



The Australian Intersociety Choral Societies' Association Incorporated

Constitution

The first Australian Intersociety Choral Festival was held in Sydney in 1950
The Australian Intersociety Choral Societies' Association ("AICSA") was
formed and its first constitution agreed to in Adelaide in 1974
AICSA's constitution was rescinded and the present version adopted by
Referendum in
AICSA was first incorporated in South Australia in

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1. PREAMBLE

The Australian Intersociety Choral Council adopted the original version of this constitution in Adelaide on 26 August 1974. It was further amended by the Australian Intersociety Choral Council in 2009 and submitted for incorporation in South Australia in 2011.

2. NAME

The name of the association is the Australian Intersociety Choral Societies' Association ("AICSA").

3. DEFINITIONS

These apply throughout the constitution, unless the contrary intention appears:

"Act" means the *Associations Incorporations Act 1985* (SA), as amended from time to time.

"AIVCC" means the Australian Intersociety Choral Council.

"Associate Member Society" means a Member Society of AICSA appointed in accordance with rules 6.1.2 and 6.2.2.

"Constituent Member Society" means a Member Society of AICSA appointed in accordance with rules 6.1.1 and 6.2.1.

"Delegate" means a person who is representing a Constituent Member Society at a meeting of the AIVCC as a full voting member, or the President of AICSA.

"Executive" means the executive committee of AICSA, which is the committee of management of AICSA.

"Festival" means the Australian Intersociety Choral Festival.

"General Meeting" means a general meeting of the Member Societies convened in accordance with these rules.

"Member Society" means a Constituent Member Society and or an Associate Member Society.

"Membership Fee" has the meaning given in rule 6.3.1.

"Objects" has the meaning given in rule 4.

"Ordinary Resolution" has the meaning given in rule 12.7.2.

"Referendum" means a vote taken among Constituent Member Societies.

"Regulations" means the *Associations Regulations 2008* (SA), as amended from time to time.

"Returning Officer" has the meaning given in rule 13.2.

"Society" means any choir, musical or choral society in acknowledged association with any institution of tertiary education.

"Special Resolution" has the meaning given in rule 12.7.1.

"Year" means February 1st of one year to January 31st of the next, except where otherwise specified.

4. OBJECTS

AICSA is constituted:

4.1. To enable the fulfilment of its objects as set out in the constitution.

4.2. To enable a common approach to be made to Commonwealth, State, Territory and other bodies.

4.3. To fulfil the functions previously carried out by meetings of the AIVCC.

4.4. To ensure the continued holding of the Festival as an annual event.

The objects of AICSA are:

4.5. To encourage and promote co-operation between choral and musical societies of Australian institutions of tertiary education through:

4.5.1. the regular publication of a newsletter, known as "Erato";

4.5.2. the holding of an annual Festival;

4.5.3. the maintenance of a catalogue of the choral music in the possession of AICSA and its Constituent Member Societies; and

4.5.4. the holding of meetings of the AIVCC.

4.6. To generally encourage and further the performance of, and interest in choral music by Australian tertiary students, through an interchange of ideas and music, and through the discussion of mutual problems. These are to be collectively known as the “Objects”.

5. POWERS OF AICSA

AICSA has all of the powers conferred by section 25 of the Act, except such modifications and exclusions specified in these rules.

6. MEMBERSHIP

6.1. Types:

6.1.1. Constituent Membership is open to any musical Society at an institution of tertiary education within Australia, which has as one of its prime objects the performance of choral music.

6.1.2. Associate Membership is open to any musical Society at an institution of tertiary education outside Australia, which has as one of its prime objects the performance of choral music.

6.2. Appointment of Member Societies:

6.2.1. An application from any Society which wishes to become a Constituent Member Society must be placed before the AIVCC – either in meeting or by referendum - for approval after the application has been received by the Executive.

6.2.2. An application from any Society which wishes to become an Associate Member Society must be endorsed by any two Constituent Member Societies and must be placed before the AIVCC for approval after the application has been received by the Executive. Associate membership will be for a period of two years, after which time it may be reviewed.

6.2.3. All membership applications must be placed before the AIVCC for approval, either by a majority of Delegates, or submitted to a Referendum.

6.2.4. Upon the approval by the AIVCC of a membership application, the applicant Society will become a Member Society

6.3. Membership Fee:

6.3.1. Each Constituent and Associate Member Society must pay an annual subscription as determined by the AIVCC, to be calculated by the treasurer of AICSA on the basis of that Society's total active membership in any calendar year (“Membership Fee”).

6.3.2. Membership Fees must be paid to the treasurer of AICSA by December 31st each year, but the Executive, at its discretion, may allow an additional period of up to two months for payment of all or part of the Membership Fee.

