



CONSTITUTION OF THE GUILD OF CHURCH MUSICIANS INCORPORATED

(AUSTRALIA)

An Endorsed Charitable Institution

2016 Edition

ABN 66 581 261 630

**Constitution of
The Guild of Church Musicians
Incorporated**

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Part 1 Preliminary

1 Definitions

(1) In this Constitution:

Director-General means the Director-General of the Office of Fair Trading of the New South Wales Department of Services, Technology and Administration.

Elected member means an elected member of the Australian Council and who is not an appointee of the Guild Council, as referred to in clause 11 (1) (a), (b), or (c).

Entity means an incorporated body or unincorporated body, including an association or other group of natural persons

Secretary means:

- (a) the person holding office under this Constitution as secretary of the Australian Council of the Guild, or
- (b) if no such person holds that office – the public officer of the Guild in Australia.

Special general meeting means a general meeting of the Guild in Australia other than a yearly general meeting.

The Act means the *Associations Incorporation Act 1984*.

The Regulation means the *Associations Incorporation Regulation 2010*.

Guild in Australia means *The Guild of Church Musicians in Australia*.

Council means the *Australian Council of The Guild of Church Musicians*.

Guild means *The Guild of Church Musicians, a company incorporated in the United Kingdom*.

Guild Council means the *Council of The Guild of Church Musicians*, based in the United Kingdom.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

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- (4) The provisions of the Memorandum and Articles of Association of the Guild of Church Musicians, a Company incorporated in the United Kingdom (hereinafter “the Guild”), shall apply to and in respect of this Constitution in the same manner as those provisions would so apply if the Company was registered in the Commonwealth of Australia. Should any conflict or ambiguity arise in the application of the Memorandum and Articles of Association of the Guild of Church Musicians and this Constitution to the Guild in Australia or the Australian-resident members of the Guild, the terms of this Constitution shall prevail.

Part 2 Membership

2 Membership qualifications

A person or entity is qualified to be a member of the Guild in Australia if, but only if:

- (a) the person or entity is a member as provided for in the Article 4 of the Articles of Association of the Guild and is a resident of the Commonwealth of Australia
or
- (b) the person is a natural person or an entity, resident of the Commonwealth of Australia:
 - (i) nominated for membership of the Guild as provided by the Articles of Association, and
 - (ii) approved for membership of the Guild in Australia by the Council.

3 Application for membership

- (1) An application of a person or entity for membership of the Guild, which is to be lodged using the form in Appendix 1 to this Constitution:
 - (a) must be countersigned by a Minister of Religion or a member of the Guild as provided for in Article 8 of the Articles of Association of the Guild, as amended,
 - (b) must be accompanied by the annual subscription payable by new members as described in clause 8 (2) of this constitution, and
 - (c) must be lodged with the secretary.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Council, which is to determine whether to approve or to reject the application.

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- (3) As soon as practicable after the Council makes that determination, the secretary must notify the applicant, in writing, either
 - (a) that the Council approved the application, or
 - (b) that the Council did not approve the application and refund the subscription payment to the applicant.
- (4) The secretary must enter or cause to be entered the new member's name in the register of members.
- (5) An entity that has been admitted to membership of the Guild in Australia shall be designated a *corporate member*.

4 Cessation of membership

A member of the Guild in Australia ceases to be a member if:

- (a) the person dies or the entity is wound up, disbands, or otherwise ceases to exist, or
- (b) the member resigns membership, or
- (c) is removed from the register of members through non-payment of annual membership subscriptions, or
- (d) ceases to be an Australian resident, or
- (e) is otherwise expelled from the Guild.

Nothing in sub-clauses (b) to (e) above is intended to preclude a former member of the Guild in Australia from applying for membership of the Guild in another country.

5 Membership entitlements not transferable

A right, privilege or obligation which a person or entity has by reason of being a member of the Guild:

- (a) is not capable of being transferred or transmitted to another person or entity, and
- (b) terminates on cessation of the person's or entity's membership.

