h) subject to the provisions of the Trustee Act 1957, as amended, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1936, as amended, of the Commonwealth relates;
- (j) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (k) the employment and / or contracting of a Musical Director and Assistant Musical Director periodically on such conditions and remuneration as the committee may determine from time to time;
- (l) the employment and / or contracting of professional teachers to conduct workshops, seminars and master classes on such conditions and remuneration as the committee may determine from time to time;
- (m) the employment and / or contracting of professional soloists and musicians and any additional suitably qualified personnel to further the aims and objectives of the Association on such conditions and remuneration as the committee may determine from time to time;
- (n) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

3. Minimum number of members

The Association must have at least fifteen members.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* in force as at 1 July 2008 and regulations made under that Act, as amended;

"Committee" means the Management Committee of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth, as amended;

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

(1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;

- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

1. The Association may alter this Constitution by special resolution but not otherwise.
2. If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

To apply to become a member of the Association a person must

1. Submit a written application for membership to the Registrar in a form approved by the Committee;
2. Pay the membership fee as prescribed in Clause 12 and
3. Present for an audition to, and be accepted by the Musical Director.

10. Approval of Committee

Committee approval for becoming a member is required.

11. Honorary life membership

- (1) Honorary life membership may be conferred on a member or supporter for the purpose of acknowledging outstanding service to the Association.
- (2) Honorary Life Members may only be appointed at an Annual General Meeting.
- (3) An Honorary Life Member:
 - (a) shall not be required to contribute an annual membership fee and
 - (b) shall have full membership rights, including voting and eligibility for any office within the Association.
- (4) Honorary Life Membership may only be repealed at an Annual General Meeting.

12. Fees

- (1) The annual membership fee is the amount determined from time to time by resolution of the Committee.
- (2) Membership of the Association is conditional on payment of the annual membership fee at the time of joining the Association.
- (3) Membership fees are non refundable.
- (4) The Committee may set any fees that it deems appropriate for the proper running of its affairs. Such fees shall be payable in the manner and timing as prescribed by the Committee.
- (5) Library fees as levied by the Association shall be paid at the time of becoming a member and before the member is entitled to borrow any item from the Library.
- (6) Library fees are held in trust for the members by the Association.
- (7) Upon leaving the Association a member may:
 - (a) Request in writing for the library deposit to be refunded or
 - (b) Request in writing for the library deposit to be donated to the Association.
- (8) Concert fees as levied by the Association shall be paid at the time of joining or no later than two weeks prior to the date of the concert.

- (9) Concert fees are not refundable except when the concert is cancelled by the Association at which time members shall be given the opportunity to be fully refunded or to donate the said fee to the Association. The Association shall keep a record of such members' refunds and / or donations.
- (10) The Association shall decide upon uniforms to be worn by members for every concert. The wearing of such uniforms is compulsory and the purchase of uniforms is at the member's personal cost.
- (11) Any fees and charges properly levied by the Association that remain unpaid after the due date shall become a debt to the Association by that member and shall be recoverable by the Association through the Library deposit and / or future membership fees prior to the member being admitted as a member in future. The Association may without prejudice to any rights conferred upon it by this Constitution and the Act, take any measures it deems legally appropriate to recover any outstanding debt from any member.

Division 2 – Rights of members

13. General

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association –
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.

15. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

17. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Associate members

No provision for Associate members.

Division 3 – Termination, death, suspension and expulsion

19. Termination of membership

Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member; or
- (b) expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must –
 - (a) be in writing and include –
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and

- (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 – MANAGEMENT COMMITTEE

Division 1 – General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff and / or contractors.

- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.
- (5) The Committee may invite guests to its management meetings as appropriate. Such guest may partake in any discussions as appropriate but shall not be entitled to register a vote on any motion put forward at such meetings.
- (6) The Chairperson, or in his/her absence the Vice-Chairperson, plus any two others of the Vice-Chairperson, Secretary, Treasurer, Librarian or Registrar constitute an Executive Committee, which may issue instructions to the Public Officer and other officers and servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Committee, and where any such instructions are issued shall report thereon to the next meeting of the Committee.

24. Composition of Committee

The Management Committee consists of –

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary;
- (d) a Treasurer;
- (e) a Librarian;
- (f) a Registrar;
- (g) an Assistant Secretary;
- (h) an Assistant Treasurer;
- (i) an Assistant Librarian;
- (j) a Public Officer;
- (k) a Costumes / Uniform Representative;
- (l) a Musical Director and / or Assistant Musical Director who shall be non - voting member(s) of the Committee.

25. Delegation

- (1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

26. Eligibility of committee members

- (1) A committee member must be a member who is 18 years or over.
- (2) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

27. Nominations for election to committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by –
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

28. Retirement of committee members

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

- (2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Committee.

29. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

30. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Committee.

31. Vacating office

The office of a committee member becomes vacant if –

- (a) the member –
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;

- (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than –
- (i) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the member received notice and the Committee has resolved to declare the office vacant.

32. Removal of committee member

- (1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

34. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be –
 - (1) a member elected by the other members present if it is a general meeting; or
 - (2) a committee member elected by the other committee members present if it is a committee meeting.

36. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) delegate to the Registrar the need to maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

- (1) The Treasurer must –
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;

- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by him/her or the Assistant Treasurer and one other committee member so authorised by the Committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
 - (4) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
 - (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
 - (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

PART 5 – MEETINGS OF MANAGEMENT COMMITTEE

39. Frequency and calling of meetings

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year.
- (2) The Chairperson, or at least half the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

40. Voting and decision making

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

For a committee meeting, one-half of the committee members plus one constitutes a quorum.

42. Procedure and order of business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

44. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Committee –

- (a) may at any time convene a special general meeting;
- (b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
- (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.
- (2) The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed –
 - (a) for clause 44(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

46. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new committee members;
 - (c) third – the appointment of a patron;
 - (d) fourth – the confirmation of appointment of the Musical Director and Assistant Musical Director;
 - (e) fifth – any other business requiring consideration by the Association at the meeting.

47. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post or by electronic mail to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

49. Quorum at general meetings

At a general meeting, fifteen members present in person constitute a quorum.

50. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must 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.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51. Voting

- (1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting –

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

52. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

PART 7 – FINANCIAL MANAGEMENT

53. Financial year

The financial year of the Association shall be the period of 12 months ending on 31 December.

54. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer or the Assistant Treasurer plus one other committee member so authorised by the Committee.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

55. Accounts and audits

The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

PART 8 – GRIEVANCE AND DISPUTES

56. Grievance and disputes procedures

- (1) This clause applies to disputes between –
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - a) give the parties to the mediation process every opportunity to be heard;
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – DEDUCTIBLE GIFT RECIPIENT STATUS

57. Establishment of a Public Fund

- (1) The Association will establish and maintain a public fund.
- (2) Donations will be deposited into the public fund which will be listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (3) 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 Association.
- (4) No monies / assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (5) 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.

- (6) Recipients for gifts to the public fund must state:
 - a) The name of the public fund and that the receipt is for a gift made to the public fund;
 - b) The Australian Business Number of the Association;
 - c) The fact that the receipt is for a gift; and
 - d) Any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- (7) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, 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 Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

PART 10 – MISCELLANEOUS

58. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the Chairperson;
 - (b) the Vice-Chairperson
 - (c) the Secretary;
 - (d) the Treasurer.

- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

59. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that –
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

60. Patron

The Association may invite a person to be the patron of the Association and the person to whom patronage is to be offered is to be decided upon at an Annual General Meeting.
