

**Jazz Action Society – Gold Coast
Incorporated**

RULES

Jazz Action Society - Gold Coast Incorporated Rules

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SECTION 1 NAME, GOVERNANCE AND OBJECTS

1. Name

The name of the association shall be 'Jazz Action Society - Gold Coast Incorporated' (hereinafter called 'the Association').

2. Governance

2.1. To the extent of any inconsistencies between the provisions of these Rules and the provisions of the Associations Incorporation Act 1981 – Queensland, then the provisions of the Associations Incorporation Act 1981 – Queensland will prevail.

2.2. The provision at section 47(1) of the Associations Incorporation Act - 1981 - Queensland does not apply.

3. Objects

The Objects of the Association are :

3.1. To provide live Jazz and Blues musical performances, and live musical performances of any other musical genre for the entertainment of the Association's members, their guests, and the general public;

3.2. To promote live Jazz and Blues entertainment, public awareness, knowledge, and appreciation of Jazz & Blues in Australia generally and in the Gold Coast Queensland in particular;

3.3. To expend all monies and funds raised or received for furthering its objects;
and

3.4. To cooperate, coordinate and affiliate with groups, bodies, agencies, and individuals with interests similar to the Objects of the Association.

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SECTION 2 MEMBERSHIP

4. Classes of Members

4.1. The Association shall consist of the following classes of Members.

- Full Members
- Associate Members
- Life Members
- Patron

4.2. The Management Committee may from time to time determine the number of members in each class.

4.3. Full Members

A full Member is a person who, subject to being financial, is entitled to all the privileges and benefits of the Association and to vote at any meeting of the Association.

4.4. Associate Members

An Associate Member is a person who is under the age of 18 years and subject to being financial, is entitled to all of the privileges and benefits of the Association, but is ineligible to vote at any meeting of the Association. Upon reaching the age of 18 years, an Associate Member will automatically become a Full Member of the Association.

4.5. Life Members

The Management Committee may recommend that Life Membership be awarded to a Member of the Association in recognition of outstanding service rendered to the Association or for such other service that is considered by the Management Committee to warrant recommendation for Life Membership.

Any such recommendation shall be referred to a General Meeting of the Association. Approval for awarding Life Membership shall require a two-thirds majority of the members present who are entitled to vote.

A Life Member shall not be obliged to pay an annual subscription to the Association, and shall be entitled to all the privileges of full membership.

4.6 Patron

The Management Committee may recommend that a Patron or Patrons be invited to be an ambassador for the Association for an indefinite period or a nominated period of time.

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Any such recommendation shall be referred to a General Meeting of the Association. Approval for appointing a Patron shall require a 75% majority of the members present who are entitled to vote.

A Patron shall not be obliged to pay an annual subscription to the Association, and with the exception of voting rights, shall be entitled to all the privileges of full membership.

5. Membership Fees

5.1. The membership fee for full and associate members is:

- (a) the amount decided by the members from time to time at a General Meeting; and
- (b) is payable when, and in the way, the Management Committee decides.

6. Obligations Of Members

6.1. Every member of the Association shall comply with the Rules of the Association and failure to do so shall render the member liable to expulsion upon the vote of the Management Committee.

6.2. Every member of the Association shall pay the annual subscription and such other fees and levies as may be fixed by these Rules or by the Management Committee.

6.3. A membership shall be deemed to have lapsed if a member has not paid the prescribed membership fees on or before the date they become due and payable, provided that the member has received a membership renewal notice not less than one (1) month prior to the membership expiry date.

7. Register of Members

7.1. The Secretary shall maintain a register of Members in which shall be recorded the name, address, telephone number (if any), class of membership, and other information as deemed appropriate by the Management Committee for each member.

7.2. Subject to adherence to generally accepted privacy principles, the register shall be open for inspection by all Members.