6 Resignation of membership

- (1) A member of the Guild is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the Guild who has paid all amounts payable by the member to the Guild in respect of the member's membership may resign from membership of the Guild by giving to the secretary written notice and the member shall cease to be a member from the date on which the written notice is received by the secretary.
- (3) If a member of the Guild ceases to be a member under sub-clause (2), and in every other case where a member ceases to hold membership, the secretary must cause to be made appropriate entries in the register of members recording the date on which the member ceased to be a member.

7 Register of Australian Members

- (1) The Council must establish and maintain a Register of Australian-resident members of the Guild specifying the name, address details and other data relevant to the member's Guild membership, including the date on which the person or entity became a member.
- (2) The Register of Australian-resident members must be kept at the principal place of administration of the Council and must be open for inspection (except members' personal contact details), free of charge, by any Australian-resident member of the Guild at any reasonable hour.
- (3) An Australian-resident member of the Guild may obtain a copy of any part of the register, except other members' personal contact details, on payment of a fee determined by the Council.

8 Fees and subscriptions

- (1) The membership fees and rates of subscription payable by Australian-resident members shall be determined annually by resolution of the Council.
- (2) The membership subscription shall become due and payable on 1st January each year.
- (3) An applicant for membership of the Guild in Australia must lodge with the application a membership subscription at the rate current at the date of lodging the application. In the event that an application is received by the Council after 30th September in any year and the applicant is admitted to membership, the subscription accompanying the application will renew the membership to 31st December of the following year.

9 Members' liabilities

- (1) The liability of a member of the Guild to contribute towards the payment of the debts and liabilities of the Guild or the costs, charges and expenses of the winding up of the Guild is limited to the amount, if any, as required by Clause 7 of the Memorandum of the Guild.
- (2) On winding up of the Guild in Australia, the funds and assets of the Guild in Australia shall not be distributed to members but shall be donated to one or more Australian-registered entities incorporated under the Associations Incorporation Act 2009, whose aims and objectives resemble as closely as possible the Guild's objectives, and which prohibit distribution of their funds to their members and which have been endorsed by the Australian Commissioner of Taxation as exempt from income tax.
- (3) The liability of any member to contribute towards the payment of the debts and liabilities of the Guild in Australia or the costs, charges and expenses of winding up the Guild in Australia is limited to the amount, if any, personally owed by the member to the Guild in Australia.

Part 3 The Council

10 Powers of the Council

The Council is to be called the Australian Council of the Guild and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Guild Council:

- (a) is to control and manage the affairs of the Guild in Australia, and
- (b) may exercise all such functions as may be exercised by the Guild Council, other than those functions that are required by this Constitution to be exercised by a general meeting of Australian-resident members of the Guild, and
- (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Guild in Australia.

11 Constitution of Council and membership

- (1) The Council is to consist of:
 - (a) the Guild Council's appointee to the office of Sub-Warden of the Guild in Australia in accordance with clause 23 (2) (c) of this constitution, and,
 - (b) the Sub-Warden's appointee to the Council office of Executive Chair, and
 - (c) the appointees, by the Sub-Warden and Executive Chair jointly, to the Council offices of Director of Studies, Examinations Secretary and Australian Correspondent, and
 - (d) five Councillors, each of whom is to be elected at the annual general meeting of the Guild in Australia in terms of Clause 12.
- (2) At its first meeting following each annual general meeting of the Guild in Australia, the Council will elect, from among Council members, persons to the Council offices of Vice Chair, Secretary and Treasurer.
- (3) One person may be elected to and hold at the same time any two of the offices named in sub-clause (2) of this clause, or any one office from sub-clause (2) and any one appointed office from sub-clause (1) (c).
- (4) The Secretary will be the Public Officer for the Guild in Australia unless the Council resolves to appoint another councillor as Public Officer.
- (5) Council may create additional Council positions and elect councillors to such positions. Council may determine following each subsequent annual general meeting of the Guild in Australia whether any such position having been created will be retained for the ensuing year.
- (6) Each elected member of the Council is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

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- (7) In the event that a casual vacancy occurs in the elected membership of the Council, the Council may appoint an Australian-resident member of the Guild to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

12 Election of members

- (1) Nominations of candidates for election as members of the Council, in the form set out in Appendix 3 to this Constitution, must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting of the Guild in Australia at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant position remaining on the Council is taken to be a casual vacancy.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of members of the Council is to be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

13 Secretary

It is the duty of the Secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the Council,
- (b) the names of members of the Council present at Council meetings and general meetings, and
- (c) all proceedings at Council meetings and general meetings, and

to ensure that minutes of proceedings of meetings are signed by the Chair of the meeting at which the minutes are confirmed.

