



Rules of

***Adelaide Philharmonia* Chorus Inc.**

**As revised at a Special General meeting 8th and 29th April 2008,
effective as at the 2008 Annual General Meeting, 20th May 2008.**

Revised at a Special General meeting 2nd June 2009

Revised at the Special Meeting & AGM 12th April 2016

About Adelaide Philharmonia Chorus Inc.

The Adelaide Chorus was formed in 1980 with Jonathan Draper as Musical Director, following the disbanding of the Adelaide Choral Society and the Adelaide Philharmonic Choir.

The Adelaide Chorus was incorporated in 1982 and changed its name to Adelaide Philharmonia Chorus in 1997.

The Adelaide Philharmonia Chorus sings a range of music from the major classical composers to contemporary styles.

The Chorus is committed to the pursuit of excellence in performing large-scale choral works and new works.

The Chorus performs regularly in Adelaide and travels to regional centres.

1. Preliminary

1.1. Name

- 1.1.1. The Name of the incorporated association is Adelaide Philharmonia Chorus Incorporated referred to herein as “the Association”.

1.2. Definitions

- 1.2.1. “Committee” means the Management Committee of the Association.
- 1.2.2. “Financial Year” means the period commencing 1 January and concluding on 31 December (both dates inclusive) in each year.
- 1.2.3. “General Meeting” means a general meeting of Members of the Association convened in accordance with these rules.
- 1.2.4. “Member” means a Member of the Association.
- 1.2.5. “The Act” means the Associations Incorporation Act 1985.
- 1.2.6. “Special resolution” means a special resolution as defined in the Act.
- 1.2.7. “Month” shall mean calendar month.
- 1.2.8. “Natural Person” means a human being and not another legal entity such as a corporation.

Words importing the singular only include the plural and vice versa.

Words importing one gender include every gender.

1.3. Powers as conferred under Section 25 of the Associations incorporation Act, 1985

- 1.3.1. The Adelaide Philharmonia Chorus shall have all the powers as conferred in Section 25 of the Associations Incorporation Act, 1985.

1.4. Objectives

The Association is incorporated:

- 1.4.1. to encourage and maintain a high standard of the art and practice of singing with special emphasis on choral singing;
- 1.4.2. to organise, manage or sponsor entertainment of an educational or cultural character, either for the benefit of the Association or for a charitable purpose;
- 1.4.3. to raise funds for the purpose of enabling these objects to be carried out, and to invest surplus funds, if any, at the discretion of the Committee;
- 1.4.4. to accept subscriptions and donations whether of real or of personal estate, and devises and bequests for all or any of the objects aforesaid.

2. Membership

2.1. Membership

- 2.1.1. Any person who is in sympathy with the aims and objects of the Association shall be eligible for Membership as either a chorister or an Associate Member.

2.2. Membership Categories

- 2.2.1. The Association shall have the following categories of membership:

- 2.2.1.1. Chorister membership;
- 2.2.1.2. Associate membership;
- 2.2.1.3. Life membership;
- 2.2.1.4. Patron membership.

2.2.2. Chorister Membership

Chorister Members shall be those persons who are involved actively in the Association as singers, and who have satisfied the requirements of the Committee for such membership.

Any person of or above the age of 18 years shall be eligible for membership of the Association and shall be or become a Chorister member of the Association ("Chorister") provided that:

2.2.2.1. that person:

- (i.) completes an audition for the Chorus to the satisfaction of the Committee;
- (ii.) completes and signs a form of application for membership approved by the Committee;
- (iii.) submits with the application the amount of the annual membership fee from time to time fixed by the Association and
- (iv.) that application is accepted by (two or more members of) the Committee;

or

2.2.2.2. that person being a current Chorister of the Association duly pays the membership renewal fee fixed by the Association for the succeeding financial year.

