

**CONSTITUTION OF  
NORWOOD SYMPHONY ORCHESTRAL SOCIETY INCORPORATED**

**1. NAME**

The name of the Society shall be 'Norwood Symphony Orchestral Society Incorporated' hereinafter referred to as the 'Society'. It shall consist of an unlimited number of musicians and persons interested in promoting the objects of the Society.

**2. PLACE OF BUSINESS**

The address of the Society shall be:

C/- The Corporation of the City of Norwood, Payneham and St Peters,  
Norwood Town Hall,  
175 The Parade,  
Norwood, 5067  
South Australia.

The musical activities of the Society shall be conducted mainly at the Town Hall Buildings in accommodation provided for the Society by the Corporation of the City of Norwood, Payneham and St Peters.

**3. OBJECTS**

The Objects of the Society shall be:

- a) To establish and maintain an Orchestra to be known as 'Norwood Symphony Orchestra'.
- b) To provide and co-operate with other persons and organisations in providing orchestral and other musical entertainment in Norwood, Payneham and St Peters and elsewhere and generally promote and encourage amateur and other musical activities and advancement.
- c) To acquire any real or personal property that may be deemed necessary or convenient for any of the objects of the Society.
- d) To further orchestral aims by any means decided upon by the Society.
- e) To raise funds:
  - 1) By subscription per calendar year from all members.
  - 2) By acceptance of musical engagements or otherwise.
  - 3) By providing orchestral and other entertainment solely or with other persons or organisations for which admission fees may be charged and to use such funds for the purposes contained in these objects.
- f) To make donations to and provide assistance either musical or otherwise for any charitable purpose.

**4. MEMBERSHIP**

The Society shall consist of playing and non-playing members. Any non-playing member may at anytime become a playing member by making a further application for playing membership.

All applications for playing membership shall be submitted to the Conductor for acceptance or rejection and his decision shall be final.

- a) Upon acceptance the applicant shall become and remain a member of the Society until the conclusion of the Annual General Meeting held in the month of February then next ensuing, and if such member desires to continue as a member after the said last Annual General Meeting thereupon continue to be a member until the conclusion of the next Annual General Meeting held in the month of February then next ensuing.
- b) Each member shall pay such annual membership fee as at any time may be fixed by the Committee.
- c) Each financial member shall have one vote at any general or special meeting of members of the Society provided however that the chair-person of any such meeting shall have a casting as well as a deliberative vote.
- d) The Committee shall determine from time to time which assisting musicians are to be classified as guests and therefore not required to pay membership dues.
- e) Any member may resign his membership of the Society by advising the Secretary in writing.
- f) Honorary Life Membership of the Society may be conferred upon any person who has made outstanding contributions on behalf of the Society. The committee may nominate an Honorary Life Member who in the opinion of the Committee merits such an appointment. Such nominations shall be ratified by the affirmative vote of three quarters of the members at an Annual General Meeting. An Honorary Life Member is not obliged to pay any subscriptions to the Society and is entitled to free entry to concerts given by the Norwood Symphony Orchestra. An Honorary Life Member may retain his/her voting rights as an existing Member of the Society.

## **5. PATRONS AND VICE-PATRONS**

- a) The person for the time being holding the office as Mayor of the City of Norwood, Payneham and St Peters shall be invited to be a Patron of the Society.
- b) One or more Patrons or Vice-Patrons of the Society may be appointed by the Committee for such period as the Committee shall determine.

## **6. OFFICERS OF THE SOCIETY**

- a) The officers of the Society shall be:
  - 1) PRESIDENT
  - 2) TREASURER
  - 3) SECRETARY.
- b) Each Officer of the Society shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- c) In the event of a vacancy in any office the Committee may appoint a member of the Society to the vacant office and the member so appointed shall continue in office up to and until the conclusion of the Annual General Meeting next following the date of his appointment.

d) **President**

The members shall at the Annual General Meeting elect a member as President of the Society. The President shall hold office until the next Annual General Meeting when he shall retire but be eligible for re-election. The President shall be entitled to attend all General, Special and Committee meetings and perform all such duties as are normally performed by Presidents of like societies.

e) **Treasurer**

The members shall at the Annual General Meeting elect a member as Treasurer of the Society. The Treasurer shall faithfully keep all accounting books and records of receipts and expenditure connected with the operation and business of the Society in such form and manner as the Committee may determine.

f) **Secretary**

The members shall at the Annual General Meeting elect a member as Secretary of the Society. The Secretary shall faithfully keep all general records of the Society. The secretary shall attend all General, Special and Committee meetings and take minutes thereof and generally carry out the directions of the Committee and perform all such duties as are normally performed by secretaries of like societies. The Secretary may be paid an honorarium, the amount and frequency of such payment to be determined by the Committee.

