

Folk Alliance Australia Inc.
(Incorporated in Australian Capital Territory)

Rules of the Association

PART I - PRELIMINARY

1. Interpretation

- (1) In these rules, unless a contrary intention appears –
- (a) 'financial year' means the year ending 30 June.
 - (b) 'member' means a member, however described, of the Folk Alliance Australia Inc (hereafter referred to as the FAA);
 - (c) 'ordinary committee member' means a member of the Committee who is not an Office Bearer of the FAA as referred to in paragraph 12(1)(a);
 - (d) 'secretary' means the person holding office under these rules as Secretary of the FAA or, where no such person holds that office, the Public Officer of the FAA;
 - (e) 'the Act' means the Associations Incorporation Act 1991;
 - (f) 'the Regulations' means the Associations Incorporation Regulations.
- (2) In these rules -
- (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, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

2. Membership Qualifications

- (1) **A person is qualified to be a member** if -
- (a) the person is a person referred to in paragraph 21(2)(a) or (b) of the Act and has not ceased to be a member of the FAA at any time after incorporation of the FAA under the Act; or
 - (b) the person -
 - i. has been nominated for membership in accordance with sub-rule 3(1); and
 - ii. has been approved for membership of the FAA by the Committee of the association.
- (2) **Membership of the FAA** will be open to any individual, organisation, festival or event with objectives that promote folk cultural activity or events in the community.

3. Nomination for membership

- (1) A nomination of a person for membership of the FAA -
- a. shall be made by in writing in the form set out in Appendix 1 to these Rules; and
 - (b) shall be lodged with the Secretary of the FAA.
 - (c) As soon as is practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Committee which shall determine whether to approve or reject the nomination.

(2) Blank

(3) Where the Committee determines to approve a nomination for membership, the Secretary shall as soon as practicable after the determination notify the nominee of that approval and request the nominee pay within twenty-eight (28) days after receipt of the notification the sum payable under these Rules by a member as the entrance fee and the first year's annual subscription.

(4) The Secretary shall, on payment by the nominee of the amounts referred to in sub-rule (3) within the period referred to in that sub-rule, enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee shall become a member of the FAA.

4. Membership Entitlements Not Transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the FAA -
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

5. Cessation of Membership

- (1) A person ceases to be a member of the FAA if the person -
- (a) dies or, in the case of a body corporate, is wound up;
 - (b) resigns from membership of the FAA;
 - (c) is expelled from the FAA; or
 - (d) fails to renew membership of the FAA within six (6) months.

6. Resignation of Membership

(1) A member is not entitled to resign from membership of the FAA except in accordance with this Rule.

(2) A member who has paid all amounts payable by the member to the FAA may resign from membership of the FAA by first giving notice (being not less than one month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(3) Where a person ceases to be a member, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

7. Fees and Subscriptions

(1) Membership and entrance fees shall be set by the FAA at the Annual General Meeting.

8. Members' Liabilities

(1) The liability of a member to contribute towards the payment of the debts and liabilities of the FAA or the costs, charges and expenses of the winding up of the FAA is limited to the amount, if any, unpaid by the member in respect of membership of the FAA as required by Rule 7.

9. **Disciplining of Members**

- (1) Where the Committee is of the opinion that a member -
(a) has persistently refused and neglected to comply with a provision of these Rules; or
(b) has persistently and wilfully acted in a manner prejudicial to the interests of the FAA,
- the Committee may, by resolution, -
(a) expel the member from the FAA; or
(b) suspend the member from such rights and privileges of membership of the FAA as the Committee may determine for a specific period.
- (2) A resolution of the Committee under sub-rule (1) is of no effect unless the Committee, at a meeting held not earlier than two (2) calendar months and not later than four (4) calendar months after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this Rule.
- (3) Where the Committee passes a resolution under sub-rule (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
(a) setting out the resolution of the Committee and the grounds on which it is based;
(b) stating that the member may address the Committee at a meeting to be held not earlier than two (2) calendar months and not later than four (4) calendar months after service of the notice;
(c) stating the date, time and place of that meeting; and
(d) informing the member that the member may do either or both of the following:
i attend and speak at that meeting;
ii submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to Section 50 of the Act, at a meeting of the Committee mentioned in sub-rule (2), the Committee shall -
(a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations;
(b) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
(c) by resolution determine whether to confirm or to revoke the resolution of the Committee made under sub-rule (1).
- (5) Where the Committee confirms a resolution under sub-rule (4), the Secretary shall, within one (1) month after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Rule 10.
- (6) A resolution confirmed by the Committee under sub-rule (4) does not take effect -
(a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
(b) where within that period the member exercises the right of appeal, unless and until the FAA confirms the resolution in accordance with sub-rule 10(4).