14 Treasurer

It is the duty of the Treasurer to ensure:

- (a) that all money due to the Guild in Australia is collected and received and that all payments authorised by the Guild in Australia are made
- (b) that correct books and accounts are kept showing the financial affairs of the Guild in Australia including full details of all receipts and expenditure connected with the activities of the Guild in Australia.

15 Additional Members of Council

Additional members may be appointed or seconded to Council as Council sees fit.

16 Casual vacancies

For the purposes of this Constitution, a casual vacancy in the membership of the Council occurs if a member:

- (a) dies, or
- (b) ceases to be a member of the Guild in Australia, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth of Australia, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the prior consent of the Council for three consecutive meetings of the Council.

17 Removal of elected Council member

- (1) The Guild in Australia in general meeting may by resolution remove an elected member of the Council from the office held, or as a councillor, before the expiration of the member's term of office and may by resolution appoint another person to hold office the office or as a councillor until the expiration of the term of office of the Council member so removed.
- (2) If a member of the Council to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the secretary or executive chair (not exceeding a reasonable length) and requests that the representation be notified to the Australian-resident members of the Guild, the secretary or the executive chair may send a copy of the representations to each Australian-resident member of the Guild or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting of the Guild in Australia at which the resolution is considered.

18 Meetings and quorum

- (1) The Council must meet at least three times in each period of twelve months at such place and time as the Council may determine.
- (2) Additional meetings of the Council may be convened by the executive chair or by any member of the Council.
- (3) Oral or written notice of a meeting of the Council must be given by the secretary to each member of the Council at least 48 hours (or such other period as many be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.

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- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (6) No business is to be transacted by the Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At meetings of the Council:
 - (a) the executive chair or, in the executive chair's absence, the vice-chair, is to preside, or
 - (b) if the executive chair and the vice-chair are absent or unwilling to act, such one of the remaining members of the Council as may be chosen by the members present at the meeting is to preside.

19 Delegation by Council to sub-committee

- (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Guild in Australia or other persons as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

20 Voting and decisions

- (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined by a majority of the votes of members of the Council or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 18(5), the Council may act despite any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

Part 4 General meetings

21 Annual general meetings of the Guild

Annual general meetings of the Guild will be held in the United Kingdom in accordance with the Articles of Association of the Guild.

22 Annual general meetings in Australia – holding of

- (1) With the exception of the first general meeting of the Guild in Australia, the Guild in Australia must, at least once in each calendar year convene an annual general meeting of the Australian-resident members of the Guild.
- (2) The Guild in Australia must hold its first annual general meeting within the period of 18 months after its incorporation in Australia under the Act.
- (3) Sub-clauses (1) and (2) have effect subject to any extension or permission granted as may be allowed by the Director-General or prescribed by the Regulation.

23 Annual general meetings – calling of and business at

- (1) The annual general meeting of the Guild in Australia is, subject to the Act and to clause 22, to be convened on such date and at such place and time as the Council thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

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- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, if not already confirmed by Council under delegated authority,
 - (b) to receive from the Council reports on the activities of the Guild in Australia during the last preceding calendar year,
 - (c) to receive from the Guild Council advice of the appointment of the Sub-Warden of the Guild in Australia
 - (d) to elect members of the Council,
 - (e) to give direction as to the confirming of the minutes of the meeting either at the next meeting of Council or at the next annual general meeting.
- (3) An annual general meeting must be specified as such in the notice convening it.

