

THE MUSIC TEACHERS' ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED.

The Music Teachers' Association of South Australia was duly constituted at a meeting called for that purpose on 11 June, 1930.

CONSTITUTION – Revised 24 September 2017.

1. NAME:

The name of the Association is 'The Music Teachers' Association of South Australia Incorporated'.

2. OBJECTS:

The objects for which The Music Teacher' Association of South Australia Incorporated (hereinafter called 'The Association') is established are:

- a. To advance and represent generally the interests of music and music teachers in South Australia.
- b. To encourage and assist in establishing a unity of purpose and to maintain high standards of ethics and practice amongst the music teachers of South Australia.
- c. The formation and maintenance of a directory to be styled 'The Directory of Teachers of Music'.
- d. To communicate and co-operate with other bodies having similar interests in allied fields.

3. POWERS:

The Association shall have the following powers:

- a. To purchase, take on lease, hire, exchange, accept as a gift, or by any other means whatsoever acquire for such tenure and upon such conditions and terms as may seem fit and to sell, dispose of or otherwise part with the possession of and to lease or let upon such conditions and terms as may seem fit any real or personal property and to execute conveyances, transfers and assurances thereof.
- b. To build, erect, improve, repair, pull down and rebuild buildings and other structures and improve and maintain ground and other things for the purpose of The Association.
- c. To borrow money upon such terms and conditions and upon such securities if any as The Association may from time to time determine.
- d. To invest and deal with all or any of the funds of The Association.
- e. To grant scholarships, financial assistance or other concessions as it sees fit.
- f. To do all things empowered of it by the Associations Incorporations Act 1985 or any enactment passed in substitution for that Act or its empowerment of Incorporated Associations provisions.
- g. To expel or alter the status of any member or friend on reasonable cause taking into account the Objects of The Association, provided that sufficient and fairly taken evidence in support has been presented to a meeting of The Council convened for the purpose and held in private and that the member or friend has been given particulars of the charge at least one month before the meeting and has had the opportunity to be heard and that the adverse decision has been given in writing to the member or friend and a period of 14 days has elapsed since that notice. Within that

14 days the member or friend may give notice to the Secretary of an intention to appeal to a general meeting of members which The Council shall convene as soon as is reasonably practicable. Should the decision of The Council be affirmed at that general meeting it takes effect forthwith.

4. INCOME AND PROPERTY:

The income and property of The Association whencesoever derived, shall be applied solely towards the promotion of the objects of The Association as hereinbefore set forth, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of The Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of The Association nor for goods supplied in the ordinary and usual way of business, nor reasonable and proper rent for premises demised or let by any member of The Association nor payment to reimburse any person for out-of-pocket expenses incurred on behalf of The Association. If upon the winding up or dissolution (other than for the purpose of reconstruction or amalgamation) of The Association there remains, after the 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 to some institution or institutions having objects similar or in part similar to the objects of The Association, and which shall prohibit the distribution of its or their income and property among its or their members.

5. MEMBERSHIP, HONORARY LIFE MEMBERS, HONORARY FRIENDS, PATRONS AND VICE-PATRONS:

- a. Membership consists of seven categories - Full, Student, Friend, Honorary Friend, Honorary Life, Institution and Temporary. A Friend is any person who shows a genuine interest in supporting The Association and its objects. Institution membership entitles an organisation to be placed on the mailing list. An additional category of Associate membership will be available to those members who were financial Associate members on 24 September 2017, who may continue as Associate members by due payment of annual fees and abiding the rules of the Association.
- b. Any person who in the opinion of The Council is a bona fide teacher of music and whose income is derived wholly or in part from the teaching or performance of music, and is in the opinion of The Council a fit and proper person shall be eligible for election as a member of The Association, provided they have the qualifications required for membership as determined by The Council from time to time. Every candidate for membership shall be proposed by a member and seconded by another member, or he or she may apply personally or in writing for membership. Election shall be at the sole discretion of The Council.
- c. A member shall be entitled to have his or her name enrolled as a member in The Association's The Directory of Teachers of Music and to announce the fact of membership during the period in which he or she remains a member.
- d. Honorary Life Members and Honorary Friends shall be persons whose services or status entitles them in the opinion of The Council to election as such. Honorary Life Members shall be entitled to all the privileges of membership.

