

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

## **Name of Association**

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

## **Definitions**

2. In this Constitution, and any amendments hereto and in any rules made in accordance with the provisions hereof, unless the contrary intention appears -
  - "Board meeting" means meeting referred to in rule 15 (1);
  - "Board member" means person referred to in paragraph (a), (b), (c), (d), (e), (f), (g) or (h) of rule 10(1);
  - "financial year" has the meaning given by section 3 (1) of the Act, a reference in that section to-
    - (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
    - (b) "the Board" being construed as a reference to the Board;
  - "general meeting" means meeting convened under rule 16;
  - "Ordinary Member" means member of the Association referred to in rule 5 (2);
  - "Honorary Member" means member of the Association that the board deem their membership beneficial to the association referred to in rule 10 (1);
  - "Orchestra Representative" means member elected by financial members of the bands;
  - "ordinary resolution" means resolution other than a special resolution;
  - "special resolution" has the meaning given by section 24 of the Act;
  - "the Act" means the Associations Incorporation Act 1987;
  - "the Association" means the Association referred to in rule 1;
  - "the Chairperson" means -
    - (a) 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 11; or
    - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice Chairperson;
  - "the Board" means the Board of Management of the Association referred to in rule 10 (1);
  - "the Executive" means the Chairman, Treasurer, CEO and Artistic Director referred to in rules 10(1) (a), 10 (1) (c), 10 (1) (g) and 10 (1) (e) respectively;
  - "the CEO" means the Chief Executive Officer referred to in rule 10 (1) (g);
  - "the Artistic Director" means the person employed by the Board of Management to carry out the responsibilities of that role, referred to in rule 10 (1) (e);
  - "the Musical Director" means the persons employed by the Board of Management to carry out the responsibilities of that role, referred to in rule 10 (1) (g);
  - "the Treasurer" means the Treasurer referred to in rule 10 (1) (c);
  - "the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10 (1) (b).

## **Objects of Association**

3. (1) The objects of the Association are -
  - (a) To promote, encourage and demonstrate in performance, excellence in Jazz, improvised and other music throughout Western Australia, interstate and overseas.
  - (b) To provide Jazz, improvised and other music tuition and performance experience of the highest quality for young people.
  - (c) To encourage young arrangers to compose and/or arrange jazz, improvised and other music suitable for ensembles of all sizes and structures.
  - (d) 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.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects 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.

### **Powers of Association**

4. The powers conferred on the Association by section 13 of the Act are subject to the following additions, exclusions or modifications -

### **Qualifications for membership of Association**

5. (1) Membership of the Association is open to any person with an interest in Jazz and Improvised Music.
- (2) Membership categories shall be -
  - (a) Ordinary Members – is a band member or any person who makes application and pays subscription fees and is approved by the management body.
  - (b) Family Members - consists of two adults and any children under 16 of the same family living at the same address, excluding band members.
  - (c) Honorary Members.
- (3) A person who wishes to become a member shall apply for membership to the Board in writing in such form as the Board from time to time directs.
- (4) The Board members shall consider each application made under sub-rule (3) at a Board meeting and shall at the Board meeting or a subsequent Board meeting accept or reject that application.

### **Register of members of Association**

6. (1) The CEO shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- (2) The CEO shall cause the name of a person who dies or who ceases to be a member under rule 7(3), 8(1) or 9 to be deleted from the register of members referred to in sub-rule (1).

### **Subscriptions of members of Association**

7. (1) The Board shall from time to time determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the CEO, 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 sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-clause (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) 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 sub-rule (2) or within 3 months thereafter.

### **Resignation of members of Association**

8. (1) A member who delivers notice in writing of his or her resignation from the Association to the CEO or another Board member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under sub-rule (1) 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.

### **Expulsion of members of Association**

9. (1) If the Board considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member -
  - (a) 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
  - (b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), 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.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) 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 sub-rule (2).
  - (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the CEO of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
  - (5) When notice is given under sub-rule (4) -
    - (a) 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
    - (b) 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 sub-rule.

