

Associations Incorporation Act 1981
Section 5(b)

AUSTRALIAN PIPE BAND ASSOCIATION INCORPORATED

STATEMENT OF PURPOSES

1. The name of the proposed incorporated association is **AUSTRALIAN PIPE BAND ASSOCIATION INCORPORATED.**
2. The purposes for which the proposed incorporated association is established are:-
 - (1) the promotion and advancement of Scottish culture in Australia, particularly all aspects of Pipe Band activities and culture;
 - b) the creation of a bond of fellowship between pipe bands and their members within Australia and elsewhere;
 - c) the devising and operating of rules for pipe band and piping and drumming contests in Australia;
 - d) the creation and maintenance of a system affording reciprocal rights to pipe bands and their members in Australia and elsewhere; and
 - e) the establishment and operation of an Australian Pipe Band College as a body setting maintaining and improving standards in all aspects of pipe band activity;

Associations Incorporation Act 1981
(Victoria)

AUSTRALIAN PIPE BAND ASSOCIATION INC.

R U L E S

PART 1 - TITLE, INTERPRETATION

1.1. NAME

The name of the association is **AUSTRALIAN PIPE BAND ASSOCIATION INCORPORATED**, called in these rules “the association”.

1.2. INTERPRETATION AND AMENDMENT OF RULES

1.2.1 All questions of the interpretation of these Rules and any Regulations made under them shall be determined by the Council and between meetings of the Council, by the Committee.

1.2.2 These Rules and the Statement of Purposes of the association shall not be altered except in accordance with the Act, and provided that not less than one month’s notice of the intention to propose the resolution as a special resolution has been given by delivering or sending the same, in writing, to every member.

1.2.3 In these Rules, unless the context otherwise requires,

“the Act” means the *Associations Incorporation Act 1981* of Victoria or any amendment thereof or act substituted for it;

“band” means a group of members of the association together registered as a band whether or not an incorporated body.

“branch” means a group of members and bands recognised as such by the association;

“college” means the Australian Pipe Band College conducted by the association;

“competing member” means a member registered by a band for competition with that band;

“currently financial” means, at any time in respect of a member, that all subscriptions and entry fees payable by that member at that time have been paid, taking into account any special arrangement approved by the association.

“officiating member” means a member who is on a list of judges or adjudicators or Contest Supervisors maintained by the association.

“solo member” means a member registered by the association as a solo competitor.

“voting member” means a member of the Council appointed by a branch who is currently financial and therefore entitled to vote.

PART 2 - MEMBERSHIP, SUBSCRIPTIONS, LEVIES

2.1. MEMBERSHIP

- 2.1.1. Membership of the association shall be open to all persons (whether natural or incorporated) supporting the purposes for which the association is established as set out in its *Statement of Purposes*.**
- 2.1.2. There shall be ordinary and life members of the association admitted as such in the manner set out in this Rule.**
- 2.1.3. Each member shall pay such entrance fee, if any, and, subject to these Rules, such annual subscription, if any, as is from time to time fixed by the Council in accordance with Rule 4.**
- 2.1.4. Applications for membership shall be in such form or forms as the Council may from time to time prescribe, and shall be referred to the Council as soon as practicable after receipt by the association. The Council may approve or reject an application without assigning any reason therefor. Applications shall be submitted through a branch of the association.**
- 2.1.5 A member who has rendered such service to the association as to be entitled to distinction may be elected to life membership by the Council by a majority of two-thirds of the votes cast on the matter, provided that there shall not be more than twelve life members at any one time.**
- 2.1.6 The membership of any member whose subscription has fallen into arrears for a period of not less than one month may be terminated by the Council.**
- 2.1.7. No right or privilege of a member shall be transferable or transmissible in any way but shall cease upon the member ceasing to be a member.**
- 2.1.8 The Registrar shall maintain a register of members containing the full name, postal address, date of joining, and any other particulars directed by the Council to be inserted in it.**
- 2.1.9. Council may delegate to branch committees its powers to approve an application for membership and to terminate membership of a member whose subscription has fallen into arrears pursuant to this Rule upon such terms as it may from time to time determine.**

