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# CAIRNS CHORAL SOCIETY INC

## CONSTITUTION

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(Last Amended 18<sup>th</sup> December 2025)

### NAME

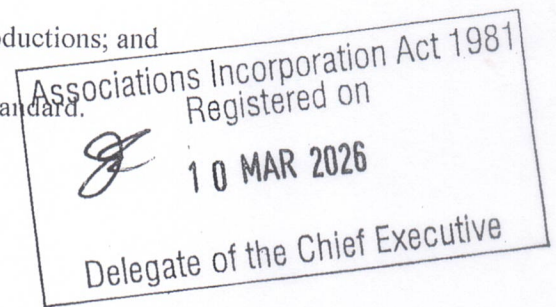
1. The name of the incorporated association shall be CAIRNS CHORAL SOCIETY INC (in these Rules called "the Association").

### OBJECTS

2. The objects for which the Association is established are:
  - (a) To encourage and develop choral music to a high standard.
  - (b) To participate in the Eisteddfod Movement in North Queensland.
  - (c) To promote and participate in musical and theatrical productions; and
  - (d) To encourage and develop performing skills to a high standard.

### POWERS

3. The powers of the Association are:
  - (1) To manage the funds and other assets and the liabilities of the present incorporated association known as the "CAIRNS CHORAL SOCIETY INC".
  - (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association;
  - (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association premises;
  - (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association PROVIDED that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
  - (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concession;
  - (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;



- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise, in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to subsidise or to otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper; and whether upon fluctuating advance account or overdraft or otherwise, to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or further and to purchase, redeem or pay-off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association, but subject always to the proviso in sub-rule 3(4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purposes of procuring contributions to the funds of the Association in the shape of donations annual subscriptions or otherwise;
- (18) To print and publish any newspapers, programs, books, leaflets, website or digital/social media that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association;

- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the associations with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **CLASSES OF MEMBERS**

4.

- (1) The membership of the Association shall consist of three types of members, being:
  - (a) Ordinary Members;
  - (b) Life Members;
  - (c) Honorary Members.
- (2) The number of members shall be unlimited.
- (3) Membership shall be unlimited and open to all residents in Far North Queensland and beyond who are interested in the furtherance of the Society, subject to the approval of the Management Committee.
- (4) Every new applicant for any class of ordinary membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing signed by the applicant and his/her proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.
- (5) Renewing members shall complete a form such as the Management Committee deems necessary.

#### **MEMBERSHIP FEES**

5.

- (1) The membership fees for ordinary members shall be recommended by the Management Committee to be proposed at the Annual General Meeting.
- (2) The membership fees for ordinary members shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- (3) Life Members have all rights of ordinary members but shall not be required to pay membership fees. Life Members shall be elected by the committee upon nomination of at least two (2) members (whether ordinary or life members).
- (4) Honorary Members shall be granted membership for the duration of any particular production or event in which such members shall participate, such membership being granted upon written application made to the committee by virtue of special service to the Association. Honorary Members shall not be required to pay membership fees and shall not be entitled to vote. The

Secretary shall keep a record of all honorary members participating in any particular production or event, such record to be kept for not less than twelve (12) months after completion of such production or event.

### **ADMISSION AND REJECTIONS OF MEMBERS**

6.

- (1) At the next meeting of the Management Committee, after the receipt of any application and the fee applicable for any class membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member.
- (3) Upon the rejection of an application of membership, the secretary shall forthwith give the applicant notice in writing of such decision.

### **TERMINATION OF MEMBERSHIP**

7.

- (1) A member may resign from the Association at any time giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice. It shall then take effect on that later date.
- (2) If a member:
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these Rules; or
  - (c) has membership fees in arrears for a period of two months or more; or
  - (d) conducts himself or herself in a manner considered by the Management Committee at a General Meeting of the Association to be injurious or prejudicial to the character or interests of the Association the Management Committee shall consider whether his or her membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate his or her membership, it shall instruct the secretary to advise the member in writing accordingly.

### **APPEAL**

8.

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his or her intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within one month of the date of receipt by the secretary of such notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his or her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise be given the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- (3) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful the Secretary shall forthwith refund the amount of any fee paid.

## REGISTER OF MEMBERS

9.

- (1) The Management Committee shall keep a Register with the names, residential addresses, contact numbers and email addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any General Meeting may require from time to time.

## MEMBERSHIP OF MANAGEMENT COMMITTEE

10.

- (1) The Management Committee of the Association shall all be members of the Association and shall consist of a President, one Senior Vice-President, one Junior Vice-President, a Secretary, a Treasurer, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- (2) The Executive Committee shall consist of the President, Senior Vice President, Junior Vice President, Secretary and Treasurer.
- (3) In any one year, only one member of the same household or only one family relative, whether residing in the same household or not, shall nominate for a position on the Executive.
- (4) At the Annual General Meeting of the Association, all of the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (5) The election of officers and other members of the Management Committee shall take place in the following manner:
  - (a) Any two ordinary or life members of the Association shall be at liberty to nominate any other ordinary or life member to serve as an officer or other members of the Management Committee.
  - (b) To be eligible to be nominated for President, Senior Vice-President or Junior Vice-President within the Management Committee, the nominee must have served on the Management Committee the previous year.
  - (c) The nomination, which shall be in writing and signed by the member and his or her proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual General Meeting at which the election is to take place.
  - (d) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be emailed to members and displayed at the usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.
  - (e) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each life member and ordinary member who has paid their membership as of 31 December of the previous year shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - (f) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

- (6) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, but such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice. It shall then take effect on that later date.
- (7) Any member of the Management Committee may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a General Meeting.