24 Special general meetings – calling of

- (1) The Council may, whenever it thinks fit, convene a special general meeting of the Guild in Australia.
- (2) The Council must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Guild in Australia.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Council fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who consequently incurs expenses is entitled to be reimbursed by the Council for reasonable expenses so incurred.

25 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Guild in Australia, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

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- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Guild in Australia, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 23(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

27 Presiding member

- (1) The executive chair or, in the executive chair's absence, the vice-chair, is to preside as chair at each general meeting of the Council.
- (2) If the executive chair and the vice-chair are absent or unwilling to act, the members present must elect one of their number to preside as chair at the meeting.

28 Adjournment

- (1) The chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

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- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29 Making of decisions

- (1) A question arising at a general meeting of the Guild in Australia is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting, a poll may be demanded by the chair or by at least three members present in person or by proxy at the meeting.
- (3) If a poll is demanded the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chair of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

30 Special resolution

A resolution is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

31 Voting

- (1) On any question arising at a general meeting of the Guild in Australia a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five proxies.

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- (3) In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting unless all money due and payable by the member or proxy to the Guild in Australia has been paid.

32 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this Constitution.

33 Postal ballots

- (1) The Council may hold a postal ballot to determine any issue or proposal (other than appeal under clause 4(d))
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 Miscellaneous

34 Insurance

The Council of the Guild in Australia may effect and maintain insurance.

35 Financial Year and Audit

- (1) The Financial Year of the Guild in Australia shall be 12 months ending on 31st December in any one year.
- (2) Should gross annual receipts exceed \$250,000 or current assets exceed \$500,000, annual accounts shall be audited before presentation to an annual general meeting.

36 Funds – source

- (1) The funds of the Guild in Australia are to be derived from annual subscriptions of members, examination fees, donations and, subject to any resolution passed by the Guild in Australia in general meeting, such other sources as the Council determines.
- (2) All membership fees received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council with its Bank.
- (3) All donations and gifts received for the furtherance of church music in Australia must be deposited as soon as practicable in the relevant Scholarship Fund or Bursary and Grant Account with a bank to be confirmed by the Council.

37 Funds – management

- (1) Subject to any resolution passed by the Guild in Australia in general meeting, any Australian funds of the Guild are to be used in pursuance of the objects of the Guild in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Council, being members authorised to do so by the Council. Any one member of Council authorised by Council to do so may operate on the accounts of the Guild in Australia by electronic banking, subject to prior written authorisation of the transaction by at least one additional authorised signatory to the accounts and subsequent inclusion of each such individual transaction in the treasurer's financial report to the next Council meeting.
- (3) Accounts for the Scholarship Fund and the Bursary and Grant Account shall be held in trust by the Council as trustee, which may delegate administration of either the Fund or the Account, or both, to sub-committees. The Treasurer shall be ex-officio a member of any such sub-committee. The principles contained in sub-clauses (1) and (2) of this clause shall otherwise apply to the administration of those Accounts.

Administration shall be as set out in Appendix 4 and Appendix 5 to this Constitution.

38 Alteration of this Constitution

This Constitution may be altered or added to only by a special resolution of the Guild in Australia.

39 Common seal

- (1) The common seal of the Guild in Australia must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of two members of the Council or of one member of the Council and of the public officer or secretary.

40 Custody of books

Except for students' academic results, examiners' reports and other documents related to candidates' studies for any of the certificate, diploma, or other courses conducted by the Guild (which records and documents shall be retained confidentially by the director of studies), or as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Guild in Australia.

41 Inspection of books

Except for the membership records excluded as provided in clause 7 (2) and (3) hereof and students' academic records and documents as provided in clause 40 hereof, the records, books and other documents of the Guild in Australia must be open to inspection, free of charge, by an Australian-resident member of the Guild at any reasonable hour.

42 Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile or other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Appendix 1

(Clause 3(1))

APPLICATION FOR MEMBERSHIP OF THE GUILD OF CHURCH MUSICIANS INC Incorporated under the Associations Incorporation Act 2009 (The Guild in Australia)

I, (Full name of personal applicant, incl. title, honours and academic post-nominals) of (Residential address) (Profession or occupation)

OR

We, (Name of church, choir, or other entity) (Name and position of entity's principal contact person)

(Postal address) (Telephone) (Mobile) (Email address)

apply to become a member / corporate member of the Guild of Church Musicians Incorporated.

