

The Frantastics' Mission Statement

- To develop vocal and harmony skills and a repertoire of songs in a supportive atmosphere
 - To encourage humour, friendship and a sense of well being through music and drama
 - As a non-profit organisation to share the enjoyment of music and give pleasure to the wider community through performances
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The Frantastics' Constitution

Part 1 - Preliminary

1. Definitions

(1) In this Constitution:

The Frantastics mean The Choir established under this Constitution.

Director means the **Choir Director Fran Kendall**

Committee member means a member of the steering Committee.

Secretary means the person holding office in the Choir:

Special general meeting means a general meeting of the Association (other than an annual general meeting) called for a specific purpose, of which at least 21 day's notice has been given..

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2010*.

Part 2 - Membership

(1) **A person is eligible to be a member of the Association** if the person has been accepted by the Director and has paid the current annual membership fee.

(2) Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns his or her membership, or
- (c) is expelled from the choir or
- (d) fails to pay the current annual membership fee under clause 4 (1) within three (3) months after the fee is due.

(3) Register of members

- (1) The Director of the Choir shall establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the Director's official address.
- (3) The register of members must be open for inspection at any reasonable hour, free of charge, by any current financial member of the Association

- (4) A current financial member of the Association may obtain a copy of any part of the register.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) be not available for inspection, that information shall not be made available for inspection.
- (6) A member shall not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association,
 - (b) or any other purpose necessary to comply with a requirement of the Act or the Regulation.

(4) Fees and subscriptions

- (1) A member of the Choir shall, on admission to membership, pay to the association an annual membership fee as determined from time to time. Fees are due at the beginning of the year and continue until December.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association a weekly fee of two dollars (\$2) to cover hall rental, afternoon tea and the Director's incurred costs for purchase of music.

(5) Resolution of disputes

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Choir.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) shall cause notice of the complaint to be served on the member concerned, and
 - (b) shall give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

- (4) The Committee may, by resolution, expel the member from the choir or suspend the member from membership if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the secretary shall, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal..
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under this clause, whichever is the later.

(6) Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under clause 5, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not necessarily, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee which is to convene a special general meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice.
- (4) At a special general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) the appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 - The Committee

(7) Powers of the Committee

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the committee

- (a) is to control and manage the affairs of the Association, and

- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

(8) Composition and membership of Committee

The Committee shall consist of such members as are deemed necessary to fulfil various roles in the Choir e.g. Director; assistant director, Secretary; Treasurer; Publicity officers; wardrobe manager; technical experts; caterer.

A Committee member (other than the Director) may hold up to two (2) offices.

Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(9) Election of Committee members

Membership of the Committee is open to all current financial choir members who feel that they have something to contribute to the running of the Choir.

(10) Treasurer

It is the duty of the Treasurer of the Association to ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made, and that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Choir.

Part 4 – General Meetings.

(1) Annual General Meeting

The Association's first annual general meeting shall be held within 18 months after its registration under this Act. The following annual general meetings shall be held:

- (a) within 6 months after the close of the Association's financial year,
- or
- (b) within such further time as may be allowed by the Director-General or be prescribed by the regulations.

(2) Special General Meetings - Calling of

- (a) The Committee may, whenever it considers appropriate, convene a special general meeting of the association.
- (b) The Committee shall, on the requisition in writing of at least five (5) per cent of the total number of members, convene a special general meeting of the association.
- (c) A requisition of members for a special general meeting:
 - must state the purpose or purposes of the meeting, and
 - must be signed by the members making the requisition, and

- must be lodged with the Secretary, and
 - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (e) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

(3) Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the choir, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

(4) Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3)) constitute a quorum.

(5) Presiding member

The Director or, in the director's absence, the assistant director, is to preside a chairperson at each general meeting of the association.

(6) Making of decisions

- (1) A question arising at a general meeting of the Association shall be determined by a show of hands.
- (2) If the question is determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(7) Proxy votes not permitted

Voting by proxy at a general meeting of the Association is not permitted.

Part 5 - Miscellaneous

(1) Insurance

The Choir may effect and maintain such appropriate insurance as may be required.

(2) Funds - source

- (1) The funds of the Choir are to be derived from performance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, from such other sources as the Committee may determine.
- (2) All money received by the Choir shall be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Treasurer shall, as soon as practicable after receiving any money, issue an appropriate receipt.

(3) Funds - management

- (1) Subject to any resolution passed by the Choir in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

- (2) All cheques must be signed by any two (2) members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

(4) Custody of books etc

Except as otherwise provided by this Constitution, the Treasurer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

(5) Inspection of books etc

- (1) The following documents shall be open to inspection by a current financial member of the Association, free of charge, at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this Constitution,
 - (c) minutes of all Committee meetings and general meetings of the Association.
- (2) A current financial member of the Choir may obtain a copy of any of the documents

(6) Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an Association's constitution is to address the Association's financial year.

(7) Winding up

In the event of winding up of the Frantastics section 65 of the Associations Incorporation Act 2009 applies.

Note: The section provides that the surplus property of the association is to be distributed in accordance with a special resolution of the association subject to the limitation that the recipient is an association (whether incorporated or unincorporated) whose constitution, at the time of the distribution, prohibits the distribution of property to its members,.

Ratified this _____ day of February, 2011 by the undersigned:

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ASSOCIATIONS INCORPORATION ACT 2009 - SECT 65

Distribution of surplus property

65 Distribution of surplus property

(1) In this section, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

(2) In a winding up of an association, the surplus property of the association is to be distributed in accordance with a special resolution of the association.

(3) Any such distribution of surplus property:

(a) must be approved by the Director-General, and

(b) is not to be made to or for the benefit of:

(i) any member or former member of the association, or

(ii) any person to be held on trust for any member or former member of the association,

unless the member or former member is an association (whether incorporated or unincorporated) whose constitution, at the time of the distribution, prohibits the distribution of property to its members, and

(c) is subject to any trust affecting that property or any part of it.

(4) Surplus property or any part of it that consists of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

(5) A person aggrieved by the operation of this section in relation to an association's surplus property may apply to the Supreme Court for an order as to its disposal.

(6) The Supreme Court may deal with such an application by making such orders as it thinks fit with respect to the disposal of the association's surplus property.

EXPLANATORY NOTE:

If the Association should be the subject of winding-up, whether voluntary or otherwise, the distribution of any surplus property of the Association is required to be effected in accordance with Section 65 of the Associations Incorporation Act 2009, in accordance with a *Special Resolution of the Association*, subject to the limitations

set out in sub-section (3) of that section, but the distribution is likely to be approved by the Director General if the property (not being property supplied by a government department or public authority) is to be distributed to a non-profit body whose constitution prohibits the distribution of property to its members.