10. Right of Appeal of Disciplined Member

(1) A member may appeal to the FAA in general meeting against a resolution of the Committee which is confirmed under sub-rule 9(4), within one (1) month after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(2) Upon receipt of a notice under subrule (1), the Secretary shall notify the Committee which shall convene a general meeting of the FAA to be held within three (3) months after the date on which the Secretary received the notice or as soon as possible after that date.

(3) Subject to Section 50 of the Act, at a general meeting of the FAA convened under subrule (2) -
(a) no business other than the question of the appeal shall be transacted;
(b) the Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
(c) the members present shall vote by secret ballot on the question of whether the resolution under subrule 9(4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9(4), that resolution is confirmed.

PART III - THE COMMITTEE

11. Powers of the Committee

The Committee, subject to the Act, the Regulations, these Rules, and to any resolution passed by the FAA in general meeting -

(1) shall control and manage the affairs of the FAA;

(2) may exercise all such functions as may be exercised by the FAA other than those functions that are required by these Rules to be exercised by the FAA in general meeting; and

(3) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the FAA.

12. Constitution and Membership

(1) The Committee shall consist of -

(a) the Office-bearers of the FAA; and

(b) 4 (four) Ordinary Committee members; each of whom shall be elected pursuant to
Rule 13 or appointed in accordance with subrule (4).

(2) The Office-bearers of the FAA shall be -

(a) the President

(b) the Secretary

(c) the Treasurer

(3) Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a vacancy in the membership of the Committee, the Committee may appoint a member of the FAA to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

(5) The Public Officer of the FAA shall be appointed from time to time by the Committee and shall hold office for such period as the Committee may determine. The Public Officer shall reside in the ACT in accordance with the Act.

13. Election of Committee Members

(1) Nomination of candidates for election as Office-bearers of the FAA or as Ordinary Committee Members -

- (a) shall be made in writing, signed by two members of the FAA and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and**
- (b) shall be delivered to the Secretary of the FAA not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.**

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for election of Office-bearers and Ordinary Committee Members shall be conducted at the Annual General Meeting in such manner as the Committee may direct.

(7) A person is not eligible to simultaneously hold more than one position on the Committee.

14. Secretary

(1) The Secretary of the FAA shall, as soon as practicable after being appointed as secretary, notify the FAA of his or her address.

(2) The Secretary shall keep minutes of -

- (a) all elections and appointments of Office-bearers and Ordinary Committee Members;
- (b) the names of members of the Committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. Treasurer

(1) The Treasurer of the FAA shall -

- (a) collect and receive all moneys due to the FAA and make all payments authorised by the FAA; and
- (b) keep correct accounts and books showing the financial affairs of the FAA with full details of all receipts and expenditure connected with the activities of the FAA.

16. Vacancies

(1) For the purposes of these Rules, a vacancy in the office of a member of the FAA occurs if the member -

- (a) dies;

- (b) ceases to be a member of the FAA;
- (c) resigns the office;
- (d) is removed from office pursuant to Rule 17;
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63(1) of the Act; or
- (h) is absent without the consent of the Committee from all meetings of the Committee held during a period of one (1) year.

17. Removal of Committee Members

The FAA in general meeting may by resolution, subject to Section 50 of the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

18. Committee Meetings and Quorum

(1) The Committee shall meet a minimum of once in each calendar year at such place and time as the Committee may determine.

(2) Additional meetings of the Committee may be convened by any members of the Committee.

(3) Oral and written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands 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 after the time appointed for the meeting, the meeting shall be dissolved.

(8) At meetings of the Committee -
(a) the President shall preside; or
(b) if the President is absent, one of the remaining members of the Committee may be chosen by the members present to preside.

19. Delegation by Committee to Sub-committee

(1) The Committee may, by instrument in writing, delegate to one or more Sub-committees (consisting of such member or members of the FAA as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the instrument, other than -
(a) this power of delegation; and
(b) a function which is a function imposed on the Committee by the Act, by any other law of the Territory, or by resolution of the FAA in general meeting.

(2) A function, the exercise of which has been delegated to a Sub-committee under this Rule 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 Rule 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) Notwithstanding any delegation under this Rule, the Committee 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 the Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A Sub-committee may meet and adjourn as it thinks proper.

20. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any Sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any Sub-committee appointed by the Committee (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 subrule 18(5), the Committee may act notwithstanding any vacancy of the Committee.
- (4) Any act or thing done or suffered, or purported to be done or suffered, by the Committee or by a Sub-committee appointed by the Committee, is valid and effected notwithstanding any defect that may afterwards be discovered in the appointment and qualification of any member of the Committee or Sub-committee.

