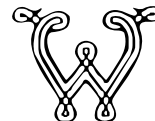


THE RICHARD WAGNER SOCIETY OF WESTERN AUSTRALIA INC.



Patron: Herr Wolfgang Wagner
Founder: Mr Charles Westrip, AM

CONSTITUTION

[AMENDED 17 MARCH 1999]

1. NAME

The name of the Society shall be 'The Richard Wagner Society of Western Australia Incorporated', hereinafter called 'the Society'.

2. DEFINITIONS

In these rules:

'the Act' means the Associations Incorporation Act 1987.

'financial year' means the year from 1 March to the last day of February of the succeeding year.

'member' means a member of the Society.

'office of the Society' means the address of the Honorary Secretary of the Society for the time being.

'the Committee' means the Committee administering the Society.

3. OBJECTS

The objects of the Society are:

- (i) to encourage the presentation of the music of Richard Wagner in Australia;
- (ii) to increase the knowledge and appreciation of the life and works of Richard Wagner and his contemporaries;
- (iii) to encourage and assist singers and musicians who display interest in and ability or potential ability to perform the music of Richard Wagner;
- (iv) to arrange lectures, concerts, social gatherings, film and record evenings and to engage in any other activities which may promote interest in and understanding of Richard Wagner and his works; and
- (v) to raise funds for or in connection with any of the foregoing.

4. POWERS

The Society has power to do all such lawful things as are necessary, incidental or conducive to the attainment of the objects of the Society.

5. MEMBERSHIP

- (a) Applications for membership may be made in such manner as the Committee may from time to time approve, and such applications shall, if the Committee from time to time so determines, be subject to the approval of the Committee.

- (b) The Society Committee may by resolution expel a member from the Society and such member shall cease to be a member, subject to the member being able to call a full meeting where the member's expulsion may be debated, and a decision agreed upon by a 67 per cent majority of financial members present or voting by proxy.
- (c) The membership of the Society shall consist of those persons who have completed an application form and paid the subscription relevant to that class of member, namely:
 - (i) Ordinary Members;
 - (ii) Life Members;
 - (iii) Joint Members;
 - (iv) Pensioner Members, who produce if required a Pensioner card;
 - (v) Senior Members, who produce if required a Seniors card;
 - (vi) Student Members, full-time students who produce if required an appropriate student identification card;
 - (vii) Honorary Life Members, who shall have consented to be such and who upon the recommendation of the Committee are declared an Honorary Life Member by the Society in general meeting. An Honorary Life Member shall remain a member until death or earlier resignation and shall not be required to pay any subscription nor make any payment for attendance at any event arranged by the Society.

6. SUBSCRIPTIONS

- (a) The subscriptions payable by members according to their relevant classes, the periods in respect of which they are payable, and the due date for payment shall be fixed from time to time by the Committee.
- (b) A member who fails to pay the appropriate subscription within six months of the due date shall cease to be a member on the expiry of that period but may if the Committee so decides from time to time be entitled to receive until the expiration of the period fixed by the Committee notices of meetings and of events arranged by the Society.
- (c) At its discretion the Committee, after taking into consideration any circumstances relative to the defaulting member, may temporarily extend or waive the requirements of Clause 6 (b).

7. PRESIDENT

The President shall be elected for a period of three years and shall not be eligible for re-election to that office until three years have elapsed after the termination of a previous term in that office.

8. COMMITTEE

The management of the affairs and property of the Society shall be vested in the Committee consisting of:

- (i) the President who shall be chairman;
- (ii) the Honorary Secretary; and

- (iii) the Honorary Treasurer,
both of whom shall be elected for a period of two years and shall remain eligible for re-election to their respective offices.
- (iv) two committee members who shall be elected for a period of two years and two committee members who will initially be elected for a one year term and thereafter be eligible for re-election every two years.
- (v) not more than two members who may be co-opted to the Committee by it from time to time for a period not exceeding one year.

9. ELECTION OF COMMITTEE

- (a) At each Annual General Meeting an election shall be held for each position on the Committee then being or falling vacant.
- (b) Nominations for all positions on the Committee must be received at the office of the Society no later than seven days before the Annual General Meeting. Each nomination on the prescribed form must be signed by the candidate, a nominator and a seconder who shall all be financial members at the time of nomination.
- (c) If no more than the required number of candidates are nominated for any position those so nominated shall be declared elected.
- (d) If more than the required number of candidates are nominated for any position an election for that position shall be held in the following manner.
 - (i) The Honorary Secretary shall prepare ballot papers for distribution to each member present. Every ballot paper shall show clearly the positions to be filled and the names of the candidates. Every ballot paper shall be initialled by the Honorary Secretary.
 - (ii) Votes shall be cast by crossing out on the ballot paper the name or names of the candidates not being voted for. Any ballot paper containing more or less names not crossed out than the number of positions required shall be rejected as informal.

