



UWA CHORAL SOCIETY

THE UNIVERSITY OF WESTERN AUSTRALIA CHORAL SOCIETY CONSTITUTION

1. NAME

The name of the Society shall be “The University of Western Australia Choral Society” (**the Society**).

2. PRINCIPAL PURPOSE

The Society is a cultural organisation whose principal purpose is the performance of choral music for the entertainment and enjoyment of the Western Australian community.

3. OBJECTIVES

(a) The objectives of the Society are:

- I. To study, practise and perform choral music of all kinds;
- II. To conduct concerts and/or to contribute items to concerts;
- III. To broadcast and/or televise programmes;
- IV. To engage composers, artists, orchestras and/or conductors for the purpose of furthering these objectives;
- V. To be professional in the carrying out of all or any of these objectives within the University of Western Australia (**the University**) or in the community at large;
- VI. To support financially and/or otherwise any institution in any manner which will assist music or musicians and the study, performance and appreciation of music;
- VII. To do all or any of the foregoing things on an amateur, charitable, commercial or professional basis;

- VIII. To do all such other things as are incidental or conducive to the attainment of any or all of the above objectives.

(b) Non-Profit:

- I. The assets and income of the Society shall be applied solely in the furtherance of its above-mentioned principal purpose and objectives and no portion shall be distributed directly or indirectly to members of the Society.
- II. clause 3(b)(i) does not prevent the payment in good faith in the promotion of the objectives of the Society:
 - a. of remuneration to any member, officer, employee or agent of the Society or other person in return for services authorised by the Committee and rendered to the Society or for goods supplied to the Society in the ordinary course of business;
 - b. of out-of-pocket expenses incurred by an authorised member or other authorised person on behalf of the Society;
 - c. of interest at a rate not exceeding the amount charged by the bank for the time being of the Society on overdraft accommodation of the same amount on any money lent by a member to the Society;
 - d. for reasonable and proper rent for premises demised or let by any member to the Society; or
 - e. for indemnification of or payment of premiums on contracts of insurance for any Committee member to the extent permitted by law and this constitution.
- III. Any payment to be made to a Committee member under clause 3(b)(ii), other than for out-of-pocket expenses for travel and accommodation in connection with the performance of the Committee member's functions, must be authorised by resolution of the members entitled to vote.

(c) In Australia:

The Society is established in and must operate only in Australia.

4. MEMBERSHIP

(a) Eligibility:

Membership of the Society is open to graduates, undergraduates and members of staff of the University and to such other persons as may be admitted by the Committee.

(b) Classification of Membership:

Membership of the Society shall be divided into two classes:

- I. Performing members who are entitled to vote at meetings of the Society; and
- II. Non-performing members who are not entitled to vote at meetings of the Society.

(c) Performing Members: Admission

- I. Any eligible person may apply for membership of the Society in such manner as the Committee may from time to time prescribe and shall become a member of the Society if the Committee so decides;
- II. The Registrar shall invite the applicant to attend two rehearsals at times approved by the Conductor;
- III. The Conductor shall require the applicant to undergo such vocal tests as the Conductor considers necessary and shall advise the Registrar whether or not they consider the applicant has the requisite vocal ability for membership of the Society;
- IV. The Committee may admit to membership applicants who have been approved by the Conductor in terms of paragraph (III) above or, if not so approved, provided that the applicant meets such conditions as the Committee may prescribe. Admissions to the Society may be deferred or rejected by the Committee in its sole discretion, without giving any reason for its decision .

(d) Performing Members: Auditions

- I. The Committee may at any time on the advice of the Conductor or by motion carried at a Committee meeting, call on any or every Performing member to submit to a musical audition;
- II. If a Performing member fails to submit to a musical audition without providing an explanation satisfactory to the Committee, the Committee may resolve that the member be requested to resign from the Society or to transfer to Non-performing membership;
- III. If a Performing member who has submitted to a musical audition fails to satisfy the Conductor on such audition, they shall be notified in writing by the Registrar and may be required by the Committee to transfer to a class of Non-performing membership or meet such conditions as the Committee may prescribe.