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8. Admission of Members

8.1. The application for membership shall be made using the online membership application facilities or the downloadable membership application forms provided on the Association's website, or a membership application form made available to prospective members at any of the Association's shows or to any other prospective members upon request.

8.2. Unless otherwise advised by the Management Committee, membership will be granted upon the receipt by the Association of the completed membership form(s), prescribed membership fees, and by the provision of photo identification when collecting membership cards.

9. Resignation of a Member

A member of the Association may resign from the Association at any time, by the provision of written notice to the Secretary.

10. Expulsion of a Member

Should the conduct of any Member be adjudged by the Management Committee to have been contrary to the best interests of the Association, the Management Committee may take such disciplinary action as it considers appropriate and its decision shall be final.

Such action may include expulsion from membership of the Association.

Any member so expelled shall have no right of action against the Association or any of its Members, and shall on demand be liable to pay to the Association any arrears of subscriptions or other fees or charges that were payable by the Member immediately prior to his or her ceasing to be a Member.

SECTION 3 MANAGEMENT

11. Management

11.1. The Management of the Association shall be vested in an elected Management Committee, consisting of the following office bearers:

President
Vice-President
Secretary
Treasurer

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and other members as nominated by the Management Committee or any other financial member of the Association and elected by the members of the Association at a General Meeting.

- 11.2. The Secretary may hold any other office in the Association except the office of Auditor, and if holding the office of Treasurer, may not also hold the office of President.
- 11.3. All Management Committee members will perform their roles in an honorary capacity.
- 11.4. The election of a Patron or a Life Member shall be optional.
- 11.5. All Management Committee members shall hold office until conclusion of the Annual General Meeting next following their election unless they sooner resign become disqualified, or are removed from office.
- 11.6. The Management Committee shall provide for a common seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee, and every instrument to which the Seal is affixed shall be signed by a member of the Management Committee and shall be counter-signed by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose. The Management Committee shall provide for the safe custody of the books, documents, instruments of title and securities of the Association.
- 11.7. The Management Committee may delegate any of its powers (other than this power of delegation) to a sub-committee consisting of such members of the Association as the Management Committee sees fit.
- 11.8. A sub-committee of the Management Committee may elect a chairperson of its meetings. The members present may choose one of their members to be the Chairperson of the meeting.

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SECTION 4 DUTIES OF THE PRINCIPAL OFFICERS

12. PRESIDENT

The President shall preside at all General Meetings and the Management Committee Meetings. He/she shall be responsible for the enforcement of all the provisions of these Rules and for the preparation and presentation of reports to General Meetings.

13. VICE-PRESIDENT

The Vice-President in the absence of the President, shall assume the duties, powers and responsibilities pertaining to the office of President.

14. SECRETARY

The Secretary

- (a) shall be the executive officer of the Management Committee;
- (b) shall attend all General Meetings and all Management Committee Meetings and may attend such Sub-Committee Meetings as are considered beneficial to the Association;
- (c) shall cause the recording of minutes, in books kept for that purpose, of all General Meetings and Management Committee Meetings;
- (d) shall conduct all correspondence in connection with the general business of the Association;
- (e) shall maintain a register of Members;
- (f) shall execute all contracts on behalf of the Association between the Association and all other parties subject to the prior approval of the Management Committee; and
- (g) shall carry out all such other duties as are imposed by the Rules or as associated with the office of Secretary.

15. TREASURER

The Treasurer shall attend all meetings of the Management Committee and of the Association and shall:

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- (a) supervise the receipt of all monies payable to the Association;
- (b) supervise the paying out of the Association's funds for all expenditure as previously approved by the Management Committee;
- (c) ensure that all financial activities of the Association are annually verified; and
- (d) cause proper books of account to be kept.

16. MANAGEMENT COMMITTEE MEMBERS

16.1. Management Committee Members may be appointed to perform special duties by the Management Committee.

16.2. No individual office bearer will have any rights to commit expenditure, support, or engagement with or infer commitment, support or engagement with any third party without the prior and explicit approval of the Management Committee.