2.2. SUBSCRIPTIONS AND LEVIES

- 2.2.1. A life member shall not, as such, be liable to pay any entrance fee or subscription.**
- 2.2.2. The Council or the Committee may from time to time fix the amount of annual subscription for membership and may fix different amounts in respect of officiating, competing, solo and other members; the Council or Committee may also fix the annual registration fee for a band (which shall be a separate charge from any subscription for membership of the association payable by the members of a band.)**
- 2.2.3. Until the Council otherwise directs, annual subscriptions and registration fees shall be divided, one half thereof being retained by the association for its purposes generally and one half being retained by the branch of the association through which that subscription is received or to which the member or band belongs or with which a band is registered for the furtherance of the association's purposes within its domain.**

2.2.4. The Council or the Committee may from time to time determine the manner in which subscriptions, fees and other charges due to the association shall be collected.

2.2.5. A branch committee may impose a levy upon the branch members and bands registered with that branch, subject to the prior written consent thereto of the Committee, which consent shall not unreasonably be withheld.

2.3. TERMINATION OF MEMBERSHIP

2.3.1 On receipt of a written resignation from a member, provided that the member is currently financial, membership of the association, and, if the case requires, the Council, Committee and tenure of any other office in or under the association is thereby terminated.

2.3.2. (a) The Committee may consider and deal with any reported breach of these Rules or Regulations made pursuant to them or any conduct which might bring the association into disrepute after the reported member has been informed that them Committee intends to proceed in the matter;

(b) The reported member shall be entitled to address the Committee in relation to the report;

(c) The Committee may take such action, if any, as it thinks fit in relation to the report, including suspending the reported member or terminating his membership of the association;

(d) A member who is suspended or whose membership is terminated pursuant to this Clause may by written notice to the Secretary within seven days after he is notified thereof appeal to an Extraordinary General Meeting to be called without delay for the sole purpose of hearing the appeal and which may by resolution carried by three-fifths of the members present and entitled to vote allow the appeal.

PART 3 - GENERAL MEETINGS

3.1. ANNUAL GENERAL MEETINGS

3.1.1 An Annual General Meeting of the association shall be held during each calendar year on a date fixed by the Council or the Committee;

3.1.2 The business of the Annual General Meeting shall be:-

(i) To confirm the minutes of the previous Annual General Meeting and any Special General Meetings other than a Conference General Meeting;

(ii) To receive and adopt financial statements for the preceding financial period; and

(iii) To elect one or more suitable persons to audit the association's accounts.

- 3.1.3 A copy of the financial statements to be laid before an Annual General Meeting shall be forwarded to each voting member and to the Secretary of each branch of the Association not less than 21 days before that meeting.**

3.2 EXTRAORDINARY GENERAL MEETINGS

- 3.2.1 An Extraordinary General Meeting may be held on such occasions as the Council or the Committee deems necessary, and shall be held within three months after receipt by the Secretary of a requisition therefor signed by one fifth of the members of the association (and whether comprised of one document or a number of like documents) stating the proposed business or of an appeal pursuant to Rule 2.3.2 (d).**

3.3 PROCEDURE: ANNUAL & EXTRAORDINARY GENERAL MEETINGS

- 3.3.1 At least 21 days notice of each Annual General Meeting shall be forwarded, in writing, to the Secretary of each branch of the association and to each voting member.**
- 3.3.2 At least 21 days notice of each Extraordinary General Meeting shall be forwarded, in writing, to the Secretary of each branch of the association and to each voting member.**
- 3.3.3 All members of the association shall be entitled to attend Annual and Extraordinary General Meetings and, by leave, to speak thereat.**
- 3.3.4 Only currently financial voting members shall be entitled to speak as of right and to vote at an Annual or Extraordinary General Meeting.**
- 3.3.5 (a) At every Annual or Extraordinary General Meeting the President shall preside as Chairman;**
- (b) In the absence of the President a Vice-President shall act as Chairman;**
- (c) If neither the President nor a Vice-President is present within ten minutes of the time fixed for the start of the meeting the members then present and entitled to vote shall elect one of their number to act as Chairman.**
- 3.3.6 Voting on any matter shall be by show of hands but elections shall be by ballot unless a ballot on any question is called for by no less than five members entitled to vote thereon in which case that question shall be determined by ballot in such proper manner as the Chairman shall direct.**
- 3.3.7 The Chairman, if a voting member, shall have a deliberative vote, but not a casting vote.**
- 3.3.8 A voting member may vote personally or by proxy: the appointment of a proxy shall be in writing, signed by the appointing member, and lodged with the Secretary prior to or during the meeting or the first meeting at which it is to be in effect.**

