

## RULES OF INCORPORATION

### GAY AND LESBIAN SINGERS OF WESTERN AUSTRALIA INCORPORATED

#### NAME

- 1 The name of the Incorporated Association is 'Gay and Lesbian Singers of Western Australia Incorporated'.

#### INTERPRETATION

- 2 In these rules, unless the contrary intention appears –
- “Rules of Incorporation”** means this document, also referred to as the Constitution
- “The Association”** means the Gay and Lesbian Singers of Western Australia Association, which consists of all Members, Full and Associate, of the Association as set out in these rules.
- “The Choir”** means the Gay and Lesbian Singers of Western Australia Choir, which consists of the Full Members of the Association listed as such in the Register.
- “Committee”** means the Committee of Management of the Choir.
- “Office Bearers”** means those people who hold Offices of the Association on the Committee of Management.
- “Member”** means a person who holds either Full or Associate Membership of the Association under these rules.
- “Financial Year”** means the year ending on 31 December.
- “General Meeting”** means a General Meeting of Members.
- “The Act”** means the *Associations Incorporation Act 1987* and the *Corporations (Consequential Amendments) Act 2001*.
- “The Regulations”** means Regulations under the Act.

#### AIMS AND STATEMENT OF PURPOSE

- 3 (1) The aims of the Association are:
- (a) To manage, promote and develop the presence of a Gay and Lesbian Choir in Perth, Western Australia;
  - (b) To encourage skills associated with choral music within the gay and lesbian communities by holding rehearsals and performances of the Choir;
  - (c) To be open to all who are interested in the activities of the Association and who agree to abide by the Aims and Rules which govern the Association, and which are listed in this Constitution;
  - (d) To encourage Members of the Association to have a participatory involvement with the Choir's activities;
  - (e) To provide a supportive, non-discriminatory environment within the Association which fosters the interaction and cooperation of all Members, musically and socially;
  - (f) To promote pride in, and a positive image of, gay and lesbian lifestyles.

#### MEMBERSHIP

- 4 (1) The Association shall have two kinds of Membership: Full Membership and Associate Membership.
- (a) Members who are known as Full Members participate directly in the musical activities of the Choir. Full Members have full voting rights at a General Meeting.
  - (b) Members who do not participate directly in the musical activities of the Choir are known as Associate Members. Associate Members do not hold voting rights at General Meetings and are not able to be Office Bearers of the Association.
- (2) Each Member must pay the required and appropriate Membership fee payable under these rules.

## **APPLICATION FOR MEMBERSHIP**

- 5 (1) A person is eligible to be a Full or Associate Member of the Association by:
- (a) application for Membership as provided in these rules (see also appendix 1);
  - (b) on payment of the appropriate fees payable under these rules;
  - (c) on agreeing to adhere to the Aims and Statement of Purpose outlined in rule 3.
- (2) An application for Full or Associate Membership of the Association shall be lodged with the Membership Officer of the Association. The Membership Officer shall, upon payment of the appropriate fees by the Member-to-be, enter the person's name in the register of Members and, upon the name being so entered, the person becomes a Member of the Association.
- (3) A right, privilege, or obligation of a person by reason of Membership of the Association:
- (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of Membership whether by resignation or otherwise.
- (4) A condition of Membership shall be agreement by the Member to abide by copyright laws as they affect all Members of the Association, and to acknowledge and respect the creative ideas and diversity of other Members of the Association which are made known by reason of their Membership of the Association.

## **MEMBERSHIP FEE**

- 6 (1) The Membership Fee payable per calendar year shall be determined at the Annual General Meeting each year, upon recommendation of the Treasurer.
- (2) A person is a financial Member for the purposes of these rules if his or her Membership fees are current, or have not lapsed for more than two (2) months.
- (3) The Committee may require the payment of other fees and charges, such as weekly attendance fees, as it determines necessary, by Members or non-Members who attend or participate in other activities organised by the Association.

## **REGISTER OF MEMBERS**

- 7 (1) The Membership Officer of the Association, or their representative as appointed by the Committee, shall keep and maintain in an up-to-date condition a Register of Members of the Association specifying the name and postal and/or residential addresses of each Member.
- (2) The Membership Officer shall be responsible for updating the Membership Register at least every two months, and will also be responsible for the addition or removal of members from the associations internal Web Mail members e-mail listing.
- (3) The Register of Members shall be kept at the principal place of administration of the Association or as determined by the Committee. All Committee Members shall have access to a copy of the Members Register.
- (4) Upon the request of a Member of the Association to the Committee, the Register shall be made available for inspection by the Member and the Member may make a copy of or take an extract from the Register but shall have no right to remove the Register for that purpose.
- (5) The Register of Members will remain private to the Association and no details of this Register will be released to third parties without written approval of the Member(s) concerned, and subject to rule 7(6).
- (6) The register shall not be made available to any Member or a third party for commercial reasons.