SECTION 5 FINANCIAL YEAR

17. Financial Year

The financial year of the Association shall be from 1 April in any one year to 31 March in the immediately following year.

SECTION 6 PROCEDURE OF MEETINGS

18. Procedure of Meetings

18.1. Quorum

At any General Meeting, a quorum shall consist of fourteen (14) members.

18.2. At any Management Committee Meeting a quorum shall consist of the President or Vice-President and four (4) other office bearers.

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19. Voting

Unless otherwise provided by the rules at every General Meeting:

- 19.1. Every question, matter or resolution shall be decided by a majority of votes of the members present.
- 19.2. Every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- 19.3. Voting shall be by a show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there should be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he/she shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the Resolution of the meeting.
- 19.4. A member may vote in person or by proxy or by attorney, and in a show of hands every person present who is a member or representative of a member shall have one vote.

SECTION 7 ELECTION OF OFFICERS

20. Election of Management Committee

- 20.1. All Management Committee members shall be elected at the Annual General Meeting.
- 20.2. The Management Committee shall comprise up to ten (10) elected members.
- 20.3. Resignations of Management Committee members shall be submitted in writing to the Secretary.
- 20.4. If a vacancy occurs on the Management Committee during the year, the Management Committee shall have the power to appoint to the Management Committee a financial member of the Association to fill the vacancy for the remainder of the year.

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- 20.5. Nominations for positions on the Management Committee shall be invited together with the notification of the Annual General Meeting and shall be submitted in writing to the Secretary no later than three (3) weeks before the Annual General Meeting. However, the Chairperson shall have discretionary powers to call for nominations from among financial members present at the Annual General Meeting if there have been insufficient nominations received to fill all Management Committee roles.
- 20.6. Nominations received by the Secretary for election to the management Committee will need to be for current financial members and contain the following details :
- (a) The Management Committee role nominated;
 - (b) The full name of the nominee and the nominee's membership number;
 - (c) The full name, membership number, signature and date signed of the member nominating the nominee;
 - (d) The full name, membership number, signature and date signed of the member seconding the nomination;
 - (e) The full name, membership number, signature and date signed by the nominee confirming agreement to fulfil the nominated Management Committee role if elected.
- 20.7. The Secretary will issue a notice to all members of Management Committee nominations received not less than seven (7) days before the date of the Annual General Meeting. This notice to members will contain the names of nominees and the Management Committee role(s) they have been nominated to fulfil, the name of the member nominating the nominee, the name of the member seconding the nomination, and the nominee's confirmation of agreement to accept the Management Committee role if elected at the Annual General Meeting.
- 20.8. Election of Management Committee members shall be decided by a show of hands unless a secret ballot is requested by a nominee.
- 20.9. Any member of the Management Committee may be removed from office at a General Meeting of the Association provided always that such member be given the opportunity of fully presenting his/her case at the General Meeting. The question of removal shall be determined by the vote of a simple majority of the members present at that General Meeting.

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20.10. The Management Committee at its own discretion may appoint one (1) or more members to the Management Committee in a temporary capacity for a period not exceeding six (6) months in any one financial year, if in its opinion, such appointment would further the Objects of the Association. Members appointed to the Management Committee in this fashion shall have equivalent rights and privileges as all elected Management Committee members.

SECTION 8 GENERAL MEETINGS

21. General Meetings

21.1. The Annual General Meeting shall be held within six months of the conclusion of the Association's financial year.

21.2. Special General Meetings shall be called when in the opinion of the Management Committee, it would be in the interests of the Association to do so, or within 42 days after receipt of a letter, addressed and delivered to the Secretary of the Association, signed by at least ten (10) members of the Association requesting a General Meeting and specifying the purpose for which the General Meeting is to be called.

21.3. Notice of all General Meetings shall be given to members by circular notice not less than fourteen (14) days nor more than forty-two (42) days before the date of any such meeting.