3.3.9 No business shall be transacted nor any elections made at any General Meeting unless a quorum of two-fifths of the members entitled to vote at that meeting is present personally or by proxy. If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place and at the adjourned meeting three such members shall constitute a quorum.

**3.4 SPECIAL GENERAL MEETINGS — CONFERENCE MEETINGS — MEETINGS
OF COUNCIL**

3.4.1 Each meeting of the Council shall be called as a Special General Meeting of the association; such a meeting, called the Conference Meeting, shall be held in each even-numbered year and other Special General Meetings may be called when deemed necessary by the Council or the Committee.

3.4.2 At least 65 days notice of each Special General Meeting, including a Conference meeting, shall be forwarded, in writing, to the Secretary of each branch of the association and to each member of the Council: this notice shall include particulars of all matters proposed to be considered by the Council at that meeting. At least 21 days notice, in writing, of each Conference Meeting, giving the general nature only of the business to be considered, shall be forwarded to each other member of the association personally or by post to the address notified by the member for the purpose of the giving of notices.

3.4.3 Any member may place a matter on the notice-paper of a Conference Meeting by forwarding the same to the Secretary no later than the 31st day of December prior to the meeting.

3.4.4 All members of the association shall be entitled to attend Special General Meetings and, by leave, to speak thereat.

3.4.5 Only members of the Council shall be entitled to speak as of right and only voting members shall be entitled to vote at a Special General Meeting.

3.4.6 At every Special General Meeting the President shall preside as Chairman, but if the President desires to surrender the Chair (either generally or for a particular debate) then the voting members present shall choose some other person then present to act as Chairman.

3.4.7 Voting on any matter shall be by show of hands but elections shall be by ballot unless a ballot on any question is called for by no less than five voting members in which case that question shall be determined by ballot in such proper manner as the Chairman shall direct.

3.4.8 The Chairman, if a voting member, shall have a deliberative vote, but not a casting vote.

3.4.9 A voting member may vote personally or by proxy: the appointment of a proxy shall be in writing, signed by the appointing member, and lodged with the Secretary prior to or during the meeting or the first meeting at which it is to be in effect.

PART 4 - COUNCIL AND COMMITTEE, OTHER OFFICERS

4.1 COUNCIL

- 4.1.1 The control and management of the affairs of the association shall be vested in a Council.**
- 4.1.2 The Council shall consist of:**
- (i) the President, Vice-Presidents, Secretary and Treasurer for the time being of the association, who shall be entitled to attend and to speak, but not as such to vote at meetings of the Council;**
 - (ii) Councillors representing the branches of the association: a branch may from time to time appoint by written notice to the Secretary signed by a proper officer of the branch appoint two Councillors; and**
 - (iii) The Principals for the time being of Piping, Drumming, Dress & Drill and Rules & Administration of the college:**
- 4.1.3 The powers of the association shall be exercised through the Council which may exercise all such powers as are not in these Rules required to be exercised by the association in General Meeting.**
- 4.1.4 Meetings of the Council shall be held not less than once in each two years, and may be convened on the requisition of a majority of the voting members.**
- 4.1.5 No business shall be transacted at any meeting of the Council unless a quorum of at least three-fifths of the members of the Council is present.**
- 4.1.6 The continuing members of the Council may act notwithstanding any vacancy in the membership of the Council.**
- 4.1.7 Each Councillor appointed by a branch under this Rule and each Principal of the college shall be entitled to attend and speak and cast one vote at meetings of the Council.**
- 4.1.8 Until otherwise directed by the Council, the costs of holding a Conference meeting shall be met as to three-fifths by the association, and as to two-fifths in equal shares by the branches of the association; these costs shall include necessary rental or hire charges for premises, related administrative costs, accommodation and fares for no more than two voting members from each branch and the President, Secretary and Treasurer of the association and the Principals of the college and the two ordinary members of the Committee.**
- 4.1.9 The President, Secretary and Treasurer of the association shall be elected at each Conference meeting.**