6.4. Cessation of membership:

A Member Society, that ceases to be a Member Society is liable for any outstanding financial obligations to AICSA, which may be recovered as a debt due and payable to AICSA. Membership will cease if:

6.4.1. Notice in writing to the effect that a Member Society wishes Membership to cease is received by the Executive not less than 14 days prior to a meeting of the AIVCC.

6.4.2. Membership Fees have not been paid by the due date.

6.4.3. The Member Society ceases to exist.

6.4.4. The Member Society ceases to be eligible for Membership in accordance with the Act, the Regulations or these rules.

6.4.5. The Member Society is expelled under rule 6.5

6.5. Expulsion or Suspension of a Member Society:

6.5.1. Subject to giving a Member Society an opportunity to be heard or to make a written submission, the AIVCC may resolve to expel or suspend a Member Society upon a charge of misconduct

6.5.2. Particulars of the charge must be communicated to the Member Society at least seven days before the meeting of the AIVCC at which the matter will be determined.

6.5.3. The determination of the AIVCC will be by secret ballot, and if three-quarters of the votes find that the Member Society has merited expulsion or suspension, the Society will either cease to be a Member Society of AICSA or be suspended as the decision may require.

6.5.4. The Member Society must be notified of the AIVCC's determination within 14 days, and in the event of expulsion the Society will cease to be a Member Society 14 days after it is notified of the determination by the AIVCC.

6.6. Registers

A register of Member Societies must be kept by the Secretary and contain:

6.6.1. The name and address of each Member Society.

6.6.2. The name and electronic mail address for a Delegate of each Member Society.

6.6.3. The date on which each Member Society was admitted to AICSA.

6.6.4. If applicable, the date of and reason(s) for cessation of membership.

7. THE EXECUTIVE

7.1. Powers and duties

7.1.1. The Executive will be responsible for the day to day running of AICSA.

7.1.2. The Executive will manage and control the affairs of AICSA. In addition to any powers and authorities conferred by these rules, the Executive may exercise all powers and do all things as are within the Objects of AICSA; and are not by the Act or these rules required to be done by AICSA in a General Meeting.

7.1.3. Any two members of the Executive may sign cheques or make withdrawals on behalf of AICSA.

7.1.4. A statement of AICSA's financial position will be presented by the Executive at every General Meeting of the AIVCC, published annually in "Erato", if published, and circulated to all Member Societies.

7.1.5. The Executive has the power to spend AICSA's funds within the limits budgeted in any area of expenditure which is subject to the Executive's control. Any expenditure in excess of the amount budgeted must be authorised by the AIVCC by way of a Referendum.

7.1.6. The Executive will implement the policies of AICSA on a day to day basis, subject to this Constitution.

7.1.7. The Executive will recommend policy and ideas for new projects and budgets to the AIVCC.

7.1.8. The Executive will administer the funds of AICSA, subject to this Constitution.

- 7.1.9. The Executive will receive applications for Membership on behalf of AICSA, subject to this Constitution.
- 7.1.10. The Executive will also carry out other duties required by the AIVCC from time to time, subject always to this Constitution.
- 7.1.11. The Executive will at all times be responsible to the AIVCC for all its actions.
- 7.1.12. In the event of any officer (with the exception of the president of AICSA) ceasing to hold office for any reason during his or her term of office, the Executive (or, where the person ceasing to hold office was a member of the Executive, the remaining members of the Executive) will appoint a person to act in the position for the remainder of the term of office and must notify all Member Societies of their action within 14 days.
- 7.1.13. If any Constituent Member Society, lodges written objection to an appointment under rule 7.1.12 with the Executive within 14 days of it being notified of the appointment:
 - 7.1.13.1. the position will be declared vacant and advertised as such;
 - 7.1.13.2. nominations will be called in accordance with this constitution; and
 - 7.1.13.3. an election held within 28 days of nominations being called, either at a General Meeting of the AIVCC or by Referendum, in accordance with this constitution.

7.2. Appointments

- 7.2.1. Executive comprises of the President of AICSA, the Secretary of AICSA, and the Treasurer of AICSA.

7.3. Proceedings

- 7.3.1. The Executive will meet at least once every quarter.
- 7.3.2. Questions arising at any meeting of the Executive will be decided by a simple majority of votes. In the event of a tie in voting the question will be referred to the AIVCC.
- 7.3.3. A quorum for a meeting of the Executive is all three members of the Executive.
- 7.3.4. Any member of the Executive who has a direct or indirect pecuniary interest in a contract or proposed contract with AICSA must disclose the nature and extent of that interest to the Executive as required by the Act, and must not vote with respect to that contract or proposed contract. The member of the Executive must disclose the nature and extent of his or her interest in the contract at the next General Meeting of the AIVCC.
- 7.3.5. All other methods of operation of the Executive may be defined in by-laws as and when required.

