



**CONSTITUTION AND RULES**  
**of the**  
**SOUTH AUSTRALIAN PUBLIC (PRIMARY) SCHOOLS'**  
**MUSIC SOCIETY, INCORPORATED**

[Constitution as adopted by resolution at the SAPPS Music Society Special General Meeting dated 02/08/2018](#)

Presiding Officer: Stephen Measday

Administrator: Rachel Neale

## CONTENTS

1.	Name	3
2.	Definitions	3
3.	Purposes of the Society	3
4.	Powers of the Society	4
5.	Situation of the Society	4
6.	Membership of the Society	4
6.1	Fee Paying Members of the Society	4
6.2	Non Fee Paying Members of the Society	5
6.3	Members Rights and Obligations	6
6.4	Resignations	6
6.5	Expulsion of a Member	6
6.6	Register of Members	6
7.	The Board	7
7.1	Powers and Duties	7
7.2	Board Members	7
7.7	Proceedings of the Board	9
7.8	Disqualification of Board Members	9
8.	The Seal and Badge	10
9.	Meetings	10
9.1	Annual General Meeting	10
9.2	Special General Meeting	11
10.	Minutes	11
11.	Financial Reporting	12
12	Plebiscite	12
13.	Dissolution	13
14.	Alterations to the Constitution and Rules	13

## 1. Name

The name of the incorporated association is the "South Australian Public Primary Schools' Music Society, Incorporated", hereinafter referred to as 'the Society'.

## 2. Definitions

- 'Board' means the board of management of the Society.
- 'PSMF' means South Australian Public Primary Schools' Music Festival.
- 'General Meeting' means a general meeting of members of the Society convened in accordance with these rules.
- 'Member' means a member of the Society as per Section 6.
- 'The Act' means the Associations Incorporation Act 1985.
- 'Special Resolution' means a special resolution defined in the Act.
- 'Month' means a calendar month.
- 'Regional Festival' means a primary schools' music festival conducted in an South Australian region designated by the Board.
- All references in this constitution to the Department for Education shall be considered to refer to the state government department currently responsible for Primary school education in government schools in South Australia.
- When any Department position or title named in this constitution is renamed or discontinued, the holder of the office which in the opinion of the Board shall have the responsibility for carrying out that role at the time of adoption of this constitution, shall be deemed to be the person referred to, notwithstanding any change of title.

## 3. Purposes of the Society

The purposes of the Society are, in its role as a not-for-profit organisation:

- 3.1 To promote amongst South Australian Government Primary Schools, knowledge and understanding of, and involvement in, music, with particular emphasis on choral presentation.
- 3.2 To broaden and enrich the music experiences of South Australian Government Primary School children by providing appropriate performance and audience opportunities.
- 3.3 The Society may, under conditions as may be prescribed by the Society, support other performances presented for the benefit of South Australian Government Primary School children.
- 3.4 To use any profits received for the purposes as stated in Section 3.1, 3.2 and 3.3 at the discretion of the Board.

## **4. Powers of the Society**

The Society shall have the following powers:

- 4.1 To deliver the Primary Schools' Music Festival and procure and manage all that is required to do so.
- 4.2 To oversee the delivery of regional Music Festivals in accordance with each region's Memorandum of Understanding with the Society.
- 4.3 To purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
- 4.4 To erect and improve, repair, pull down and rebuild buildings and other structures.
- 4.5 To sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Society.
- 4.6 To borrow or raise or secure the payment of money in such manner as the Society thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal (both present and future) of the Society and to redeem and pay off any existing or future security.
- 4.7 To invest and deal with the monies of the Society not immediately required for the purposes of the Society.
- 4.8 To appoint, employ, pay, suspend or dismiss staff.
- 4.9 To do all such other things as are incidental or conducive to the attainment of its objects.

## **5. Situation of the Society**

The Society shall be deemed to be situated at the office of the Chief Executive of the Department for Education, or at such other place or places as shall, for the time being, be determined by the Board of the Society.

## **6. Membership of the Society**

The Members of the Society shall be:

### **6.1 Fee paying members:**

- 6.1.1 Any South Australian Government School with students in at least one of Years 5, 6 or 7, may become a member of the Society on payment of the annual fees and under such general conditions as may be decided on by the Society.

Each member school may exercise the rights of membership by the Principal of that school, or nominee of that Principal, and one other member of that school community nominated by that Principal.

### 6.1.2 Associates

A body other than a South Australian government primary school, but with similar aims and objectives to the Society, may, on payment of such fees and under such conditions as the Society may determine, associate with the Society.

Such associated bodies may not have the voting rights of members, but may have such other rights and obligations as the Society may from time to time determine, including access to the resources and support of the Society under such conditions as the Society may determine.

