



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

[Constitution as adopted by resolution at the SAPPS Music Society Annual General Meeting dated 20/03/2019](#)

Presiding Officer: Stephen Measday

Administrator: Rachel Neale

## CONTENTS

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

## 1. Name

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

## 2. Definitions

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

## 3. Purposes of the Society

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

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

## 4. Powers of the Society

The Society shall have the following powers:

- 4.1 To deliver the Primary Schools' Music Festival and to procure and manage all that is required to do so.
- 4.2 To oversee the delivery of regional music festivals in accordance with each region's Memorandum of Understanding with the Society.

- 4.3 To purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
- 4.4 To erect and improve, repair, pull down and rebuild buildings and other structures owned or leased by the Society.
- 4.5 To sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the property of the Society.
- 4.6 To invest and deal with the monies of the Society not immediately required for the purposes of the Society.
- 4.7 To appoint, employ, pay, suspend or dismiss staff.
- 4.8 To do all such other things as are incidental or conducive to the attainment of its objects.
- 4.9 As far as the law will permit, and subject to the provisions of any relevant statute, rule, regulation, by-law or any licence issued in pursuance thereof, to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, societies, institutions and other organisations or authorities, and from governments and public bodies.

## 5. Situation of the Society

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

## 6. Membership of the Society

The Members of the Society shall be:

### 6.1 Fee paying members:

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

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

### 6.1.2 Associates

An educational body with similar aims and objectives to the Society, may, on payment of such fees and under such conditions as the Society may determine, associate with the Society.

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

## 6.2 Non fee paying members

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

6.2.2 The Manager, PSMF

6.2.3 The Director of Music, PSMF

6.2.4 The Assistant Director of Music, PSMF

6.2.5 The Administrator, PSMF

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

6.2.7 Life Members

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

6.2.8 Honorary Members

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

6.2.9 Secoded Members

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

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

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

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

## 6.3 Members Rights and Obligations

All members shall adhere to the Code of Ethics for the South Australian Public Sector, and have the rights and obligations which may from time to time be determined by a meeting of the Society held under Section 9 of this Constitution.

## 6.4 Resignations

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

## 6.5 Expulsion of a Member

6.5.1 If the Board considers any Member to have acted in a deliberate manner detrimental to the interests of the Society, particulars of the charge shall be communicated to that member at least one calendar month before the meeting of the Board at which the matter will be determined.

6.5.2 Subject to giving the member an opportunity to make a written submission, the Board may resolve to expel a Member on the grounds of misconduct.

6.5.3 The determination of the Board shall be communicated to the member in writing and, in the event of an adverse determination, the Member shall cease to be a Member fourteen (14) days after the Board has communicated its determination to the Member.

## 6.6 Register of members

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

# 7. The Board

## 7.1 Powers and duties

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

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

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

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

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

## 7.2 Board members

The members of the Board shall comprise:

### 7.2.1 Permanent members:

- 7.2.1.1 The Manager, PSMF, who shall be jointly appointed by the Board of the Society and the Chief Executive, Department for Education, or his/her appointee, using department merit selection process. The Manager shall be responsible to the Society through the President for the effective and efficient implementation of Society programs, priorities and projects. The Manager is responsible to the Chief Executive as line manager for Department employees, and to the President for employees of the Society.
- 7.2.1.2 The Director of Music, PSMF, who shall be jointly appointed by the Board of the Society and the Chief Executive, Department for Education using department merit selection process. The Director of Music shall be responsible to the Manager, PSMF, for the musical standard of the activities of the Society.
- 7.2.1.3 The Administrator, PSMF, who shall be appointed on such terms and conditions as the Board may determine, and shall be responsible to the President, through the Manager, PSMF, for the financial, administrative and secretarial functions of the Society and shall be the Public Officer of the Society for the purposes of Section 56 of the Act.