8. POWERS AND DUTIES OF SPECIFIC OFFICERS

The first officers of AICSA will be those persons that are in office prior to incorporation. Those officers will hold office until the first elections after incorporation at which time they are eligible for re-election. Each officer must be a natural person. The officers of AICSA are as follows:

8.1. President of AICSA:

- 8.1.1. The President will be chairman of the Executive and of the AIVCC, unless rule 12.4.6 takes effect. The President will:

- 8.1.1.1. generally represent AICSA in his or her capacity as President.
- 8.1.1.2. be responsible for signing all documents on behalf of AICSA, and for supervising its work and that of the AIVCC and of the Executive.
- 8.1.1.3. prepare an annual report for the AIVCC, which, on its acceptance, will be published in "Erato", if published; and
- 8.1.1.4. fulfil all other relevant duties under this Constitution
- 8.1.2. If the President ceases to hold that position for any reason:
 - 8.1.2.1. the Secretary will act as President of AICSA for the remainder of the term of office;
 - 8.1.2.2. the position of Secretary of AICSA must be filled in accordance with this Constitution; and
 - 8.1.2.3. the Delegates will elect an eligible person to stand for election to an office of AICSA to fulfil the duties of the chairman of the AIVCC for the remainder of the term of office.

8.2. Secretary of AICSA:

- 8.2.1. The Secretary will, at the time of his or her election, reside within such distance of the President of AICSA to enable the Executive to fulfil its functions properly on a day to day basis;
- 8.2.2. The secretary of AICSA:
 - 8.2.2.1. is secretary to the AIVCC and must keep proper record of all meetings in a minutes book provided for the purpose;
 - 8.2.2.2. he or she will conduct all correspondence on behalf of AICSA, the AIVCC and the Executive;
 - 8.2.2.3. he or she will give notice of all meetings and motions of which notice has been given, in accordance with this Constitution;
 - 8.2.2.4. is responsible for the distribution of reports, minutes, and agendas to all Member Societies; and
 - 8.2.2.5. fulfil all other relevant duties under this Constitution.
- 8.2.3. The Secretary will generally assist the President of AICSA, and will act as President in the event of the President's absence or temporary inability to carry out his or her duties, except that the Secretary must not fulfil the duties of chairman of the AIVCC.

8.3. Treasurer of AICSA:

- 8.3.1. The Treasurer will, at the time of his or her election, reside within such a distance of the President and the Secretary of AICSA to enable the Executive to fulfil its functions properly on a day to day basis.
- 8.3.2. The Treasurer will:
 - 8.3.2.1. keep proper financial records of AICSA's dealings;
 - 8.3.2.2. receive moneys on its behalf, in accordance with this Constitution;
 - 8.3.2.3. assist the Secretary of AICSA with all financial correspondence; and
 - 8.3.2.4. fulfil all other relevant duties under this Constitution.
- 8.3.3. The Treasurer will generally assist the Secretary of AICSA, and will act as Secretary in the event of the Secretary's absence or temporary inability to carry out his or her duties.

8.4. Patrons of AICSA:

The AIVCC may, at its discretion, elect one or more Patrons of AICSA. Such Patrons need not be active or financial members of any Member Society, nor is there any limit to the number of times on which such Patrons may be re-elected. There are no specified duties involved in the position of Patron of AICSA.

8.5. Editor of "Erato":

The Editor of "Erato" is responsible for the publication of the newsletter of AICSA, known as "Erato", in accordance with the following:

- 8.5.1. Copies of Erato are to be supplied to all Member Societies in sufficient numbers to meet their requirements;
- 8.5.2. "Erato" will be supplied to all officers and to such other persons as the AIVCC may decide from time to time.
- 8.5.3. "Erato" may be published a minimum of three times per calendar year, and, as far as possible, it will include:
 - 8.5.3.1. news of Member Societies;
 - 8.5.3.2. results of referenda;
 - 8.5.3.3. reports of officers of AICSA (including those pertaining to rules 8.1.1.3 and 7.1.4); and
 - 8.5.3.4. other articles of interest to its readers.However, such material must not fall outside the scope of the Objects of AICSA.
- 8.5.4. The Editor's decision on material for inclusion is final, except if this Constitution requires otherwise.
- 8.5.5. There may be a budgetary allocation made to "Erato" in any one financial Year, which is subject to the Editor's control.

8.6. Librarian of AICSA:

The Librarian is responsible for the housing and maintenance of AICSA's collection of choral music scores, and for maintaining an up to date catalogue of music in the possession of AICSA and its Constituent Member Societies. Copies of the catalogue will be sent to each Member Society, together with updated supplements when they become necessary, but not less than once in each Year. The AIVCC will decide when a new edition of the catalogue becomes necessary, and this will then be the Librarian's responsibility. There may be a budgetary allocation made to the Librarian in any financial Year, which will be subject to the Librarian's control.