2.2.2.3. Subject to the rules of natural justice, should the Musical Director or a member of the Committee form the opinion that a Chorister no longer meets the musical standards of the Committee:

- (i.) The Musical Director or Committee member will report to the Committee their opinion;
- (ii.) the Committee will inform that person of the report opinion within fourteen days and give the Chorister the opportunity to be heard or to provide a further audition for the Committee. The Musical Director may be present at such audition;

- (iii.) The Committee must give due consideration to the submissions and audition;
- (iv.) Should the Committee after hearing the submissions and giving due consideration form the opinion that the person no longer meets the musical standards of the Committee, it shall by resolution declare the person to no longer be a Chorister member. That person shall then be entitled to be an Associate Member subject to the requirements of Rule 2.2.3 should they wish to take up that membership, or should they choose not to do so, they shall no longer be a member of the Association.

2.2.3. Associate Membership

Associate Members shall be those persons who wish to be involved in the activities of the Association in capacities other than as Choristers.

Any person of or above the age of 18 years shall be eligible for membership of the Association and shall be or become an Associate member ("Associate") of the Association provided that:

2.2.3.1. that person:

- (i.) completes and signs a form of application for membership approved by the Committee;
- (ii.) submits with the application the amount of the annual membership fee from time to time fixed by the Association and
- (iii.) that application is accepted by (two or more members of) the Committee;

or

2.2.3.2. that person being a current member of the Association duly pays the membership renewal fee fixed by the Association for the succeeding financial year.

2.2.4. Life Membership:

2.2.4.1. A General Meeting of the Association, by the vote of a majority of the Members present and voting thereat, may confer Life Membership on a Member in recognition of outstanding service to the Association. A nomination for Life Membership is to be considered by the Committee and the Committee is to make a recommendation to a General Meeting of the Association.

2.2.4.2. Following such appointment, the Life Member shall not be obliged to pay any annual subscription and shall otherwise enjoy the same rights and privileges as an Associate.

2.2.4.3. Should a Life Member have been a Chorister at the time of their election to Life Membership, they shall be entitled to continue as a singer for such time until they no longer meet the musical standards of the Committee.

2.2.5. Patron

The Committee may at its absolute discretion invite any person or persons to become a patron of the Association for a specified period or periods of time and the person or persons so appointed shall be known as “Patrons” and shall enjoy all the privileges and benefits of Associate membership without the need to pay any subscription, with the exception that the Patron shall not have voting rights.

2.3. Membership fee

- 2.3.1. The fee for Membership of the Association shall be such sum, if any, as is decided by the Committee, and shall cover the current financial year of the Association
- 2.3.2. For the purposes of this Rule, “related members” shall include legal spouse, domestic partner pursuant to the Domestic Partners Property Act 1996, brother, sister, parent or child.
 - 2.3.2.1. The Committee may at its discretion determine a discounted fee for Membership to encompass the membership fee of two or more related members;
 - 2.3.2.2. Such membership fee shall be known as a Family Membership Fee.
 - 2.3.2.3. Such related members shall retain the individual rights that they hold as Chorister or Associate member despite paying a reduced Membership Fee.
- 2.3.3. Any new Member joining the Association for the first time after 30 June in any year shall be required to pay a pro rata fee.
- 2.3.4. The membership fee shall then be payable annually on or before 1 January in each year or at such other time as the Committee shall determine.
- 2.3.5. Subject to Rule 2.3.6 herein, if any Member fails to renew their Membership before 31 March in any year that Member shall thereupon cease to be a Member of the Association, provided always that the Committee may reinstate such person’s membership on such terms as it thinks fit.
- 2.3.6. The Committee may grant leave of absence for up to twelve (12) months to any financial Member who applies in writing giving reasons acceptable to the Committee.

2.4. Resignations

- 2.4.1. A Member may resign from the Association by giving written notice thereof to the Secretary. Any Member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

2.5. Expulsion of a Member

- 2.5.1. Subject to its compliance with the rules of natural justice, the Committee may at any time resolve to expel a member found by it to be guilty of conduct detrimental to the interests of the Association.

