



CONSTITUTION

OF THE

BACH SOCIETY

OF

QUEENSLAND INC.

INDEX

Clause 1	Name.....	1
Clause 2	Aims and Objects	1
Clause 3	Powers	1
Clause 4	Categories of Membership	1
Clause 5	Application for Membership.....	3
Clause 6	Membership Fees	3
Clause 7	Admission and Rejection of Members	3
Clause 8	Termination of Membership.....	3
Clause 9	Appeal Against Rejection or Termination of Membership	4
Clause 10	Register of Members	5
Clause 11	Secretary	5
Clause 12	Membership of Management Committee	5
Clause 13	Resignation from Office of Member of Management Committee	6
Clause 14	Vacancies on Management Committee.....	6
Clause 15	Functions of the Management Committee.....	6
Clause 16	Meetings of Management Committee	7
Clause 17	Delegation of Powers of Management Committee	7
Clause 18	Acts Not Affected by Defects or Disqualifications	8
Clause 19	Resolutions of Management Committee Without Meeting	8
Clause 20	First General Meeting	8
Clause 21	First Annual General Meeting.....	8
Clause 22	Business to be Transacted at Annual General Meeting.....	8
Clause 23	Special General Meeting.....	9
Clause 24	Quorum at General Meeting.....	9
Clause 25	Notice of General Meeting	10
Clause 26	Procedure at General Meeting	10
Clause 27	By Laws	11
Clause 28	Alteration of Rules	12
Clause 29	Common Seal	12
Clause 30	Funds and Accounts	12
Clause 31	Public Fund.....	13
Clause 32	Documents.....	14
Clause 33	Financial Year	14
Clause 34	Distribution of Surplus Assets to Another Entity	14
Clause 35	Indemnity.....	14

This document correct as at 13 May 2021.

**CONSTITUTION
of
THE BACH SOCIETY OF QUEENSLAND INC.**

Clause 1 Name

The Society shall be called The Bach Society of Queensland Inc.

Clause 2 Aims and Objects

The aims for which the Society is established and its objects are:
to promote and encourage the performance and study, chiefly, of the work of Johann Sebastian Bach, his family, his contemporaries and his precursors.

Clause 3 Powers

- (1) The Society has, in the exercise of its affairs, all the powers of an individual.
- (2) The Society may:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make charges for the facilities and services that it supplies
 - (d) combine with other groups for specific purposes;
 - (e) run the Bach Prize competition and similar competitions that may be established in the future;
 - (f) stage concerts for which charges may be made;
 - (g) provide instruction in matters musical; and
 - (h) do all other things necessary or convenient to be done in carrying out its affairs.
- (3) The Society may take over the funds and other assets and liabilities of the present unincorporated association known as the Bach Society of Queensland.
- (4) The Society may issue secured and unsecured notes, debentures and debenture stock for the Society.
- (5) The Society shall operate as a community based, non-profit organization.
- (6) The Society shall apply the assets and income of the organization solely in furtherance of its aims and objects and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.
- (7) Where it furthers the aims and objects of the Society to amalgamate with one or more other organizations having similar objects, the other organization(s) must have rules prohibiting the distribution of its (their) assets and income to members and must be exempt from income tax.

Clause 4 Categories of Membership

- (1) The membership of the Society shall consist of any of the following categories:
 - (a) Ordinary Member

- (b) Honorary Life Member
 - (c) Honorary Member
 - (d) Temporary Honorary Member
- (2) The number of Ordinary Members shall be unlimited.
- (3) Honorary Life Membership may be conferred by the Society at a General Meeting of the Society on the recommendation of the Management Committee.
- (4) Honorary Membership or Temporary Honorary Membership may be conferred by the Management Committee. Honorary Membership may be long term or short term. Temporary Honorary Membership will be granted on a concert-by-concert basis.
- (5) The Choir of the Society shall be called the Bach Choir and the Society may establish other performing groups from time to time. Membership of the Bach Choir and any other performing groups established under this clause shall consist of any of the following categories:
- (a) Choir Member
 - (b) Temporary Choir Member
 - (c) Temporary Honorary Choir Member

Membership of the Bach Choir and any other performing groups established under this clause, is open only to members of the Society

- (i) whose admission to the Bach Choir or other performing group shall be determined by the Music Director, who may exercise his prerogative to conduct an audition and
- (ii) who agree to pay the appropriate levy as determined by the Management Committee.