8.7. Archivist of AICSA:

The Archivist is responsible for the housing and maintenance of AICSA's records and documents, and of the records of the Festivals. There may be a budgetary allocation made to the Archivist in any financial Year, which is subject to the Archivist's control.

9. TERMS OF OFFICE

The term of office for all officers of AICSA is one Year.

No person shall occupy an executive position for more than two consecutive terms of office.

10. DISQUALIFICATION AND REMOVAL OF OFFICERS

- 10.1. The office of an officer of AICSA will become vacant if an officer:
 - 10.1.1. is disqualified from being an officer by the Act or these rules;
 - 10.1.2. becomes ineligible to stand for election in accordance with these rules;
 - 10.1.3. dies or is permanently incapacitated by ill health;
 - 10.1.4. is absent without apology from more than one meeting in a Year; or
 - 10.1.5. submits, in writing, his or her resignation to the Executive.
- 10.2. Removal from office of an officer
 - 10.2.1. AICSA by Referendum may remove any officer before the expiration of their term of office, and the office will be filled by another person or other persons in accordance with these rules to hold office until the expiration of the term of office of that officer.
 - 10.2.2. Where the officer to whom a proposed referendum referred to in rule 10.2.1 makes representations in writing (not exceeding a reasonable length) to the Executive and requests that they be notified to the Delegates, the Executive must send a copy of the representations to each Delegate.

11. POWERS AND DUTIES OF THE AIVCC

- 11.1. Subject to the constitution, the AIVCC is responsible for making all decisions concerning AICSA, and for fulfilling the functions and objects of AICSA, under this Constitution.
- 11.2. The AIVCC will appoint a Public Officer as required by the Act for such term of office as the AIVCC sees fit.
- 11.3. The AIVCC may form committees as necessary from time to time. These committees will present a report on their findings and activities to each General Meeting of the AIVCC. These committees will cease to exist when they have completed the business for which they were set up, or when they are dissolved by the AIVCC, whichever is the sooner. The chairman and members of all committees will be appointed initially by the AIVCC, but have the power of co-option. The President of AICSA is an ex officio member of all such committees during his or her term of office. Decisions of all committees will take the form of recommendations to the AIVCC only.
- 11.4. The AIVCC may make and alter by laws and standing orders for the better management of AICSA. These by laws and standing orders will continue in force until repealed or amended. A by law or standing order cannot amend or repeal the Constitution, and all by laws and standing orders are subject to the Constitution.
- 11.5. The AIVCC will determine the date of the annual elections to be held either by Referenda or at a General Meeting, on the recommendations of the Executive.

12. GENERAL MEETINGS OF THE AIVCC

The AIVCC is the decision-making body of AICSA, which will meet in general meetings of its Member Societies' Delegates ("General Meetings"). All General Meetings must comply with the Act in general, and these rules in particular. Each Year the Executive will convene a General

Meeting of its Member Societies' Delegates ("Annual General Meeting"). The Annual General Meeting will be designated as such and must be held in accordance with rule 12.1. All General Meetings other than the Annual General Meeting will be called Special General Meetings and will be designated as such. Special General Meetings may be convened as permitted by these rules. There shall be a General Meeting of the Council held to coincide with every Intervarsity Choral Festival, which may or may not be the Annual General Meeting.

12.1. Annual General Meetings

12.1.1. The Annual General Meeting of the AIVCC will be held every Year. A General Meeting of the AIVCC will be held to coincide with every Festival, which may or may not be the Annual General Meeting.

12.1.2. The first Annual General Meeting of the AIVCC must be held within 18 months after the incorporation of AICSA.

12.1.3. The date of the following Annual General Meeting will be determined by the AIVCC at its previous Annual General Meeting.

12.1.4. The Executive will call the Annual General Meeting in accordance with the Act and this Constitution for the following purposes:

12.1.4.1. The confirmation of the minutes of the previous Annual General Meeting and of any other General Meetings held since the previous Annual General Meeting;

12.1.4.2. To consider reports from:

12.1.4.2.1. The officers of AICSA

12.1.4.2.2. The AICSA Trust Fund

12.1.4.2.3. Any currently constituted planning or organising committee for a Festival.

12.1.4.2.4. Any other committees or people as the AIVCC sees fit from time to time.

12.1.4.3. To consider the auditable financial statement for the financial Year ending immediately prior to the Annual General Meeting. When it is required by the Act, or deemed necessary by the Executive or a simple majority of Delegates or Constituent Member Societies, such an auditable financial statement must be audited.

12.1.4.4. The appointment of an auditor, if an audit is required under the Act or rule 12.1.4.3. If an audit is not required under the Act or rule 12.1.4.3, then an auditor need not be appointed.