- 2.5.2. Without limiting the effect of the sub-rule immediately above, particulars of any charge of detrimental conduct against a member shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined and the member shall be entitled to be heard or to make written submissions on the matter or matters charged.
- 2.5.3. The Committee must give due consideration to any submissions made by the member and may, by resolution:
 - 2.5.3.1. expel the member from the Association;
 - 2.5.3.2. suspend the member from the membership for a specified period;
 - 2.5.3.3. reprimand or caution the member in such terms as it thinks fit; or
 - 2.5.3.4. dismiss the charge.
- 2.5.4. The determination of the Committee on such a charge shall be communicated to the member and in the event of an adverse determination the member shall, subject to rule 2.5.6, cease to be a member fourteen (14) days after the Committee has made such a communication.
- 2.5.5. It shall be open to a member to appeal any such determination and that appeal shall be determined at a general meeting of the Association.
- 2.5.6. In the event of an appeal under rule 2.4.5 the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has had an opportunity to be heard by members of the Association and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

2.6. Register of Members

- 2.6.1. The Committee shall establish and maintain a register of Members showing the contact details of each person who is a Member, the date on which the person became a Member, the category of Membership and financial standing.
- 2.6.2. Members are responsible for advising the Committee of changes to the information contained on the register.

3. The Management Committee

3.1. Powers and duties

- 3.1.1. The affairs of the Association shall be managed and controlled by a Management Committee, elected annually by the general body of Members.
- 3.1.2. In addition to any powers and authorities conferred by these rules, the Committee may exercise all such powers and do all such things as are within the objectives of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 3.1.3. The Committee has the management and control of the funds and other property of the Association.

- 3.1.4. The Committee shall present a report to the Members at the Annual General Meeting on the financial position and performance of the Association and on the activities during the past year.
- 3.1.5. The Committee shall appoint the Musical Director, Assistant Musical Director, Accompanist and such other persons as may be deemed necessary from time to time, all of whom shall be subject to the terms and conditions as the Committee may from time to time determine.
- 3.1.6. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 3.1.7. The Committee shall appoint a Public Officer as required by the Act.

3.2. Composition of Committee

- 3.2.1. The Committee of the Association shall consist of eight (8) elected Members:
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - Concert Manager
 - Assistant Treasurer
 - Publicity & Marketing Coordinator
 - Fundraising Coordinator
- 3.2.2. The Committee may at its absolute discretion appoint as ex-officio members of the Committee during any financial year or part of it, the following persons:
 - (i.) Librarian
 - (ii.) Immediate Past President.
- 3.2.3. A committee member shall be a natural person.
- 3.2.4. The President, Vice-President, Secretary and Treasurer shall constitute the Executive of the Committee and may be delegated power to deal with such matters as the Committee deems appropriate pursuant to rule 3.4.5.
- 3.2.5. In 2008, all elected Committee positions shall be declared vacant at the Annual General Meeting. The 2008 Annual General Meeting shall elect eight Committee Members, with four of those elected to serve a two year term and the remaining four to serve a one-year term. At each subsequent annual general meeting one half of the members of the Committee, being the longest serving members, shall retire.

For the purposes of the 2009, Annual General meeting, the four members who shall retire shall be:

 - President
 - Secretary
 - Concert Manager
 - Publicity & Marketing Coordinator.
- 3.2.6. All members of the Committee, including ex-officio members, shall have full voting rights.

