



Constitution

The Limestone Coast Symphony Orchestra Incorporated June 2016

1. Name

- 1.1. The name of the Association is The Limestone Coast Symphony Orchestra Incorporated, referred to as 'The Association'.
- 1.2. For branding purposes The Association will be known as Limestone Coast Symphony Orchestra.

2. Definitions

- 2.1. 'Committee' - means the committee of management of The Association
- 2.2. 'General meeting' - means a general meeting of members of The Association convened in accordance with these rules
- 2.3. 'The Association' – means the management committee and appointed positions.
- 2.4. 'Committee meeting' – a meeting of the committee of management of The Association
- 2.5. 'Member' - means a member of The Association, both playing and non-playing
- 2.6. 'The Act' - means the *Associations Incorporation Act 1985*
- 2.7. 'Special resolution' - means a special resolution defined in the Act above.
- 2.8. 'Month' - shall mean a calendar month.
- 2.9. 'Musician' - refers to any playing member of The Orchestra
- 2.10. 'Portfolio' – means an annual Committee appointed position
- 2.11. 'Orchestra' – means any playing member

3. Objects and Purposes of The Association

- 3.1. To establish and maintain an Orchestra to be known as Limestone Coast Symphony Orchestra.
- 3.2. To provide opportunities for regional musicians to participate in a high quality community orchestra.
- 3.3. To provide musical performances for regional audiences.
- 3.4. To present an annual program of high quality performances.
- 3.5. To provide opportunities for its Members to perform and to develop their musical skills.
- 3.6. To acquire any real or personal property that may be deemed necessary or convenient for any of the Objects and Purposes of The Association.
- 3.7. To further orchestral aims by any means decided upon by the Association.
- 3.8. To raise funds:
 - 3.8.1. By securing sponsorship.
 - 3.8.2. By securing ongoing funding arrangements from relevant funding bodies.
 - 3.8.3. From another sources deemed appropriate by the Committee.
 - 3.8.4. By providing orchestral and other entertainment solely, or with other persons or organisations for which admission fees may be charged and to use such funds for the purposes contained in these Objects and Purpose.

4. Powers of The Association

- 4.1. The Association shall have all the powers conferred by section 25 of the Act.

5. Appointment of the Committee

- 5.1. The first committee of The Association shall be comprised of such persons as hold office prior to incorporation.

- 5.2. The Committee shall consist of the following elected positions:
 - 5.2.1. President
 - 5.2.2. Vice President
 - 5.2.3. Secretary
 - 5.2.4. Treasurer
 - 5.2.5. Players Nominee, who will be elected accordance with the Constitution.
 - 5.2.6. Up to two additional members
- 5.3. Committee members may hold more than one elected or ex officio position.
- 5.4. All Committee positions will be served for a two year term
- 5.5. All Committee positions that have completed their two year term will be declared vacant at the Annual General Meeting.
- 5.6. Any member may nominate for positions on the Committee at the meeting.
- 5.7. The nominee with the greatest number of votes shall be declared elected to that position
- 5.8. An election shall be held by secret ballot.
- 5.9. The President and Vice President roles cannot be shared.
- 5.10. The Musical Director will be an ex officio position elected by the Committee.
- 5.11. In the event of a casual vacancy occurring in the office of ordinary Committee Person the Committee may appoint a nominated person to fill the vacancy as the Committee considers necessary for the achievement of The Association's Objects and Purposes and subject to that appointment being ratified by the membership at the subsequent Annual General Meeting.

6. Operation of the Committee

Powers and Duties

- 6.1. The affairs of The Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the Objects and Purposes of the Association, and are not by the Act or by these rule required to be done by The Association at a General Meeting.
- 6.2. The role of the Committee will be to achieve the Objects and Purposes of the Association and to fulfil its role under The Act.
- 6.3. The Committee has the management and control of the funds and other property of The Association.
- 6.4. The Committee will set annual rates for membership subscription if required and ticketing prices.
- 6.5. 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.
- 6.6. The Committee by majority resolution may remove a member of the Committee or The Association whose conduct is deemed contrary to The Association's Objects and Purposes or Code of Conduct.

Meetings

- 6.7. The Committee shall meet regularly as required to fulfil the objects and purposes of the Association.
- 6.8. The President shall chair all meetings of the Committee. In his or her absence the Vice President will assume that role.

Voting

- 6.9. Resolutions of the Committee will be passed by majority upon a show of hands.
- 6.10. A majority will be counted as half the attending committee members plus one.
- 6.11. A quorum for any committee meeting shall be a majority of committee positions – a majority will be defined as half the current committee plus one, ignoring the fraction.

- 6.12. Each Committee Member, including the President, has one vote. In the case of a committee member holding more than one position, that person may only exercise one vote.
- 6.13. In the case of an equality of votes, the President will not have a casting vote and the motion will be deemed lost.

Non-Committee Positions

- 6.14. The Committee may create portfolios and sub-committees to assist with execution of The Association's operations.
- 6.15. Role descriptions for each portfolio and sub-committee will be prepared by The Committee, revised as it sees fit, and will be provided to the portfolio bearers once appointed/elected.
- 6.16. The Committee will appoint individuals annually, to non-committee portfolio positions, which may include the following;
 - 6.16.1. Property Officer
 - 6.16.2. Librarian
 - 6.16.3. Orchestra Manager
 - 6.16.4. Stage Manager
 - 6.16.5. Publicity Coordinator
 - 6.16.6. Front of House Manager
 - 6.16.7. Other as identified by the committee
- 6.17. The Committee will appoint a Conductor for any performance on the advice of the Musical Director.