## **RESIGNATION AND EXPULSION OF MEMBER**

- 8 (1) A person ceases to be a Member of the Association if:
- (a) the person resigns that Membership; or
  - (b) is un-financial for a period exceeding two months; or
  - (c) if the member is expelled or suspended from Membership for a specified period – see 8(3).
- (2) Upon the expiration of Membership, the Membership Officer shall make in the Register of Members an entry recording the date on which the person ceased to be a Member.
- (3) If the Committee is of the opinion that a Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may, by resolution:
- (a) give written warning to the Member; or
  - (b) suspend the Member from Membership of the Association for a specified period; or
  - (c) expel the Member from the Association.
- (4) Within fourteen (14) days of having been informed of the decision, a Member has the right of written reply, stating the reason(s) for the appeal.
- (5) Upon receipt of the appeal, the Committee shall, as soon as practical, meet with the Member concerned to attempt to resolve the issue to the satisfaction of both parties.
- (6) Where a resolution to the satisfaction of both parties has not been reached between the Committee and the member concerned, the Committee must, as soon as is practical, call a Special General Meeting where the matter shall be resolved by a vote of the membership present.
- (7) Where expulsion is upheld, a person will be ineligible to re-apply for Membership to GALS (WA) for the period of one calendar year. Where the expulsion is revoked, the Member's previous Membership status and privileges will be reinstated immediately.

## **ANNUAL GENERAL MEETING**

- 9 (1) The Committee must convene an Annual General Meeting of its Members in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- (2) The Annual General Meeting shall be held on such day as the Committee determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be -
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
  - (b) to receive from the Committee of the Association a report upon the activities relating to its responsibilities within the Association during the preceding financial year;
  - (c) to receive from the Treasurer reports upon the financial transactions of the Association during the preceding financial year;
  - (d) to elect Office Bearers of the Committee of the Association;
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other Special General Meetings that may be held in the same year.

## **SPECIAL GENERAL MEETING**

- 10 (1) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- (2) The Committee may, whenever it so determines, convene a Special General Meeting of the Association.
- (3) The Committee shall, upon the requisition in writing of Members representing not less than 5 per cent of the total number of Full Members or representing not less than 5 Full Members, whichever is the greater, convene a Special General Meeting of the Association.
- (4) The requisition for a Special General Meeting shall be in writing to the Secretary, state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the postal address of the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (5) If the Committee does not cause a Special General Meeting to be held within the month after the date on which the requisition is received at the postal address of the Association, the Members making the requisition, or any single one of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (6) A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Main Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
- (7) The Association may hold up to 12 Special General Meetings per year.

## **NOTICE OF A MEETING**

- 11 (1) The Secretary of the Association shall, at least fourteen (14) days before the date fixed for holding a Special General Meeting of the Association, and twenty-eight (28) days before the date fixed for holding an Annual General Meeting, cause to be sent to each Member of the Association at the address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting. Where an e-mail address is held and believed to be valid, such notice may be sent to a Member using this medium.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the Meeting.
- (3) A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

## **PROCEEDINGS AT MEETINGS**

- 12 (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the Meeting is considering that item.
- (3) No less than  $\frac{1}{3}$  (one third), of Members, with a minimum of five (5), all being Members entitled under these Rules to vote at a General Meeting, personally present constitute a quorum for the transaction of the business of a General Meeting.

- (4) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Convenor at the time of the adjournment or by written notice to Members given before the day to which the Meeting is adjourned) at the same place, and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present shall be a quorum.
- (5) The Convenor, or in the Convenor's absence, the Secretary, shall preside as Convenor at each General Meeting of the Association, unless decided otherwise by the Committee.

### **VOTING**

- 13 (1) Upon any question arising at a General Meeting of the Association, those Members holding voting rights have one vote each only.
- (2) All votes shall be given personally or by proxy but no Member may hold more than five (5) proxies.
- (3) A Member is not entitled to vote at any General Meeting unless all monies due and payable by the Member to the Association have been paid.