### 7.2.2 Appointed members:

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

- 7.2.3 Elected members
  - 7.2.3.1 The Vice-President, who shall be elected by the Board at the first meeting post the Annual General Meeting for a term of one year, and shall deputise for the President in his or her absence.
  - 7.2.3.2 A Choir Teacher actively involved with a choir of a member school, who shall be elected annually at the Annual General Meeting, and be responsible to the President by representing all Choir Teachers and Hourly Paid Instructors involved in the PSMF Program.
  - 7.2.3.3 Up to seven (7) Principals from affiliated schools, who shall be elected annually at the Annual General Meeting, and be responsible to the President.
  - 7.2.3.4 Up to two (2) additional members of the Society, who shall be elected annually at the Annual General Meeting, and be responsible to the President.
  - 7.2.3.5 Other non-Board members, with such roles and responsibilities as may be determined by the Society, may be elected as required by the Society at an Annual General Meeting.
- 7.3 All Board members shall be entitled to one (1) vote.
- 7.4 No Board member may hold more than two (2) offices or positions within the Society, and shall be entitled to only one (1) vote.
- 7.5 Notice of all persons seeking election to the Board shall be given to all members of the Society in accordance with Section 9.1.3.1.
- 7.6 Voting shall be in accordance with Section 9.1.5.
- 7.7 Proceedings of the Board
  - 7.7.1 The Board shall meet together for the dispatch of business at least twice in each South Australian school term.
  - 7.7.2 Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to his/her deliberative vote.
  - 7.7.3. A quorum shall consist of at least half of the Board, and include at least (1) permanent member and one (1) elected member, who are present either personally or by proxy at the meeting.
  - 7.7.4 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Society must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract as soon as any potential conflict of interest arises.



## 7.8 Disqualification of Board members

The office of a Board member shall become vacant if a Board member is:

- disqualified from being a Board member by the Act
- expelled as a member under these rules
- declared bankrupt
- deemed by a two-thirds (2/3) majority of the Board that they have acted in a manner detrimental to the interests of the Society
- charged with a criminal offence punishable by imprisonment
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a Society financial year
- no longer the duly appointed representative of a member school

## 7.9 Resignation of Board members

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

# 8. The Seal and Badge

8.1 The Society shall from time to time approve a seal of the Society in conformity with Sections 26 (1)(a) and 63(5) of the Act as amended.

8.2 The seal shall not be fixed to any document other than as formally directed by a meeting of the Board of the Society.

8.3 The seal shall only be affixed to documents in the presence of at least two members of the Board.

8.4 The Society may from time to time approve a badge, symbol or insignia as the official emblem of the Society.

# 9. Meetings

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

## 9.1 Annual General Meeting

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

9.1.1 The Annual General Meeting of the Society shall be held no later than the 31<sup>st</sup> day of March each year when annual reports and an audited financial statement of the affairs of the Society for the previous Society financial year, as specified in Section 11.1, shall be presented to members.

9.1.2 Notification of the date, time, place and business of such Annual General Meeting shall be by electronic notification to members under Section 6 of this Constitution, such notice calculated to be delivered via email and by publication on the Festival of Music website [www.festivalofmusic.org.au](http://www.festivalofmusic.org.au) not less than twenty-one (21) days prior to the date arranged.

- 9.1.3 At such Annual General Meeting, the positions of the officers to be elected at that meeting as defined in this constitution at Section 7.2.3 shall be declared vacant and the election of the officers for the ensuing year shall be held.
- 9.1.3.1 Nominations for the elected Board positions as defined in this constitution to be filled at that meeting shall be delivered to the Administrator of the Society, duly signed by the nominator and the nominee not less than seven (7) days prior to the published date of the Annual General Meeting, and published in a freely accessible section of the Society website not less than forty eight (48) hours before the meeting.
- 9.1.3.2 The Board shall, at its discretion, fill any positions for which no nominations have been duly received, or a simple majority of votes affirming the appointment have not been recorded, or which become vacant between Annual General Meetings.
- 9.1.4 The Annual General Meeting shall deal only with such business of which details are included with the notice of meeting as defined in Section 9.1.2 of this Constitution.
- 9.1.5 Voting shall be on show of hands unless any member present requests a secret ballot.
- 9.1.6 Other than as prescribed elsewhere in this constitution, a simple majority of those present and eligible shall be deemed to affirm any successful motion, with proxy but not absentee votes being permitted, and no member exercising more than one (1) vote. A proxy vote shall be regarded as valid when the nominator provides written and dated authority to the nominee that has been delivered to the Chairperson prior to the vote being cast.
- 9.1.7 The minutes of the Annual General Meeting shall be affirmed and implemented by the next meeting of the Board, and uploaded to the Festival of Music website within 30 days of that meeting.

