

ASSOCIATIONS INCORPORATION ACT 1981

Section 5 (b)

STATEMENT OF PURPOSES

1 July 2012

1. The name of the proposed incorporated association is **WILLIAMSTOWN RSL PIPE BAND INCORPORATED**

2. The purposes for which the proposed incorporated Association is established are:
 1. To form and maintain a Pipe Band and to encourage and foster the arts of Piping and Drumming, to stimulate an interest in Pipe Band music and the wearing of Highland Dress.
 2. To develop an attitude of responsibility, team spirit and loyalty between all Members.
 3. To foster a friendly competitive spirit between all Members and all Bands.

ASSOCIATIONS INCORPORATION ACT 1981

WILLIAMSTOWN RSL PIPE BAND INCORPORATED

RULES

1. NAME

The association is known as WILLIAMSTOWN RSL PIPE BAND INCORPORATED, hereafter called 'The Band'.

2. APPLICATION OF INCOME AND PROPERTY

The income and property of The Band whencesoever derived shall be applied solely toward the promotion of the objects for which is established and no portion thereof shall be paid or transferred directly or indirectly to any member in any way except:

1. Payment in good faith of remuneration to any Officer, Member or Servant of The Band for services rendered or goods supplied to The Band, and,
2. Proper rent for premises demised or let to The Band by any Member.

3. MEMBERSHIP

1. Memberships:

There shall be Honorary, Associate and Full Members of The Band. A Chieftain may be admitted as a Member of The Band in such manner as set out in these Rules

a) Honorary Members:

Honorary Membership of The Band may be granted on the recommendation of eighty percent of voting Members present at a General Band Meeting of which due notice has been given. An Honorary Member may be a guest player or anyone who freely gives their time to The Band. Honorary Members shall not have voting rights.

b) Associate Members:

Associate Membership of The Band may be granted to a Learner by a majority vote from The Board. Associate Members shall not have voting rights.

c) Full Members:

Full Member status may be granted to an Associate Member or any person of a suitable musical standard by a majority vote of The Board on the recommendation of the Pipe Major. Financial Full Playing Members shall have voting rights.

d) Acknowledgement of Service :

A Long Service Award will be granted to a Member at the completion of every five years of service to The Band. After 15 years of service a Member will be deemed a Life Member of the Band. (Existing Life Members retain this acknowledgement and award)

e) Chieftain:

Any person may be appointed to the position of Chieftain in recognition of his/her support and service to The Band. The position of Chieftain is Honorary, in accordance with Rule 3.1.a).

2. Applications for Membership shall be in such form as The Board may prescribe and the applicant shall agree to be bound by the rules of The Band. The application will be received by the Secretary, which will present it to the next Board meeting, who may approve, or reject, the application without assigning any reason thereto.
3. Fees:
 - a) An Associate Member shall pay an annual subscription of such an amount as the Board will determine.
 - b) A Full Member shall pay an annual subscription of such an amount as the Board will determine.
 - c) A playing Life Member shall pay an annual subscription of such an amount as the Board will determine
 - d) Honorary Members and the Chieftain shall not be required to pay an annual subscription.
4. Any Member, whose subscription has fallen into arrears for a period of three calendar months, may be asked to show reason why the Board should not terminate their Membership.
5. All rights and privileges of any Member shall cease at the time that Member ceases to be a Member, and shall not be transferable to any other person.
6. Any Member who ceases to be a Member for any reason whatsoever shall be required to return all Band equipment, property and uniform in full to the Property Steward within fourteen days of ceasing to be a Member.
7. The Secretary shall keep a register of all Members containing their full name, postal address, status of membership, date of joining and any other particulars as directed by The Board. Upon admittance of new Members, the Secretary shall provide them with a copy of the Constitution of The Band. .
8. The Board reserves the right to request the return of all Band equipment and uniforms for periods of absence longer than three months or as determined by The Board.

4. MEETINGS

1. Annual General Meeting:
 - a) An Annual General Meeting of all members of The Band shall be held during the month of July each year on a date that will be fixed by The Board after due notice of 21 clear days has been given to all Members.
 - b) The business of the Annual General Meeting shall be:
 - I. To confirm the minutes of the previous Annual General Meeting.
 - II. To receive and adopt the written reports of the President, Pipe Major and Drum Sergeant and to receive financial statements and accounts for the preceding financial year from the Treasurer.
 - III. To elect office-bearers and a Board of Management for the ensuing year in accordance with Rule 7 of this Constitution.
 - IV. To transact any special business of which at least four weeks written notice has been given to the Secretary and any other such business as The Board may allow.