## 7. CONSTITUTION OF THE COMMITTEE

a) The Committee shall consist of:

- 1) The Officers of the Society; and
- 2) Not less than four and more than eight other members of the Society all of whom shall be elected at the Annual General Meeting in each year.

b) Each ordinary Committee Person shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.

c) In the event of a casual vacancy occurring in the office of ordinary Committee Person the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office until the conclusion of the Annual General Meeting next following the date of his appointment.

d) The Committee may by resolution of three quarters of the Committee Members remove any Committee Person from office. The Committee may advise the members of the Society the reasons for any such resolution.

e) Any member of the Committee who is absent from more than three consecutive meetings of the Committee without prior approval of the Committee may be removed from office on the Committee.

f) The general management and assets and control of policy of the Society shall be vested in the Committee, to be applied in the proper conduct of the affairs of the Society. The assets and income of the Society shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Society except as bona fide remuneration for services rendered or expenses incurred on behalf of the Society.

g) Any four members of the Committee shall constitute a quorum for transaction of business and of any meeting of the Committee. The Executive Committee shall comprise the President, the Secretary and one other member of the Committee.

- h) If the President is not present at a meeting of the Committee the chair-person of that meeting shall be a Committee Member appointed for that purpose by resolution of a majority of Committee Members present.
- i) An office bearer may be removed from office if he shall become non-financial or if he through any cause becomes incapable of acting.
- j) A Committee Member may resign his office by advising the Secretary in writing.

#### **8. a) CONDUCTOR**

The Conductor of the Orchestra shall be a person qualified to act as Conductor and Director of the musical activities of the Society, and shall be entitled to attend and vote at all meetings, General Special or Committee of the Society ex-officio. The Committee shall select and appoint a qualified person to act as Conductor and Director of the musical activities of the Society. The position shall be determined only by resolution of seventy-five percent of the Orchestra members present and entitled to vote at a Special General Meeting called for the purpose of which fourteen days notice has been given to each member.

#### **8. b) DEPUTY CONDUCTOR**

The Conductor may from time to time appoint a person qualified to act as Deputy Conductor. In the absence of the Conductor from any rehearsal or performance of the Orchestra the Deputy Conductor shall carry out the duties of the Conductor set out in Rule 8. a). Such Deputy Conductor shall hold office for so long and upon such terms as the Conductor shall from time to time determine and in the absence of the Conductor from any meeting of the Committee shall be entitled to attend and vote thereat upon any proposed motion or resolution as an ex-officio member thereof.

#### **9. PUBLIC OFFICER**

The Secretary of the Society shall be the Public Officer of the Society for the purposes of the Associations Incorporation Act.

#### **10. AUDITOR**

- a) At each Annual General Meeting of the Society the members shall appoint a person to act as Auditor of the Society.
- b) A person so appointed shall hold office until the Annual General Meeting after that at which he is appointed and is eligible for re-election.
- c) If an appointment is not made at an Annual General Meeting the Committee shall appoint an Auditor of the Society for the current year.
- d) The Auditor shall certify to the correctness of the accounts of the Society and report thereon to the members present at the Annual General Meeting.

#### **11. LIBRARIAN**

- a) At each Annual General Meeting of the Society the members shall elect a member to be the Librarian of the Society.

- b) The Librarian shall be responsible for the care and control of the music of the Society and shall be eligible for re-election.
- c) Should the Librarian cease to be a member of the Society for any reason or be unable to perform his duties as such then the Committee may appoint another member to undertake his duties.
- d) The Librarian may only attend Committee Meetings if elected to the Society's Committee at an Annual General Meeting or if co-opted as a Committee Member.