Successful applicants shall undertake to abide by the requirements set out in the Bach Choir Manual and any future such manual that may be created for other performing groups. Admission to the Bach Choir or performing group does not necessarily imply the right to participate in each or any performance.

- (6) Temporary Honorary Membership of the Society and Temporary Honorary Choir Membership of the Bach Choir may be granted to musicians invited by the Music Director or his delegate to perform in a concert for musical purposes. The temporary membership so granted shall expire on the completion of their involvement with that concert. Such inclusions may be made provided that the identity of the existing Bach Choir or existing performing group is not significantly altered. Such invitees shall be expected to abide by the requirements set out in the Bach Choir manual and any future such manual created for any other performing group.
- (7) The Management Committee shall appoint the **Music Director**, who shall be responsible for the musical program of the Society (being mindful of the aims and objects of the Society), selection of members of the Bach Choir and performing groups and conducting the Bach Choir and other performing groups. The Management Committee and the Music Director will enter into an agreement that shall govern this appointment.

- (8) The Management Committee shall appoint the **Assistant Conductor** to the Bach Choir and other performing groups. The Assistant Conductor shall be responsible to the Music Director. The Management Committee and the Assistant Conductor will enter into an agreement that shall govern this appointment.
- (9) The Management Committee shall appoint the **Accompanist** to the Bach Choir and other performing groups. The Management Committee and the Accompanist will enter into an agreement that shall govern this appointment.
- (10) The Music Director, the Assistant Conductor and the Accompanist shall be made Honorary Members of the Society for the duration of their terms of office.

Clause 5 Application for Membership

- (1) Every applicant for any category of membership of the Society shall be proposed by one member of the Society and seconded by another member.
- (2) Each application for membership shall be made in writing and shall be in such form as the Management Committee from time to time prescribes. All members are to agree to be willing to promote the aims and objects of the Society and to abide by the Constitution of the Society.

Clause 6 Membership Fees

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine. However, the Management Committee may increase such fees by no more than five dollars in any year by notice to members at least two months before the end of the financial year; such increase to be ratified at the next general meeting.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

Clause 7 Admission and Rejection of Members

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

Clause 8 Termination of Membership

- (1) A member may resign from the Society at any time by giving notice in writing to the Membership Officer or the Secretary.

- (2) Such resignation shall take effect at the time such notice is received by the Membership Officer or the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member:
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of the Constitution; 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 to be injurious or prejudicial to the character or interests of the Society

the Management Committee shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the Membership Officer to advise the member in writing accordingly.

Clause 9 Appeal Against Rejection or Termination of Membership

- (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 Membership Officer or the Secretary written notice of the person's intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by Membership Officer or the Secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person whose application for membership is rejected, does not appeal against the decision of the Management Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Membership Officer or the Treasurer shall forthwith refund the amount of any fee paid.
- (6) Where a person whose membership is terminated, does not appeal against the decision of the Management Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Management Committee shall have the power to determine the proportion of the member's current subscription to be returned. The Membership Officer or the Treasurer shall refund the agreed amount, if any, forthwith.

Clause 10 Register of Members

- (1) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Society 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 members at any general meeting may require from time to time.
- (3) The register may be open for inspection at all reasonable times by any member who previously applies to the Membership Officer or the Secretary for such inspection.