### **APPOINTMENT OF PROXIES**

- 14 (1) Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary before the commencement of the Meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

### **MAKING OF DECISIONS**

- 15 (1) A question arising at a General Meeting of the Association shall be determined on a show of hands, or, if requested by a minimum of three (3) Members, by a secret ballot in a manner directed by the Committee. A resolution is carried by a simple majority, or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact of that resolution.
- (2) In the case of an equality of votes on a question at a General Meeting of the Association determined on a show of hands, the vote shall be taken again, in the form of a secret ballot in a manner directed by the Committee.
- (3) In the case of an equality of votes on a question at a General Meeting of the Association in a secret ballot, the Convenor of the Meeting is entitled to exercise a second or casting vote.

## COMMITTEES OF THE ASSOCIATION

- 16 (1) The Association shall have the following committees:  
(a) Committee of Management of the Choir;  
(b) any other sub-committee or standing committee which is formed upon the recommendation of the Committee.
- (2) The Committee shall have, where possible, a gender balance that reflects the gender balance of the Association's membership at the time of the Annual General Meeting.
- (3) The provisions of Rule 16(4-12) so far as they are applicable, apply to and in relation to the election of persons to any of the office-bearing positions of the Association, except those Committees listed under rule 16(1)(b).
- (4) Each Committee Member shall, subject to the Rules, be elected at the Annual General Meeting of the Association in each year and shall hold office until the Annual General Meeting next after the date of election.
- (5) Questions arising at a Meeting of the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the Meeting may determine.
- (6) Each Committee Member present at a Meeting of the Committee (including the person presiding at the Meeting) is entitled to one vote.
- (7) In the case of an equality of votes on a question at a Committee Meeting determined on a show of hands, the vote shall be taken again, in the form of a secret ballot in a manner agreed upon by all Members present.
- (8) In the case of an equality of votes on a question at a Committee Meeting in a secret ballot which follows an equality of votes determined on a show of hands, the Convenor of the Meeting is entitled to exercise a second or casting vote.
- (9) In the event of a casual vacancy occurring in the Committee, the Committee may at its discretion co-opt, appoint or call for Full Members of the Association to join in such capacity or capacities as is deemed necessary and to the benefit of the Association, subject to the availability and willingness of any Member so approached or called for by the Committee, and subject to the approval of a simple majority of Members present at the next weekly rehearsal. The Member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (10) Office-bearers of the Association are able and encouraged, where desirable, to convene a team or co-opt individual Members to support, advise and assist in their particular area of responsibility and office.
- (11) Unless decided otherwise by the Membership:  
(a) Membership of the Committee by any one individual shall be limited to tenure of six (6) consecutive years;  
(b) Any person(s) holding a specified Office (b) or position on the Committee shall not hold that position for more than four (4) consecutive years.
- (12) Membership of the Committee shall not exclude a Member from Membership of another sub-committee or standing committee.

## **ELECTION OF COMMITTEE MEMBERS AND VACANCY**

- 17 (1) Nominations of candidates for election as Committee Members of the Association:
- (a) shall be made in writing, signed by a Member of the Choir and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committees, further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of Members of any Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (6) For the purposes of these Rules, the office of a Member of the Committee becomes vacant
- (a) at the Annual General Meeting; or
  - (b) if the Member:
    - (1) ceases to be a Member of the Association; or
    - (2) resigns from office by notice in writing given to the Secretary.

## **REMOVAL OF MEMBER OF COMMITTEE**

- 18 (1) If a Member of the Committee has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Association in a Special Meeting may, by resolution, remove any Member of the Committee elected by the general Membership before the expiration of the Member's term of office and appoint another Member in his or her stead to hold office until the expiration of the term of the first-mentioned Member or under their successful appeal under 18(4).
- (2) Where a Member has been appointed by the Committee, their removal shall in turn also be able to occur by the Members of the Committee, with appeal procedures as outlined in 18(3) and 18(4) upheld.
- (3) Within 14 days of having been informed of the decision, the Committee Member concerned can, in writing and stating the reason(s), appeal against their removal from Committee. Following this, the Committee must, as soon as is practical, call a Special General Meeting where the matter shall be resolved by a vote of the Membership present.
- (4) If, at the Special General Meeting the appeal by the removed Member concerned is upheld, the original incumbent is reinstated.