4.1.10. The Secretary shall call for nominations for President, Secretary and Treasurer, the Principals of the college and two members of the Committee not later than 120 days before the Conference Meeting. Any currently financial member may nominate any other such member for any office by written notice signed by both, and delivered to the Secretary not later than 65 days before the Conference Meeting, notwithstanding which if there are not sufficient nominations for any office further nominations may be called for that office at the Conference Meeting.

4.1.11. The President, Secretary and Treasurer, Principals of the college and two members of the Committee shall hold office, subject to these Rules, from the time of election until the commencement of elections at the succeeding Conference Meeting and retiring officers shall be eligible for re-election.

4.1.12. There shall be as many Vice-Presidents of the Association as there are branches of the association: the Chairman of each branch shall be *ipso facto* a Vice-President of the association.

4.1.13. The office of Vice-President may be held simultaneously with any other office except that of President or Auditor.

4.2. C O M M I T T E E

4.2.1 There shall be a Committee subsidiary to the Council to which the Council may delegate any of its functions and powers.

4.2.2 The President, Secretary, Treasurer, and two Committee members (at least one of whom shall be a Principal of the college) shall be the Members of the Committee.

4.2.3 The Committee shall:

(a) investigate, report and make recommendations to the Council on any matter it thinks fit;

(b) supervise and direct the execution of decisions of the Council;

(c) exercise as it thinks fit, but subject to the directions of the Council,

(i) the powers of the Council in any matter requiring immediate or urgent action;

(ii) such powers and functions of the Council as are delegated to it by the Council; and

(d) exercise as it thinks fit the powers bestowed upon it by these Rules;

and it shall report to the Council thereon. The Committee shall not amend or over-ride a decision of the Council except by a majority of four-fifths of the members of the Committee.

4.2.4 Meetings of the Committee may be convened by any two of its members, who shall cause all members of the Committee to be notified thereof. The Committee may meet in any convenient manner, including electronic conferencing, as it may think fit.

4.2.5 No business shall be transacted at any meeting of the Committee unless three-fifths of its members are present.

4.2.6 (a) At every Committee Meeting the President shall preside as Chairman;

(b) In the absence of the President the members then present shall elect one of their number to act as Chairman.

4.2.7 Each member of the Committee shall have one vote exercisable personally and not by proxy. Voting on any matter shall be by show of hands or voice as the Chairman may direct.

4.2.8 The Chairman shall have a deliberative vote, but not a casting vote.

4.2.9 The continuing members of the Committee may act notwithstanding any vacancy in the membership of the Committee.

4.2.10. Any vacancy occurring or existing in the offices of President, Secretary or Treasurer, Principal of the College and member of the Committee may be filled by the appointment by the Committee of an eligible member thereto.

4.3 CESSATION OF OFFICE

4.3.1 The office of a member of the Council or the Committee shall become vacant if that member:

(a) resigns the office by notice in writing to the Secretary;

(b) ceases to be a member of the association;

(c) is removed from office by resolution carried by three-fifths of the voting members present at a meeting of the Council or Committee; or

(d) dies or becomes of unsound mind or a patient or an infirm person under the *Public Trustees Act 1958*;

or, unless the Council or Committee otherwise determines, if that member:

**(e) becomes bankrupt or makes any arrangement or composition with creditors generally;
or**

(f) is convicted of any criminal offence and punished by a sentence of imprisonment;

4.4. OTHER OFFICES

- 4.4.1 The Committee may from time to time appoint such members to such other offices with such duties as it may determine, and may terminate any such appointment.**