12.1.4.5. To set the Membership Fee for the next calendar year, and to set the Festival Attendee Registration Contribution (FARC) fee two years in advance of each Festival.

12.1.4.6. To conduct elections when required by these rules.

12.1.4.7. To discuss any business brought before the meeting.

12.2. Special General Meetings

12.2.1. The Executive may call a Special General Meeting of the AIVCC at any time.

12.2.2. A Special General Meeting may be called by the Executive at the request of at least three Constituent Member Societies, within 35 days of the request being received.

- 12.2.3. The business to be discussed must be stated on the notice paper, and the business for which the meeting was called will take priority over any other business. No motions may be entertained save those relating to the business stated on the notice paper.
- 12.2.4. If a Special General Meeting is not convened within 35 days, as required by 12.2.2, the requisitioners, or at least half of their number, may convene a Special General Meeting. Such a meeting will be convened in the same manner as nearly as practical as a meeting convened by the Executive, and for this purpose the Executive will ensure that the requisitioners are supplied free of charge with particulars of the Member Societies entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be borne by AICSA.
- 12.3. Notice
 - 12.3.1. At least 21 days notice in writing of each General Meeting of the AIVCC must be given to all Member Societies.
 - 12.3.2. Such a notice will include a provisional agenda. It must also include, when required, proxy voting forms and nomination forms for elections due to be held at the General Meeting.
 - 12.3.3. A written notice may be given by AICSA to any Member Society by sending it by post to the Member Society's address appearing in the register of Member Societies, or by electronic mail to the Delegate's electronic mail address appearing in the register of Member Societies.
 - 12.3.4. Where a notice is sent by post, service of the notice is deemed to be effected if it is properly addressed and posted to the Member Society by ordinary prepaid mail.
 - 12.3.5. Where a notice is sent by electronic mail, service of the notice is deemed to be effected if it is properly addressed and not returned as undeliverable.
- 12.4. Proceedings
 - 12.4.1. All Delegates (including the President of AICSA) may attend meetings of the AIVCC with the right to speak, propose motions and vote.
 - 12.4.2. The following may attend meetings of the AIVCC with the right to speak and propose motions, but not to vote:
 - 12.4.2.1. The Secretary of AICSA.
 - 12.4.2.2. The Treasurer of AICSA.
 - 12.4.2.3. The Editor of "Erato".
 - 12.4.2.4. The Librarian of AICSA.
 - 12.4.2.5. The Archivist of AICSA.
 - 12.4.2.6. The person who last held the position of President of AICSA.
 - 12.4.2.7. The Trustees of the AICSA Trust Fund
 - 12.4.2.8. A maximum of one representative of each Member Society, being in possession of written authority from the Member Society's President (or in the absence of a position entitled the President within a Member Society, a popularly appointed natural person of the Member Society).
 - 12.4.2.9. Up to two representatives of any currently constituted planning or organising committee for a Festival.

- 12.4.2.10. Any other persons that are granted such rights by a simple majority of Delegates, for that meeting only.
- 12.4.3. The quorum for all meetings of the AIVCC is the number of Delegates (excluding the chairman) equal to two-thirds of the total Constituent Member Societies at the start of the meeting.
- 12.4.4. If a quorum of Delegates is not present at the General Meeting one hour after the appointed time, a General Meeting convened under rule 12.2.4 will lapse. In any other case, the meeting will be adjourned to the following day, at the same time and place and if a quorum is not present one hour after the appointed time, the Delegates present will form a quorum.
- 12.4.5. The procedure at all meetings of the AIVCC will be in accordance with the Standing Orders of AICSA. In the absence of Standing Orders, procedure will be determined by a simple majority of Delegates.
- 12.4.6. The chairman will preside at every meeting of the AIVCC. If the chairman is not present within ten minutes of the time fixed for the opening of the meeting, the Delegates will elect an eligible person to stand for election to an office of AICSA to take the chair for the duration of that meeting or until such time as the chairman is present or until a poll is demanded for the election of a new chairman in accordance with rule 12.6.
- 12.5. Voting
- 12.5.1. The following are full voting members of the AIVCC:
- 12.5.1.1. The chairman, only when the chairman is the President of AICSA.
- 12.5.1.2. The President (or in the absence of a position entitled President within a Constituent Member Society, a popularly appointed natural person of such a Member Society) of each Constituent Member Society, or his or her representative (whether a financial member of the Society or not), subject to having a written proxy authority to act as such (and so long as no one person shall represent more than one Constituent Member Society).
- 12.5.2. Subject to these rules, every eligible voting member of the AIVCC has only one ordinary vote at a General Meeting or in Referenda.
- 12.5.3. At any General Meeting of the AIVCC, a motion will be decided by show of hands by a simple majority of the Delegates present, unless a poll is demanded by at least three Delegates or by the chairman.
- 12.5.4. The chairman will have a casting vote in the event of a tie in voting. If the chairman is entitled to an ordinary vote in accordance with these rules, then this casting vote will be in addition to his or her ordinary vote.
- 12.6. Polls
- 12.6.1. If a poll is demanded by at least three Delegates, it must be conducted in a manner specified by the chairman and the result of the poll is the resolution of the meeting on that question.
- 12.6.2. A poll demanded for the election of a chairman or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- 12.7. Special and Ordinary Resolutions

12.7.1. A Special Resolution is a special resolution as defined in the Act, except that a two-thirds majority of votes in favour is required for any amendment to this Constitution to be approved by a Special Resolution.