2. A Special General Meeting shall be held on such occasion as The Membership deems necessary and held within four weeks of the Secretary receiving a written request stating agenda and accompanied by four signatures of financial Full Playing Members.
3. A General Meeting shall be held when notice, in writing, stating date, time and venue of the Meeting and the business to be transacted thereat is given to each Member not less than fourteen days before the date of the meeting. At which, all Members are entitled to attend and speak.
4. Voting:
 - a) The following are entitled to vote: Financial Full Members and Life Members as set out in Rule 3. 1. d).
 - b) Voting may be personally or by proxy.
 - c) The Chairperson shall have a vote. If there is an equality of votes, the Chairperson shall have a casting vote, which shall maintain the status quo. .
 - d) Voting shall be by a show of hands or as determined by the Membership. Elections shall be by ballot or as determined by the Membership.
 - e) Any person may exercise their right in abstaining from voting on any issue without giving any reason and in doing so shall be regarded as neither 'for' nor 'against' the issue, but may be recorded in the minutes as an abstainer.
5. Voting At Elections:
 - a) If only one Candidate be nominated for election, a vote shall be taken at which 51 percent shall be in favour or the nomination is rejected.
 - b) If an election is lost under Rule 4. 5. a), nominations shall again be called for. The failed Candidate may re-nominate.
 - c) If, after voting, less than 51 percent of the votes are cast for one Candidate, only those Candidates having the most votes and, when added, total a minimum of 51 percent of the votes cast, shall be re-submitted to a vote. The remaining Candidates are rejected. This procedure is to repeat until one Candidate obtains more than 51 percent of the votes cast.
6. No business shall be transacted nor any election made at any General Meeting unless a quorum of at least sixty percent (numbers rounded down) of the Members is present. If within thirty minutes after the appointed time for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week and at the adjourned meeting three Members of The Board shall constitute a quorum.
7. Proxies:
 - a) Each Member is entitled to appoint another Member as a 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.
 - b) The notice appointing the proxy must be:
 - I. For a meeting of The Membership convened under Rule 15.7, in the form set out in Appendix 1; or
 - II. In any other case, in the form set out in Appendix 2.
8. Chairperson:

The President shall act as Chairperson. If the President is absent, the Vice-President shall act as Chairperson. If the President and Vice-President are absent fifteen minutes after the time fixed for the commencement of the meeting, then the Membership present may elect any other financial Full Member to act as Chairperson.

5. SPONSORSHIPS

1. Approval, based on specific criteria, must be obtained from The Board prior to any Member discussing offers of sponsorship for The Band. Once approval for a proposal has been granted, a Member may draft a proposal on behalf of the President who will seek acceptance from The Board, then sign and forward it to the potential sponsor. Once the proposal has the agreement of both parties, The Board will convene a meeting specifically for the purpose of formulating a draft sponsorship contract. The Board will report to a General Meeting of The Band Membership who will have received 14 days notice and shall vote on the proposed sponsorship. An eighty percent positive vote is required for the sponsorship to be accepted. Any meeting convened with the proposed sponsor for the express purpose of formulating a contract must be attended by a minimum of two Board Members who will report to and make recommendations to The Board.
2. The Board reserves the right to accept any proposal as detailed in any contract.

6. THE MEMBERSHIP

1. The control and oversight of The Band (the legal entity) shall be vested in The Membership, which shall consist of all current financial Full Members.
2. The powers of The Band shall be exercised through The Membership, which may exercise all such powers as are not in these Rules, but subject to these rules, as directed by The Membership in General Meeting.
3. There shall not be less than four Membership meetings in each year and may be requested by the President, Secretary or any four financial Members.
4. Not less than seven days notice is to be given of any Membership meeting.
5. No business shall be transacted at any meeting of The Membership unless sixty percent (numbers rounded down) of those Members entitled to vote are present.
6. Entitlement to speak and vote shall be as set out in Rule 4. Tutors who are engaged by The Band for reward or payment may make recommendations but are not entitled to vote.
7. All significant decisions shall be made by The Membership, except as delegated to The Board in Rule 7.