Clause 11 Secretary

- (1) If the Society has not elected an interim officer as Secretary for the Society before its incorporation, the members of the Management Committee must appoint or elect a Secretary for the Society within one month after incorporation.
- (2) If a vacancy happens in the office of Secretary, the members of the Management Committee must appoint a Secretary within one month after the vacancy happens.
- (3) The Secretary must be an individual residing in Queensland who is:
 - (a) a member of the Society elected by the Society at a General Meeting; or
 - (b) a member of the Society appointed by the Management Committee as Secretary.

Clause 12 Membership of Management Committee

- (1) The Management Committee of the Society shall consist of a President, Vice-president, Secretary, Treasurer, Librarian, Publicity Officer, Membership Officer, up to three ordinary members and the Music Director *ex officio*.
- (2) At the Annual General Meeting of the Society, all members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:
 - (a) any two members of the Society shall be at liberty to nominate any other member to serve as an officer or other member of the committee;
 - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the Secretary at least seven days before the Annual General Meeting at which the election is to take place;
 - (c) a list of candidate's names, with the proposer's and seconder's names, shall be posted in a conspicuous place in the usual place of meeting of the Society for at least seven days immediately preceding the Annual General Meeting;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order. Each member at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

- (e) if at the start of the meeting, an insufficient number of candidates has been nominated, nominations may be taken from the floor of the meeting.

Clause 13 Resignation from Office of Member of Management Committee

- (1) Any member of the Management Committee may resign from it in writing at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time it is received by the Secretary unless a later date is stated in the notice when it shall take effect on that later date. If a member is removed from office at a general meeting of the Society, that member shall be given an opportunity to fully present that member's case at the meeting.
- (2) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

Clause 14 Vacancies on Management Committee

- (1) The Management Committee shall have power at any time to appoint any member of the Society to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the committee, but if and for so long as their number is reduced below the number fixed by this Constitution as the quorum for the Management Committee, the continuing members may act for the purpose of increasing the number of members of the committee to that number or of summoning a general meeting of the Society, but for no other purpose.

Clause 15 Functions of the Management Committee

- (1) Except as otherwise provided in this Constitution and subject to resolutions of members of the Society carried at any general meeting the Management Committee:
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Society; and
 - (b) shall have authority to interpret the meaning of these clauses and any matter relating to the Society on which these clauses are silent.
- (2) The Management Committee may exercise all the powers of the Society:
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the Society 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 Society in any way and in particular by the issue of debentures, charged upon the Society's property, both present and future, and to purchase redeem or pay off any such securities;
 - (b) to borrow amounts from members and to pay interest on the amounts borrowed or charge its property or any part thereof and to issue debentures and other securities for any debt, liability or obligation of the Society, and to provide for and pay off any such securities; and
 - (c) to invest in such manner as the members of the Society may from time to time determine.
- (3) For sub-clause (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
 - (a) the financial institution for the Society; or

- (b) if there is more than one financial institution for the Society, the financial institution nominated by the Society.

Clause 16 Meetings of Management Committee

- (1) The Management Committee shall meet at least once every two calendar months to exercise its functions.
- (2) Meetings of the Management Committee are to be called by notice given in writing by the Secretary at least seven days before each meeting.
- (3) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Committee. The requisition shall clearly state the reasons why such a meeting is being convened and the nature of the business to be transacted thereat.
- (4) Not less than seven day's notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee.
- (5) An emergency meeting of the Management Committee may be convened verbally by the President or the Secretary, should a circumstance arise that in his or her opinion, such a Meeting is desirable.
- (6) At every meeting of the Management Committee a quorum shall be any four members of the Committee.
- (7) Subject as previously provided in this Constitution, the Management Committee may meet together and regulate its proceedings as it thinks fit.
- (8) However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (9) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Society in which the member is interested, or any matter arising thereof. If the member does so vote, the member's vote shall not be counted.
- (10) The President shall preside as chairman or chairwoman at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-president shall be chairman or chairwoman or if the Vice-president is not present at the meeting then the members may choose one of their number to chair the meeting.
- (11) 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.
- (12) In any other case it shall stand adjourned to the same day in the next week to 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.