- IV. The decision of the Committee shall be final and shall not be subject to any question or appeal from the auditioned member.

(e) **Non-performing Members:**

There will be two categories of Non-performing membership of the Society.

I. Associate Membership

Any person may apply to become an Associate member of the Society.

The provisions of clause 4 (c) above relating to admission shall apply to each prospective Associate member, except that they shall not be required to attend any rehearsals or undertake vocal tests by the Conductor prior to admission.

Associate members shall not be required to attend rehearsals and may not participate in performances.

The annual subscription of Associate members shall be fixed by the Committee, but shall in no year exceed half the subscription of Performing members.

Each Associate member may at any time apply in writing to the Committee to be transferred to Performing membership, and subject to such conditions as the Committee may prescribe, the Committee may so transfer the applicant.

Associate members may attend meetings of the Society, but shall not be entitled to vote thereat. They shall be entitled to the benefit of all other privileges and concessions accorded to Performing members.

II. Honorary Life Membership

The Society may confer Honorary Life Membership on those whom it wishes to honour. At any Annual General Meeting by Special Resolution of which due notice has been given, Honorary Life Membership may be conferred upon any person who, in the opinion of the Meeting, has given such distinguished or meritorious service to the Society or to the field of music as shall be worthy of such recognition. They shall be entitled to the benefit of all privileges and concessions accorded to Associate members. The conferring of Honorary Life Membership and associated privileges and rights shall not derogate from any rights and privileges that a person may otherwise hold for the time being as a member of the Society.

(f) **Admission**

A person who is approved as a Performing member or Non-performing member of the Society must be entered into the Register of Members in the relevant class of membership and membership commences from the date of entry into the Register of Members.

(g) **Resignation**

A member may resign at any time from the Society by notice in writing to the Registrar.

(h) **Termination of Membership**

- I. The Committee, or the Society in General Meeting, may terminate the membership of any member if payment of their subscription is more than three months in arrears or the Committee or the General Meeting decides by a two-thirds majority that the member has acted in a manner prejudicial to the Society or has failed to comply with the regulations of the Society;
- II. The Committee shall, at least 14 days before the meeting of the Committee or the General Meeting of the Society at which a resolution to terminate the membership of a member is to be proposed, give notice to the member of the intended meeting and of the nature of the complaint against them and of the intention to propose the resolution. The member shall be entitled to give to the Committee or the General Meeting either orally or in writing any explanation or defence they may wish and before the resolution is voted upon the Committee or the General Meeting shall consider any explanation or defence submitted to it. In relation to a resolution to be put to the Committee relating to termination of membership, the subject member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting of the Committee at which the resolution is to be put, elect to have the matter dealt with by the Society at a General Meeting;
- III. If, subject to sub-clause g(II), the matter is dealt with by the Committee, within one month after the member is notified of the Committee's decision, they may appeal to a General Meeting of the Society;
- IV. The Committee shall call a General Meeting of the Society to discuss the appeal within one month of notice of election by a subject member under sub-clause II or notice of an appeal under sub-clause III;

- V. The decision of the General Meeting on the appeal shall be final and conclusive. If an appeal is made, the termination of membership shall be suspended until the decision on the appeal is given.

(i) **Liability**

A member who resigns or whose membership is terminated shall continue to be liable to pay any subscription or other money due and payable by them to the Society at the time of such resignation or termination of membership.

5. PATRON

The Committee shall propose a Patron for the Society to the membership for ratification at the Annual General Meeting.

6. REGISTER OF MEMBERS

The Registrar shall keep and maintain in an up to date condition a register of all members of the Society (**Register of Members**).

The Register of Members must contain the postal address, residential address, email address or other means of contact, for each member.