7. BOARD of MANAGEMENT (The Board)

1. There shall be a Board of Management subsidiary to The Membership to which The Membership may delegate any of its powers or functions. The Board shall act as a Board of Management in accordance with the Rules of Incorporation.
2. The Board shall be comprised of no less than eight, and no more than eleven Members (up to 2 non-playing members may be elected to The Board) including; President, Vice-President, Secretary, Treasurer, Piping Representative, Drumming Representative, Pipe Major, Drum Sergeant, and up to 3 Ordinary Members. Each Member of The Board is entitled to one vote except for the Chairman as outlined in Rule 4. 4.
3. The Board shall;
 - a) Manage the day to day affairs of The Band
 - b) Investigate, report and make recommendations to The Membership
 - c) Supervise and direct the execution of decisions of The Membership.
 - d) Exercise the delegated powers of The Membership on any matter requiring immediate and urgent attention and reporting thereon at the next Band practice.

4. Any vacancy existing or occurring on The Board may be filled by the appointment of an eligible Member by The Membership at any time.
5. The Board shall continue to act notwithstanding any vacancy on The Board until a suitable appointment to that vacancy is made.
6. Any 4 members of The Board constitute a quorum for the conduct of the business of a meeting of The Board
 - 6.1 No business may be conducted unless a quorum is present
 - 6.2 If within half an hour of the time appointed for the meeting a quorum is not present –
 - (i) In the case of a special meeting – the meeting lapses
 - (ii) In any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week
 - 6.3 The Board may act notwithstanding any vacancy on the Board
7. Every Board Member shall be entitled to one vote only, irrespective of the number of Offices held.
8. The Chairperson shall have a casting vote in accordance with Rule 4. 4. b).

8. SUB-COMMITTEES

1. The Board may appoint a Sub-Committee to function as directed by The Board to support the work of The Board and for the purpose of investigating, reporting and making recommendations on any issue or matter as required.
2. A Sub-Committee shall consist of a number of Members determined by The Board.
3. Any appointed Sub-Committee shall keep a record of its proceedings and shall provide a copy to the Secretary of The Board.
4. All Sub-Committees shall operate within the guidelines as prescribed by The Board.
5. If The Board decides upon a change of guidelines or parameters of any issue under consideration, all Members of The Sub-Committee are to be informed without delay.
6. The President and Vice President shall be ex-officio Members of all Sub-Committees.

9. ELECTION OF BAND OFFICERS AND THE BOARD

1. The Secretary shall call for nominations of Officers not later than three weeks before the Annual General Meeting. Any Member may nominate another eligible Member for election to any Office by written notice signed by both people and delivered to the Secretary not later than four days before the Annual General Meeting
2. Only financial Full Playing Members shall be eligible to stand for Office. The Office-Bearers of The Band shall be elected at the Annual General Meeting in the following order:
 - (a) President (b) Vice- President (c) Secretary (d) Treasurer (e) Piping Representative (f) Drumming Representative (g) Trustee 1 (h) Trustee 2 (i) Property Steward (j) Public Officer (k) Pipe Major (l) Drum Major (m) Drum Sergeant
3. Playing or Non-Playing Tutors shall be appointed by a majority vote of The Board.
4. The Officers shall hold Office from the time of election until the commencement of elections at the succeeding Annual General Meeting whereat retiring Officers shall be eligible for re-election.

5. The position of an Officer of The Band shall become vacant if:
 - a) The Secretary receives a written resignation.
 - b) Ceases to be a member of The Band.
 - c) Is removed from Office by resolution carried by eighty percent of the Membership present at a General Meeting.
 - d) Dies or develops a medical condition that renders them unsuitable to continue to be a Member or becomes an infirm person under the Public Trustees Act 1958.
 - e) Is convicted of any criminal offence under the Crimes Act.
 - f) If The Board removes an Officer from Office with good cause, the Officer has the right of appeal by notifying the Secretary in writing within seven days. The appeal is to be heard at a General Meeting called without delay for the sole purpose of hearing the appeal and by resolution carried by eighty percent of the Members present allow or disallow the appeal.
6. An Office bearing vacancy existing or occurring in any Office other than that of a member of The Board may be filled at any time by the appointment thereto of an eligible Member by The Membership.

10. MINUTES

The Secretary shall record an accurate account of all meetings held by The Membership and The Board, of which all members of The Band shall be entitled to inspect at any reasonable time on application to the Secretary.

11. DUTIES OF BAND OFFICERS

1. The President and Vice-President shall carry out their duties in accordance with these Rules.
2. The Secretary shall be responsible for the recording and custody of all minutes of meetings of The Membership and The Board. The Secretary shall conduct all correspondence, issuing of all notices, keeping a Register of Members, and shall act on any direction or determination given by The Membership. All books, documentation and any business of The Band shall be made available for inspection to any Member of The Band at any reasonable time on application to the Secretary.
3. The Treasurer shall be responsible for the keeping of all accounts of The Band and the safe custody and banking of all money and that the application of the funds shall be in accordance with the direction of The Board. The Treasurer is responsible for the proper and true account of The Band's financial position, and the annual presentation of the audited financial Statements. The Accounts and books of The Band shall be available for inspection by any Member at any reasonable time on application to the Treasurer.
4. The Property Steward shall be responsible for the safe custody of all Band property, except for money or the securities of money. The issuing of equipment to Members in accordance with the directions of The Membership and keep accurate records of all distribution and receipt of property and appropriate acknowledgments. A current inventory of all stock on hand, which shall be available for inspection to any Member at any reasonable time upon request.