## **COMMITTEE**

- 19 (1) The day-to-day management of the Association shall be managed by the Committee constituted as provided in rule 16(4-12).
- (2) The Committee:
- (a) shall control and manage the business and affairs of the Choir;
  - (b) subject to these rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;
  - (c) may, subject to these rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of the Members of the Association.

- (3) The Committee shall consist of no less than five (5) and no more than eight (8) Members of the Choir holding Full Membership, or any greater number as approved at an Annual General Meeting. The maximum number of committee members shall be determined by the Committee.
- (4) The office-bearers of the Committee of the Association shall be:
  - (a) Convenor;
  - (b) Secretary;
  - (c) Treasurer;
  - (d) Membership Officer;
  - (e) Music Coordinator.

The above positions may be held concurrently by a member of the Committee.

Other positions to be filled, and which may be held concurrently by Committee office-bearers may include but are not limited to the following:

- (f) Fundraising Coordinator;
  - (g) Events Coordinator;
  - (h) Publicity Officer;
  - (i) Any other office as determined by the Committee
- (5) The Committee may at its discretion co-opt, appoint or call for Members of the Association to work with the Committee or form sub-committees or standing committees in such capacity or capacities as is deemed necessary and to the benefit of the Association, subject to the availability and willingness of any Member so approached or called for by the Committee.
  - (6) The Association will cover any out of pocket expenses the Committee or one of its members has incurred on behalf of the Choir and/or Association, subject to rule 28(5) and 28(6).

#### **PROCEEDINGS OF THE COMMITTEE**

- 20 (1) The Committee shall meet at least 6 times in each financial year at such place and such times as the Committee may determine.
- (2) Written notice of each Committee Meeting shall be served on each Member of the Committee by the Secretary delivering it to the Member by e-mail, pre-paid post or in person at a reasonable time before the Meeting, this being at least two business days before the date of the Meeting.
- (3) Special Meetings of the Committee may be convened by any Member(s) of the Committee.
- (4) Notice shall be given to Members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a Meeting.
- (5) Two-thirds of the Membership of the Committee constitutes a quorum for the transaction of the business of a Meeting of the Committee.
- (6) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, unless the Meeting was a Special Meeting in which case it lapses.
- (7) At Meetings of the Committee -
  - (a) the Convenor or, in the Convenor's absence, the Secretary shall preside; or
  - (b) if the Convenor and the Secretary are absent, such one of the remaining Members of the Committee as may be agreed upon by the Members present shall preside.
- (8) Observers may attend and observe at Meetings. Observers must be Members of the Association or an individual or individuals invited to attend by resolution of the Committee. Observers may not vote. Questions from observers may be an agenda item, or may be taken at the discretion of the Convenor.

## **SECRETARY**

- 21 (1) The Secretary of the Association shall keep minutes of the proceedings and resolutions of each Committee Meeting and any General Meeting together with a record of the names of persons present at Committee Meetings. Minutes of each Committee Meeting are available to Full members upon request.
- (2) The Secretary of the Association shall be responsible for the handling of general correspondence of the Association, unless otherwise arranged with other Members of the Association.
- (3) The Secretary of the Associations shall be responsible for clearing the Associations' physical post box on a weekly basis.

## **TREASURER**

- 22 (1) The Treasurer of the Association:
- (a) shall collect and receive all monies due to the Association and make all payments authorised by the Committee and/or Choir;
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
  - (c) shall, whenever possible, present at each Committee meeting a financial statement detailing all receipts and expenditure connected with the activities of the Association, and the financial position of the Association since the preceding Committee meeting.
  - (d) prepare and submit to the Association's members at the Annual General Meeting accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
  - (e) shall prepare and submit, in consultation with the Committee, a proposal of fees and expenditure limits for the new calendar year, to be presented to the membership of the Association at the Annual General Meeting.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee (see also rule 29).

## **MUSIC COORDINATOR**

- 23 (1) The management of the musical content of the Choir's repertoire shall be coordinated by the Music Coordinator, who is a member of the Committee.
- (2) The Music Coordinator in consultation with the Choir Conductor and the Committee, has power to perform all such acts and things as appear to be essential for the proper management of the musical contents of the Choir's repertoire of the Association.
- (3) The Music Coordinator shall appoint a Music Librarian; who shall be responsible for keeping up-to-date records of the Choir's sheet music collection, and coordinate the availability of sheet music at the rehearsals of the Choir.
- (4) The Music Coordinator may at their discretion co-opt, appoint or call for Members of the Association to work with them in such capacity or capacities as is deemed necessary and to the benefit of the Association, subject to the availability and willingness of any Member so approached or called for by the Music Coordinator.