12.7.2. An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.

13. ELECTIONS

13.1. All officers of AICSA will be elected for a term of one Year. The elections will be held by Referendum or at the last General Meeting of the AIVCC preceding the commencement of the term of office in question, as determined by the AIVCC from time to time, so long as the elections are held before 1st February each Year.

13.2. The AIVCC will each Year co-opt a natural person, who does not intend to stand for election in that Year and is not an officer of AICSA, to be a Returning Officer for the elections in that Year. The Returning Officer is ineligible to stand for election to an office of AICSA in the elections for which he or she is the Returning Officer.

13.3. Unless otherwise stated in this Constitution, all candidates for election must, at the date on which they stand for election for a given position, in which election they are successful, be financial members of a Constituent Member Society or, where there is no financial membership, be listed on the membership rolls of such a Constituent Member Society; except that any officer will be eligible for re-election for a consecutive Year, even if he or she has ceased to be such a member as required at the time of his or her previous election.

13.4. Nominations for all positions must be made and seconded by a financial member of a Constituent Member Society, or, where there is no financial membership, a person who is on the membership rolls of such a Constituent Member Society.

13.5. The Executive positions must be nominated and elected as a ticket, with the candidates on each ticket fulfilling the requirements of rule 8.

13.6. Nominations for all executive positions will close with the Returning Officer seven days before the General Meeting or the Referendum for which such election is scheduled.

13.7. All other nominations will close immediately prior to the election being held, either at the General Meeting or at the time of the Referendum for which any such election is scheduled.

13.8. In the absence of any nominations or by decision of a simple majority of Delegates present, nominations may be re-opened during a General Meeting, but not for a Referendum.

13.9. In the event of no nominations being received for a particular position the Returning Officer will declare the position unfilled, and appointment by the Executive will ensue as specified in rule 7.1.12.

13.10. All elections must be preferential and held by secret ballot.

13.11. In the event of only one nomination being received for a position, the nominee will be declared by the Returning Officer to be elected unopposed.

14. MINUTES

- 14.1. Proper minutes of all proceedings of meetings of AICSA and of meetings of the AIVCC will be entered within one month after the relevant meeting in minute books kept for the purpose.
- 14.2. The minutes kept pursuant to this rule must be confirmed by the Constituent Member Societies of AICSA or the members of the AIVCC, as relevant, at a subsequent meeting.
- 14.3. The minutes kept pursuant to this rule will be signed by the chairman of the next succeeding meeting.
- 14.4. Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting are deemed to have been duly held, and that all appointments made at a meeting are deemed to be valid.

15. THE SEAL

- 15.1. AICSA will have a common seal upon which its corporate name will appear in legible characters.
- 15.2. The seal will not be used without the express authorisation of the Executive, and every use of the seal must be recorded in the minute book of AICSA. The affixing of the seal may be witnessed by any two of the members of the Executive.
- 15.3. The seal may be kept in the custody of the Secretary or such other persons as the Executive may from time to time decide.

16. FINANCES

- 16.1. The first financial Year of AICSA will be the period ending on the January 30th following incorporation, and thereafter a period of 12 months commencing on February 1st and ending on January 30th in each Year.
- 16.2. AICSA will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of AICSA in accordance with the Act.
- 16.3. An audit may be carried out at least once in each Year, in accordance with the Act and rules 12.1.5 and 12.1.6.
- 16.4. AICSA will maintain a bank account at a bank selected by the Executive, which will be used for the purposes decided by the AIVCC or by Referendum from time to time, subject to this Constitution.
- 16.5. Financial statements prepared by the Executive in accordance with this Constitution will be deemed to be accepted, unless an objection is registered with the Executive by a Constituent Member Society within 14 days of any such statement being received.
- 16.6. The annual budget of AICSA will be prepared by the Executive and considered by the AIVCC at or before the last General Meeting preceding the financial Year in question.

17. PROHIBITION AGAINST SECURING PROFITS FOR MEMBER SOCIETIES

In accordance with section 54 of the Act, the income and capital of AICSA will be applied exclusively to the promotion of its objects and no portion will be paid or distributed directly or indirectly to Member Societies or natural people or their associates except as bona fide remuneration of a Member Society or a natural person for services rendered or expenses incurred on behalf of AICSA.