Clause 17 Delegation of Powers of Management Committee

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Society as the Management Committee thinks fit.

- (2) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any rules that may be imposed on it by the Management Committee.
- (3) A sub-committee may elect a member to chair its meetings.
- (4) A sub-committee may meet and adjourn as it thinks proper.
- (5) Questions arising at any meeting shall be decided 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.
- (6) The Management Committee may co-opt to itself or any sub-committee it may form, persons who are not members of the Bach Society of Queensland Inc. whose expertise or experience may be considered useful to the better running of the society. Such co-opted members shall not have voting rights.

Clause 18 Acts Not Affected by Defects or Disqualifications

All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

Clause 19 Resolutions of Management Committee Without Meeting

- (1) A resolution in writing by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

Clause 20 First General Meeting

- (1) The first general meeting must be held not less than one month and not more than three months after the day that the Society is incorporated.
- (2) The first general meeting is to be held at a place designated by the Management Committee.
- (3) The business to be transacted at the first general meeting must include the appointment of an auditor.

Clause 21 First Annual General Meeting

An Annual General Meeting shall be convened no later than three months after the end of the Society's financial year.

Clause 22 Business to be Transacted at Annual General Meeting

The following business must be transacted at every Annual General Meeting:

- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Society for the last financial year;
- (b) the receiving of the audit sub-committee's report on the financial affairs of the Society for the last financial year;
- (c) the presenting of the audited statement to the meeting for adoption;
- (d) the election of members of the Management Committee;
- (e) the appointment of an audit sub-committee.

Clause 23 Special General Meeting

- (1) The Secretary shall convene a special general meeting by sending out notice of the meeting within fourteen days of:
 - (a) being directed to do so by the Management Committee;
 - (b) being given a requisition in writing signed by four or more of the members presently on the Management Committee or ten or more ordinary members;
 - (c) being given a notice in writing 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) A requisition mentioned in sub-clause (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

Clause 24 Quorum at General Meeting

- (1) At any general meeting, including the Annual General Meeting, the number of members required to constitute a quorum is twelve or twenty per cent of the total number of members whichever is less.
- (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.
- (3) For the purpose of this clause, "**member**" includes a person attending as a proxy.
- (4) 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 Society, shall lapse.
- (5) In any other case it shall stand adjourned to such other day and at such other time as the Management Committee may determine. 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.
- (6) The chairman or chairwoman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting

- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Clause 25 Notice of General Meeting

- (1) The Secretary shall convene all general meetings of the Society by giving not less than four weeks' notice of any such meeting to members of the Society.
- (2) Notice of a general meeting shall be in writing and shall clearly state the nature of the business to be transacted thereat.

Clause 26 Procedure at General Meeting

- (1) Unless otherwise provided by these rules, at every general meeting:
 - (a) the President shall preside as chairman or chairwoman, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for holding of the meeting or is unwilling to act, the Vice-president shall be chairman or chairwoman or if the Vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairman or chairwoman of the meeting; and
 - (b) the chairman or chairwoman shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (d) every member present shall be entitled to one vote and in the case of an equality the chairman or chairwoman shall have a second and casting vote; and
 - (e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting; and
 - (f) 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 will be a secret ballot; and
 - (g) the chairman or chairwoman shall appoint two persons to conduct the secret ballot in such manner as the chairman or chairwoman shall determine and the result of the ballot as declared by the chairman or chairwoman shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - (h) a member may vote by proxy and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy shall have one vote; and
 - (i) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor; and
 - (j) a proxy may, but need not be a member of the Society; and
 - (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

- (l) where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form:

THE BACH SOCIETY OF QUEENSLAND INC.

I, _____ of _____, being a member of the abovementioned Society hereby appoint _____ of _____ as my proxy to vote for me on my behalf at the _____ General Meeting of the Society, to be held on the _____ day of 20 _____ and at any adjournment thereof.