10. PROCEEDINGS OF COMMITTEE

- (a) The Committee shall meet as required by the President. A quorum for a meeting shall be four members of the Committee.
 - (b) Subject to this constitution, the Committee may determine its own procedure for the conduct of its meetings.
 - (c) The Committee may from time to time appoint and disband such sub-committees as it deems necessary to assist its operations and may designate convenors thereof. The President shall be an ex-officio member of all such sub-committees.
 - (d) Questions arising at meetings of the Committee shall be decided upon a simple majority of those present and voting. The President or other chairman appointed for the purposes of a particular meeting shall have a casting as well as a deliberative vote.
- (d) Matters arising at meetings which it is deemed necessary to put to a vote by the Committee shall be decided upon a by simple majority of those present and voting. The chairman of the meeting shall have a casting as well as a deliberative vote.

- (e) The Committee may declare vacant the office of any member of the Committee who is absent from three consecutive meetings of the Committee without an explanation considered adequate by the Committee. The office of a member of the Committee shall also become vacant if:
 - (i) the member ceases to be a member of the Society;
 - (ii) the member becomes insolvent under administration within the meaning of the Companies (Western Australia) Code;
 - (iii) the member resigns his office in writing; or
 - (iv) the member is removed from office by the Society in general meeting.
- (f) The Committee may appoint a member to fill a casual vacancy on the Committee, the appointee to only sit on the Committee in a casual capacity until the following Annual General Meeting.

11. RECORDS OF THE SOCIETY

The Honorary Secretary shall maintain minute books recording proceedings of meetings of the Committee and of the Society, and shall maintain proper records of other matters affecting Society affairs. A register of members shall be maintained by a delegated member of the Committee. Members may inspect the Society's records or its constitution but shall have no right to remove them for that purpose.

12. MEETINGS

(a) Annual General Meeting

An Annual General Meeting shall be held once in each calendar year at a time and place approved by the Committee, but no later than fifteen months after the last Annual General Meeting. The business of the Annual General Meeting shall be:

- (i) to receive apologies;
- (ii) to confirm the minutes of the the previous Annual General Meeting, no discussion being permitted thereon except as to their accuracy.
- (iii) to receive the President's annual report;
- (iv) to receive and consider the audited annual financial statements, and Honorary Treasurer's explanatory report.
- (v) to elect members to vacant positions on the Committee;
- (vi) to elect an Honorary Auditor for the ensuing year;
- (vii) to transact any business brought forward by a member of which at least fourteen days' written notice has been given to the Honorary Secretary at the office of the Society.
- (viii) to consider any other business approved by the Chair.

(b) Notice of Annual General Meeting

Notice of the Annual General Meeting shall be given in writing to all members at least twenty-eight days prior to the date fixed by the Committee for the meeting. Nomination forms shall be despatched with the said notice.

(c) Special General Meetings

- (i) The Committee may, by notice given in writing to all members at least fourteen days prior to the meeting, call a Special General Meeting of the Society at any time and such notice shall specify the general nature of the business for which the meeting has been called.
- (ii) The Committee shall by notice given in the manner referred to in sub-clause (c) (i) above call a Special General Meeting of the Society upon receipt at the Society's office of a request for a Special General Meeting signed by at least 25 per cent of financial members and specifying the nature of the business proposed to be transacted thereat.
- (iii) No business shall be transacted at a Special General Meeting other than that specified in the notice given pursuant to sub-clause (i) and (ii).

(d) Notice of Meetings

A notice may be served by or on behalf of the Society upon any member either personally or by pre-paid post to the address of the member in the register of members and shall in the latter case be deemed to have been given at the time when it would have been received in the ordinary course of post.

(e) Procedure at Meetings

(i) Chair

At all meetings the chair shall be taken by the President or in the President's absence, the Honorary Secretary. In the absence of the President and the Honorary Secretary, the Honorary Treasurer shall take the chair and if he or she also be absent, a member chosen by the meeting shall take the chair.

(ii) Quorum

The quorum for all meetings of the Society shall be ten (10) members.