- 3.2.7. No elected member of the Committee shall serve more than three consecutive terms on the Committee.
- 3.2.8. A retiring member of the Committee shall remain in office until the dissolution of the meeting at which he retires.
- 3.2.9. The Committee is empowered to appoint a person to fill a casual vacancy and such Committee Member shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- 3.2.10. The Committee shall not continue to act in the management of the Association if the total number of Committee members, including ex-officio members, falls below six, save and except that it may and is empowered in those circumstances to take such steps as it may deem appropriate to fill the existing vacancies so that it is properly constituted including the appointment of persons to fill casual vacancies pursuant to rule 3.2.9 or calling a special general meeting.
- 3.2.11. A retiring Committee Member shall be eligible to stand for re-election without nomination subject to rule 3.2.7 but no other person shall be eligible to stand for election to the Committee unless a nomination in writing signed by the Proposer and Secunder and the nominee is received by the Secretary no later than seven days prior to the date fixed for the Annual General Meeting. The Proposer, the Secunder and the person nominated must be financial Members. If at the time of or during the Annual General Meeting there is no candidate standing for re-election or otherwise nominated for election as an office holder on the Committee, then the Chair of the meeting may then call for nominations to such positions from the floor of the meeting and may thereupon conduct an election.
- 3.2.12. If more than the required number of nominations is received for any position there shall be a secret ballot at the Annual General Meeting. Where a ballot is necessary, the nominated Returning Officer and two Members appointed by the Chair of the meeting for the purpose shall act as scrutineers. The Committee Members for the ensuing period shall be announced at the Annual General Meeting.
- 3.2.13. If insufficient nominations are received by the Annual General Meeting to fill all vacancies on the Committee, the vacant positions may be filled by the Committee outside an Annual General Meeting, provided that the number of vacancies so filled is less than fifty (50) percent of the total number of the elected positions.
- 3.2.14. Any Committee Member so appointed shall hold office until the next Annual General Meeting when they will retire. Subject to rule 3.2.7, such a Committee member can stand for election at that meeting.

3.3. Disqualification of Committee Members

- 3.3.1. The position of a Committee Member shall become vacant if a Committee Member:
 - 3.3.1.1. is disqualified from being a Committee Member by the Act;
 - 3.3.1.2. is expelled as a Member under these rules;
 - 3.3.1.3. is permanently incapacitated by ill health;

- 3.3.1.4. is absent without apology for more than three meetings in a financial year;
- 3.3.1.5. has resigned from that position by notice in writing;
- 3.3.1.6. has ceased to be a financial member of the Association; or
- 3.3.1.7. has died.

3.4. Proceedings of Committee Meetings

- 3.4.1. The Committee shall meet at least six times per year.
- 3.4.2. Six (6) Committee Members shall constitute a quorum. The Committee shall transact no business unless a quorum is present. If a quorum is not present, the meeting stands adjourned. The Chair of the meeting and Committee Members present shall specify a date and time for a subsequent meeting.
- 3.4.3. The President or the Vice-President in the absence of the President shall chair the Committee meetings. If neither the President nor Vice-President is able to chair, one of the remaining members of the Committee chosen by the members present at the meeting shall chair the meeting.
- 3.4.4. Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the event of equality, the Chair shall have a casting vote as well as a deliberate vote.
- 3.4.5. The Committee may appoint sub-committees of their number, either with or without the addition of Association members who are not members of the Committee, to act with regard to any matter or thing which in the opinion of the Committee it is necessary or desirable to delegate to a sub-committee.

3.5. Conflict of Interest

- 3.5.1. Committee Members shall disclose any real or potential conflict of interest in the performance of their duties and responsibilities as Committee Members of the Association.
- 3.5.2. Disclosure must be made in writing to the President, or orally to the Committee at a meeting and recorded in the Minutes. The Committee Member shall identify the issue raising the conflict of interest and shall not participate in the discussion or subsequent vote on the issue. Disclosure shall be included in the record of the meeting and must be disclosed at the next Annual General Meeting of the Association.
- 3.5.3. No payment or part payment to any Committee Member or other member of the Association shall be made by way of commission for any services rendered other than for reimbursement of expenses incurred on behalf of the Association.