- e. Temporary Members shall be persons who are temporarily resident in South Australia and who have been appointed as Temporary Members by a resolution of The Council passed and minuted.
- f. One or more Patrons or Vice-Patrons of The Association may be appointed at any General Meeting for such period as the meeting shall determine.
- g. The Association shall keep a register of its members which shall include the name and contact details, the type of membership approved and such other particulars as may be deemed necessary by The Council.

6. ANNUAL SUBSCRIPTIONS:

The annual membership subscription shall be such amount as is from time to time fixed by The Council and such subscription may vary according to classification of members.

7. TERMINATION OF MEMBERSHIP:

Any member or friend of The Association shall have their status terminated if

- a. Subscriptions are not paid within three months of the renewal date; or
- b. The Council has taken disciplinary action resulting in a decision to expel or alter the status of a member or friend.
- c. A member or friend may resign by giving notice to the Secretary and shall be liable for any subscriptions outstanding to that date.

8.1 COUNCIL:

- a. The affairs and conduct of The Association shall be entrusted to a Council of not more than 16 members and not less than 10 which shall be elected from amongst the members.
- b. Except for Temporary Members, Friends, Honorary Friends and Institution Members, any member of The Association whose subscription is not in arrears shall be eligible for election to The Council. Each candidate for election shall be nominated in writing by another member of The Association.
- c. The Council shall be elected at the Annual General Meeting of the members. Thereafter the members of The Council shall elect a President, Vice President, and such other office bearers as it shall decide. A Secretary and Treasurer shall also be appointed annually. The Secretary must be a present or past member of The Council. The Treasurer need not be a present or past member of The Council.
- d. Six members of The Council shall constitute a quorum for a Council meeting. Any question arising at any Council meeting shall be decided by majority of votes of those present. In case of an equality of votes the Chairman shall have a casting vote.
- e. In the event of the retirement, resignation or death of any Councillor of The Association or should there be insufficient nominations for the Council, The Council may appoint a member or members to fill the vacancy or vacancies so caused until the next Annual General Meeting.
- f. The President may hold office for a period not exceeding four years but shall be eligible for re-election after standing down for a period of one year. At the request of the Council, the President may be nominated for a maximum of one additional year. This will be decided by a two thirds majority taken by a secret ballot of Council members.

- g. If an office bearer fails to carry out his or her duties or to comply with the reasonable directions of The Council, he or she shall thereupon be dismissed from such office by The Council who will appoint another officer to perform the duties of such office.
- h. Those who fail to participate in Council activities may have their membership of Council reviewed.
- i. The Council has the power to co-opt persons with special expertise (not necessarily members) to further the work of The Association.
- j. The Council at any time must consist of a majority of Full Members.
- k. The Executive Committee has the authority to co-opt members to The Council.
- l. The Council shall meet no fewer than ten times per year, reasonable notice having been given by the Secretary to all Council members.

8.2 COUNCIL POWERS AND DUTIES:

- a. The Council may exercise all powers of The Association except to do or decide such things as are required by these rules or by legislation to be carried out by The Association in general meeting.
- b. The Council has the management and control of the funds and other property of The Association.
- c. The Council 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.

9. THE DIRECTORY:

A list in the form of a Directory styled 'The Directory of Teachers of Music' shall be maintained by The Association. The Directory shall give the name and contact details of each music teaching member together with the subject or subjects for which The Council of The Association recognises the member as qualified to teach. The Directory shall be available to all people for their perusal.

10.1 AUDITOR:

There shall be an auditor who shall be a Chartered Accountant or Certified Practising Accountant (and not a member of The Council) who shall be elected at the Annual General Meeting. Such auditor shall audit the accounts, and have power to call for the production of all books, papers, accounts and documents relating to the affairs of The Association. The Council shall have the power to fill any vacancy in the office of Auditor.

10.2 ACCOUNTING RECORDS:

The Association shall keep and retain such accounting records as are necessary correctly to record and explain the financial transactions and financial position of the Association in accordance with the Associations Incorporation Act 1985.

11. PUBLIC OFFICER:

The Secretary shall be the Public Officer of The Association (a Public Officer is required by the Associations Incorporation Act 1985).