In the event of my / our admission as a member, I / we agree to be bound by the provisions of the constitution of the Guild in Australia for the time being in force.

Signature of/on behalf of applicant Church Denomination

Date

I, a Minister of Religion and/or Member No. of the Guild (strike out whichever inapplicable), take pleasure in countersigning this application.

Signature of counter-signatory Date

Address of counter-signatory

Appendix 2

(Clause 32 (2))

FORM OF APPOINTMENT OF PROXY

I,.....

(Full name of member giving proxy)

.....

(Address of member giving proxy)

being member No. A..... of the Guild of Church Musicians Incorporated

hereby appoint.....A.....

(Full name of proxy)

*(Member No. – if
known to proxy giver)*

.....

(Address of Proxy)

being a member of that incorporated Guild,
as my proxy to vote for me on my behalf at the general meeting of the Guild
(annual general meeting or special general meeting, as the case may be)

to be held on the.....day of....., 20.....
and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against *(delete as appropriate)*
the resolution *(insert details below)*.

.....

**(to be inserted if desired)*

.....

(Signature of member giving proxy)

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Guild.

Appendix 3

(Clause 12(1))

NOMINATION FORM

COUNCILLOR, AUSTRALIAN COUNCIL, THE GUILD OF CHURCH MUSICIANS INCORPORATED

I,.....

(Name of nominator)

being member No. A..... of the Guild of Church Musicians Incorporated

hereby nominate.....A.....

(Full name of nominee)

(Member No.)

.....

(Nominee's address)

for election to the position of Councillor on the Council of the Guild in Australia.

.....

(Signature of nominator)

.....

(Date)

I accept this nomination for election to the position of Councillor
on the Council of the Guild in Australia.

.....

(Signature of nominee)

.....

(Date)

**Completed nomination forms must reach the Secretary at least seven (7) days
before the date fixed for the holding of the meeting. (Constitution clause 12 (1)).**

Appendix 4

(Clause 37 (3))

SCHOLARSHIP FUND

A4. 1. Aims and Objectives of the Fund

The Scholarship Fund shall be an account for funds held in trust to enable the Council to award scholarships to defray the cost of tuition and/or textbooks required for undergraduate and graduate degrees in music at recognised tertiary schools of music in the Commonwealth of Australia with the preferable aim of participating in church music.

A4. 2. Soliciting Donations

Donations may be sought from the general public by way of gift or unencumbered legacy. The attention of the public to the Account shall be by advertisement in the press inserted from time to time, by direct approach by mail or electronic means, or by presentation to interested bodies or persons. Advertisements, approaches and presentations shall, as a minimum, explain the objects of both the Guild and the Fund.

The Australian Tax Office has granted the Scholarship Fund Deductible Gift Recipient status.

Receipts for all gifts and legacies shall be issued in the name of the Fund.

A4. 3. Investment of Funds

Sums gifted to the Fund may be placed on deposit or invested to yield interest or other income to grow the Fund and its ability to fund scholarships. Deposit accounts and investments shall be in the name of the Fund.

A4. 4. Applications for Scholarships

Advertisements for applications for Scholarships may be placed in the press from time to time as Council decides and as funds are available.

The wording of the advertisements shall be decided by the Council and shall reflect the aims and objects of the Guild.

Guidelines on advertising for applications are included hereafter in Appendix 6.

A4. 5. Consideration of Applications

A sub-committee of Council shall consider the applications, interview the applicants and shall make recommendations to Council regarding such applications. The decisions of Council with regard to awarding scholarships and grants shall be final and binding. The sub-committee will comprise a minimum of four persons appointed by Council, acting as trustees of the Fund.

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A4. 6. Criteria for Scholarships

Applications for scholarships should be assessed having regard to the following criteria:

1. Age of the applicant
2. Academic/musical ability and standard attained
3. Availability of tuition placement
4. References and nominated study supervisor.