#### **VACANCIES ON MANAGEMENT COMMITTEE**

11.

- (1) The Management Committee shall have power at any time to propose any member of the Association to fill any casual vacancy on the Management Committee at a Special General Meeting.
- (2) If a Management Committee member fails to attend three consecutive meetings, by the fourth consecutive meeting, the member will be required to show cause why their position should not be deemed vacant. The Management Committee will vote at the fourth consecutive meeting.
- (3) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of either:
  - (a) increasing the number of members of the Management Committee to that number; or
  - (b) for the purpose of summoning a general meeting of the Association, but for no other purpose.

#### **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

12.

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee shall have:
  - (a) the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association including but not limited to the following:
  - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Cairns for overdrawn accounts on money lent whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
  - (c) to invest in such manner as the members of the Association may from time to time determine; and

- (d) to engage in fundraising activities of such nature and in such manner as the Management Committee may from time to time determine.

### **MEETINGS OF MANAGEMENT COMMITTEE**

13.

- (1) The Management Committee shall endeavour to meet at least once every calendar month, but must meet at least once every two calendar months, to exercise its functions at a time and place decided by the previous Management Committee meeting or, in the absence of such a decision, nominated by the President.
- (2) The Management Committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (3) A committee member who participates in the meeting as mentioned in sub-rule (2) is taken to be present at the meeting.
- (4) A Special Meeting of the Management Committee shall be convened by the Secretary on receipt of a written requisition which shall clearly state the reasons why such a Special Meeting is being convened and the nature of the business to be transacted thereat.
- (5) At every meeting of the Management Committee, the number of members required to constitute a quorum shall be half the number of members presently on the Management Committee plus one.
- (6) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (7) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising thereout, and if he or she does so vote, his or her vote shall not be counted.
- (8) Not less than five business days' notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat and the time and place of the meeting.
- (9) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Senior Vice-President shall be Chairperson or if the Senior Vice-President is not present at the meeting then the Junior Vice-President shall be the Chairperson.
- (10) If within half an hour from the time appointed for the commencement of a Management Committee meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (11) The Management Committee reserves the right to discuss certain agenda items only with other Management Committee members during meetings.

### **SUB-COMMITTEES**

14.

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee.
- (2) The sub-committee must include a Management Committee member, who will be responsible for reporting back to the Management Committee at the next Management Committee meeting.
- (3) In delegating any of its powers to a sub-committee, the Management Committee must specify whether or not the Management Committee is delegating authority to the sub-committee to incur costs or debts or to make financial commitments on behalf of the Association, and if so the Management Committee must specify in its referral the extent of financial authority which has been ratified by the Management Committee.
- (4) In delegating any of its powers to a sub-committee, the Management Committee must specify whether, and at what times and in what manner, it requires the sub-committee to report back to the Management Committee as to the activities of the sub-committee and any other limits on the authority delegated to the sub-committee.
- (5) A sub-committee may elect a Chairperson for its meetings. If no such Chairperson is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- (6) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

#### **DECISIONS BY RESOLUTION**

15.

- (1) Between meetings of the Management Committee, any member of the Executive may propose a resolution by written or email communication with all members of the Management Committee.
- (2) The resolution is deemed to be passed only when the Secretary has received a quorum of electronic communications agreeing to the resolution.
- (3) In extreme circumstances, between meetings of the Management Committee, any member of the Executive may propose a resolution by email communication with all other Executive members of the Management Committee. The resolution is deemed to be passed only when the secretary has received unanimous electronic communications from all the Executive members agreeing to the resolution.

#### **ANNUAL GENERAL OR GENERAL MEETINGS**

16.

- (1) The Annual General Meeting shall be held within three months of the close of the financial year.
- (2) The business to be transacted at every Annual General Meeting shall be:
  - (a) The receiving of the President's report and the statement of income and expenditure assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year.
  - (b) The receiving of the auditor's report about the books and accounts for the preceding financial year.

- (c) The receiving of relevant reports from directors.
  - (d) The election of members of the Management Committee and Patron.
  - (e) The appointment of an auditor.
  - (f) The awarding of life membership (if applicable).
- (3) The Annual General Meeting shall be convened as a public meeting and all members of the public are eligible to attend.
- (4) Life Members and ordinary members who have paid their membership as at 31 December are eligible to vote and speak at the Annual General Meeting.

### **SPECIAL MEETINGS**

17.

- (1) The secretary shall convene a Special General Meeting:
- (a) when directed to do so by the Management Committee; or
  - (b) on the requisition in writing signed and/or by email by not less than half of the members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
  - (c) on being given a notice in writing or by email of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- (2) At any Special General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.