### **Board of Management**

10. (1) 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 sub-rule (3) -
    - (a) a Chairperson;
    - (b) a Vice-Chairperson \*;
    - (c) an Honorary Treasurer who need not be a member;
    - (d) and up to 4\* members - at least one of whom will be required to have appropriate expertise/skill in the jazz/improvised music genre
 and ex officio members -
    - (e) an Artistic Director;
    - (f) the CEO;
    - (g) Orchestra Representative .
  - (2) At the commencement of the annual general meeting of the Association 50% of the board positions become vacant.
  - (3) When a vacancy within the meaning of rule 14 occurs in the membership of the Board -
    - (a) the Board may appoint a member to fill that vacancy; and
    - (b) a member appointed under this rule shall -
      - (i) 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 clause 14 (a) to hold office until the next AGM; and
      - (ii) be eligible for election to membership of the Board at the next annual general meeting after their term expires.
  - (4) The Term of office for board members is for a period of 2 years with no more than one half of the board turning over in any year. 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 2 year terms for any person holding such office.\*
  - (5) The Executive to meet as required between meeting regarding matters requiring urgent attention relating to HR, finance, governance and other issues.
  - (6) The Quorum for a meeting of the Executive will be 3 persons
- \* Amendments made at EGM 7 June 2011*

### **Chairperson**

11. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Board meetings.
- (2) In the event of the absence from-
  - (a) a general meeting -
    - (i) of the Chairperson, the Vice-Chairperson; or
    - (ii) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting or
  - (b) a Board meeting -
    - (i) of the Chairperson, the Vice-Chairperson; or

- (ii) both the Chairperson and the Vice-Chairperson, a Board Member elected by the other Board Members present, shall preside at the general meeting or Board meeting, as the case requires.

## **CEO**

12. The CEO 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) section 27 of the Act in respect of the register of members of the Association;
  - (ii) section 28 of the Act in respect of the rules of the Association; and
  - (iii) section 29 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 paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) be responsible for the receipt of all moneys paid to or received by, or by the CEO on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (f) pay all moneys referred to in paragraph (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 in so doing ensure that all cheques are signed by two Board Members
- (h) perform such other duties as are imposed by these rules on the CEO.

## **Treasurer**

13. The Treasurer shall -

- (a) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting 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.

## **Vacancies in membership of Board**

14. A vacancy occurs in the office of a Board member and that office becomes vacant if

- (a) the position is not filled at the AGM
- (b) or the Board Member -
  - (i) dies;
  - (ii) resigns by notice in writing delivered to the Chairperson or, if the Board Member is the Chairperson, to the Vice-Chairperson;
  - (iii) is convicted of an offence under the Act;
  - (iv) is permanently incapacitated by mental or physical ill-health;
  - (v) is absent from more than -
    - (a) 3 consecutive Board meetings; or
    - (b) 3 Board meetings in the same financial year, of which he or she has received notice except in exceptional circumstances as determined by the Board
  - (vi) ceases to be a member of the Association.

## **Proceedings of Board**

15. (1) The Board shall meet together for the dispatch of business not less than 9 times per annum and the Chairperson may at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) 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.
- (4) At a Board meeting four Board Members constitute a quorum.
- (5) 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.
- (6) A Board Member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

### **General meetings**

16. (1) The Board-

- (a) may at any time convene a special general meeting;
  - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
  - (c) shall, within 30 days of-
    - (i) receiving a request in writing to do so from not less than 10 members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the CEO receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule (1) (c) (i) shall-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
  - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b)-
- (a) 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
  - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the CEO shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under sub-rule (5) shall specify-
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
- (a) first, the consideration of the accounts and reports of the Board;
  - (b) second, the election of Board members to replace outgoing Board members; and
  - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The CEO shall give to all members 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.
- (9) The CEO may give a notice under sub-rule (5) or (8) by-
- (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
  - (c) 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 27 of the Act.
- (10) When a notice is sent by post under sub-rule (9) (b), 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.
- (11) When a notice is sent by electronic means under sub-rule (9) (c), 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.

### **Quorum in proceedings at general meetings**

17. (1) At a general meeting 10 members present in person or by proxy constitute a quorum.

- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8)-
  - (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) 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.
- (4) 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.
- (5) 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.
- (6) When a general meeting is adjourned for a period of 30 days or more, the CEO shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting -
  - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) 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 sub-rule (9).
- (9) 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.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) 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.

### **Minutes of meetings of Association**

18. (1) The CEO 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.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) 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.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
  - (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place there at; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **Voting rights of members of Association**

19. (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

- (2) 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.
- (3) An appointment made under sub-rule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned -
  - (a) which resolution is authenticated under the common seal of that body corporate; and
  - (b) a copy of which resolution is lodged with the CEO.
- (4) A person appointed under sub-rule (2) 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.

### **Proxies of members of Association**

20. 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.

### **Rules of Association**

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) 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.

### **Common seal of Association**

22. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Vice-Chairperson, the CEO and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the CEO or of such other person as the Board from time to time decides.

### **Inspection of records, etc. of Association**

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

### **Distribution of surplus property on winding up of Association**

24. (1) 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 -
  - (a) to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members; or
  - (b) for charitable purposes which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan of the surplus property of the association.
- (2) 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.