4. General Meetings

4.1. Annual General Meeting

- 4.1.1. The Committee shall call an Annual General Meeting in accordance with the Act and these Rules.
- 4.1.2. The Annual General Meeting shall be held no later than 31 May of each year.
- 4.1.3. The order of business of an Annual General Meeting shall be:
 - 4.1.3.1. the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
 - 4.1.3.2. the consideration of the accounts and reports of the Committee and the auditor's report
 - 4.1.3.3. the election of Committee Members
 - 4.1.3.4. the appointment of auditors
 - 4.1.3.5. any other business requiring consideration by the Association in the General Meeting.

4.2. Special General Meeting

- 4.2.1. The Committee may convene a Special General Meeting at any time to consider a special resolution, giving notice of not less than twenty-one days to the Association Members of the business to be discussed and the time and place of the meeting.
- 4.2.2. The Committee shall convene a Special General Meeting within one month of receiving a written request for such a meeting signed by not less than one fifth of financial Members of the Association, setting out the business desired to be discussed. These Members shall sign the request and shall state the purpose(s) of the meeting.
- 4.2.3. The Committee may pursuant to rule 3.2.10 convene a Special General Meeting, giving notice of not less than seven days to the Association Members of the business to be discussed and the time and place of the meeting.
- 4.2.4. If a special general meeting is not convened within one month as required by rule 4.2.1, the requisitionists or at least 50% of their number may convene a special general meeting. Such a meeting shall be convened in the same manner or as nearly as practicable as a meeting convened by the President and for this purpose the President shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 4.2.5. Except when dealing with special resolutions as required under the Act or the Rules, all resolutions at Special or General Meetings shall be decided upon a simple majority of financial Members present and voting at such meeting.

4.3. Notice of General Meetings

- 4.3.1. Subject to sub-rules 4.2.1, 4.3.2 and 4.2.3, at least fourteen (14) days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 4.3.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 4.3.3. A notice may be given by the Association to any member by serving the notice personally, by sending it by post to the address appearing in the register of members, or by electronic means to the email address appearing on the register of members.
- 4.3.4. Where a notice is sent by post, service of notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail.

4.4. Procedure at General Meetings

- 4.4.1. At any General Meeting of the Association, 50% of the financial Membership (but excluding Members on leave) shall constitute a quorum. If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present shall form a quorum.

4.5. Presiding Member at General Meetings

- 4.5.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- 4.5.2. If the President and the Vice-President are not able to preside, the Members shall elect a Member from those present to preside as Chairperson at the meeting.
- 4.5.3. In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 4.5.4. The results shall be officially recorded by the Secretary and declared by the Chairperson.

4.6. Minutes

- 4.6.1. Proper minutes of all proceedings of general meetings of the Association and of meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 4.6.2. The minutes kept pursuant to this Rule shall be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.

- 4.6.3. Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made in the meeting shall be deemed to be valid.

4.7. Voting

- 4.7.1. At any general meeting a motion put to a vote shall be decided on a show of hands and a declaration by the Chair of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 4.7.2. Subject to these Rules each member present in person shall be entitled to one vote.
- 4.7.3. If a poll is demanded by the Chair of the meeting or by three or more members present personally, it shall be taken in such manner as the Chair directs.
- 4.7.4. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority is required of not less than three-quarters of the members who, being entitled to do so, vote personally at the meeting.
- 4.7.5. A poll demanded on the election of a Chair of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

4.8. Special Resolution

- 4.8.1. A special resolution must be passed by the Members to make the following changes:
- 4.8.1.1. A change of the name of the Association.
- 4.8.1.2. A change in the Rules of the Association.
- 4.8.1.3. An amalgamation with another incorporated association.
- 4.8.1.4. To voluntarily wind up the Association and distribute its property.
- 4.8.1.5. To apply for registration as a company or co-operative.

4.9. Rules

- 4.9.1. Subject to approval by a special resolution of the members of the Association, these Rules may be altered, including an alteration to the Association's name, or be rescinded and replaced by substituted Rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.
- 4.9.2. The registered Rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

5. Financial Reporting

5.1. Auditor

- 5.1.1. At each Annual General Meeting the members present are to appoint a person as auditor of the Association. The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- 5.1.2. If the auditor duly appointed ceases to hold office during the financial year then the Committee may in its discretion appoint an auditor for the balance of that year.