Awards of scholarships shall not be means tested.

A4. 7. Reporting during Currency of Scholarship

Recipients of scholarships shall be required to report to the Council at least six-monthly on the progress of their studies.

It may be appropriate that councillors or other nominees of the Council visit the recipients from time to time to review progress.

Reports should be submitted promptly to Council for consideration.

A4. 8. Costs and Expenses of the Fund

All costs and expenses of administering the Fund, including but not limited to advertising for donors and applications for scholarships and out-of pocket expenses, shall be met by the Fund.

Monies shall not be distributed to members of the Council as reimbursement of out-of-pocket expenses incurred on behalf of the Guild in Australia not being part of the operation of the Fund.

A4. 9. Surpluses

Any surpluses generated from investment of Fund monies or of any interest earned shall be re-invested in the Fund.

Distribution of any surplus to members of the Guild or the Guild in Australia is prohibited.

A4. 10. Administration

A sub-committee of Council shall be the Administrator of the Fund as set out in Clause 37(3) of this Constitution. This sub-committee shall be responsible for the stewardship of the Account and compliance with the Australian Tax Office's conditions relating to the Fund's Deductible Gift Recipient status, and the remitting of bursary and grant amounts.

The Administrator shall prepare and submit to each meeting of the Council (other than special general meetings) a report of the status of the Account and of bursaries or grants awarded and expenses met.

A4. 11. Winding Up

If, upon the winding up or dissolution of either the Fund or the Guild in Australia there remains, after satisfaction of all its debts and liabilities, any property, the property shall not be distributed to Guild members but shall be donated to one or more Australian-registered entities incorporated under the Associations Incorporation Act 2009, whose aims and objectives resemble as closely as possible the Guild's objectives, and which prohibit distribution of their funds to their members and which have been endorsed by the Australian Commissioner of Taxation as exempt from income tax.

A4. 12. Revocation

In the event of Deductible Gift Recipient endorsement being revoked for any reason, then any surplus gifts left after all liabilities have been met must be given to another entity with similar objects and to which tax deductible gifts can be made.

Appendix 5

(Clause 37 (3))

BURSARY AND GRANT ACCOUNT

A5. 1. Aims and Objectives of the Account

The Bursary and Grant Account (hereafter called the Account) shall be an account for funds held in trust to enable the Council to award

- (a) bursaries to defray the cost of tuition and examinations leading to any one of the Guild's awards,
- (b) travelling bursaries to graduates majoring in church music to enhance their competence and experience through approved Australian or overseas tuition,
- (c) grants to churches or other religious entities to partly or fully defray the stipends of organ scholars and the like to advance the practical experience of students of church music,
- (d) grants to churches or other religious entities to partly or fully defray the costs of purchase, maintenance or conservation of musical instruments used primarily for liturgical or other church music,
- (e) grants to institutions and entities furthering excellence in church music.

A5. 2. Soliciting Funds

Funds may be sought from the general public, by way of donation, gift or unencumbered legacy. The attention of the public to the Account shall be by way of advertisement in the press inserted from time to time, by direct approach by mail or electronic means and by presentation to interested bodies or persons. Advertisements, approaches and presentations shall, as a minimum, explain the objects of both the Guild and the Account. It shall be emphasised that donations, gifts or legacies made to the Account are not deductible by individuals for income tax purposes in Australia.

Receipts for all gifts and legacies shall be issued in the name of the Guild.

A5. 3. Investment of Funds

The funds deposited in the Account may be placed on deposit or invested to yield interest or other income to grow the account and its ability to fund bursaries and grants. Deposit accounts and investments shall be in the name of the Account.

A5. 4. Applications for Scholarships or Grants

Advertisements for applications for Bursaries or Grants may be placed in the press from time to time as Council decides and as funds are available.

The wording of the advertisements shall be decided by the Council and shall reflect the aims and objects of the Guild. Applications may be submitted for either bursaries or grants, or both.

Guidelines on advertising for applications are included hereafter in Appendix 6.