## 6.2 Non fee paying members

6.2.1 The Chief Executive of the Department for Education or the South Australian government department currently responsible for Primary School education in government schools or his/her nominee

6.2.2 The Manager, PSMF

6.2.3 The Director of Music, PSMF

6.2.4 The Administrator, PSMF

6.2.5 Each affiliated Regional Festival in good financial standing, with the rights of membership being exercised by two members of that Festival, nominated by the committee of that Festival.

6.2.6 Life Members

At any Annual General Meeting of the Society, on the recommendation of the Board, Life Membership of the Society may be conferred on any person who has rendered outstanding service to the Society over an extended time.

6.2.7 Honorary Members

At any Annual General Meeting of the Society, on the recommendation of the Board, Honorary Membership of the Society, for a period not exceeding five years in one appointment, may be conferred on any person who is rendering significant service to the Society.

6.2.8 Seconded Members

6.2.8.1 Seconded membership may be awarded to persons currently involved with the work of the Society, but not otherwise eligible for membership of the Society.

6.2.8.2 Seconded Membership may be awarded by motion of the Board for a maximum period of one year in any one instance and may be renewable if deemed necessary by the Board.

6.2.8.3 The Board may appoint up to three Seconded Members of its own volition, according to its determination of the current needs of the Society, before seeking approval from an Annual General Meeting or Special General Meeting, to appoint more.

6.2.8.4 Seconded Members shall have the right to attend and vote at the Annual General Meeting and any Special General Meeting of the Society.

### 6.3 Members Rights and Obligations

All members shall have the rights and obligations which may from time to time be determined by Section 9 of this Constitution.

### 6.4 Resignations

A member may resign from membership of the Society by giving written notice to the Administrator or Public Officer of the Society.

### 6.5 Expulsion of a Member

6.5.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member if satisfied that the member acted in a manner detrimental to the interests of the Society.

6.5.2 Particulars of the action shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.

6.5.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to Section 6.5.4 below), cease to be a member 14 days after the Board has communicated its determination to the member.

6.5.4 It shall be open to a member to appeal the expulsion to the Society at a Special General Meeting. The intention to appeal shall be communicated to the Administrator or Public Officer of the Society within 14 days after the determination of the Board has been communicated to the member.

6.5.5 In the event of an appeal under Section 6.5.4 above, the appellant's membership of the Society shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Society at the Special General Meeting. In such event membership will be terminated at the date of the Special General Meeting at which the determination of the Board is upheld.

### 6.6 Register of members

A register of members must be kept which contains the name and contact details of each member.

## 7. The Board

### 7.1 Powers and duties

7.1.1 The Board shall conduct the business of the Society as Directors of the Society, in accordance with the formal, written policies of the Society, and carry out such other activities and responsibilities as provided within this constitution and by direction of the Society.

The Board may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act or by these rules required to be done by the Society in general meeting.

7.1.2 The Board has the management and control of the funds and other property of the Society.

7.1.3 The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Society inferred by these rules.

7.1.4 The Board shall appoint a Public Officer as required by the Act.  
Notice of appointment and any change in the identity or address of the Public Officer are to be lodged within one month after the change (Form 10) with:  
Consumer and Business Services  
GPO Box 1719  
Adelaide 5001

### 7.2 Board members

The members of the Board shall comprise:

#### 7.2.1 Permanent members:

7.2.1.1 The Manager, PSMF, who shall be jointly appointed by the Board of the Society and the Chief Executive, Department for Education using department merit selection process. The Manager shall be responsible to the Society through the President for the effective and efficient implementation of Society programs, priorities and projects. The Manager is responsible to the Chief Executive as line manager for Department employees, and to the President for additional employees of the Society.

7.2.1.2 The Director of Music, PSMF, who shall be jointly appointed by the Board of the Society and the Chief Executive, Department for Education using department merit selection process. The Director of Music shall be responsible for the musical standard of the activities of the Society, including the management of the staff appointed to assist in this.

7.2.1.3 The Administrator, PSMF, who shall be appointed on such terms and conditions as the Board may determine, and shall be responsible to the President, through the Manager, PSMF for the administrative and secretarial functions of the Society and shall be the Public Officer of the Society for the purposes of Section 56 of the Associations Incorporations Act 1985, as amended.