18. LIMITED LIABILITY OF MEMBER SOCIETIES

In accordance with section 21(2) of the Act, every Member Society, as a condition of membership, undertakes to the assets of AICSA in the event of AICSA being wound up during the calendar year that the Society is a Member Society, or within one year afterwards, for the payment of the debts and liabilities of AICSA contracted before the time at which the Society ceases to be a Member Society, such amount as may be necessary not exceeding \$50.00.

19. FESTIVAL

19.1. The Festival is a non-competitive festival held once in each calendar year at a place determined by the AIVCC and open to all financial members or, where there is no financial membership, to all persons listed on the membership rolls of any Member Society, also to officers of AICSA, and to such other persons as the Festival organising committee sees fit. As far as possible a cycle of venues will operate. The host societies of each Festival will be those Constituent Member Societies whose institution of tertiary education is situated in the town or city chosen as the venue, and who wish to be host societies. All details of planning will lie with the Festival organising committee, which will be constituted from representatives of each of the host societies at least eighteen months prior to the Festival being held. The Festival organising committee will be obliged to consider, though not necessarily to implement, all recommendations made to it by the AIVCC. The Festival organising committee is responsible for keeping members of Member Societies informed of progress in organisation of the Festival through "Erato". After every Festival, the Festival organising committee will submit a report and an auditable copy of its financial statement to AICSA for discussion and placing in AICSA's archives.

19.2. The Festival organising committee must keep proper financial records, which are open to inspection by the Executive. An audit will be carried out within 12 months following the completion of the Festival, unless the AIVCC determines otherwise.

19.3. AICSA will support the aims and ideals of the Festival, and will lend such practical aid to individual Festivals as necessary from time to time.

19.4. AICSA may budget a conditional grant for each Festival as determined by the AIVCC. Such grant, if accepted by the organising committee, is repayable to AICSA if the Festival's final financial statement shows a credit balance of the determined amount or more. If there is a lesser credit balance, that amount is repayable to AICSA.

19.5. In addition, the AIVCC may agree with any organising committee that AICSA accept shared financial responsibility for a forthcoming Festival.

19.6. Every Festival's participants will contribute to AICSA a fixed dollar amount per participant, as determined by the AIVCC, and this is to be known as the "Festival Attendee Registration Contribution" (FARC) fee. It will be collected from each participant by each Festival on behalf of AICSA, and remitted to AICSA promptly after the conclusion of the Festival.

19.7. Where the final credit balance on a Festival's final financial statement shows a surplus ("profit"), 50% of the amount of that surplus will be paid to AICSA.

20. THE AICSA TRUST FUND

In any Year a grant may be supplied by the "AICSA TRUST FUND" to an Australian Intersociety Choral Festival, and in such a case, conditions of the grant will be determined by the Trustees. The Trustees may impose the same conditions on a grant as those stipulated in rule 19.4.

21. THE ESTABLISHMENT OF A PUBLIC FUND

A public fund to be called the "Australian Intersociety Choral Societies' Association Foundation" (AICSA Foundation) will be established and listed on the Register of Cultural Organisations, and will be maintained for the specific purpose of supporting the objects of AICSA as defined under rule 4.

21.1. The AICSA Foundation will receive all gifts of money or property for the purposes of furthering the objects of AICSA as defined under rule 4. These monies will be kept separate from other funds of AICSA and will only be used to further the principal purpose of AICSA.

21.2. Any money received through such gifts, along with any interest earned on such gifts, must be credited to the AICSA Foundation.

21.3. Members of the public and Member Societies are to be invited to make gifts of money or property to the AICSA Foundation for the specific purpose of the AICSA Foundation

21.4. Receipts are to be issued in the name of the AICSA Foundation and must state that the receipt is for a gift made to the public fund, the Australian Business Number of AICSA Foundation, the fact that the receipt is for a gift, and any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997 (Commonwealth)* as amended from time to time.

21.5. Proper accounting records and procedures are to be kept and used for the AICSA Foundation.

21.6. The AICSA Foundation must not receive any other money or property into its account and it must comply with subdivision 30-F of the *Income Tax Assessment Act 1997 (Commonwealth)*, as amended from time to time.

21.7. Investment of monies in the AICSA Foundation will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

21.8. The AICSA Foundation will be operated on a non-profit basis.

21.9. The AICSA Foundation is subject to the provisions of the Act and the resolutions of the AIVCC and AICSA.

21.10. Any allocation of funds or property will be made in accordance with the established objects of the AICSA as defined in rule 4.

21.11. No monies or assets in the AICSA Foundation will be distributed to members or office bearers of AICSA, except as reimbursement of out-of-pocket expenses incurred on behalf of the AICSA Foundation or proper remuneration for administrative services.