(iii) Voting

Except as otherwise provided herein or in any additional regulations, voting shall be decided by simple majority upon a show hands of those financial members present and voting or voting by proxy. The chairman of a meeting shall have a casting as well as a deliberative vote.

(iv) Form of Proxy

The instrument appointing a proxy or representative shall be in or to the effect of the following form, or any other form which the Committee may approve:

'I.....of.....do hereby appoint.....of.....as my proxy to vote for me and on my behalf at theMeeting of the Society to be held on....and at any adjournment thereof.

Signature of Member..... Signature of Witness.....Date...'

13. FINANCE AND ACCOUNTS

- (a) The financial year shall be from 1 March to the last day of February in the succeeding year.
- (b) The Honorary Treasurer shall maintain proper records of all financial matters affecting the affairs of the Society.
- (c) Cheques and any other instruments requiring to be signed on behalf of or so as to bind the Society shall be signed by any two of the following: the President or his nominee, the Honorary Secretary and the Honorary Treasurer.
- (d) The funds of the Society shall be derived from donations, subscriptions, by mortgage secured upon the property of the Society and in any way in which the Committee thinks fit from time to time. Funds so raised shall be expended in carrying out any of the objects of the Society.
- (e) The funds of the Society shall be lodged in a bank or authorised trustee investment institution.
- (f) The income and property of the Society shall be applied solely towards the promotion of the objects of the society. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Society, save that in the exercise of the following powers of the Committee:
 - (i) the Committee may employ and remunerate such staff (whether members or not) as it may require from time to time to assist it in managing the affairs of the Society.
 - (ii) the Committee may make payment by way of remuneration to any member or other person for services rendered or goods supplied, pay rent to any member or other person and reimburse any member or other person for expenses incurred in performance of any act authorised by the Committee.
 - (iii) the Committee may remunerate the lawyers, accountants and other advisers of the Society whether they be members or not.
- (g) At the Annual General Meeting the Honorary Treasurer shall submit a statement of the receipts and expenditure for the preceding year, a statement of the assets and liabilities of the Society, duly audited, and comment briefly on the past year's finances.

14. AUDITOR

An Honorary Auditor who shall not be a member of the Committee shall be appointed at each Annual General Meeting.

15. COMMON SEAL

A delegated member of the Committee shall keep custody of the common seal of the Society which shall not be affixed to any instrument except by the authority of the Committee. The affixation of the common seal shall be attested by the signatures of any two of the President, Honorary Secretary and Honorary Treasurer.

16. ALTERATION OF THE CONSTITUTION

This constitution may be altered only by a Special Resolution, as defined in the Act, at a Special General Meeting called for that purpose.

Any motion for the amendment hereof shall be proposed and seconded by any two financial members of the Society and shall be delivered in writing to the Honorary Secretary at least 35 days before the date of a Special General Meeting convened for that purpose. It shall be notified in writing to financial members of the Society at least 28 days before the date of such Special General Meeting, and shall be passed by a Special Resolution by not less than 75 per cent of the financial members either present and voting or voting by proxy at that meeting.

17. DISSOLUTION OF THE SOCIETY

A Special General Meeting called for the express purpose and at which only dissolution of the Society will be considered, may by a majority vote of at least 75 per cent of financial members either present or voting by proxy resolve by a Special Resolution to dissolve the Society, and if such Special Resolution is confirmed by a further Special Resolution by at least a 75 per cent majority of financial members either present or voting by proxy at a subsequent Special General Meeting held not less than twenty-one (21) or more than twenty-eight (28) days thereafter then the Society shall be dissolved.

18. DISPOSAL OF ASSETS

Upon dissolution, the assets of the Society shall be transferred to a Western Australian incorporated association having similar aims and objects to the Society, and which is also on the Register of Cultural Organisations. Notwithstanding anything in Clause 17, the selection of such an association to which the Society's assets are to be transferred shall be decided at the meeting at which the Special Resolution to dissolve the Society is passed.

19. INTERPRETATION OF CONSTITUTION

Should any question arise as to the proper interpretation of this constitution which cannot be satisfactorily resolved by the Committee it shall be referred to an arbitrator who is not a member of the Society and who is appointed by a General Meeting of the Society. The arbitrator shall have the authority to interpret the constitution and report his or her interpretation to the President in writing and his or her decision shall be final.

If any case or dispute should arise which is not provided for in this constitution, the same shall be decided in accordance with the standing orders in practice in the legislature of Western Australia.