5.2. Funds

- 5.2.1. Correct books of account and other necessary records shall be kept showing the financial affairs of the Association, and the particulars usually shown in the books of account of a like nature.
- 5.2.2. The financial year of the Association shall end on the thirty-first day of December, and the Auditor appointed at the Annual General Meeting of the Association shall audit the accounts.
- 5.2.3. The Auditor's Report and the audited accounts for the preceding year shall be submitted to the Annual General Meeting of Members in each year.
- 5.2.4. The funds of the Association shall consist of Membership fees, sponsorship, grants and donations, revenue from programs, products and services provided by the Association, interest from investments, and such other sources as the Committee determines.
- 5.2.5. An account shall be opened at a bank in the name of the Association. Transactions on this Bank Account shall be authorised by any two of the following persons:
 - The Treasurer
 - The President
 - The Secretary or
 - Any other person nominated by the Committee, whose signature is recorded at the bank on the authority of the President and Secretary.

5.3. Records

- 5.3.1. Correct books of accounts and other necessary records shall be kept to show the financial affairs of the Association. These Accounts shall be audited and presented to the Annual General Meeting of members in each year, together with the Auditor's Report.

5.4. Prohibition Against Securing Profits For Members

- 5.4.1. The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members other than for reimbursement of expenses incurred on behalf of the Association.

6. Register of Cultural Organisations

6.1 Registered Cultural Organisation

- 6.1.1 The Association may be registered as a 'Cultural Organisation' on the Register of Cultural Organisations as established by the *Income Tax Assessment Act 1997* (Cth) or successor legislation.

6.2 Public fund

- 6.2.1 The Association will establish and maintain a public fund for this purpose.

6.3 Donations

- 6.3.1 Donations will be deposited into the public fund listed on the Register of Cultural Organisations.
- 6.3.2 These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association.
- 6.3.3 Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

6.4 Management of the fund

- 6.4.1 The fund will be administered by a subcommittee of the Management Committee, 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 the Association.

6.5 Duty to Notify Government Department

- 6.5.1 The Department responsible for the administration of the Register of Cultural Organisations will be notified by the Association of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient Status.

6.6 Receipts

- 6.6.1 Receipts for gifts to the public fund must state:
- 6.6.2 the name of the public fund and that the receipt is for a gift made to the public fund;
- 6.6.3 the Australian Business Number of the company;
- 6.6.4 the fact that the receipt is for a gift; and
- 6.6.5 any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997* (Cth).

6.7 Winding-up of the fund

- 6.7.1 If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income amongst its or their members.
- 6.7.2 Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* (Cth) and listed on the register of Cultural Organisations maintained under the Act.

7 Miscellaneous

7.1 Registered Office

- 7.1.1 The Registered Office of the Association shall be at the Secretary's address or at such location as is decided from time to time by the Committee.

7.2 Corporate Seal

- 7.2.1 The Association shall have a common seal in a form approved by the Committee, and that seal shall not be affixed to any deed, instrument or document of any description except upon the resolution of the Committee, and in the presence of the Public Officer and at least one other Member of the Committee, who shall respectively testify by their signatures that the seal has been duly affixed.

7.3 Winding Up and Disposition of any Surplus Assets on the Winding-up or Dissolution of the Association

- 7.3.1 The Association may be wound up in the manner provided for in the Act.
- 7.3.2 In the event of the affairs of the Association being wound up, whether by reason of resolution of a General Meeting of Members or for any other reason, if any "surplus assets" as defined in the Act remains after satisfaction of all the Association's debts and liabilities, the surplus assets shall not be paid or distributed among the Association's Members. The surplus assets shall be given or transferred to some other organisation or organisations whose objects are similar to the objects of the Association and whose rules prohibit the distribution of its or their income among its or their Members. Such organisation or organisations shall be identified and determined by a resolution of Members at a General Meeting.