7. Operations of the Association

- 7.1. There shall be an Annual General Meeting (AGM) held within two months of the end of the financial year.
- 7.2. The business of the AGM shall be to:
 - 7.2.1. Confirm the minutes of the previous AGM and of any Special General Meeting held since that meeting;
 - 7.2.2. Receive reports from the committee and office bearers.
 - 7.2.3. Hold elections for committee positions that are declared vacant; and
 - 7.2.4. Consider other matters concerning The Association.
- 7.3. A General Meeting requires two weeks' notice be given to all members.
- 7.4. The cohort of voting members shall be finalised two weeks before any General Meeting.
- 7.5. The quorum for any General Meeting of The Association shall be ten members.

Voting

- 7.6. Every member of The Association shall have one vote each at any General Meeting.
- 7.7. Voting by proxy is not permitted.
- 7.8. Unless otherwise stipulated, voting shall be by show of hand, unless the meeting decides by special resolution, an alternative method.
- 7.9. Unless otherwise stipulated, a simple majority shall decide the question, and in the event of an inequality of votes, the President shall, in addition to a deliberative vote, have a casting vote, or may refer the question for further discussion.
- 7.10. All individual Members shall have one vote each when voting on a special resolution.
- 7.11. The President shall call a Special General Meeting if:
 - 7.11.1. A resolution of the committee calls for a Special General Meeting; or
 - 7.11.2. They are petitioned by ten members to do so.
- 7.12. Two weeks' notice of a Special General Meeting, stating the date, location and purpose of the meeting, shall be given to Members.
- 7.13. The membership of The Association may direct the Committee to perform actions aligned with the Objects and Purposes on behalf of the members, by majority vote at a General Meeting.

8. Confidentiality and Conflict Of Interest

- 8.1. Information must only be used for the function of supporting the Objects and Purposes and purposes of The Association.
- 8.2. All Members, who in the course of their membership with The Association, are exposed to confidential information, have a duty to keep this information confidential until the information is released by resolution of the committee.
- 8.3. Committee members are not to disclose confidential information about private deliberations and decisions which take place during meetings. A decision on whether or not to disclose information outside the Committee will be made by the Committee at a Committee meeting.
- 8.4. All conflicts of interest will be identified, disclosed and managed in a rigorous and transparent way.
- 8.5. Minutes of all general and special meetings will be publicly available, subject to Clause 8.3.

9. Committee and Officer Indemnity

- 9.1. To the extent permitted by applicable laws, The Association will indemnify every person who is, or has been, a member of the Committee or held a portfolio position within The Association, when performing a duty of their portfolio, for the period for which they held that appointment.

10. Auditor

- 10.1. A resolution by the Committee or Members at an AGM or Special General Meeting, may order that The Association's finances be audited.
- 10.2. The Auditor shall certify to the correctness of the accounts of The Association and report thereon to the members present at the Annual General Meeting.

11. Membership

- 11.1. The main purpose of membership is to support the longevity of The Association by the adherence to the Objects and Purposes of The Association.
- 11.2. The types of membership will include:
 - 11.2.1. Playing members – being musicians who have signed a current release agreement which has been approved on signature of Orchestra Manager.
 - 11.2.2. Non-playing members – being people who wish to help further The Association's Objectives and Purposes and assist with its activities.
- 11.3. A member may resign from membership of The Association by giving written notice to the Secretary or Public Officer of The Association.
- 11.4. A register of members must be kept and contain:
 - 11.4.1. The name and address of each member
 - 11.4.2. The date on which each member was admitted to The Association.

12. Property

- 12.1. The property of The Association shall be applied solely toward the promotion of the Objects and Purposes of The Association.
- 12.2. No property of The Association shall be borrowed or applied directly or indirectly for any purposes other than those of The Association.

13. Finance

- 13.1. The assets and income of The Association shall be applied solely in the furtherance of its Objects and Purposes.
- 13.2. Nothing shall be distributed directly or indirectly to its Members except as compensation for services or reimbursement of expenses as approved by the Committee.

- 13.3. Orchestra funds shall be deposited with a licensed banking house, and only drawn in a manner and on the authorisation of two office bearers, or as required by the banking house and as determined by a resolution of the Committee.
- 13.4. The financial year shall be 1 September - 31 August, or another period adopted at an AGM.
- 13.5. The Committee shall oversee the preparation and implementation of an annual budget.

14. Constitutional Amendment

- 14.1. The secretary shall give members a minimum of 30 days' notice of proposed amendments to the Constitution before placing any such amendment or amendments on the agenda of a meeting of The Association.
- 14.2. Amendment of the Constitution shall require approval by two thirds of voting members present at a general meeting with a quorum of 10.

15. Insurance and Liability

- 15.1. The Association will provide insurance for all property and assets owned by The Association.
- 15.2. Individual playing members are encouraged to provide their own insurance of personal musical instruments.
- 15.3. The Association will maintain appropriate insurance as required.

16. Circumstances not provided for

- 16.1. In any circumstance about which the Constitution is silent or incapable of implementing, the Committee shall act to ensure The Association's effective administration in accordance with The Act, and convene a special general meeting of The Association if required.
- 16.2. A specific power in the Constitution conflicting with a general provision shall prevail over the general provision.
- 16.3. The Association membership may, at a general meeting, impose requirements and where such requirements are deemed to be beyond the powers of the Constitution or its Objects and Purposes, call a meeting of members to decide whether the Constitution should be amended.

17. Winding up

- 17.1. The Association may be wound up in the manner provided for in the Act.
- 17.2. In the event that the Association winds up, all surplus assets shall be transferred to the Mount Gambier City Band Inc as long as it still operating and is charitable at law. If the Mount Gambier City Band Inc is no longer charitable at law or no longer exists, the surplus assets will be transferred to another organisation or organisations with similar objects to the Association and which is charitable at law."

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