

CONSTITUTION

THE UNLEY SYMPHONY ORCHESTRA INCORPORATED

1. NAME

1.1 The name of the Association is 'The Unley Symphony Orchestra Incorporated' referred to herein as the Association.

1.2 In this Constitution, unless the contrary appears:

- 'The Orchestra' means the Unley Symphony Orchestra;
- 'Committee' means the Management Committee of the Association;
- 'Meeting' means a General Meeting of the Association;
- 'Member' means a member of the Association;
- The 'Act' means the Associations Incorporation Act, 1985;
- The 'Regulations' means the Associations Regulations, 1985;
- A 'Full Year' means the period between two Annual General Meetings.

2. OBJECTIVES

The objectives of the Association are:

- 2.1 To maintain the orchestra known as 'The Unley Symphony Orchestra'.
- 2.2 To provide an opportunity for all Members to exercise and improve their musical knowledge and performance.
- 2.3 To provide opportunities for students and other musicians to gain concert experience as performers, soloists or conductors.
- 2.4 To provide social enjoyment and companionship for its Members.

3. POWERS OF THE ASSOCIATION

The Association shall have the powers conferred by Section 25 of the Act, and without limiting these powers, it shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into contracts, including contracts of employment.

4. MEMBERSHIP

There shall be four classes of membership:

4.1 **Ordinary Members**

All those persons who paid subscriptions for the year 1981 (hereinafter referred to as Foundation Members), and any other practicing musician proposed and elected in accordance with paragraphs 6.1, 6.2 and 6.3 below become Ordinary Members by agreeing to accept the Objectives (refer para 2 above) and payment of any levy, membership subscription or registration fee that the Committee may set.

An Ordinary Member is entitled to all the privileges and responsibilities of the Association and is eligible to be elected to the Committee, to any other office and to vote at all meetings.

4.2 **Affiliated Members**

From time to time the Committee may invite practising musicians to play with the Orchestra for a specified period. On accepting such an invitation, these persons become Affiliated Members for that specified period.

An Affiliated Member may not participate in the management of the Association and may not vote at meetings.

4.3 **Associate Members**

Some practising musicians who are acceptable in all other respects as Ordinary Members, may not be able to attend rehearsals regularly or may play instruments for which musical parts are available so infrequently as to make their regular attendance unnecessary or unsatisfying. On being invited by the Committee, such persons become Associate Members by agreeing to accept the Objectives of the Association and payment of any levy, membership subscription or registration fee that the Committee may set.

An Associate Member may not participate in the management of the Association and may not vote at meetings.

4.4 **Honorary Members**

Any person not holding any other class of membership may be invited to accept Honorary Membership as recognition for service to the Association. Such invitations are extended when a majority of the Members at a Meeting of the Association vote in favour.

An Honorary Member is entitled to all the privileges and responsibilities of the Association and is eligible to be elected to the Committee, to any other office and to vote at all meetings.

5. MANAGEMENT COMMITTEE-POWERS AND COMPOSITION

- 5.1 The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the Objectives of the Association, and are not, by the Act, or by this Constitution, required to be done in a General Meeting of the Association.
- 5.2. The Committee shall be comprised of the following:
- A Chairperson who shall preside at all meetings of the Association or the Committee at which he or she is present.
 - A Secretary who shall record the proceedings of all meetings and execute the directions of the Committee.
 - A Treasurer who shall receive the income of the Association, maintain the Association Bank account(s), pay creditors of the Association, and give a report at each Committee meeting. At each AGM, the Treasurer shall present an account of income and expenditure and a balance sheet which shall have been audited by a person appointed by the Committee.
 - Not fewer than two Members.
- 5.3 The Committee shall appoint an Auditor (refer para 5.2).
- 5.4 The Financial Year of the Association shall commence on 1 January and end on 31 December unless altered at a General Meeting.
- 5.5 The Committee shall include at least one Member from the string sections and one from the wind sections.
- 5.6 Committee members are elected annually at the Annual General Meeting and hold office until the next Annual General Meeting, when they retire but are eligible for re-election. No person may occupy the position of Chairperson, Secretary or Treasurer for more than three consecutive years.
- 5.7 The Committee may fill any casual vacancy by the appointment of any Ordinary Member who shall hold office until the next Annual General Meeting when he or she shall retire but be eligible for re-election.
- 5.8 Three members of the Committee shall constitute a quorum, which in the absence of the Chairperson shall elect one of their number to chair the meeting.
- 5.9 The Committee may co-opt Members to perform the tasks outlined in its Operating Procedures. The Operating Procedures do not form part of this Constitution and may be changed by the Committee.

6. RECRUITMENT OF MEMBERS

- 6.1 Recruitment of Members shall be by invitation of the Committee.
- 6.2 The Committee shall assess prospective Members for their musical ability and experience, their commitment to the Association's program and their ability to contribute to the social life of the Association.
- 6.3 The Committee may offer Affiliate membership to prospective Members for a period including at least one season of rehearsals and concert performance. Subject to rule 6.2, the Committee may offer Ordinary Membership to Affiliates.
- 6.4 For new Members, Ordinary Membership commences from the date of payment of subscription, which shall be a rate set by the Committee where initial membership is for less than a Full Year.