12. PLAYING OFFICERS

Only financial Full Members of The Band shall be eligible for election as Playing Officers. The following are considered the Playing Officers of The Band: Pipe Major, Pipe Sergeant, Pipe Corporal, Drum Major, Deputy Drum Major, Drum Sergeant, and Drum Corporal.

13. DUTIES OF PLAYING OFFICERS

1. Pipe Major:

- a) The Pipe Major shall be responsible for the musical direction of The Band and shall be responsible for the musical training of the pipers. He/she shall also give instruction or delegate instruction on the care and maintenance of pipes and pipe equipment so that, should the occasion demand, another piper can act in his/her stead. The Pipe Major shall select and purchase consumable items for bagpipes as required. The Board shall define the maximum and minimum stock to be held for each item in consultation with the Pipe Major.
- b) The Pipe Major shall have full control and responsibility of The Band on parade until control is handed over to the Drum Major to whom the Pipe Major shall supply the tunes to be played.
- c) The Pipe Major may, or may not, choose to appoint the Pipe Sergeant and Pipe Corporal.

2. Pipe Sergeant:

The Pipe Sergeant shall assist the Pipe Major at all times in the execution of his/her duties, and in his/her absence, carry out these duties in his/her stead.

3. Pipe Corporal:

The Pipe Corporal shall assist the Pipe Major and Pipe Sergeant in the execution of their duties, and in their absence, act in their stead.

4. Drum Major:

- a) The Drum Major shall have responsibility for the dress, bearing and the drill of The Band, and if not in order shall instruct what adjustments are to be made
- b) Subject to Rule 13. 1. b), the Drum Major shall be in sole charge of The Band from the time he/she calls The Band on parade until he/she next dismisses it, but in accordance with the directions of the Pipe Major. He/she shall at all other times assist in the control, supervision and discipline of The Band. All orders of the Drum Major shall be obeyed without question.
- c) The Drum Major may, or may not, choose to appoint the Deputy Drum Major.

5. Deputy Drum Major:

The Deputy Drum Major shall assist the Drum Major in the execution of his/her duties, and in his/her absence, act in his/her stead.

6. Drum Sergeant:

- a) The Drum Sergeant shall give instruction or delegate instruction to the drummers and will be responsible for their musical training and for the maintenance of the drums and associated equipment. He/she shall also give instruction or delegate instruction on the care and maintenance of drums so that, should the occasion demand, another drummer can act in his/her stead. The Drum Sergeant shall select and purchase consumable items for drums as required. The Board shall define the maximum and minimum stock to be held for each item in consultation with the Drum Sergeant.
- b) The Drum Sergeant may, or may not, choose to appoint the Drum Corporal.

7. Drum Corporal:

The Drum Corporal shall assist the Drum Sergeant in the execution of his/her duties, and, in his/her absence, act in his/her stead.

14. UNIFORMS

1. The Band shall have such uniform and such orders of dress as The Membership prescribes.
2. Uniform shall be worn only as directed/permitted by the 'code of dress' and shall not be altered or added to in any way without the consent of the Drum Major.
3. It is each Member's responsibility to maintain his or her uniform in order that it is clean and smart in appearance at all times. Any item that is ill fitting or in a state of disrepair must be brought to the attention of the Property Steward so that a replacement item can be provided.
4. The Member must purchase personal items of uniform, such as socks, shoes and shirts. Subject to Band policy at the time, the Member may be offered a partial reimbursement of the cost.
5. All items wholly owned by The Band, such as uniforms, instruments and equipment must be returned to the property steward within fourteen days of that Member resigning from The Band.

15. DISCIPLINE

1. Any Member of The Band wearing Band uniform or any apparel thereof or whilst traveling with The Band, must conduct themselves in an orderly and appropriate manner so as not to discredit the name of The Band. The Membership reserves the right to investigate and to discipline as it sees fit, any person so accused.
2. The Officers of The Band shall at all times be accorded the acknowledgement due to their Office.
3. Whilst on parade, a Member shall obey without demur all lawful commands given by Officers of The Band.
4. The Board may consider and respond to a report of any breach of these Rules only after the reported Member has been notified that The Board intends to proceed in the matter.
5. The reported Member shall be entitled to redress The Board's decision in relation to the report.
6. The Board may take such action, if any, as it thinks fit in relation to the report, including suspending the reported Member or terminating their Membership.