A5. 5. Consideration of Applications

A sub-committee of Council shall consider the applications, interview the applicants as may be appropriate and make recommendations to Council. The decisions of Council with regard to awarding bursaries and grants shall be final and binding. The sub-committee will comprise a minimum of four persons appointed by Council, acting as trustees of the Account.

A5. 6. Criteria for Bursaries

Applications for bursaries should be assessed having regard to the following criteria:

1. Financial circumstances of the applicant
2. Age of the applicant
3. Academic/musical ability and standard attained
4. Availability of tuition placement
5. References and nominated study supervisor.

A5. 7. Criteria for Grants

Applications for grants should be assessed having regard to the following criteria:

1. Financial circumstances of the applicant
2. Ability to maintain the instrument (if not an applicant for a maintenance grant)
3. Security of venue housing the instrument
4. References and nominated provider, maintainer or conservator
5. Evidence of a conservation plan if an application is for a conservation grant.

A5. 8. Reporting during Currency of Bursary or Grant

Recipients of bursaries or grants shall be required to report to the Council at least six-monthly on the progress of their studies or the use of the instrument.

It may be appropriate that councillors or other nominees of the Council visit recipients from time to time to review progress.

Reports should be submitted promptly to Council for consideration.

A5. 9. Direct Grants

The sub-committee administering the Account may, on its own volition and with the prior approval of the Council, make direct grants to other entities which, in the opinion of the Council, fulfil the same aims and objectives as those of the Account.

A5. 10. Costs and Expenses of the Guild

All costs and expenses of administering the Account in Australia, including but not limited to advertising for donors and applications for bursaries and grants and out-of-pocket expenses, shall be met by the Account.

Monies shall not be distributed to members of the Guild in Australia or the Administrator of the Account as reimbursement of out-of-pocket expenses incurred on behalf of the Guild in Australia not being part of the operation of the Account.

A5. 11. Surpluses

Any surpluses generated from investment of the Account or of any interest earned shall be re-invested in the Account.

Distribution of any surplus to members of the Guild in Australia, or the Administrator of the Account, is prohibited.

A5. 12. Administration

A sub-committee of Council shall be the Administrator of the Account as set out in Clause 37(3) of this Constitution. This sub-committee shall be responsible for the stewardship of the Account and the remitting of bursary and grant amounts.

The Administrator shall prepare and submit to each meeting of the Council (other than special general meetings) a report of the status of the Account and of bursaries or grants awarded and expenses met.

A5. 13. Winding Up

If, upon the winding up or dissolution of either the Account or the Guild in Australia there remains, after satisfaction of all debts and liabilities of the Account, any property, the property shall not be distributed to Guild members but shall be donated to one or more Australian-registered entities incorporated under the Associations Incorporation Act 2009, whose aims and objectives resemble as closely as possible the Guild's objectives, and which prohibit distribution of their funds to their members and which have been endorsed by the Australian Commissioner of Taxation as exempt from income tax.

Appendix 6

SCHOLARSHIP, BURSARY AND GRANT ADVERTISING GUIDELINES

A6.1 Frequency

Advertising offering Scholarships, Bursaries and Grants should be placed in the press not less frequently than annually, Fund and Account balances permitting. Timing should be such that successful applicants for scholarships may take up their scholarships at the beginning of the next ensuing academic year. Timing for bursaries and grants should be such that the successful applicants may take up their bursaries or grants at the beginning of the next ensuing financial year.

A6.2 Wording

The wording of advertisements offering scholarships should describe for which tertiary courses the proposed scholarships are intended.

The wording of advertisements offering bursaries should describe for which awards of the Guild the proposed bursaries are intended.

The wording of advertisements offering grants should describe which musical instruments are envisaged for award of grants towards the costs of purchase, maintenance or conservation.

The Council will decide, from year to year, which types of bursaries or grant are to be made in the ensuing year.

The advertisements should clearly set out the conditions of the award, the options for places of study, places of purchase, maintenance or conservation, closing date and place of lodgement of applications and the source of relevant information including criteria for assessment.