7. DETERMINATION OF MEMBERSHIP

- 7.1 The Committee may determine the membership of any Member, of any classification, who shall, upon notification in writing, cease to be a Member. Absence from four or more consecutive rehearsals without notice may be deemed sufficient cause to determine membership.
- 7.2 Any Member whose membership has been determined may appeal against such determination at the next Annual General Meeting provided that at least two days notice is given to the Secretary in writing that an appeal is to be made.
- 7.3 No Member whose membership has been determined shall have any claim against the Association in respect of same determination.

8. RESIGNATION

- 8.1 A Member may resign from the Association by giving written notice to the Secretary. Any Member so resigning shall be liable for any outstanding subscriptions due up to the date of notice of resignation.

9. SUBSCRIPTIONS

- 9.1 An annual subscription which shall be set and falls due at each Annual General Meeting, is to be paid by all Ordinary Members within 12 weeks of the conclusion of that meeting.
- 9.2 The Committee may set a concessional subscription for full-time students, retirees, pensioners, Affiliate Members and in individual cases where appropriate.

10. MUSICAL DIRECTION

- 10.1 The Committee shall appoint qualified persons to the positions of Conductor and Leader of the Orchestra. The qualities sought by the Association shall be defined by the Committee in its Operating Procedures.
- 10.2 The task of the Conductor and the Leader is to prepare the Orchestra for public performance of works drawn from the classical repertoire.
- 10.3 Programs of music to be performed shall be submitted by the Conductor to the Committee. In approving programs the Committee shall be mindful of Objectives 2.2 and 2.3 of the Association.
- 10.4 If suitably qualified, the Leader shall be offered the additional task of String Coach.
- 10.5 The Committee shall set an amount every two years as reimbursement for reasonable expenses incurred by the Conductor and the Leader, if he or she undertakes the additional task of String Coach, with respect to their duties to the Association.
- 10.6 The Conductor and Leader shall be ex-officio members of the Committee and Affiliate Members of the Association. The specified period of Affiliate Membership (refer para 4.2) shall be one year and the subscription set by the Committee shall be zero dollars.
- 10.7 The Committee shall take advice from the Conductor and Leader and may appoint a Deputy Conductor and a Deputy Leader who in the absence of the Conductor and/or Leader respectively, shall prepare and lead the orchestra.

11. MEETINGS OF THE ASSOCIATION

- 11.1 The Annual General Meeting shall be held at between the start of each calendar year and the end of March in the same year. The date shall be set by the Committee and ten days' notice shall be given to all Ordinary and Honorary Members.
- 11.2 All General Meetings of the Association other than the Annual General Meeting shall be deemed Special General Meetings and may be called at any time by the Committee or on receipt by the Secretary of a requisition signed by ten of the Ordinary and Honorary Members specifying the object(s) for which the meeting is called, provided that in any case four clear days' notice of the meeting and its object(s) shall be given to Ordinary and Honorary Members.
- 11.3 One half of the total number of Ordinary Members shall form a quorum at any Meeting of the Association. Where the total number of Ordinary Members is not exactly divisible by two, fractions shall be discarded in computing the required number to form a quorum.

12. NON-PROFIT STATUS

12.1 The assets and income of the Association shall be applied exclusively to the promotion of its Objectives and no portion shall be paid or distributed directly or indirectly to its Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

13. DISSOLUTION

13.1 The Association may be dissolved by a resolution of two-thirds of the Ordinary Members present at a Special General Meeting called for that purpose and notified to all Ordinary Members at four days notice.

13.2 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied to any organisation which has similar objectives as the Association and which has rules prohibiting the distribution of its assets and income to its members.

14. PUBLIC OFFICER

14.1 The Association shall appoint a Public Officer as required by the Act and make provision to ensure that any change in the circumstances of the person appointed which may effect his or her ability to meet the requirements of the Act on the Association's behalf become known to the Committee which shall take appropriate action.

15. LIABILITY AND INDEMNITY

15.1 No Member shall be personally liable to contribute to the discharge of any debts or liabilities of the Association upon its winding up or dissolution.

15.2 Any person who has authority and in good faith enters into a contract on behalf of the Association shall be indemnified by the Association against any liability thereunder save and except where such liability would otherwise by law attach to that Member in respect of any negligence, default, breach of duty or trust of which that Member may be guilty in relation to the Association.

15.3 An officer or auditor of the Association shall be indemnified against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted.

16. ALTERATION OF THE CONSTITUTION

16.1 The Association may alter this Constitution in whole or in part, by resolution passed at any General Meeting or Special General Meeting called for that purpose, provided that not less than two thirds of the Ordinary Members present vote in favour for such alterations.

16.2 A Special General Meeting of the Association called for the purpose of altering the Constitution shall require all Ordinary and Honorary Members to be advised in writing of the exact wording of the proposed alteration at least 28 days before the meeting. The time and place of the meeting shall be advised at the same time.

16.3 Any such alteration shall be notified in writing and certified by the Public Officer of the Association to the Registrar of Companies in accordance with the Act and Regulations.

17. COMMON SEAL

17.1 The Common Seal shall be kept in the custody of the Secretary and may only be affixed to any deed or document with the authority of the Committee and in the presence of two Committee members and the Secretary, who shall attest to its use.

17.2 The Secretary shall record each occasion on which the Seal is used.