### **GENERAL MEETINGS**

18.

- (1) At any General Meeting, the number of members required to constitute a quorum shall be equal to the number of members presently on the Management Committee plus one.
- (2) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Such business can only be recommendations to a Special General Meeting or to the Management Committee.
- (3) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

### **NOTICE OF MEETINGS**

19.

- (1) The secretary shall convene all General Meetings of the Association by giving not less than 14 days' notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee and may include notice by email. Notice must however be written, including by email, if the meeting relates to an appeal of a member against the rejection or termination of his or her membership by the Management Committee.

- (3) Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

### **CONDUCT OF MEETINGS**

20. Unless otherwise provided by these Rules, at every General Meeting:
- (1) the President shall preside as Chairperson, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Senior Vice-President shall be the Chairperson or if the Senior Vice-President is not present or is unwilling to act then the Junior Vic-President shall be Chairperson of the meeting.
  - (2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
  - (3) every question, matter or resolution shall be decided by a majority of votes of the members present and entitled to vote.
  - (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: PROVIDED that no member shall be entitled to vote at any General Meeting if his or her annual membership is outstanding.
  - (5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he or she shall determine. The result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
  - (6) a member must vote in person either by a show of hands or secret ballot. Every person present who is a member shall have one vote. No voting by proxy will be accepted.
  - (7) the secretary shall cause full and accurate minutes of all questions, matter, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book or electronic record to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be approved in writing by the Chairperson of that meeting, including by email. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting by way of signature or email approval PROVIDED that the minutes of any Annual General Meeting shall be approved by signature or email by the Chairman of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

### **BY-LAWS**

- 21.
- (1) The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

### **ALTERATION OF RULES**

- 22.
- (1) Subject to the provisions of the Association Incorporation Act 1981, these Rules may be amended, rescinded, or added to from time to time by a special resolution carried at any General Meeting PROVIDED that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the relevant authority in accordance with the Act.

## COMMON SEAL

23.

- (1) The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## FUNDS AND ACCOUNTS

24.

- (1) The funds of the Association shall be deposited in the name of the Association in such financial institution as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or electronic form in the English language correctly showing the financial affairs of the Association and the particulars usually shown in records of a like nature.
- (3) All monies shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts pre-approved by the Management Committee shall be paid by cheque or other electronic means authorised by any two of the President, Secretary, Treasurer, or other members authorised by the Management Committee. The two members who authorise payment cannot reside in the same household or be related, and one of the persons must be the President, Secretary or Treasurer.
- (5) Management Committee must authorise expenditure over its pre-approved monetary figure unless it is part of an approved production budget.
- (6) All expenditure shall be approved or ratified at a Management Committee meeting.
- (7) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (8) All such statements shall be examined by the auditor who shall present his or her report upon such audit to the secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (9) The income and property of the Association shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association. However, nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him or her to the Association or other person in return for any services actually rendered to the Association. Further, nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises, demised or let to the Association.

(10) The Association will maintain a Gift Fund called Cairns Choral Society Gift Fund:

- (a) which will be used only for the principal purpose of the Association;
- (b) all gifts and deductible contributions of money or property for that purpose are made to it;
- (c) any money received because of such gifts or deductible contributions is credited to it; and
- (d) it does not receive any other money or property;
- (e) the Gift Fund will be maintained in a separate bank account or sub-account;
- (f) the Gift Fund will be administered by persons the Management Committee considers to have a degree of responsibility to the community;
- (g) if the Association is wound up, or if the Association's DGR endorsement is revoked, any surplus assets of the Gift Fund must be transferred to another fund, authority or institution with similar charitable purposes that is eligible to receive income-tax-deductible gifts.

## **DOCUMENTS**

25.

- (1) The Management Committee shall provide for the safe custody of books, documents, electronic records instruments of title and securities of the Association.

## **FINANCIAL YEAR**

26.

- (1) The financial year of the Association shall close on the 31<sup>st</sup> December in each year.

## **WINDING UP & DISTRIBUTION OF SURPLUS ASSETS**

27.

- (1) If the Association is wound up in accordance with the Associations Incorporation Act 1981 (Qld), and there remains, after satisfaction of all debts and liabilities, any property whatsoever, those surplus assets must not be distributed to members.
- (2) Any such surplus assets must be given or transferred to one or more charities or other institutions that:
  - (a) have charitable purposes similar to or inclusive of, the objects of the Association; and
  - (b) prohibit the distribution of income and property to their members to at least the same extent as this Association; and
  - (c) are eligible to receive income-tax-deductible gifts.
- (3) The institution or institutions to receive the surplus assets must be determined by special resolution of the members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court of Queensland for a determination.
- (4) If the Association is wound up, or if the Association's deductible gift recipient (DGR) endorsement is revoked, any surplus assets of the Gift Fund must be transferred to another fund, authority of institution with similar charitable purposes that is eligible to receive income-tax-deductible gifts.
- (5) This clause overrides all other clauses in this Constitution to the extent of any inconsistency.