21.12. The AICSA Foundation will be administered by Governors, the 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 AICSA. The AIVCC will appoint and remove the Governors for such

terms of office as it sees fit. A simple majority of the Governors will be 'responsible persons' as defined by the Guidelines to the Cultural Register.

21.13. The government department responsible for the administration of the register of cultural organisations will be notified of any proposed amendments or alterations to provisions for the public fund, including a change of name, to assess the effect of any amendments on the public fund's continuing status as a deductible gift recipient.

21.14. If, upon the winding-up or dissolution of the AICSA Foundation, there remains after satisfaction of all its debts and liabilities, any property, the property will not be paid to or distributed among its Member Societies or natural people, but will be given or transferred to some other fund, authority or institution having objects similar to the objects of the AICSA Foundation, and whose rules prohibit the distribution of its or their income among its or their members, such fund, authority or institution is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997 (Commonwealth)* as amended from time to time.

22. WINDING UP AND APPLICATION OF SURPLUS ASSETS

22.1. AICSA will be wound up in accordance with the section 43 of the Act and with the consent of two thirds or more of the Constituent Member Societies in General Meeting, after 21 days notice of intention to move as such has been given by three or more Constituent Member Societies.

22.2. If upon the winding up of AICSA there remains after satisfaction of all its debts and liabilities any property whatsoever, it will be dealt with as follows:

22.2.1. it will not be paid to or distributed among the Member Societies of AICSA but will be given or transferred to some other institution(s) having objects similar to the Objects AICSA;

22.2.2. the institution(s) must prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on AICSA under or by virtue of rule 17; and

22.2.3. such institution(s) will be determined by the AIVCC at or before the time of winding up.

However, if and so far as effect cannot be given to the above provisions, then the remaining property will be transferred to the AICSA Trust Fund.

23. REFERENDA:

23.1. A Referendum may be conducted by the Executive to:

23.1.1. seek an amendment to this Constitution or in accordance with this Constitution;

23.1.2. seek authorisation for an action wished to be taken by the Executive,

23.1.3. carry out an election, or

23.1.4. settle another point of issue, subject to this Constitution.

Except in the case of a Referendum held to attempt an amendment to this Constitution, a request from any three Constituent Member Societies that a Referendum be held on any issue must be complied

with by the Secretary within 21 days of its being received by him or her. The day on which the Secretary sends out the ballot papers is deemed to be the day on which the Referendum is held.

- 23.2. Voting will be conducted in accordance with rule 12.5.1, 12.5.2 and 12.5.4 of this Constitution, except that the votes will be counted on the 21st day following the day on which the Referendum was held by an independent scrutineer co-opted by the Executive, and the results sent out immediately to all Member Societies, giving the names of those voting each way and those abstaining.
- 23.3. Elections may be conducted by Referenda in accordance with rule 13.
- 23.4. A Referendum, other than a Referendum to change the constitution or for elections, will be deemed to be carried if a simple majority of the votes cast are in favour and if at least 50% of Constituent Member Societies have replied by the due date.
- 23.5. If there is no objection from a Member Society in committee or in general meeting of the Society, received by the secretary within 14 days of the result being sent out, the result of the Referendum will take effect immediately, except the results of elections, which will take effect in accordance with rule 9. In the event of an objection to the way in which the result was obtained, or to the manner in which the Referendum was conducted the matter will be referred to the AIVCC at its next meeting.
- 23.6. Notice of a Referendum may be given by the Executive to any Member Society by sending it by post to the Member Society's address appearing in the Register of Member Societies, or by electronic mail to the Delegate's electronic mail address appearing in the Register of Member Societies. Where a notice is sent by post, service of the notice is deemed to be effected if it is properly addressed and posted to the Member Society by ordinary prepaid mail. Where a notice is sent by electronic mail, service of the notice is deemed to be effected if it is properly addressed and not returned as undeliverable.

24. RULES

- 24.1. These rules may be altered (including an alteration to AICSA's name) by special resolution of the Constituent Member Societies (however, in accordance with rule 12.7.1, a two-thirds majority of votes in favour is required for any amendment to this Constitution to be approved by a Special Resolution). This includes rescision or replacement by substitute rules.
- 24.2. The registered rules binds AICSA and every Member Society to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- 24.3. Interpretation: The President is authorised to interpret the meaning of these rules and any other matter relating to the affairs of AICSA on which these rules are silent, which may be overruled by a two thirds majority at a meeting of the AIVCC or by Referendum.
- 24.4. Enactment: This Constitution takes effect and is deemed enacted from the time of adoption by the General Meeting or Referendum of AICSA. Any alteration to these rules takes effect and is deemed enacted at the time that the alteration is passed, except for an alteration to the name of AICSA, which will not take effect or be

deemed enacted until the new name has been duly registered by the proper government authority.