The Registrar must make the Register of Members available for inspection by the members and the members may copy or take an extract from the Register of Members but shall have no right to remove the Register of Members for that purpose.

7. SUBSCRIPTION

- (a) The financial year of the Society shall commence on 1st January in each year. All subscriptions shall become due on 1st January in the year for which they are payable.
- (b) Each member shall pay in respect of each financial year such annual subscription as the Committee may from time to time decide but shall not be required to pay any other fees. The Committee may prescribe different rates of subscription for such different categories of membership as it may decide and as described in clause 4(b).
- (c) Any member who has not paid the subscription by 1st May of the financial year for which it is payable shall be deemed unfinancial, and all rights and privileges as a member of the Society shall be suspended until the subscription is paid.
- (d) The Committee may on receipt of written application grant a remission of one half of the subscription of any Performing member who has been granted leave of absence for in excess of six months in any one financial year.

- (e) Should any member satisfy the Committee that, through financial hardship, he/she is unable to pay the subscription in any year, the Committee may waive such subscription or any portion thereof. Applications under this sub-clause shall be treated in the strictest confidence by the Committee, and any member whose subscription is so waived or reduced shall be considered financial upon payment of the reduced subscription (if any) and shall not forfeit the right to vote or any other privilege of membership.

8. GIFT FUND

- (a) The Society will establish and must maintain a gift fund to be called the “University of Western Australia Choral Society Donations Fund” (**Gift Fund**).
- (b) Gifts and donations will be deposited into the Gift Fund and will only be used to further the principal purpose of the Society.
- (c) A separate bank account is to be opened and maintained in respect of the Gift Fund and any money received by the Gift Fund (whether in the form of a gift, deductible contribution, interest, investment income or monies derived from the realisation of any gifts or deductible contributions) must be deposited in this separate bank account.
- (d) The Gift Fund must operate on a not-for-profit basis and no monies/assets in the Gift Fund will be distributed to members or office bearers of the Society, except in good faith as reimbursement of out-of-pocket expenses incurred on behalf of the Society or proper remuneration for administrative services.
- (e) Members of the public are invited to make gifts and otherwise contribute to the Gift Fund to support the principal purpose of the Society.
- (f) Receipts for gifts to the Gift Fund must state:
 - The name of the Society.
 - The Australian Business Number of the Society.
 - The fact that the receipt is a gift; and
 - Any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

9. MEETINGS OF THE SOCIETY

- (a) The Society shall hold an Annual General Meeting once every calendar year within 6 months of the end of its financial year unless otherwise agreed by the Commissioner for Consumer Protection.
- (b) The Committee may at any time convene a General Meeting of the Society to be held at such time or place as it may decide subject to due notice being given.

- (c) Each member of the Society shall be entitled to be given not less than 14 days prior written notice of each General Meeting of the Society specifying the place, date and time of commencing of the meeting and the nature of the business to be transacted at the meeting.
- (d) Notice shall be delivered either:
 - I. to the address of the member as contained in the Register of Members by email or by post; or
 - II. by hand personally delivered to the member.
- (e) The Secretary shall call a General Meeting upon receiving written requisition of 20% of the financial Performing members of the Society. If the Secretary shall fail for 10 days to call a General Meeting after receiving such requisition, any one of the members signing such requisition may call a General Meeting.
- (f) The order of the business of the Annual General Meeting shall be:
 - I. To confirm the minutes of the previous Annual General Meeting and any other intervening General Meetings;
 - II. To receive the reports of the President and the Conductor for the period since the last Annual General Meeting;
 - III. To receive the annual accounts;
 - IV. To ratify the Patron, proposed by the Committee;
 - V. To receive the report of the election of the Executive and the ordinary members of the Committee;
 - VI. To appoint the auditor;
 - VII. To consider any business relating to the affairs of the Society. Such business shall be Special General Business of which written notice has been given to the Secretary at least 14 days before the date of the Annual General Meeting;
 - VIII. At the discretion of the Committee to receive and discuss such addresses and other communications as shall have been received by the Committee.
- (g) Subject to sub-paragraphs 9(f) VII and VIII, the business of a General Meeting shall be the business stated in the notice of the meeting and no other business shall be transacted.