PART IV - GENERAL MEETINGS

21. **Annual General Meetings - Holding of**

- (1) With the exception of the first Annual General Meeting of the FAA, the FAA shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the FAA, convene an Annual General Meeting of its members.
- (2) The FAA shall hold its first Annual General Meeting -
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of five months after the expiration of the first financial year of the FAA.
- (3) Sub-rules (1) and (2) have effect subject to the powers of the Registrar-General under Section 120 of the Act in relation to extensions of time.

22. **Annual General Meetings - Calling of and Business at**

- (1) The Annual General Meeting of the FAA shall, subject to the Act, be convened at each FAA Convention.
 - (a) The financial year is to close on 30th June.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the FAA during the last preceding financial year;

- (c) to elect members of the Committee, including Office-bearers; and
- (d) to receive and consider the Statement of Accounts and the reports that are required to be submitted to members pursuant to subsection 71(1) of the Act.

(3) An Annual General Meeting shall be specified as such in the notice convening it in accordance with Rule 24.

(4) An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

23. **General Meetings - Calling of**

(1) The Committee may, whenever it thinks fit, convene a General Meeting of the FAA.

(2) The Committee shall, on the requisition in writing of not less than five per cent (5%) of the total number of members, convene a General Meeting of the FAA.

(3) A requisition of members for a General Meeting -

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisition;
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in similar form, each signed by one or more of the members making the requisition.

(4) If the Committee fails to convene a General Meeting within one month after the 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 General Meeting to be held not later than three months after that date.

(5) A General Meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the FAA for any reasonable expense so incurred.

24. **Notice**

(1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the FAA, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the FAA, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to subrule 22(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 shall include that business in the next notice calling a General Meeting after receipt of the notice from the member.

25. **General Meetings - Procedure and Quorum**

(1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

(2) Fifteen (15) members present in person (being members entitled under these Rules 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 if convened upon the requisition of members shall be dissolved and in any case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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 not less than three) shall constitute a quorum.

26. Presiding Member

- (1) The President shall preside at each General Meeting of the FAA.
- (2) If the President is absent from a General Meeting, the members present shall elect one of their number to preside at the meeting.

27. Adjournment

(1) The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the FAA 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-rules (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.

28. Making of Decisions

(1) A question arising at a General Meeting of the FAA shall 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 person presiding 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 FAA, 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 of the FAA, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.

(3) Where a poll is demanded at a General Meeting, the poll shall be taken -
(a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
(b) in any case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matters shall be determined to be the resolution of the meeting on that matter.

29. Voting

(1) Subject to sub-rule (3), upon any question arising at a General Meeting of the FAA a member has one (1) vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than five (5) proxies.

(3) In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any General Meeting of the FAA unless all money due and payable by the member or proxy to the FAA has been paid, other than the amount of the annual subscription payable in respect of the then current year.

30. **Appointment of Proxies**

(1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules.

PART V - MISCELLANEOUS

31. **Funds - Source of**

(1) The funds of the FAA shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the FAA in General Meeting and subject to Section 114 of the Act, such other sources as the Committee determines.

(2) All money received by the FAA shall be deposited as soon as practicable and without deduction to the credit of the FAA's bank account.

(3) The FAA shall, as soon as practicable after receiving any money, issue an appropriate receipt.

32. **Funds - Management of**

(1) Subject to any resolution passed by the FAA in General Meeting, the funds of the FAA shall be used in pursuance of the object of the FAA in such manner as the Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the FAA, being members of the Committee or employees authorised to do so by the Committee.

33. **Alteration of Objects and Rules**

Neither the Objects of the FAA referred to in Section 29 of the Act nor these Rules shall be altered except in accordance with the Act.

34. **Common Seal**

(1) The Common Seal of the FAA 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 Committee and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Secretary.

35. **Custody of Books**

Subject to the Act, the Regulation and these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the FAA.

36. **Inspection of Books**

The records, books and other documents of the FAA shall be open to inspection at a place in the Territory, free of charge, by a member of the FAA at any reasonable hour.

37. **Service of Notice**

(1) For the purpose of these Rules, a notice may be served by or on behalf of the FAA upon any member either personally or by sending it by post to the member at the member's address shown in the Register of Members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

38. **Surplus Property**

(1) At the first General meeting of the FAA, the FAA shall pass a special resolution nominating -

- (a) another association for the purpose of paragraph 91(1)(a) of the Act; and
- (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the FAA.

(2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

That in the event of the dissolution or winding up of the FAA that any surplus property will be transferred to an organisation which best represents the general aims of the folk movement.

(3) That in the event FAA is unsuccessful in obtaining funding for its activities and ceases to operate, then all former AFT records will be sent to the Australia Council for storage.

Updated 13th September 2006

James H MacQuarrie
Executive Officer