7. A Member who is suspended, or whose Membership is terminated pursuant to this clause, may, by written notice to the Secretary within seven days after he/she is notified thereof, appeal to the Board for a General Meeting to be called without delay for the sole purpose of hearing the appeal and which may, by resolution carried by sixty percent (numbers rounded down) of the Members present, allow the appeal.

16. DISPUTES & MEDIATION

1. The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - a) A Member and another Member; or
 - b) A Member and The Band.
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
4. The mediator must be:
 - a) A person chosen by agreement between the parties; or
 - b) In the absence of agreement:
 - i. In the case of a dispute between a Member and another Member, a person appointed by The Board of The Band; or
 - ii. In the case of a dispute between a Member and The Band, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
5. A Member of The Band can be a mediator.
6. A mediator cannot be a Member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must:
 - a) Give the parties to the mediation process every opportunity to be heard; and
 - b) Allow due consideration by all parties of any written statement submitted by any party; and
 - c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

17. ACCOUNTS AND AUDIT

1. Banking accounts shall be maintained in the name of The Band with such Branch of such Bank as The Board determines and all moneys received by or on behalf of The Band be passed forthwith to the Treasurer who shall bank them without delay.
2. All cheques and other negotiable instruments shall be signed by any two of the President, Secretary or Treasurer or any other person so authorized by The Board.
3. True accounts shall be kept of all sums of money received and spent by The Band and the matter in respect of which each receipt or expenditure occurs and of the property assets and liabilities of The Band.
4. The accounts shall be closed on the 30th day of June in every year and a statement shall be made out of the receipts and expenditures for the past year and a balance sheet shall be prepared.
5. Not less than once per year, the accounts of The Band shall be examined by one or more properly qualified auditor(s).
6. The funds of The Band shall be derived from engagement fees, annual subscriptions, donations, and such other sources as The Band determines.

18. REGULATIONS

1. The Membership may from time to time, make, vary and repeal all regulations not consistent with these Rules as it shall think expedient for the internal management and well-being of The Band.
2. All regulations made by The Membership shall be binding upon members until repealed by The Membership or set aside by resolution at a General meeting of The Band.

19. INTERPRETATION AND AMMENDMENT OF RULES

1. All questions relating to the interpretation of these 'Rules' shall be considered by The Board, with the only criteria being that the interpretation represents the best interests of The Band.
2. These 'Rules' and the Statement of Purposes of The Band shall not be altered except in accordance with the current Incorporations Act.

20. SEAL

1. The Common Seal of The Band shall be kept in the custody of the Secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of The Board and the affixing of The Common Seal shall be attested by the signatures of two Members of The Board.

21. PUBLIC OFFICER

Whilst The Band is incorporated, a Public Officer shall be elected at The Annual General Meeting.

22. TRUSTEES

1. Two Trustees shall be elected at The Annual General Meeting.
2. On the winding up or cancellation of The Band, the Trustees shall realize the assets of The Band and apply them in accordance with Rule 22.

23. WINDING UP OR CANCELLATION

In the event of the winding up or cancellation of The Band, the assets of The Band after payment of all its debts and obligations and any costs of winding up or cancellation shall be given to such one or more companies, institutions or incorporated associations having objects or purposes similar to the purposes of The Band and whose Memorandum and Articles of Association, Statement of Purposes and Rules or other constituent document prohibits the distribution of it's or their income and property among it's or their Members to an extent at least as great as is imposed on The Band at the time of winding up or cancellation and in default thereof by application to the Supreme Court of Victoria for determination.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 15.7

I,.....

(Name)

of

(Address)

being a member of

(Name of Incorporated Association)

appoint

(Name of proxy holder)

of

(Address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of The Band convened under rule 15.7, to be held on-

.....

(Date of meeting)

and at any adjournment of that meeting.

I authorize my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 15.6.)

.....

Signed

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,

(Name)

of

(Address)

being a member of

(Name of Incorporated Association)

appoint

(Name of proxy holder)

of

(Address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....

(Date of meeting)

and at any adjournment of that meeting.

My proxy is authorized to vote in favor of/against* the following resolution (insert details of resolution).

.....

Signed

Date

* Delete if not applicable