Signed this _____ day of _____ 20 _____

Signature _____

This form to be used

- * in favour of the resolution
- * against the resolution
- * as the proxy thinks fit about the resolution
- * strike out those not desired above

- (m) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (n) the Secretary or Minute Secretary shall cause full and accurate minutes of all the proceedings of every Management Committee meeting and general meeting to be entered in a book or file to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
- (2) The minutes of every Management Committee meeting shall be signed by the chairman or chairwoman of the next succeeding Management Committee meeting verifying their accuracy.
- (3) Similarly, the minutes of every general meeting shall be signed by the chairman or chairwoman of that meeting or the next succeeding general meeting.
- (4) However, the minutes of any Annual General meeting shall be signed by the chairman or chairwoman of that meeting or the chairman or chairwoman of the next succeeding general meeting or Annual General Meeting.

Clause 27 By Laws

The Management Committee may from time to time make, amend or repeat by-laws, not inconsistent with these rules, for the internal management of the Society and any by-law may be set aside by a general meeting of members.

Version created 13 May 2021 incorporating amendments passed at AGM 2021

Clause 28 Alteration of Rules

- (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these clauses may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
Notice in writing, with such proposed amendments being included, shall be given four weeks prior to the general meeting. Such amendments can be made only if two thirds of the members present at the meeting vote in favour.
- (2) However, an amendment, rescission or addition is valid only if it is registered by the chief executive of the Office of Consumers Affairs, Queensland.

Clause 29 Common Seal

- (1) The Management Committee shall provide for a common seal and for its safe custody.
- (2) 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.

Clause 30 Funds and Accounts

- (1) The funds of the Society must be kept in the name of the Society in a financial institution decided by the Management Committee.
- (2) Proper books and accounts shall be kept and maintained in written or printed form in the English language showing correctly the financial affairs of the Society and the particulars usually shown in books of a like nature.
- (3) All monies shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of \$100 or over are to be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorized from time to time by the Management Committee or any electronic transfer commonly used in current commercial practice.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The Management Committee shall determine the amount of petty cash that may be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the 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 Society at the close of that year.
- (9) If the Society is incorporated within three months of the end of the Society's financial year, sub-clause (8) does not apply for the financial year the Society is incorporated.

- (10) The audit sub-committee must examine the statement prepared under sub-clause (8) and present a report on it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- (11) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.

Clause 31 Public Fund

- (1) The Society will establish and maintain a public fund.
- (2) The fund will be administered by 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.
- (3) The public will be invited to contribute to the fund.
- (4) Receipts for gifts to the public fund must state:
- (a) the name of the public fund and that the receipt is for a gift made to the public fund;
 - (b) the Australian Business Number of the Society;
 - (c) the fact that the receipt is for a gift; and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- (5) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Society and will only be used to further the principal purpose of the Society. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the ATO.
- (6) No monies or 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.
- (7) The Society must not pay any of its profits or financial surplus, or give any of its property, to its members, beneficiaries, controllers or owners (as appropriate).
- (8) The Society must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the Society's principal purpose.
- (9) The Society must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months.
- (10) 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 public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.

(11) 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, 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*.

Clause 32 Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Society.

Clause 33 Financial Year

The financial year shall end on 31st December in each year.

Clause 34 Distribution of Surplus Assets to Another Entity

In the event of the Society being wound up and dissolved, after the satisfaction of all liabilities, the remaining assets shall not be distributed among members of the Society, but shall be transferred to a cultural organization with similar objectives, whose rules shall prohibit the distribution of income among members and which is eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the Income Tax Assessment Act, 1997, such cultural organization to be determined by members of the Society.

Clause 35 Indemnity

The Society shall indemnify all office bearers of the Society for any liability personally incurred as a result of the performance of their duties in accordance with this Constitution.

...oooOooo...

This edition of the Constitution of the Bach Society of Qld Inc has been prepared in May 2021. This edition has been copied to CD for official recording purposes and that CD is kept by the Secretary.

President: Tina Hewison Secretary: Geraldine Cleary
Tina Hewison Geraldine Cleary