## CHOIR CONDUCTOR

- 24 (1) The Choir Conductor (hereafter referred to as the Conductor) shall:
- (a) be responsible for facilitating the Choir to reach its full musical potential;
  - (b) attend and lead weekly rehearsals of the Choir, unless otherwise arranged and by prior notification to the Committee or a Committee Member;
  - (c) in consultation with the Committee be available to conduct the Choir at a number of performances throughout the year;
  - (d) hold the position by virtue of which he/she:
    - (i) shall not be a Member of the Committee of Management of the Association, but may be asked to attend a Committee Meeting if so required;
    - (ii) shall consult with the Music Coordinator regarding the Choir's repertoire and musical content;
    - (iii) shall have the voting rights of a Full Member.
- (2) The Conductor shall:
- (a) be appointed by the Committee in consultation with the Full membership for up to a two (2) month probationary period. As part of the process of appointment the potential conductor may be asked to attend one or more interview(s) and/or take one or more rehearsals with the Choir.
  - (b) once appointed, hold the position for an initial twelve (12) months period which includes the probationary period. At the end of the initial twelve (12) months, a review of the position shall be held by the Committee, the Conductor, and the Choir, at which time the position is renewable for a further 12 months, or the end of the calendar year (whichever occurs first). Subsequent reviews of the position shall be held at the end of each calendar year. As part of the review process the Choir Membership will be given the opportunity to offer feed-back at a meeting during a regular Choir rehearsal. Prior to this meeting the Choir Members shall decide by a simple majority show of hands of those present at a regular rehearsal whether or not the Conductor shall be present at the meeting.
- (3) The Conductor shall endeavour to give the Committee a minimum of two (2) months notice of his/her intention to resign from the position of Conductor, and the Committee shall endeavour to give the Conductor a minimum of two (2) months notice of its intention to terminate an appointment and/or not to renew an appointment to the position of Conductor.
- (4) In the event that a casual vacancy arises in the position of Conductor, the Committee shall fill the vacancy by way of interim appointment, and the person so appointed shall hold office by mutual agreement until the end of the calendar year in which the casual vacancy arose, or until a new appointment of a permanent Conductor has been made, whichever occurs first.
- (5) The Committee may appoint more than one person to share the position of Conductor. The Committee may also invite a guest conductor to conduct at certain rehearsals and/or performances.
- (6) The Association will cover any out of pocket expenses the Conductor has incurred on behalf of the Choir and/or Association, subject to rule 28 (5).
- (7) Remuneration for services rendered by a Conductor will be decided upon by process of consultation between the Conductor and the Committee, and will be documented in the minutes of the Committee Meeting.

## **DISPUTES AND MEDIATION**

- 25 (1) The grievance procedure set out in this rule applies to disputes under these rules between-
- (a) a Member and another Member; or
  - (b) a Member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) 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.
- (3) 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.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (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 of the Association;
    - (ii) in the case of a dispute between a Member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) 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 statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) 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.

## **SEAL**

- 26 (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be witnessed by two members of the Committee and shall be recorded in the Seal Register.

## **CUSTODY OF RECORDS**

- 27 (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts and financial records of the Association shall be in custody of the Treasurer.
- (3) Upon written request to the Committee, all accounts, books, documents and securities of the Association shall be available for inspection to Members of the Association holding Full Membership. No Member shall be entitled to remove any books, documents and securities from its principal place of residence without approval of the Committee.

## **FUNDS**

- 28 (1) The funds of the Association shall be derived from Membership fees, entrance fees to events, donations and such other sources as the Committee determines.
- (2) The Association's funds shall be managed in bank account(s) in the name of: Gay and Lesbian Singers WA Inc. The account(s) shall be operated by at least two (2) signatures from those of the Treasurer, and two other Committee members.
- (3) Funds derived shall be applied exclusively to the promotion of the objectives of the Association and no portion shall be paid or distributed directly or indirectly to members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.
- (4) In special circumstances, funds raised for a specific purpose within the Association, such as one-off events, shall be distributed only for that sole purpose.
- (5) In order to receive reimbursement from the Association's funds, individual members of the Association, and the Conductor shall be required to obtain authorisation from the Committee before spending in excess of a specified amount at any one time and per individual item on behalf of the Association or the Choir. This amount is determined at the Annual General Meeting upon recommendation of the Treasurer and approval by a simple majority of the Full Membership present.
- (6) The Committee as a whole, when spending more than a specified amount of the Association's funds at any one time and per individual item of expenditure, shall notify the Full Membership at the next regular Choir rehearsal. The specified amount is determined at the Annual General Meeting upon recommendation of the Treasurer and approval by a simple majority of the Full Membership present.
- (7) In the event that the Association becomes un-financial, a Special General Meeting is called. A full report of the Association's financial affairs will be presented to the Membership. At the discretion of the Committee and upon approval by a simple majority of the Association's Membership, short term loans by Members to the Association may be called upon.
- (8) No Committee or any individual Member of the Association shall make financial decisions that can or shall endanger the financial future of the Association.