7.2.2 Appointed members:

- 7.2.2.1 The President, who shall be nominated by the Board for endorsement by the Chief Executive, Department for Education. The nominee shall be a Principal from an affiliated school and the appointment shall be for three (3) years. The President shall be the Chairperson at all meetings.
- 7.2.2.2 As per Section 7.1.2, the Treasurer, who shall be responsible to the President for the management of the financial affairs of the Society, including the keeping of the financial records of the Society. Nominees shall be Society members who meet the criteria detailed in the current Treasurer Role Statement. The nominees will be required to submit an Expression of Interest along with their nominations at the Annual General Meetings. The Board will consider all nominations and subsequently appoint a suitable candidate at the first Board meeting post the Annual General Meeting.
- 7.2.2.3 The Board may appoint a person to fill a casual vacancy, and such a Society member shall hold office until the next Annual General Meeting of the Society and shall be eligible for election to the Board without nomination.
- 7.2.2.4 The Board shall have the power to appoint up to three (3) additional non-voting members for such terms and in such roles as it shall deem necessary.
- 7.2.2.5 A Patron or Patrons may be appointed annually by resolution of a meeting of the Society.

7.2.3 Elected members

- 7.2.3.1 The Vice-President, who shall be elected by the Board at the first meeting post the Annual General Meeting for a term of one year, and shall deputise for the President in his or her absence.
- 7.2.3.2 A Choir Teacher actively involved with a choir of a member school, who shall be elected annually at the Annual General Meeting, and responsible to the President by representing all Choir Teachers and Hourly Paid Instructors involved in the Program.
- 7.2.3.3 The Treasurer, who shall be elected annually at the Annual General Meeting, and be responsible to the President for the management of the financial affairs of the Society, including the keeping of the financial records of the Society.
- 7.2.3.4 Up to seven (7) Principals from affiliated schools, who shall be elected annually at the Annual General Meeting, and be responsible to the President.
- 7.2.3.5 Up to two (2) additional members of the Society, who shall be elected annually at the Annual General Meeting, and be responsible to the President.
- 7.2.3.6 Other non-Board members, with such roles and responsibilities as may be determined by the Society, may be elected as required by the Society at an Annual General Meeting.



- 7.3 All Board members shall be entitled to one (1) vote.
- 7.4 No Board member may hold more than two (2) offices or positions within the Society, and shall be entitled to only one (1) vote.
- 7.5 Notice of all persons seeking election to the Board shall be given to all members of the Society in accordance with Section 9.1.3.1.
- 7.6 Voting shall be in accordance with Section 9.1.5.
- 7.7 Proceedings of the Board
- 7.7.1 The Board shall meet together for the dispatch of business at least twice in each South Australian school term.
- 7.7.2 Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 7.7.3. A quorum shall consist of eight (8) voting members, at least four (4) of whom shall be elected members, who are present either personally or by proxy at the meeting.
- 7.7.4 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Society must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract as soon as any potential conflict of interest arises.
- 7.8 Disqualification of Board members
- The office of a Board member shall become vacant if a Board member is:
- disqualified from being a Board member by the Act
  - expelled as a member under these rules
  - declared bankrupt
  - deemed by the board that they have acted in a manner detrimental to the interests of the Society
  - charged with a criminal offence punishable by imprisonment
  - permanently incapacitated by ill health
  - absent without apology from more than four meetings in a Society financial year
  - no longer the duly appointed representative of a member school

## 8. The Seal and Badge

- 8.1 The Society shall from time to time approve a seal of the Society in conformity with Sections 26 (1)(a) and 63(5) of the Associations Incorporation Act 1985 as amended.
- 8.2 The seal shall not be fixed to any document other than as formally directed by a meeting or the Board of the Society.
- 8.3 The seal shall only be affixed to documents in the presence of at least two members of the Board.
- 8.4 The Society may from time to time approve a badge, symbol or insignia as the official emblem of the Society.

## 9. Meetings

Each member gets a single vote. The President of the Board is entitled to a deliberative and casting vote.

### 9.1 Annual General Meeting

The Board shall call an Annual General Meeting in accordance with the Act and these rules:

- 9.1.1 The Annual General Meeting of the Society shall be held no later than the 31<sup>st</sup> day of March each year when annual reports and an audited financial statement of the affairs of the Society for the previous Society financial year, as specified in Section 11.1 shall be presented to members.
- 9.1.2 Notification of the date, time, place and business of such Annual General Meeting shall be by written or electronic notification to members under Section 6 of this Constitution, such notice calculated to be delivered by publication on the Festival of Music website [www.festivalofmusic.org](http://www.festivalofmusic.org) not less than fourteen (14) days prior to the date arranged.
- 9.1.3 At such Annual General Meeting, the positions of the officers to be elected at that meeting as defined in this constitution at Section 7.2 shall be declared vacant and the election of the officers for the ensuing year shall be held.
  - 9.1.3.1 Nominations for the elected Board positions as defined in this constitution to be filled at that meeting shall be delivered to the Administrator of the Society, duly signed by the nominator and the nominee not less than seven (7) days prior to the published date of the Annual General Meeting, and published in a freely accessible section of the Society website not less than forty eight (48) hours before the meeting.
  - 9.1.3.2 The Board shall fill any positions for which no nominations have been duly received, or a simple majority of votes affirming the appointment have not been recorded, or which become vacant between Annual General Meetings.
- 9.1.4 The Annual General Meeting shall deal only with such business of which details are included with the notice of meeting as defined in Section 9.1.2 of this Constitution.