PART 5 - BRANCHES OF THE ASSOCIATION

5.1 BRANCHES

- 5.1.1 Branches of the association may be established to further the pursuit and promotion of the purposes in their respective areas and for and with their respective members.**
- 5.1.2 A branch or branches may from time to time be recognised by the Council or Committee, which shall allocate to each branch its primary sphere of activity, and may from time to time modify that sphere, or rescind the recognition of a branch. Until the Council or the Committee otherwise directs, the branches set out in Appendix A to these Rules shall be recognised as branches of the association with the primary spheres of activity also set out in that Appendix.**
- 5.1.3 A branch shall conduct its affairs in accordance with Branch Rules adopted by it with the approval of the association, which approval shall not unreasonably be withheld provided that the matters set out in Appendix B to these Rules are treated to the satisfaction of the Council or the Committee.**
- 5.1.4 A branch shall furnish financial statements to the Treasurer at such times or frequency as the Council or Committee may from time to time direct, and until otherwise directed as at each 30th June and 31st December, to be received by the Treasurer within 45 days thereafter.**
- 5.1.5 A branch may impose a levy upon its members or registered bands, with the prior written consent of the association as provided in Rule 2.2.5, which consent shall not unreasonably be withheld.**
- 5.1.6 A branch may from time to time recognise a sub-branch or sub-branches, provided that the Council or Committee has given its prior approval, which shall not unreasonably be withheld.**
- 5.1.7 Pursuant to Rule 2.1.4, applications for membership of the association shall be submitted to the association through a branch, as shall applications for registration of a band and for recognition of eligibility to compete under the association's Rules for pipe band and piping and drumming contest from time to time in force.**
- 5.1.8 A branch may from time to time appoint a Chieftain or Patron, with the consent first obtained of the association, which consent shall not unreasonably be withheld.**

PART 6 - GENERAL

6.1 REGULATIONS AND BY-LAWS

- 6.1.1** The Council and Committee may from time to time make, vary and repeal all such Regulations consistent with these Rules as shall be thought expedient for the internal management and well-being of the association, and, without derogating from the generality of the foregoing, for the management and conduct of a pipe band college to be styled the Australian Pipe Band College and for the management and regulation of pipe band, piping and drumming contest in Australia, provided that no regulation pertaining to the regulation of pipe band, piping and drumming contest shall be made, varied or repealed until after a postal ballot of bands registered or affiliated with the association, but the result of that ballot shall not be formally binding on the Council, and Council or Committee may by resolution conduct a like postal ballot on any other matter.
- 6.1.2** All regulations made by the Committee hereunder shall be binding upon the members until repealed by the Committee or set aside by resolution of the Council.
- 6.1.3** A branch committee may from time to time make, vary and repeal all such by-laws consistent with these Rules, any Regulations made hereunder, and the branch Rules as shall be thought expedient for the internal management and well-being of the branch; a branch shall furnish the Secretary with a copy of each by-law immediately on its adoption, and the by-law shall have no force or effect until receipt of a copy by the Secretary: the Council or Committee may disallow a by-law inconsistent with these Rules, Regulations made hereunder or branch Rules or for other good reason and the by-law shall thereupon be null and void.

6.2. SUB - COMMITTEES

- 6.2.1** The Council or the Committee may from time to time appoint sub-committees for such purposes and to exercise such of its powers as it may deem fit.
- 6.2.2** A sub-committee shall consist of a member or members of the association nominated by the Council or the Committee.
- 6.2.3** The President, Secretary, and Treasurer shall be, *ex officio*, members of all sub-committees.
- 6.2.4** Each sub-committee shall keep a record of its proceedings and shall furnish a copy thereof to the Secretary.
- 6.2.5** A sub-committee shall operate in accordance with any regulations imposed and directions given by the Council or the Committee.

6.3 MINUTES

- 6.3.1** The Secretary shall keep the Minutes of all Meetings of the association and the Council and the Committee.

- 6.3.2** A member of the association shall be entitled to inspect the Minute Book at any reasonable time on application to the Secretary.