10. PROCEEDINGS AT GENERAL MEETINGS

- (a) No business shall be transacted at any General Meeting of the Society unless a quorum of Performing members is present in person or by proxy comprising one quarter of the total number of financial Performing members. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day, time and place in the following week, but if the meeting was convened on the requisition of Performing members it shall be dissolved. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present, being not less than two, shall be a quorum.
- (b) The President shall chair every General Meeting of the Society but if there is no President for the time being or they are not present within 15 minutes after the time appointed for the holding of the meeting or they are unable or unwilling to act, the Vice-President, or failing them, the immediate past President shall chair the Meeting. In any other case the members present shall elect one of their numbers to chair the Meeting.
- (c) The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time or from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Subject thereto, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) A member may appoint any other member of the Society to be their proxy to attend a particular General Meeting of the Society on their behalf. The appointment of a proxy shall be by notice in writing to the Secretary before the start of the meeting to which the proxy relates.

11. VOTING AT GENERAL MEETINGS

- (a) Each Performing member of the Society shall be entitled to one vote on any resolution proposed at a General Meeting. No Performing member who is unfinancial shall be entitled to vote. No Non-Performing member shall be entitled to vote.
- (b) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the members present and voting.
- (c) In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

12. ELECTIONS

- (a) Not later than six weeks prior to the date fixed for each Annual General Meeting, the Committee shall call for nominations of the following officers constituting the Executive of the Society (Executive):
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - Registrar.
- (b) Nominations will also be called for six ordinary Committee members.
- (c) Nomination forms shall be issued not later than six weeks before the date fixed for each Annual General Meeting and completed nomination forms signed by the proposer, seconder and the nominee shall be returned to the Secretary not later than four weeks prior to the date fixed for the Annual General Meeting.
- (d) Every financial Performing member of the Society shall be eligible for election to office and the Committee. Retiring members shall be eligible for re-election.
- (e) If only one nomination is received for any position, no election shall be necessary and the person nominated shall be deemed elected. If no nomination is received for any office or position it may be filled by resolution at the Annual General Meeting.
- (f) Whenever an election is necessary, the Secretary shall despatch to all members ballot papers not less than two weeks prior to the date fixed for the Annual General Meeting. Ballot papers duly completed shall be returned to the Electoral Officers not later than 48 hours prior to the date of the Annual General Meeting. Ballot papers returned after that time shall not be counted.
- (g) The Committee shall appoint two members as Electoral Officers to act as scrutineers in every election ballot. These officers shall not be members of the Committee or nominees for any elected position. The Electoral Officers will report the results of the ballot to the Secretary.
- (h) Each financial Performing member shall have one vote for each position to be filled at the election. The candidate who receives the most votes shall be elected. In the event of a tie, the successful candidate shall be determined by lot.
- (i) The election shall commence with the election of the President and proceed as ordered in clause 12(a) to the election of ordinary Committee members. No member of the Society shall hold more than one position on the Committee. A member of the Society who is a candidate for more than one

position shall be excluded from the election for any subsequent position immediately on their appointment to an office of the Society.

13. TERM OF OFFICE

All officers and ordinary members of the Committee shall hold office from the end of the Annual General Meeting at which they are elected to their respective offices until the end of the next Annual General Meeting.