12. TREASURER:

a. A Treasurer shall be appointed by The Council and shall hold office for such period and perform such duties and receive such remuneration as The Council may from time to time determine.

b. The balance sheet and statement of accounts of The Association duly audited shall be presented at each Annual General Meeting and made up for each financial year from 1 July to 30 June.

13. SEAL:

a. The Association shall have a seal which shall be used only by the express authority of The Council. Every instrument to which the seal is affixed shall be signed by one member of The Council and shall be countersigned by the Secretary or by some other person appointed by The Council for the purpose.

b. Every use of the Seal shall be recorded in the Minute Book of The Association.

c. The Seal shall be applied to all contracts required by law to be under seal. It may be applied to other contracts.

14. FUNDS:

All monies received shall be banked in the name of The Music Teachers' Association of South Australia Incorporated as soon as possible after the receipt of same, in such bank or other authorised deposit-taking institution as may from time to time be decided upon by The Council. No monies shall be withdrawn from the account except by cheque or order or withdrawal slip signed by any two of the President, Vice-President, Treasurer and Secretary or by electronic transfer authorised either in writing or by an electronic authorisation facilitated by the bank or deposit-taking institution, by any two of the President, Vice-President, Treasurer and Secretary.

15. MEETINGS FOR MEMBERS:

a. Meetings for members shall be either Annual or Special General Meetings.

b. An Annual General Meeting shall be held each year within three months of the end of The Associations' financial year when The Council's report of the progress of The Association shall be presented, the duly audited accounts shall be presented and the election of such Councillors and Officers as are appointed annually shall take place.

c. A Special General Meeting of the members may be called by direction of The Council. A member or members of The Association may write to the Secretary requesting a Special General Meeting. The reason(s) for this must be clearly stated.

The Council will determine if the request has merit before convening such a meeting. At a Special General Meeting no other business than that specified in the notice shall be considered.

d. The President shall be entitled to take the chair at every General Meeting. If he or she be absent the Vice-President shall take the chair. If neither the President nor the Vice-President be present the members present shall choose one of their number to act as Chairman. The Chairman at any meeting shall only have a casting vote.

e. Twenty members present at any General Meeting shall form a quorum. If within half an hour after the time appointed for any General Meeting a quorum be not present the meeting shall stand adjourned to the same day and place in the next week at the same time, and if at such adjourned meeting a quorum be not present those members who are

present shall be a quorum and may transact the business for which the meeting was called.

f. At any General Meeting of The Association every resolution shall be decided in the first instance by a show of hands, but any member at such meeting may demand a ballot. The ballot shall be taken in such manner as the Chairman directs. Temporary members, Friends, Honorary Friends, Institution members and non-financial members shall not be entitled to vote at any General Meeting.

g. Fourteen days notice in writing of any General Meeting shall be given to every member.

h. The Council shall be empowered, if it thinks fit, to make regulations for enabling members unable to be present to vote at any meeting in writing.

16. MINUTES:

a. Proper minutes of all proceedings of general meetings of The Association and of meetings of The Council must be entered within one month after the relevant meeting in minute books kept for the purpose.

b. The minutes kept pursuant to this rule must be confirmed by the members of The Association or the members of The Council (as relevant) at a subsequent meeting.

c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

d. 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 at a meeting shall be deemed to be valid.

17. ALTERATION OF CONSTITUTION AND INTERPRETATION:

a. The Constitution of The Association may be amended from time to time by a resolution passed by seventy five percent (75%) of the members present at an Annual General Meeting or a Special General Meeting of The Association of which at least fourteen days notice in writing specifying the proposed amendment or amendments shall have been given to members provided that the name of The Association may only be so changed with the approval of the Office of Consumer Affairs.

b. All members shall be entitled to peruse a copy of the Constitution of The Association on application to the Secretary.

c. In the event of any dispute arising as to the interpretation of the Constitution of The Association or any matters arising out of the same such dispute shall be referred to The Council whose decision shall be final (subject to the provisions of any Act or the law of the State of South Australia).

18. WINDING UP:

The Association may be wound up in the manner provided for in the Associations Incorporation Act 1985.

19. BY-LAWS:

The Council will have power to establish a set of By-Laws for The Association which can be amended from time to time by The Council.