- 9.1.5 Voting shall be on show of hands unless any member present requests a secret ballot.
  - 9.1.6 Other than as prescribed elsewhere in this constitution, a simple majority of those present and eligible shall be deemed to affirm any successful motion, with proxy but not absentee votes being permitted, and no member exercising more than one (1) vote. A proxy vote shall be regarded as valid when the nominator provides written and dated authority to the nominee which has been delivered to the Chairperson prior to the vote being cast.
  - 9.1.7 The minutes of the Annual General Meeting shall be affirmed and implemented by the next meeting of the Board, and uploaded to the Festival of Music website within 30 days of that meeting.
- 9.2 Special General Meeting
- 9.2.1 A Special General Meeting of the Society may be called:
    - 9.2.1.1 By the President of the Society, of his/her own motion.
    - 9.2.1.2 By the Administrator of the Society within twenty one (21) days of the receipt by him/her of a written request specifying the purpose of such meeting and signed by at least fifteen (15) members of the Society who shall represent at least six (6) member schools.
  - 9.2.2 Notification of the day, time, place and business of such Special General Meeting shall be issued as prescribed for the Annual General Meeting.
  - 9.2.3 A Special General Meeting shall be conducted in all respects, in accordance with the procedures set out in Section 9.1 of this constitution for the Annual General Meeting.
  - 9.2.4 If, for any reason, officers are unable to be elected at an Annual General Meeting, an election may be held at a Special General Meeting as per Sections 9.1.3 and 9.1.4.

## **10. Minutes**

- 10.1 Proper minutes of all proceedings of general meetings of the Society and of meetings of the Board, shall be recorded within one month after the relevant meeting.
- 10.2 The minutes kept pursuant to this rule must be confirmed by the members of the Society or the members of the Board (as relevant) at a subsequent meeting.
- 10.3 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.
- 10.4 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.

## **11. Financial Reporting**

- 11.1 The financial year of the Society shall end on the 31<sup>st</sup> October each year.
- 11.2 The Treasurer shall ensure that proper records of all financial transactions of the Society are kept and shall submit financial reports to the Board and meetings of the Society, whenever so directed.
- 11.3 The Treasurer shall submit an audited financial statement of the financial affairs of the Society to the Annual General Meeting, or to any Board Meeting, or Special General Meeting if required by motion of the Board.
- 11.4 All moneys received by the Society shall be deposited in an account with a registered financial institution, in the name of the Society.
- 11.5 All payments by or on behalf of the Society shall be made by transaction methods approved from time to time by the Board.
- 11.6 The annual (periodic) return shall be lodged with Consumer and Business Services within six months after the end of each Society financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.
- 11.7 Appointment of auditor
  - 11.7.1 At each Annual General Meeting the members shall appoint a duly qualified accountant to be the auditor of the Society.
  - 11.7.2 If an appointment is not made at an annual general meeting, Board shall appoint an auditor for the current financial year.
- 11.8 The income and capital of the Society shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Society.

## **12. Plebiscite**

In order to ascertain the opinion of the members on any specific matter, the Society may, at the discretion of the Board, or on the motion of a Special General Meeting or Annual General Meeting, conduct a plebiscite of its members by any appropriate means, including but not limited to postal, telephone, fax or internet, or any combination of these.

## **13. Dissolution**

- 13.1 The Society may be dissolved or wound up by a resolution passed at a special meeting called for such purpose provided that the resolution shall be passed by a majority of at least three fourths (3/4) of the valid votes cast at the meeting and provided further that at least twenty eight (28) days prior notice in writing of such meeting shall have been first given to the member schools in the form as provided for the notification of the Annual General Meeting.
- 13.2 Upon the dissolution or winding up of the Society the assets of the Society shall be realised and converted to cash and the monies from such realisation and any other monies held by the Society shall be applied in the payment of all debts and liabilities of the Society and residue of such realisation and other monies shall be dealt with and applied in such manner as shall be approved by a Special General Meeting of the Society.

## **14. Alterations to the Constitution and Rules**

The Constitution and rules of the Society may be altered or amended at the Annual General Meeting or at a Special General Meeting duly convened for that purpose, provided that particulars of the proposed alterations or amendments shall be sent to all members of the Society not less than fourteen (14) days prior to such meeting in a form as provided for the notification of the Annual General Meeting, and the motion is supported by two thirds (2/3) of the members casting valid votes.