21.4. The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each General Meeting are entered in a minute book.

21.5. To ensure the accuracy of the minutes:

(a) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and

(b) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a General Meeting or Annual General Meeting, verifying their accuracy.

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- 21.6. If asked by a member of the association, the secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 21.7. The association may require the member to pay the reasonable costs of providing copies of the minutes.

22. Management Committee Meetings

- 22.1. At the conclusion of each Management Committee Meeting the Chairperson shall announce the date and time of the next meeting. Meetings of the Management Committee shall be held as convened by the Management Committee, but not less than once in every calendar month.
- 22.2. Management Committee members who do not attend a meeting shall be obliged to obtain from the Secretary information concerning dates and time of subsequent meetings.
- 22.3. A special General Meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee.
- 22.4. Subject as previously provided in this rule the Management Committee may meet together and regulate its proceedings as it thinks fit. Any questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairperson shall be entitled to a second or casting vote.
- 22.5. Not less than fourteen days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed.

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- 22.6. If a quorum is not present within half an hour from the time appointed for the commencement of the Management Committee Meeting, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place or such other day and at such other time and place as the Management Committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall lapse.
- 22.7. Meetings, functions, and activities organised for the purpose of fulfilling the Associations' Objects shall be convened as regulated by the Management Committee. Members and participants shall be obliged to keep themselves informed of relevant dates, venues, and conditions.
- 22.8. Operations of sub-committees shall be regulated by the Management Committee.
- 22.9. The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each Management Committee Meeting are entered in a minute book.
- 22.10. To ensure the accuracy of the minutes, the minutes of each Management Committee Meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee Meeting, verifying their accuracy.
- 22.11. The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

SECTION 9 FINANCE

23. Raising Finance

- 23.1. The Management Committee shall be empowered to raise finance in the following ways:
- (a) By membership fees.
 - (b) By direct appeal or application to all levels of Government.
 - (c) By direct appeal to community, including private sponsorship.
 - (d) Any offer of sponsorship, and the terms thereof, whether such offer

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be solicited or not, shall only be accepted at a Management Committee Meeting.

- (e) By proceeds from any pursuit, festivals, productions, presentations, concerts, displays, exhibitions, functions, sales or any other lawful fund-raising activity.

23.2. The Bank Account

- (a) The funds of the Association shall be banked in the name of the Association with such bank as the Management Committee determines as soon as practicable after meetings thereof, but in any case, no later than ten (10) days.
- (b) In the absence of extenuating circumstances, all payments made by the Association are to be made by electronic transfer.
- (c) Where the Management Committee has not previously approved any specific expenditure, a payment by the Association of \$100.00 or more must be made by electronic funds transfer and authorized by any two of the President, the Secretary, or the Treasurer. An account or proper receipt must be obtained for all payments.
- (d) The income and property of the Association shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. No portion of this income shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association. Nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him/her to the Association.

SECTION 10 WINDING UP THE ASSOCIATION

24. Winding up the Association

- 24.1. If ten (10) members sign a motion for dissolution the Secretary shall notify all members and call a special General Meeting. If a quorum is obtained, the dissolution motion needs to be passed by a majority of not less than three-quarters (3/4) of members present who are eligible to vote.

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- 24.2. If after payment of all debts and charges there should remain any residue, the same shall not be distributed among Association members, but shall be transferred to an organisation the objects of which are similar to those of the Association.

SECTION 11 ALTERATION OF THE RULES

25. Alteration of the Rules

- 25.1. Subject to the Act, these Rules may be amended, repealed, or added to by a special resolution carried at a General Meeting of the Association by the votes of not less than three quarters ($\frac{3}{4}$) of the members who are present and entitled to vote on the special resolution.
- 25.2. However, an amendment, repeal or addition to these Rules once carried at a General Meeting in accordance with 25.1 above, is valid only if it is registered by the Chief Executive.