14. THE COMMITTEE

- (a) The Committee of the Society shall comprise the Executive and the ordinary Committee members. The Conductor shall be an ex-officio member of the Committee while they hold that position. No person not being an ex-officio member shall serve on the Committee for more than 7 consecutive years, nor shall any member of the Executive hold any specified office for more than 3 consecutive years.
- (b) A person ceases to be a member of the Committee if that person:
 - (i) resigns in writing to the Committee;
 - (ii) in the case of a member of the Executive, ceases to hold the position to which they were elected;
 - (iii) dies or becomes permanently incapacitated or of unsound mind;
 - (iv) becomes bankrupt;
 - (v) ceases to be eligible to be a member of the Committee under the provisions of the Act or the *Australian Charities and Not-for-profits Commission Act 2012* (C'th); or
 - (vi) is removed as a member of the Committee under clause 15.
- (c) If any vacancy should occur in the ranks of the Executive, the Committee may appoint one of its members to fill such office, to hold office until the end of the next Annual General Meeting.
- (d) The Committee shall have the power to co-opt financial Performing members to serve as ordinary Committee members. No more than 3 such appointments as Committee members may be made between one Annual General Meeting and the next Annual General Meeting.
- (e) The Committee shall meet on no less than six occasions in each calendar year at such places and times as it may decide.
- (f) The President shall chair every meeting of the Committee, but if the President is not present or is unwilling or unable to act, the Vice President will act as

chairperson. In any other case the Committee shall elect one of their number to chair the meeting.

- (g) No business shall be transacted at a meeting of the Committee unless a quorum of members is present. The quorum of the Committee shall be seven.
- (h) Questions arising at a meeting of the Committee shall be decided by a majority of votes and a decision by a majority of members of the Committee shall for all purposes be deemed a decision of the Committee. In the case of an equality of votes, the chairperson of the Committee shall have a casting vote.
- (i) The Committee may delegate any of its powers to the Executive or to a sub-committee consisting of such members of the Committee and to such other persons as the Committee may decide. The Executive or a sub-committee may meet and adjourn as it thinks proper. The provisions of this clause with regard to meetings of the Committee shall apply to meetings of the Executive or any sub-committee except that the Executive and each sub-committee shall determine its particular quorum.
- (j) All acts done at any meeting of the Committee, the Executive or a sub-committee shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any member of the Committee or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
- (k)
 - I. A member of the Committee who has a material personal interest in a matter being considered at a Committee meeting must, as soon as the member becomes aware of the interest, disclose the interest, not be present while the matter is being considered at the meeting or vote on the matter and otherwise comply with the provisions of the *Associations Incorporation Act 2015 (WA)*.
 - II. “Material personal interest” does not include an interest –
 - A. that exists only because the member belongs to a class of person for whose benefit the Society is established; or
 - B. that the member has in common with all, or a substantial proportion of, the members of the Society.

15. REMOVAL FROM OFFICE OF COMMITTEE OR MEMBERS OF THE COMMITTEE

The Society may by ordinary resolution passed at any duly convened General Meeting remove any or every member of the Committee before the expiration of their periods of office and may by ordinary resolution appoint another person or

persons to that office or offices. The person or persons so appointed shall hold office until the end of the next Annual General Meeting.

16. THE MANAGEMENT OF THE SOCIETY

- (a) The whole of the management and administration of the affairs of the Society shall be vested in the Committee, provided that a decision of the Committee to incur expenditure totalling in excess of 20 times the annual subscription of a Performing member(not being a subscription that is reduced for any reason) in relation to any one project, other than expenditure associated with a performance that forms part of the Society's regular annual concert series, may not be implemented unless and until it has been endorsed by a majority of the members present or voting by proxy at a General Meeting.
- (b) The Committee shall cause to be kept minutes of all meetings and financial records of all transactions of the Committee and the Society. All such records are to be held by the Secretary and/or Treasurer.
- (c) The Committee shall have the power to make regulations for the management and control of the Society, consistent with the Constitution. Such regulations shall be binding on all members until repealed or amended by the Committee or at any General Meeting of members.
- (d) The Committee shall have the power to invest the Society's funds in interest bearing bank accounts, for example term deposit accounts.