## **12. CORPORATION MEMBER**

Any Council member of the Corporation of Norwood, Payneham and St Peters who is for the time being appointed by that Corporation for the purpose of this rule shall be entitled but not obliged to attend any meetings either General, Special or Committee of the Society as liaison officer to facilitate co-operation between the Society and the Corporation and shall be entitled when in attendance to move any proposal, address the Chair-person and vote upon any matter whatsoever unless in the opinion of the Chair-person such matter relates solely to the internal management of the affairs of the Society.

## **13. MEETINGS**

- a) The Annual General Meeting of the Society shall be held on such date in February as shall be fixed by the Committee.
- b) All other General Meetings of the Society shall be called Special General Meetings.
- c) A Special General Meeting may be called by the Committee and shall be called by the Committee within fourteen days after any request in writing signed by ten members and specifying the object for which the meeting is to be called is received by the Secretary who shall convene such meeting accordingly.
- d) No less than two clear days' notice shall be given to members of any Annual General Meeting or Special General Meeting of the Society and the notice shall specify the business to be transacted at any Special General Meeting. Any notice posted to a member at his last known address four or more days before the date of any Special General Meeting shall be conclusively deemed to have been received by the member two clear days before such meeting.
- e) Ten members present shall constitute a quorum for the purpose of holding any General or Special meeting of the Society.

## **14. DETERMINATION OF MEMBERSHIP**

- a) Subject to the right of appeal hereafter mentioned the Committee may (except during the fourteen days preceding an Annual General Meeting) for any reason which it deems proper determine the membership of a member and he shall upon notification of such determination cease to be a member of the Society.
- b) Any member whose membership has been determined aforesaid may appeal against such determination to the next Special General Meeting of the Society provided he has given not less than ten days in writing to the Secretary or President of his intention to appeal.
- c) No member whose membership has so been determined shall have any claim against the Society in respect of such determination.

## **15. BANKING AND FINANCE**

- a) The Treasurer of the Society shall on behalf of the Society receive all moneys paid to the Society and forthwith after receipt thereof issue official receipts.
- b) The Committee shall cause to be opened with such bank as the Committee selects a cheque account in the name of the Society into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- c) All cheques drawn upon the banking account of the Society shall be signed by any two of the following Officers: PRESIDENT, TREASURER, SECRETARY.
- d) Investment of moneys of the Society not immediately required for any of the objects of the Society shall be made in such manner as the Committee may from time to time determine. Such investments shall be made by any two of the following Officers: PRESIDENT, TREASURER, SECRETARY.
- e) Donations will be deposited into the public fund called “Norwood Symphony Orchestra Development Fund” 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 Association’s objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- f) The fund will be administered by a management committee or a subcommittee of the management, a 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 Society.
- g) 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.

## **16. PROPERTY**

The property of the Society shall be applied solely toward the promotion of the objects and purposes of the Society and no property of the Society shall be borrowed or applied directly or indirectly for any purposes other than those of the Society.

## **17. FINANCIAL YEAR**

The Financial Year of the Society shall be the period beginning on January 1st in each year and ending on December 31st. One proper calendar year.

## **18. SEAL HOLDERS**

The Society shall have a common seal which shall be held by the Public Officer for safe custody. The seal shall not be affixed to documents without prior resolution of the Committee. Any document to which the seal is fixed shall be attested by two of the three seal holders. The Seal Holders shall be the PRESIDENT, TREASURER and SECRETARY holding office at that time.

## **19. DISSOLUTION**

The Society may be dissolved at a Special General Meeting called for that purpose provided that not less than two thirds of the members present vote in favour of such resolution. Upon such dissolution the property and assets of the Society after payment of all debts and liabilities including those attendant upon such dissolution shall be given to an approved charitable or musical organisation having objects similar to this Society and which has rules prohibiting the distribution of its assets and income to its members. If upon 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, the property 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.

## **20. ALTERATION OF RULES**

The Society may by resolution duly passed at any Special General Meeting thereof convened for the purpose, alter add or amend these rules provided that not less than two thirds of the members present at such a meeting vote in favour of the resolution for any such alteration addition or amendment which has been duly registered as required by the Associations Incorporation Act.

Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

## **21. GENDER**

In this Constitution words importing the masculine gender shall include the feminine gender.