6.4 POWERS AND DUTIES OF OFFICERS

- 6.4.1** The President and Vice-President shall carry out the duties allotted by these Rules.
- 6.4.2** The Secretary shall be responsible for the recording and keeping of the Minutes of meetings of the association, the Council and the Committee, the conduct of correspondence, the issuing of notices pursuant to these Rules, the keeping of the register of members, the preparation of the agenda for meetings, and the custody of securities of the association. The Secretary shall ensure that the required reports and financial statements are submitted to each Annual General Meeting. The books and papers of the Association shall be available for inspection by the members at any reasonable time on application to the Secretary.
- 6.4.3** The Treasurer shall be responsible for the keeping of the accounts of the association, the safe custody and banking of all the moneys of the association, the application of the funds of the association in accordance with the directions of the Council and the Committee, the presentation at each Council and Committee meeting of a statement showing the financial position of the Band, and the presentation annually of the audited financial reports. The accounts and books of the association shall be available for inspection by the members at any reasonable time on application to the Treasurer.

6.5. ACCOUNTS AND AUDIT

- 6.5.1** A banking account or accounts shall be maintained in the name of the association with such financial institution as the Council or the Committee may from time to time determine, and all moneys received by or on behalf of the association shall be passed forthwith to the Treasurer who shall bank them without delay, or dealt with in accordance with directions of the Council or the Committee.
- 6.5.2** All cheques and other negotiable instruments shall be signed by any two of the President, Secretary, Treasurer and any other persons so authorised by the Council or the Committee.
- 6.5.3** True accounts shall be kept of all sums of money received and spent by the association, and the matter in respect of which each receipt or expenditure occurs, and of the property assets and liabilities of the association.
- 6.5.4** The accounts shall be closed on the 30th day of June in each year and a statement shall be made out of the receipts and expenditures for the past year and a Balance Sheet shall be prepared.
- 6.5.5** Once at least in every year the accounts of the association shall be examined by one

or more suitable persons elected at each Annual General Meeting in respect of the reports to be presented to the subsequent Annual General Meeting.

- 6.5.6** The funds of the association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council or the Committee determines.

6.6. COMMON SEAL

- 6.6.1** The Common Seal of the association shall be kept in the custody of the Secretary.

- 6.6.2** The Common Seal shall not be affixed to any instrument except by authority of the Council or the Committee and the affixing of the Common Seal shall be attested by the signature either of two members of the Council or of the Committee or of one Member of the Council or Committee and of the Public Officer of the Band.

6.7. APPLICATION OF INCOME AND PROPERTY

- 6.7.1** The income and property of the association whencesoever derived shall be applied solely towards the promotion of the purposes for which the association is established, and no portion thereof shall be paid or transferred directly or indirectly to any member in any way except:

- (a) payment in good faith of remuneration to any officer member or servant of the association for services rendered or goods supplied to the association; and
- (b) proper rent for premises demised to the association by any member.

6.8. WINDING UP OR CANCELLATION

- 6.8.1** In the event of the winding up or cancellation of the incorporation of the association, the assets of the association after payment of all its debts and obligations and any costs of winding up or cancellation shall be paid to such body or bodies (whether incorporated or unincorporated) and having aims objects or purposes similar in whole or in part to those of the association and the constituent document of which prohibits the distribution of its income and assets among its members to at least the same extent as the association prohibits the same under these Rules as the Council or the Committee shall then determine, and in default of such determination by application to the Federal Court of Australia.

APPENDIX A

Branch

Primary Sphere of Activity

Queensland	Queensland, Upper Northern (North of Alice Springs)	Territory
New South Wales Broken Hill	A.C.T. and New South Wales less Broken Hill	
Victoria	Victoria	
Tasmania	Tasmania	
South Australia	South Australia and Lower Northern Territory (Alice Springs and south) and Broken Hill	
Western Australia	Western Australia	

APPENDIX B:

The proposed Rules of a Branch shall make provision to the satisfaction of the Association for:

- 1. A Branch Committee comprised of a Branch Chairman (who is ex officio a Vice-President of the Association), two Branch Vice-Chairmen, Branch Secretary, Branch Treasurer, Branch Assistant Secretary (these forming the Branch Executive Committee), two representatives of each band registered through the branch, and one of each of the lists of judges and contest supervisors.**
- 2. Financial period to close on 30th June each year.**
- 3. Other necessary formalities for the operation of the Branch, including an annual meeting, operation of executive committee and Branch Committee, making of by-laws, subcommittees.**

These will be adopted by the association as a Regulation for the operation of the Branch. Amendment will be by the association on request from the branch.