17. DUTIES OF THE EXECUTIVE AND OTHER POSITIONS

The members of the Executive and other members of the Committee carrying out functions shall perform the duties specified in a duty statement applicable to each of their positions as determined by the Committee and varied from time to time. Such duty statements will be made available for inspection by any member of the Society upon request.

18. CONDUCTOR

- (a) The Committee shall from time to time as required make a recommendation as to a Conductor of the Society and the terms and conditions of their appointment.
- (b) The appointment of a Conductor as proposed will be presented to a General Meeting of the Society for ratification by the membership.
- (c) In the event that the appointment is not ratified, the Committee will present other recommendations as to a Conductor for ratification at a General Meeting to be held as soon as possible.
- (d) Should a Conductor who is appointed be unable to continue in the position to the end of their term of appointment, the Committee may provide for the

position on a temporary basis, provided that the Committee will make best endeavours towards a permanent appointment as soon as possible.

- (e) The Conductor will be responsible for the standard of the music performed by the Society and for the auditioning of Performing members and intending Performing members of the Society as requested by the Committee.
- (f) The Conductor may, with the approval of the Committee, invite individuals or groups or persons to enlarge or augment the choir of the Society for a particular performance and the Committee may specify a registration fee for each such invitee.

19. ACCOMPANIST

- (a) The Committee shall decide upon the person whom it will appoint as Accompanist of the Society and upon the terms and conditions of their appointment.
- (b) The Accompanist shall attend piano rehearsals of the Society and shall assist the Conductor as required.

20. ARCHIVIST

The Committee may appoint an Archivist, for the purpose of collating and maintaining an ongoing historical record of the Society.

21. AUDITOR

- (a) An Auditor shall be appointed annually at the Annual General Meeting or at such other General Meeting as may be required, whose duty it shall be to audit the books and accounts of the Society and the financial statements prepared for presentation to the next Annual General Meeting.
- (b) The Auditor is not ex-officio a member of the Committee.

22. FINANCE AND ACCOUNTS

- (a) The Committee will be responsible for managing and controlling the funds of the Society. All funds of the Society - excluding gifts and donations paid to the Gift Fund - shall be paid into the Society's bank account for the time being.
- (b) All gifts and donations will be deposited into the Society's Gift Fund bank account in accordance with clause 8 (c) above.
- (c) All cheques and other payment authorisations shall be signed by any two of the President, Vice President, Secretary or Treasurer, or in such other manner as the Committee may prescribe. All payments must be approved by the Committee, except to the extent that it has delegated the power to give such approval to the Executive or members thereof.

- (d) The Committee shall:
 - a. keep such accounting records as correctly record and explain the financial transactions and financial position of the Society;
 - b. keep its accounting records in such manner as will enable true and fair accounts of the Society to be prepared from time to time; and
 - c. keep its accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited.
- (e) The Committee shall cause to be made out and laid before each Annual General Meeting a profit and loss account and balance sheet for the preceding financial year which has been duly audited by the Society's Auditor.

23. INTERPRETATION

The Committee shall have the power to interpret the meaning of any of the provisions of this Constitution and its interpretation shall be binding on all members unless and until overruled by a decision of the members in General Meeting.

24. THE COMMON SEAL

The Committee shall provide for the safe custody of the Common Seal which shall be used only by the authority of the Committee or the Executive, if authorised to do so by the Committee. Every instrument to which the Common Seal is affixed shall be signed by the President and shall be counter-signed by the Secretary or some other person appointed by the Committee or the Executive for that purpose.

25. INSPECTION OF SOCIETY DOCUMENTS

Under the requirements of the Act, a member may inspect:

- (a) the Constitution and any Regulations made thereunder;
- (b) the Register of Members;
- (c) the record of members of the Committee;
- (d) minutes of General Meetings; and
- (e) any other records of the Society as determined by the Committee from time to time (subject to any laws relating to legal professional privilege, privacy and confidentiality).