## 9.2 Special General Meeting

- 9.2.1 A Special General Meeting of the Society may be called:
- 9.2.1.1 By the President of the Society, of his/her own motion.
- 9.2.1.2 By the Administrator of the Society within twenty one (21) days of the receipt by him/her of a written request specifying the purpose of such meeting and signed by at least fifteen (15) members of the Society who shall represent at least eight (8) member schools.
- 9.2.2 Notification of the day, time, place and business of such Special General Meeting shall be issued as prescribed for the Annual General Meeting.
- 9.2.3 A Special General Meeting shall be conducted in all respects, in accordance with the procedures set out in Section 9.1 of this constitution for the Annual General Meeting.
- 9.2.4 If, for any reason, officers are unable to be elected at an Annual General Meeting, an election may be held at a Special General Meeting as per Sections 9.1.3 and 9.1.4.

## 10. Minutes

- 10.1 Proper minutes of all proceedings of general meetings of the Society, and of meetings of the Board, shall be recorded within one month after the relevant meeting.
- 10.2 The minutes kept pursuant to this rule must be confirmed by the members of the Society or the members of the Board (as relevant) at a subsequent meeting.
- 10.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 10.4 Where minutes are signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 11. Financial Reporting

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

## 12. The Gift Fund

The Society will establish and maintain a public fund (Gift Fund).

- 12.1 Donations will be deposited into the Gift Fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the association and will only be used to further the purposes of the Society. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 12.2 The public will be invited to contribute to the Gift Fund.
- 12.3 The Gift Fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Society.
- 12.4 No monies/assets in this fund will be distributed to members or office bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 12.5 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the Gift Fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- 12.6 Receipts for gifts to the Gift Fund must state:
  - 12.6.1 the name of the Gift Fund and that the receipt is for a gift made to the Gift Fund;
  - 12.6.2 the Australian Business Number of the company;
  - 12.6.3 the fact that the receipt is for a gift; and
  - 12.6.4 any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- 12.7 Any money or property which is incorrectly received into the Gift Fund will be removed from the Gift Fund as soon as practicable with the accounts for the Gift Fund adjusted and noted accordingly;
- 12.8 Proper accounting records and procedures must be kept for at least seven years for the Gift Fund which record and explain all transactions and other acts the Gift Fund and/or the Society engages in which is relevant to the fund's deductible gift recipient status.
- 12.9 The release of monies from the Gift Fund and the management of, and sale of, Gift Fund assets is authorized by the Gift Fund Committee
- 12.10 At all times the Gift Fund must comply with the requirements of the Tax Act and all other laws and regulations in existence from time to time or any guidelines issued by the Treasury Minister, Minister for the Arts, Australian Taxation Office in relation to gift funds or such other government authority overseeing the administration of gift funds, make to ensure that gifts made to the public fund will only be used for the purposes of the Society.
- 12.11 The Society will provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the Gift Fund every 6 months.

#### 12.12 Winding up of the Gift Fund

If, upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, then the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997.

### 13. Plebiscite

In order to ascertain the opinion of the members on any specific matter, the Society may, at the discretion of the Board, or on the motion of a Special General Meeting or Annual General Meeting, conduct a plebiscite of its members by any appropriate means, including but not limited to postal, telephone, fax, email or internet, or any combination of these. Notification shall be as per Section 9.1.2.

### 14. Dissolution

14.1 The Society may be dissolved or wound up by a resolution passed at a Special General Meeting called for such purpose, provided that the resolution shall be passed by a majority of at least three quarters (3/4) of the valid votes cast at the meeting. At least twenty eight (28) days prior notice of that meeting shall have been given to members as per Section 9.1.2.

14.2 **Subject to Clause 12.12**, upon the dissolution or winding up of the Society the assets of the Society shall be realised and converted to cash. The monies from such realisation and any other monies held by the Society shall be applied in the payment of all debts and liabilities of the Society. Residue of such realisation and other monies shall be dealt with and distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organisations shall be identified and determined by a resolution of the Society in a general meeting.

### 15. Alterations to the Constitution and Rules

The Constitution and rules of the Society may be altered or amended at the Annual General Meeting or at a Special General Meeting duly convened for that purpose, provided that particulars of the proposed alterations or amendments shall be sent to all members of the Society not less than twenty-one (21) days prior to such meeting in a form as provided for the notification of the Annual General Meeting, and the motion is supported by three quarters (3/4) of the members casting valid votes.