## **LOGO**

- 29 The logo of the Association or any part thereof shall not be used for any purpose except by the authority of the Main Committee.

## **PUBLICATIONS**

- 30 (1) All written material produced by the Choir shall not contravene the Constitution of the Association.
- (2) No material which may be seen as sexist, homophobic or otherwise discriminatory may be produced under the banner of the Association.

## **INSURANCE**

- 31 (1) The Association shall effect and maintain insurance pursuant to the Act.
- (2) In addition to insurance required under clause (1), the Association may effect and maintain other insurance.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSE**

- 32 (1) Amendments to the Constitution, in accordance with the Act, may be made by Special Resolution carried by a seventy five percent (75%) majority of the voting Members of the Association at a Special General Meeting or the Annual General Meeting.
- (2) Written notice of any amendments shall be circulated by the Secretary to the Membership fourteen (14) days prior to the time of the Meeting.

## **WINDING UP OR CANCELLATION**

- 33 If upon winding up or cancellation of the Association there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred as decided by the Membership to some other Incorporated, not for profit community based Gay and Lesbian organisation, which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association.

**APPENDIX 1  
Rule 5 (1)**



**Application for Membership of the Gay and Lesbian Singers of Western Australia Inc 2011**

(Incorporated under the Association Incorporation Act 1987)

PO Box 285, North Perth WA 6906

[www.galswa.org.au](http://www.galswa.org.au)

ABN: 73 595 151 255

\*Name: \_\_\_\_\_

\*Postal Address: \_\_\_\_\_

\*Suburb: \_\_\_\_\_ Postcode: \_\_\_\_\_

Residential Address (If different from above): \_\_\_\_\_

Suburb: \_\_\_\_\_ Postcode: \_\_\_\_\_

Phone Home: \_\_\_\_\_ Work: \_\_\_\_\_ Mobile: \_\_\_\_\_

Preferred E-Mail: \_\_\_\_\_

The Choir's correspondence such as news and activities occurs via e-mail, unless other arrangements are made.

**Please indicate if you wish to have your e-mail used for this purpose Yes / No.**

\* Essential information

**Membership type:** (Tick which is applicable)

- FULL MEMBERSHIP (active participation in the musical activities of the choir and full voting rights)
- ASSOCIATE MEMBERSHIP (non-singing member, no voting rights)

**You must pay the Membership Fee to qualify for membership**

I hereby apply to become a member of the Gay and Lesbian Singers of Western Australia Inc. in 2011, and in the event of my admission, I agree to abide by the rules of the Association as outlined in the Constitution.

Member Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/201\_\_

Received By: \_\_\_\_\_ Position: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/201\_\_

**Office use only:**

Membership Fee Received by Treasurer (Signature) \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/201\_\_

Librarian notified that Membership Fee paid (Signature) \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/201\_\_

Added to Database (Signature) \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/201\_\_

**APPENDIX 2  
RULE 14 (2)**

**APPOINTMENT OF PROXY**

I, (FULL NAME) .....

of (ADDRESS).....

.....POST CODE.....

being a Full member of the Gay and Lesbian Singers of Western Australia Inc. and holding voting rights, hereby appoint

(FULL NAME OF PROXY).....

(ADDRESS OF PROXY).....

.....POST CODE.....

being a member of the Association holding voting rights, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting as the case may be), to be held on the .....day of .....20.... and at any adjournment of that meeting.

My proxy is authorised in favour of/against the resolution(s) as attached.

SIGNATURE OF MEMBER APPOINTING PROXY.....

DATE.....

NOTE: A proxy vote may not be given to a person who is not a member of the Association, or a member of the Association who does not hold voting rights.