26. ALTERATION OF CONSTITUTION

- (a) This Constitution may be altered by a special resolution, being a resolution passed by a majority of not less than three-fourths of the members of the Society who are entitled to vote and vote in person or by proxy at a General

Meeting of which notice specifying the intention to propose the resolution as a special resolution has been provided (**Special Resolution**).

- (b) Within one month of the passing of the Special Resolution altering the Constitution, the Society shall lodge with the Commissioner for Consumer Protection notice of the Special Resolution setting out particulars of the alteration, together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a Special Resolution and that the Constitution of the Society as so altered conforms to the requirements of the Act.
- (c) An alteration of the Constitution of the Society does not take effect until clause 26(b) is complied with and, where the alteration includes a change to the objects or name of the Society, that alteration will not take effect until the Commissioner has approved that change.

27. WINDING-UP AND CANCELLATION OF INCORPORATION

(a) Gift Fund:

If upon the earlier of the winding-up or dissolution of the Gift Fund or the revocation of the Gift Fund's endorsement as a deductible gift recipient, there remains after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or Contributions, they shall not be paid to or distributed among the members, but shall be given or transferred to one or more funds, authorities or institutions that:

- I. have objects similar to the Society's Objects;
- II. is operated and maintained by a Registered Charity;
- III. whose rules prohibit the distribution of its income among its members;
- IV. is eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the ITAA97.

(b) The Society:

- I. The Society may be wound-up voluntarily or cancel its incorporation if the Society is solvent and resolves by Special Resolution at a general meeting of members, of which notice has been given in accordance with this constitution to all members, to wind up the Society or voluntarily cancel its incorporation.
- II. Upon winding-up of the Society or cancellation of its incorporation, there remains, after satisfaction of all its debts and liabilities, any surplus assets of the Society other than those in the Gift Fund, the

surplus assets must not be paid to or distributed among the members, but shall be transferred to:

- A. an incorporated association or a body corporate of the type set out in section 24 of the Act, having objects similar in whole or part to the Society; or
 - B. If such organisation does not exist, then to a body corporate of the type set out in section 24 of the Act which has charitable purposes; and
 - C. which has one or more objects similar to the Society's Objects;
 - D. is a Registered Charity; and
 - E. whose rules prohibit the distribution of its income among its members;.
- III. The surplus assets shall not in any circumstance be distributed among the members of the Society.
- IV. The identity of the institutions, funds or authorities referred to in rules 27(a) and 27(b) must be determined by the Committee.
- V. Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.

28. DISPUTE RESOLUTION

- (a) The grievance procedure set out in this clause applies to disputes arising under or in relation to this Constitution between:
 - a. a member and another member; or
 - b. a member and the Society.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) 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, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - a. a person chosen by agreement between the parties; and

- b. in the absence of agreement:
 - i. in the case of a dispute between a member and another member, a person appointed by the Committee; and
 - ii. in the case of a dispute between a member and the Society, a person who is appointed by the Vice-Chancellor of the University and who is a registered mediator.
- (e) A member of the Society cannot be a mediator.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) 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 statements submitted by any parties; and
 - c. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must determine the dispute.
- (i) The mediation must be confidential and without prejudice.
- (j) 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.

29. USE OF TECHNOLOGY

- (a) A member not physically present at a General Meeting or at a meeting of the Committee may be permitted by the President or, in the absence of the President, the Vice-President, to participate in the meeting by the use of technology that allows the member and other participating members to clearly and simultaneously communicate with each other.
- (b) A member participating in a General Meeting or in a meeting of the Committee as permitted under sub-clause (a) is to be taken to be present at the meeting and, if the member votes, is to be taken to have voted in person.

30. DEFINITIONS

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

ACNC Commissioner means the Commissioner of the Australian Charities and Not-for-profits Commission for the purposes of the ACNC Act.

Contribution means

- (a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or
- (b) a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,

held for the Objects.

ITAA97 means the *Income Tax Assessment Act 1997* (Cth).

Objects means the objectives referred to in clause 3.

Registered Charity means means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act.